

Minutes of the Omnia Learning Trust Board Meeting

Held remotely via Zoom on Tuesday 26th November 2024 at 11am

Invitees	Role	Term of Office Ends	Attendance
Board Members (Voting)			
1. Jodie Croft (JC)	Board Director and OLT CEO	Ex-officio	Present
2. Alison Hill (AH)	Board Director	06/07/2028	Absent
3. Silvia Holgado-Gomez (SHG)	Board Director	31/03/2024	Present
4. Tyler Jeffs (TJ)	Board Director	29/03/2026	Present
5. Russell Massie (RM)	Board Director & Chair	08/11/2025	Present
6. Duncan Millard (DM)	Board Director	15/05/2028	Present
7. Jason Murphy (JM)	Board Director & Vice Chair	19/11/2027	Present
8. Nicola Poole (NP)	Board Director	11/11/2028	Present
9. Jenelle Ross-Mc Intyre (JRM)	Board Director	11/11/2028	Present
10. Arjun Thiru (AT)	Board Director	08/11/2025	Absent
Other (Non-Voting)			
Leah Basilone (LB)	OLT Deputy CEO	N/A	Present
Sarah Bellingham (SB)	OLT GCO	N/A	Present
Carina Cuddington (CC)	OLT CFO (Edufin)	N/A	Present
Beth Gorsuch (BG)	OLT COO	N/A	Present

Minutes	
1.	Welcome and apologies for absence
1.1	RM welcomed everyone to the meeting and introductions were made for the benefit of new Directors JRM and NP. Apologies had been received from AT and AH. The meeting was declared quorate (<i>meaning that a minimum of three voting Board Directors were present</i>).
1.2	It was noted that all documents to be discussed in the meeting had been circulated prior to the meeting via Governor Hub. These were shared on screen during the meeting unless stated otherwise.
1.3	JC noted that this would be SHG's final Board meeting before stepping down as a Board Director at the end of the month. She offered her sincere thanks on behalf of the Board for SHG's time and commitment since joining the Board, not least in her capacity as Chair of Trustees for the 2023-2024 academic year.
1.4	SHG left the meeting at 11.10.



<p>2. Declaration of conflicts of interests relating to agenda items & declare any pecuniary or business interests or receipt of hospitality for the OLT Register of Business Interests</p> <p>2.1 No conflicts of interest were declared in relation to agenda items and no updates were declared for the register. It was noted that new Directors JRM and NP would send SB confirmation of their entry in the register after the meeting for her add in. ACTION – SB</p>
<p>3. Identify items for AOB and/or confidential AOB</p> <p>3.1 No items were raised.</p>
<p>4. Appointment of Vice-Chair of OLT Board or 2024-2025</p> <p>4.1 JM expressed his willingness to nominate himself for the role of Vice-Chair. There were no other nominations for the role.</p> <p>4.2 The Directors unanimously approved JM as the Vice-Chair of the Board for the 2024-2025 academic year.</p>
<p>5. Review of Trust Board membership and DBS checks & updated to Committee/specialist roles</p> <p>5.1 Directors were referred to the table set out at the base of the agenda with proposed Committee roles for 2024-2025. These were discussed and the Directors were asked to contact JC after the meeting if there were further questions.</p>
<p>6. Review of Directors' training requirements and induction arrangements</p> <p>6.1 SB had been in touch with all directors and governors since the start of term and in the week prior to the Board meeting to remind about the completion of mandatory outstanding training. SB would send a further reminder to the relevant directors and governors after the meeting. She would also ensure that all induction items were followed through by new members of the Board. ACTION – SB</p>
<p>7. Approve minutes of the last full board meeting on 17th September 2024 and confirm matters arising not on the agenda</p> <p>7.1 The Board unanimously approved the minutes of 17th September 2024. ACTION - SB</p> <p>7.2 All actions had been completed or were in progress.</p>
<p>8. Receive QES Committee Minutes dated 15/10/2024 & 23/10/2024</p> <p>8.1 These were noted as received.</p>



8.2 JC updated the Board about the outcomes and progress at each school and reminded the Board that DP and TPA were within their Ofsted inspection window.

9. Receive Principals' termly dashboards

Dashboards: DPA, SHPA, TPA, WPA (Covering: Demographics, Fire drills, exclusions, absence, racist & bullying incidents, safeguarding, CP, complaints, CPD and staffing update)

9.1 These were noted as received.

10. Receive Operations Committee Minutes dated 08/10/2024

10.1 These were noted as received.

11. Receive COO Compliance Report dated October 2024

Covering: IT/GDPR, financial audits, HR, H&S (external audits, WRA, FRA), staff absence, premises, safeguarding (SCR audit & LADO audit), & policies review)

11.1 BG confirmed that she had presented the report to the October 2024 Operations Committee and asked the Directors if they had any questions.

11.2 JC flagged that there had been an appeal from a staff member at DPA about eligibility for consideration for a pay progression decision. The matter had just been concluded and the details would be circulated to the Operations Committee for review and approval in writing.
ACTION – JC/SB

11.3 There were no questions about the report and the Directors confirmed receipt.

12. Receive CEO Report

Covering: Progress, Attainment, Performance, Targets, Equality objectives, Management accounts, Health and Safety reports, Operations Committee recommendations, Trust development plan, Trust strategy, review of risk register, review of pupil number estimates

With reference also to: DfE Letter to Trust "Review of Planned new Mainstream Free School Projects" dated 22/10/2024 & Trust Growth and Development Report to OLT Board

12.1 JC reminded the Board that the information was now being presented in a 'RAG-rated' format, per the new style document trailed first in July 2024, which was underpinned by the DfE's Trust quality descriptors. Explanatory notes were attached to any item with an amber or red rating.

12.2 JC provided details about the following initial items from the report:

- Pupil numbers on roll at each school and the impact of these on income and spending, and
- Staffing and vacancies across all schools.



12.3 JRM joined the meeting at 11.45.

12.4 LB provided detail on the following points across the Trust and encouraged the Directors to ask questions:

- Quality of education; including teaching and learning
- Inclusive learning environment
- Numbers of ECTs and new staff joiners
- Leadership and management; to include protocols for pupil behaviour, development of subject leadership, SEND support, and staff performance management
- Curriculum content and design; to include support for new staff and for subject leaders, and curriculum sequencing
- Pupil outcomes; to include GLD, phonics, KS2, outcomes for disadvantaged pupils, and comparisons with national data
- Pupil progress from baseline to Year 6; with an explanation of the progress scores in use, and noting that at summer 2024 'baseline' had been determined at the end of Reception year, whereas for 2024-2025 'baseline' referred to the start of Reception year
- Accessibility
- Inclusive pastoral support; to include programmes to help reduce cognitive load on children suffering from ADHD and complex trauma, and the impact of as well as responses to increased incidences of physical violence from pupils;
- Enrichment
- Behaviour
- Persistent absence; to include comparisons with national figures

12.5 Q: How were the outcomes being measured, to help determine which colour rating had been attributed to each item in the report?

A: If the data was quantitative, such as the school's academic outcomes, then these could be measured against national or internal targets. If the data was more subjective, then the Trust used measures such as Ofsted or DfE descriptors, and internal documented standards.

12.6 Q: Was the SLT at each school determining the colours in the report demonstrating the measure of success?

A: The colour rating was discussed by the SLT, LB and the school Principals. Then LB, JC or BG would do the final RAG rating for the area they were responsible for.

12.7 Q: Was it right that 45% of pupils at TPA in the pupil premium ('PP') category had achieved 'expected'?

A: For the cohort in question at TPA, 45% equated to 9 pupils. These had achieved 'at expected', meaning that 55% had not. The impact of SEND on PP children potentially had a huge impact and the Trust looked at every child as an individual. This area was being closely looked at this year.

12.8 Q: Did the quality descriptor here say 44%?



A: It tended to rise each year. The national data was not released until after the Trust data, so the Trust had estimated that national would rise to 46%. The 44% was for the Year 5 cohort the previous year. LB could change the RAG rating if needed based on latest data. However, the Trust wanted to achieve the highest outcomes for its PP children.

12.9 Q: Were there any indicators for next year's outcomes at TPA?

A: Year 6 were due to sit their mock SATs in January, which would give the Board a picture of what the outcomes might look like in the summer. Current observations were that the pupils were attaining well. One area for development noted for all schools was that pupils were struggling to understand the meaning of longer and more complex texts due to the impact of screen time. Teachers were having to work much harder with pupils on this.

12.10Q: At WPA what would the starting measure be for the current Year 6?

A: That would be the end of reception year, or a later point if they joined the school later. In that instance, WPA had to accept what the outgoing school reported about the pupil, even if that might not be equivalent to the assessment WPA might make. 2027 would be the first year that WPA would see its first Year 6 pupils finish their time at school all the way through from Reception.

12.11Q: Did the Trust use target-tracking software?

A: Yes it did. This was called FFT.

12.12Q: How were leaders using that software to ensure the Trust hit pupil progress expectations?

A: That was certainly something to include for discussion at the next QES Committee meeting (**ACTION – SB**). LB was already looking at FFT use during her DCEO meetings how we use FFT, as well as how high to set the percentages, to ensure the schools did make the progress measures anticipated. It would continue to be tricky for schools which had pupils joining in-year, who had potentially been 'over-marked' at their prior provision. In TPA's case, LB and the Principal had already been tracking the data for 'home-grown' pupils and those who were in-year transfers to observe impact and trends.

12.13Q: In terms of physical violence from pupils, did staff ever have to restrain children at school? If so, were they trained for that?

A: Several staff members were given training, but some cases arose which were so extreme that they were beyond the realms of what was foreseeable or reasonable for staff to have to deal with. A risk assessment was in place for every child that could be anticipated as potentially physical or violent. Many of these children needed to be in an alternative provision than a mainstream school. Staff were coping well as a rule, and the schools were doing what they could to ensure staff were not hurt. The Trust was also developing in-school special units, where pupils were on reduced timetables and reduced curriculums, sometimes going back to Reception age or lower in terms of delivery. That went over and above what the schools were funded to deliver, but they were having to do this. A special needs expert had helped the Trust with a diagnostic tool, to help staff assess at an earlier stage what pupils needed.



12.14Q: This sounded like a very complicated issue. As a Trust, was there a risk of inconsistencies in terms of the support provided in this respect across the schools? Not inconsistencies, rather different thresholds in place for different school communities based on an assessment of needs. The Principals led each time on the appropriate approach for coping with behaviour and the use of any restraint. Staff were always as hands-off as possible but sometimes a child had to be restrained for safety, and every staff member who restrained was trained.

12.15 JC provided detail on the following additional points across the Trust and encouraged the Directors to ask questions:

- Staff workload; noting comments from the recent staff survey
- Recruitment and retention, and school working environments; to include the impact of budget constraints, and the cost of more experienced staff remaining at schools over the longer term
- ECTs; noting that the new teacher training requirement had been scrapped, although the staff who had undertaken it had reported that it had been very beneficial
- Collaboration; to include developing a specific framework for this within the Trust and for targeting areas in need by the provision of support from higher performing teams
- Line management; to include the Trust's robust approach to assessment against targets set, to help with accurate assessments on performance and pay, and promotion opportunities
- Trust growth: to include an update on the Secretary of State's latest review of the viability of the school applied for in Surbiton, and an update on the Trust's bid for a new three-form entry school in Didcot with 120 place nursery and special needs unit. More information would follow once known (**ACTION – JC**)
- SHPA; the building developer had gone into administration, leaving the school with many defects which the council had yet to act on. The council had also refused to supply funding for an interim project manager, meaning that the current Office and Finance Manager was having to step into that role for one-two days per week. The Trust would only be able to enter into the full lease once the defects period had ended.
- The latest Trust Development Plan; which had been prepared based on the RAG ratings given to the quality descriptors in the CEO Report, and which had been split into three key themes for the current academic year with the inclusion of metrics to help assess impact going forward.
- Central services: to include latest HR advice on changes to fixed term contract use, as well as updates on roles within the Trust Central Team.

12.16 The Directors had no questions at this stage.

12.17 BG highlighted the following information from the CEO Report:

- Financial strategy and budgeting, together with financial management; to include an update on staffing types and costs



- Risk; to include an update on regulatory and statutory compliance, covering matters such as safeguarding and Health and Safety
- Future funding forecasts; to include income estimated for PP and EHCP pupils
- Digital strategy; which was under construction and was receiving input from the Trust's external IT partners to assess priorities and close off any reds as soon as possible.
- Estates strategy; including TPA's plan to work with a SIFT partner from 2025 to help with matters such as structural surveys and funding applications, and the improvements in the function of the heating and boiler systems at both DPA and WPA.

12.18 The Directors had no further questions at this stage.

Pupil Admissions Number

12.19 JC reminded the Board that TPA was a two-form entry school with a pupil admissions number ('PAN') set at 60 places per year, with 30 pupils allocated to each class. Birth rates had been falling locally and predictions indicated that lower birth rates would continue. This data was causing TPA and other schools in the borough to review estimated pupils numbers for future intakes in Reception, to ensure affordability. Since TPA had opened, there had been consistently two or three year groups with no more than 45 pupils. That produced less than the funding required for the two teachers needed for both classes in those year groups. At present, TPA was overall 30 places short of being full, which was the equivalent of TPA funding a full-time teacher's salary for a whole academic year without the income received for that.

12.20 To prevent this happening again, the Trust was considering reducing the PAN for the 2025-2026 academic year. The school would only know in January 2025 how many applications had been made for Reception places. The previous September, only 42 pupils had accepted places.

12.21 There were two options for the Board to consider:

- The first was to wait for January 2025 to assess the number of applications, then apply to the admissions authority to reduce the PAN to 30 places for the 2026-2027 academic year.
- The second was to start the application process now for reducing the PAN for September 2025 and consult for the required six weeks, prior to the application deadline of 28th January 2025; if at 15th January 2025 the number of applications for school places for September 2025 was sufficient to fund both Reception class teachers, then no formal PAN application would need to be made. However, if applications numbers were low, the school could make its application to reduce the available places to 30.

12.22 JC added that if the PAN needed to be increased in future it could be put back to 60 without any need for consultation.



12.23 The Directors discussed these options with JC, before unanimously approving option two. On that basis, JC would start the consultation process. She also confirmed that falling birth rates had been added to the top of the Trust's latest risk register.

12.24 JC asked the Directors to review and approve a further items linked with TPA. The minutes of this discussion have been included in a confidential annex.

13. Review and (re-)approve WPA budget for 2024-2025

13.1 The Directors were referred to the notes provided with the updated budget for WPA for 2024-2025. The Board had last approved the budget for WPA in July 2024, and that had forecast an in-year surplus. The updated budget now forecast an in-year deficit, due to required as a result of taking on new staff and making changes to the contracts of existing staff. The additional spend was using some of the school's reserves.

13.2 These staffing changes had been needed mainly to help meet the needs of pupils with an EHCP and those with complex SEND needs. These children were a mixture of pupils who had joined in September 2024 and pupils who were already at the school but who were displaying additional needs as they moved into higher year groups with greater academic expectations.

13.3 The new staff in question were high-quality appointments, were coming in on fixed-term contracts, and were required to support the needs of learners during this academic year.

13.4 The original budget had been set on a very frugal basis. The changes were as modest as they could be and had been carefully scrutinised. The situation was a reflection of the current environment; low funding from the OCC for pupils with an EHCP, and challenges with staff retention. JC noted that the Trust was keen that as far as possible, school reserves were spent on the children and the staff. TJ added that the money from the reserves amounted to less than 10% of the total reserves held by the school.

13.5 The Directors unanimously approved the updated budget set for WPA.

13.6 DM and LB left the meeting at 12.26 and 12.27 respectively.

14. Receive external audit report & ratification of Trust Risk Register

14.1 CC joined the meeting at 12.30.

14.2 Kreston Reeves, the Trust's external auditors, had issued a 'clean' report, but had raised a small number of points for the Trust's attention in their audit findings report. One was labelled medium risk and four were labelled low risk.



14.3 The Audit and Risk (Operations) Committee had just reviewed the report with the auditors. The Directors had challenged the grading of the medium point based on the view that there was little or no risk attached to the finding, as the matter concerned the late receipt of a building valuation from the council.

14.4 **Q:** Could the Trust ask for this to be re-graded? Had the Trust done anything wrong?
A: CC confirmed that this issue had arisen with the auditors before. Perhaps the auditors' argument would be that the Trust might have chased receipt of the valuation earlier, but there was no error on the Trust's part.

14.5 **Q:** Was the risk that the asset's depreciation would not be properly recorded?
A: There was not a risk here; the impact of the valuation would simply be that there was less value in the fixed assets than previously. The fixed asset position was a little bit meaningless for an academy trust. The EFSA would see this for what it was; a timing point involving a non-provision of a land value in time for an audit.

14.6 BG and CC confirmed that there had been nothing else of note to flag to the Board.

14.7 The Directors confirmed receipt of the report. They also confirmed receipt and ratification of the risk register supplied for the meeting noting JC's mention earlier in the meeting about her addition of an entry concerning the impact of falling birth rates on pupil numbers and income.

15. Approve annual accounts and note

15.1 The Directors were being asked to approve the figures presented in the annual report and financial statements for the year ended 31 August 2024. JC explained that one set of consolidated accounts was produced annually for the Trust and all schools combined. These were put together by the external auditors, upon review with CC (Edufin), using the monthly accounts information collated and tracked by BG, JC and CC (Edufin) every month.

15.2 The report and financial statements had been reviewed by the Audit and Risk (Operations) Committee and discussed with external auditors at the meeting which had just taken place before the Board meeting. A number of minor updates had been agreed on, involving wording updates and additions to explanator information. These did not result in any change to the figures as presented.

15.3 JC confirmed that she was happy that the report and statements were a clear representation of the previous financial year and that she was very pleased with all of the work that had been done.

15.4 The Board had no further question and unanimously approved the annual report and the financial statements, subject to the changes being made by the auditors which had been approved by the Audit and Risk (Operations) Committee. This approval extended to the two



letters of representation (audit and regularity) to be sent on behalf of the Trust in relation to the content of the annual accounts.

- 15.5** The approved final version annual accounts and letter of representation required signature by SHG, having been the Chair of Trustees for the financial year in question. JC would need to sign the letter of regularity as the Trust's Accounting Officer. **ACTION – BG/SHG/JC**

16. Receive Management Accounts

16.1 The following documents dated October 2024 had been circulated in advance of the meeting for receipt by the Board, and had also been received by the Audit and Risk (Operations) Committee earlier that day:

- Executive Summary
- Balance Sheet Summary
- Cashflow
- DPA Management Report
- SHPA Management Report
- TPA Management Report
- WPA Management Report
- Omnia Management Report

16.2 CC shared the Executive Summary on screen and highlighted key information in respect of the Trust and each of its schools. This included mention of the brought forward reserves in each case, forecasted surplus or deficit positions, and changes to predicted income or expenditure with reasons provided.

16.3 CC also explained that there was nothing of concern to flag in relation to the Balance Sheet, or in relation to the Trust's cashflow position as the Trust was continuing with its approved investment strategy to generate additional income for the benefit of the Trust's schools.

16.4 The Directors were asked if they had any questions but none were raised. The management accounts were confirmed as received.

16.5 CC left the meeting at 12.40

17. Review and approve expenditure over £50k

17.1 There was none to review.

18. Receive 'Dear Accounting Officer' ('DAO') letter from EFSA dated 11/09/2024



18.1 The latest DAO letter from the EFSA had been received, containing information from the EFSA structural changes within the Department for Education. In short, the EFSA was being merged back into the DfE entity.

18.2 The letter was noted as received.

19. Review and Approve Policies in line with OLT Policy Scheme of Delegation

OLT Pay Policy

19.1 The Pay Policy for 2024-2025 had been updated with the latest government-approved pay scales for this academic year. Additional information had been included on the UPR process and budget adequacy, to include the requirement for prior approval to additional hours by staff, to ensure affordability.

19.2 The Directors had no questions and unanimously approved the updates to the Pay Policy.

Admissions Policies for DPA, SHPA, TPA and WPA for September 2026 entry

19.3 These policies needed Board approval for the 2026-2027 academic year. Each school currently had a PAN of 60, with the exception of SHPA having a PAN of 30. No changes were planned at this stage, other than as already discussed and agreed for TPA including the consultation process outlined. Each school's oversubscription criteria remained the same as previously set out.

19.4 The Directors had no questions and unanimously approved the Admissions Policies for 2026-2027.

20. Review and ratify DPA 157/175 external safeguarding audit response

20.1 JC explained that the Trust Board was required to confirm that it had read and was comfortable with the school's responses to the questionnaire sent by OCC as part of its safeguarding audit process.

20.2 As well as ongoing internal safeguarding checks, a separate external safeguarding audit had already taken place, resulting in some recommendations and targets for improvement, however there had been no red flags.

20.3 The Directors were each comfortable to ratify the school's responses within the s157/175 questionnaire as presented.

21. Receive Staff & Staff Diversity and Inclusion Survey Findings and Report to the Board and receive Governance Survey Results from July 2024

Staff and Staff D&I Survey



- 21.1** JC summarised the number of staff who had taken part and the key areas for attention based on the feedback and comments. Staff workload was one of these areas, and JC would respond directly to staff after having spoken with the Heads at each school.
- 21.2** **Q:** One of the responses to a diversity and inclusion question had dropped slightly from the 100% response the previous year. Was that something the Trust could find out more about?
A: When a response was from just one person, it was difficult to follow up if that individual was reluctant to make themselves known to the Head or to the Central Team. Staff were regularly encouraged to talk to their seniors with anything of concern and certainly about anything raise in the survey. If any more feedback was received from a staff member on this theme then it would be taken extremely seriously.

Governance survey

- 21.3** JC explained that typically the Trust asked the same questions in its annual survey each year. A new format had been trialled in July 2024; however, this would return to the standard format again in summer 2025.
- 21.4** It had just been Directors responding this time on any areas to work on, any concerns about the role or any requirement for more training. Two things had emerged in particular. One was that Directors wanted to understand more about the curriculum, and the other was about having more information about the MAT landscape.
- 21.5** JC encouraged the Directors to attend the afternoon session of each annual Away Day, which also included the final Board meeting of the year, as that was when broader themes such as the MAT landscape were typically addressed and discussed. Other helpful sources of information were the news feed on Governor Hub, and the wide range of resources to include up-to-date training materials in the OLT membership area of the National Governance Association's website. JC herself was also happy to speak with Directors on a topic of interest or concern.
- 21.6** In addition, if the Board would like more information on the curriculum specifically, they were welcome to contact LB at any point. She would be happy to help with understanding on the education map and framework and potentially could put on a training session if there was interest from more than one Director.

22. AOB/Confidential AOB

- 22.1** Nothing was raised at this item.

23. Agree the confidential status of OLT documents, excluding the agenda, approved minutes of meetings, and approved final version policies, brought to each Board meeting (Ref: Ref: 1.50 – 1.51 ATH 2024)

23.1 The Board agreed that all documents brought to this meeting were confidential to the Trust, other than the meeting agenda, any final version approved policies and final version minutes of meetings approved by the Board or Committee as required.

Meeting Closed: 13:10

Dates of Board meetings for the 2024-2025 academic year:

*11th March 2025: 10.00 - 12.00 (*Virtual*)

*13th May 2025: 10.00 – 12.00 (*Virtual*)

*15 July 2025: 10.00 – 12.00 (*In person followed by Away Day lunch & afternoon strategy session*)

Actions from the Omnia Trust Board meeting of 26th November 2024

Action 1	Minute 2.1	SB to update the Register of Interests for 2024-2025 with Director's declarations from today's meeting (DONE), and publish this once further Director and Governor declarations had been made. DONE
Action 2	Minute 6.1	SB to remind Directors on outstanding mandatory training to be completed, and update the training record as needed DONE
Action 3	Minute 7.1	SB to ask RM to sign the approved minutes from the previous meeting, and SB to update the website with attendance and copies of minutes and agenda as needed. DONE
Action 4	Minute 11.2	SB to circulate a written request to the Operations Committee to review and approve a pay progression decision for a staff member at DPA DONE
Action 5	Minute 12.12	SB to add an item to the next QES Committee meeting for discussion of the impact of using FFT software on pupil outcomes DONE
Action 6	Minute 12.15	JC to update the Board on the progress of the application for the new school once more information was known in 2025 DONE
Action 7	Minute 15.5	BG to obtain signatures from SHG and JC as needed to the approved financial statements and letters of representation and regularity DONE