

Minutes of the Omnia Learning Trust Board Meeting

Held remotely via Zoom on Tuesday 17th September 2024 at 10am

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	Present
3. Silvia Holgado-Gomez (SHG)	Board Director	31/03/2024	Absent
4. Tyler Jeffs (TJ)	Board Director	29/03/2026	Present
5. Russell Massie (RM)	Board Director	08/11/2025	Present
6. Duncan Millard (DM)	Board Director	15/05/2028	Absent
7. Jason Murphy (JM)	Board Director	19/11/2027	Absent
8. Arjun Thiru (AT)	Board Director	08/11/2025	Present
Other (Non-Voting)			
Leah Basilone (LB)	OLT Deputy CEO	N/A	Absent
Sarah Bellingham (SB)	OLT GCO	N/A	Present
Carina Cuddington (CC)	OLT CFO (Edufin)	N/A	Absent
Beth Gorsuch (BG)	OLT COO	N/A	Present

Minutes	
1. Welcome and apologies for absence	
1.1	SHG welcomed everyone to the meeting.
1.2	Apologies had been received from SHG, DM, JM, and LB. The meeting was declared quorate (<i>meaning that a minimum of three voting Trustees were present</i>).
1.3	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.
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	
2.1	No conflicts of interest were declared in relation to agenda items and no updates were provided for the register of business and pecuniary interests for this academic year. There had also been no receipt of hospitality. SB would update dates against the entries in the register to reflect this. ACTION - SB



3. Identify items for AOB and/or confidential AOB

3.1 No AOB or confidential issues were identified.

4. Approval of Chair and Vice-Chair role for 2024-2025

4.1 SHG had confirmed to JC that she would not be standing again this academic year for the role of Chair, and that she would also be stepping down as a Director once a replacement Board member had been recruited. The Board expressed its thanks to SHG for her time and contributions to the Trust to date.

4.2 RM had already indicated his interest in taking on the role of Chair for 2024-2025. JC explained the core elements of the Chair's role, as set out in the OLT Governance Handbook, in case another Director wished to put themselves forward.

4.3 JC would be advertising for three to four new Directors this autumn term, to boost the Board's capacity, as well as its range of skills and experience. More information about this process would be provided at the November Board meeting. **ACTION - SB**

4.4 No Directors put themselves forward for the Chair role other than RM. Therefore, RM was asked to step out of the meeting to allow for review and approval of his appointment. RM stepped out at 10.05.

4.5 Following a discussion by the Directors about the skills, energy and commitment RM would bring to the role, they were happy to unanimously appoint him as Chair of the Trust Board. RM returned to the meeting at 10.08 and the approval was confirmed.

4.6 SB would update the Trust Board's records in this respect and contact RM to complete administrative requirements. SB would also add the appointment of the Vice Chair to the agenda for the November 2024 Board meeting. **ACTION – SB**

5. Review of Trust Board Membership and DBS/s128 Checks

5.1 All DBS/s128 checks for the Directors and local governors were complete or in progress.

5.2 JC had already provided an update about the recruitment process underway for new Directors to join the Board this academic year.

6. Review of Directors' training requirements and induction arrangements

6.1 SB had been in touch with all Trustees and governors since the start of term and prior to this meeting to remind about the completion of outstanding training this term.

6.2 Directors were reminded that annual safeguarding training was mandatory, as was refresher prevent duty training every two years. SB would continue to contact Directors and



Governors every term and before Board/Committee meetings to remind about training requirements.

7. Review and adopt Code of Conduct for 2024-2025

7.1 The Code of Conduct for 2024-2025 was available to view in the OLT Governance Handbook.

7.2 This had been received minor updates to comply with the NGA's model Code for 2024-2025, which itself was compliant with the 2024 Academy Trust Governance Guide.

7.3 The Code of Conduct was unanimously adopted by the Trust Board. SB would record the date of this within the Code of Conduct. **ACTION - SB**

8. Review and approve: Terms of Reference for Member, Directors, and Governors 2024-2025; Scheme of Delegation – Policy Approval 2024-2025; Full Scheme of Delegation ('Delegation Grid') 2024-2025; and Directors' Committee and specialist role allocations

8.1 All of the documents and information referred to at this agenda item were included within the latest OLT Governance Handbook, circulated in advance of the meeting.

Terms of Reference

8.2 This had received minor updates to ensure continued accuracy and proper reflection of the arrangements in place within the Trust for 2024-2025.

8.3 JC explained that there was now more emphasis in the document on the governance role. One aspect of this had already been discussed at the Trust's strategy away day in July 2024, which was that Principals and the Central Team would spend less time presenting in meetings allowing more time and opportunity for challenge and discussion by Directors and by the local governors in their respective roles. Documents would also be better set up to flag where the potential issues and challenges were, that required attention.

8.4 The Directors approved the Terms of Reference unanimously. SB would record the date of this approval within the document. **ACTION - SB**

Scheme of Delegation – Policy Approval

8.5 This had been updated to reflect the fact that the Trust policy on Allegations Against Staff would now sit at school level and be approved annually by the school Principal. The Trust was checking with the NGA whether any updates were required to policy approval levels or approval frequencies based on the 2024 Academy Trust Governance Guide from the DfE. Once the advice had been received, the policy scheme of delegation would only be updated to the extent required to comply with that advice.



- 8.6** The Directors confirmed their approval to the policy scheme of delegation and gave their approval for this to be updated if needed to align with NGA advice on compliance with the Academy Trust Governance Guide 2024.

Full Scheme of Delegation ('Delegation Grid')

- 8.7** JC had updated this for 2024-2025 to accurately reflect the delegation of responsibilities for key areas of Trust and school business was borne across the Trust by the Members, the Board and its Committees, the Executive Team, and the Principals. The scheme was underpinned by the requirements of the Academy Trust Handbook 2024, the Academy Trust Governance Guide 2024, and the Trust's Articles of Association.

- 8.8** The Directors confirmed their approval to the full scheme of delegation (the 'Delegation Grid') set out with the OLT Governance Handbook in the folder for this meeting.

Directors' Committee and specialist role allocation

- 8.9** JC ran through the role allocations as set out with the OLT Governance Handbook and there were approved unanimously by the Trust Board.

- 8.10 Q:** It was certainly important for local governors to be holding school senior leaders to account, but how would the Board continue to be informed about the way the parent and staff bodies at each school were feeling? Although staff and parent governors provided updates at the QES Committee, was there a risk of losing the 'boots on ground' input from those not at leadership in school?

A: The staff and parent governors did have an important role in holding school leaders to account, and whilst their staff or parent perspective was valuable, they were not acting as representatives of that staff or parent body. The way for the Board to gauge how staff or parents were feeling about a range of matters was to review and discuss the detailed Trust-wide survey feedback and analysis provided to the Board each term. It would be helpful for the Board to spend more time at the relevant Board meetings looking at this analysis to gain a better understanding of these groups' perspectives.

9. Approve minutes of the Trust Board meeting of 9th July 2024

- 9.1** The Trust Board unanimously approved the minutes of the meeting of 9th July 2024.

ACTION - SB

- 9.2** There were no outstanding actions for completion.

10. Policies for approval

Safeguarding and Child Protection Policy 2024-2025 (DPA, SHPA, TPA, WPA)

- 10.1** These policies had been updated by the Principals in line with the 2024 KCSiEd statutory guidance produced by the DfE. These had also been reviewed by LB and JC.



10.2 Q: So, no changes had been made to these other than to be reflective of the latest statutory requirements?

A: No, just compliance with latest requirements.

SEND Policy 2024-2025 with linked information reports (DPA, SHPA, TPA, WPA)

10.3 These policies had been updated to reflect latest statutory guidance.

OLT Financial Policies and Procedures 2024-2025

10.4 BG confirmed that the updated policy reflected the requirements of the new Academy Trust Handbook for 2024.

10.5 The Directors unanimously approved the policies brought for review to the meeting. SB would finalise the formatting of these as needed and would ensure they were stored on Parago and uploaded to the Trust and school websites where required. **ACTION - SB**

11. Review and approve 157/175 Safeguarding Audit Response to OSCB (on behalf of SHPA and WPA for 2024-2025)

11.1 JC explained that every year the Trust commissioned an external review of safeguarding processes at each school, to provide reassurance of compliance to those in leadership and governance roles at the Trust.

11.2 For DPA, SHPA, and WPA, the external body was the Oxfordshire Safeguarding Children Board (OSCB). This body carried out a very thorough audit in line with KCSinEd and other statutory requirements. This year the audit was carried out at SHPA and WPA, based on its two-yearly (or alternate years) inspection model. DPA's next external audit would be in the following academic year. The Trust carried out internal safeguarding checks in the 'off year'.

11.3 OSCB produced a report for each school following the audit and asked that the Trust Board acknowledge the actions set out. The schools followed up on these safeguarding audit actions every year, and this process was monitored to ensure full closure of actions required. The outcome of that monitoring process was fed back to the Board each year.

11.4 Q: Had there been any significant actions in either report?

A: No, the outcome for both schools was that safeguarding processes were robust. Only minor tweaks were needed.

11.5 Both audit response documents were approved unanimously by the Trust Board. SB would inform the school Principals of this. **ACTION – SB**

12. Review CEO proposal for staff school lunch fund for 2024-2025



- 12.1** JC provided a verbal update of the amount of surplus cash invested currently and planned to be invested, and the basis on which those investments had been made. JC had checked on cash flow forecasts with BG and CC from Edufin and had finalised the year’s investment strategy with their advice. More details would be brought to both the October 2024 Operations Committee meeting and the November 2024 Board meeting. SB would add this as an agenda item. **ACTION - SB**
- 12.2** The positive news was that the returns from this strategy would be more than sufficient to meet the cost of providing free school lunches to all school staff for the 2024-2025 academic year. The Board were fully in agreement with the plan to spend investment returns on staff school lunch costs in 2024-2025.
- 13. 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: 1.50 – 1.51 ATH 2024)**
- 13.1** 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: 10.27

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

***26th November 2024:** 11.00 - 13.00 (*Virtual*)

***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 9th July 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	Minutes 4.3, 4.6 & 12.1	SB to add the following items to the November 2024 Board meeting agenda: appoint Vice Chair, JC to provide verbal update



		on recruitment of new Directors as well as on the 24-25 investment strategy and returns DONE
Action 3	Minute 4.6	SB to update the Trust and Trust Board records to show RM in role of Chair for 24-25 and progress administrative requirements with RM. DONE
Action 4	Minutes 7.3 & 8.4	SB to update the 2024 OLT Governance Handbook with the date of Board approval of the Code of Conduct and the Terms of Reference DONE
Action 5	Minute 9.1	SB to ask SHG to sign the approved May 2024 Board meeting minutes, and to upload these, the current meeting's agenda, and the meeting's attendance information to the Trust website. DONE
Action 6	Minute 10.5	SB to upload the approved policies to the Trust website and to Parago as needed DONE
Action 7	Minute 11.5	SB to tell SHPA and WPA Principals of Board approval of s157/175 audit response documents DONE



Omnia
LEARNING TRUST

☎ 07742 499439

✉ admin@omnialearningtrust.org

📍 57 Colne Road, Twickenham, TWQ 6QF