

Minutes of the Meeting of the Board of Directors
OMNIA LEARNING TRUST

Held via Zoom on Tuesday 14th May 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	06/07/2024	Present
3. Silvia Holgado-Gomez (SHG)	Board Director - Chair	31/03/2024	Present
4. Tyler Jeffs (TJ)	Board Director	29/03/2026	Absent
5. Russell Massie (RM)	Board Director	08/11/2025	Present
6. Jason Murphy (JM)	Board Director - Vice Chair	19/11/2027	Present
7. Ada Simpson (AS)	Board Director	29/03/2026	Present
8. Arjun Thiru (AT)	Board Director	08/11/2025	Present
Other (Non-Voting)			
Sarah Bellingham (SB)	OLT GCO	N/A	Present
Carina Cuddington (CC)	OLT CFO (Edufin)	N/A	Present
Beth Gorsuch (BG)	OLT COO	N/A	Absent

Minutes	
1. Welcome and apologies for absence	
1.1	SHG welcomed everyone to the meeting. Apologies had been received from BG. 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.
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 declared for the register.
3. Identify items for AOB and/or confidential AOB	
3.1	JC had one confidential item to raise at the end of the meeting concerning a complaint at one of the schools.
4. Review of Trust Board Membership and DBS Checks	

Re-appointment of Director AH for a further term of office

- 4.1 AH's term of office was due to expire on 6th July 2024. The Trust had been in touch with AH prior to the meeting, and she had confirmed that she would be happy to be reappointed as a co-opted Trustee/Director for a further term of office.
- 4.2 Pursuant to the OLT Articles of Association, as a co-opted trustee AH's reappointment required the approval of the Directors (Trustees) on the Board who had themselves been 'Member-appointed'. These directors were JC, RM, and AT.
- 4.3 AH was asked to leave the meeting while the vote took place, and left at 10.16.
- 4.4 The Directors JC, RM, and AT agreed that AH's skills and experience were extremely valuable to the Trust, and they were especially grateful for the time and energy she had brought to her role in the previous four years. The other Directors agreed with this. JC, RM, and AT voted unanimously in favour of reappointing AH for a further four-year term. SB would update the Trust's records. **ACTION – SB**
- 4.5 AH returned to the meeting at 10.20.

Appointment of Duncan Millard as a Co-opted Trustee/Director

- 4.6 JC reminded the Board that this was Director AS' last meeting before her term of office ended on 24th May 2024. JC expressed her sincere thanks for all of the time and effort AS had given to her role over the past few years. On behalf of the Board, she wished AS all the best for the future.
- 4.7 With that in mind, JC had been looking out for new candidates for a Director role on the Board with a background in the education sector. The current interim (consultant) Director of Education this year, Duncan Millard, had expressed an interest in taking on a voluntary Directorship in the shorter term.
- 4.8 JC had circulated details by e-mail to the Board about Duncan's education sector and wider skills and experience before the meeting. She summarised these points and her experience of working with him to date.
- 4.9 RM and AS had met DM in person. Both were impressed with how he had engaged with the Headteacher and with staff, and with the relevance and insight of his contributions.
- 4.10 The Directors discussed the appointment. No objections were raised. The appointment for was formally approved by the 'Member-appointed' Directors on the Board, who were: JC, RM, and AT. SB would update the Trust's records as needed. **ACTION - SB**

5. Review of Directors' training requirements and induction arrangements

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

5.2 Directors were reminded that annual safeguarding and prevent duty training were mandatory. SB would continue to contact Directors at the start of each term and before Board meetings to remind about training requirements.

6. Approve minutes of the last full board meeting on 12/03/2024 and confirm matters arising not on the agenda

6.1 The Board unanimously approved the minutes of 12th March 2023. SB would upload these and the meeting's attendance record to the Trust website, and ask SHG to sign these minutes via Governor Hub. **ACTION - SB**

6.2 All actions had been confirmed as completed, in progress, or listed within the current agenda.

7. Receive QES Committee Minutes dated 23/04/2024

7.1 Directors were asked if they had any questions, but none were raised.

7.2 JC would be updating the Board about the schools' progress against targets and related matters in her CEO Report later in the meeting.

7.3 The minutes were noted as received.

8. 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)

8.1 Directors were asked if they had any questions, but none were raised.

8.2 The dashboards were noted as received.

9. Review of TPA one-form entry proposal & review of school offers and acceptance figures for September 2024

TPA One-Form Entry Proposal

9.1 JC reminded everyone that at the last meeting she had discussed the fact of the falling birth rates in the Twickenham area.

9.2 TPA had not yet been asked by the local authority to reduce its PAN of 60, but this had happened to other local schools already. JC explained the financial impact of having insufficient pupils numbers within a class of 30 to justify the cost of the teacher.

9.3 The latest information showed that all 47 offers for Reception class at TPA this September had been accepted, with a further four places potentially taken, bringing the possible total pupil number to 51. That was manageable for 2024-2025, and the financial impact of those numbers would see the school through into 2025-2026.

9.4 However, if low pupil numbers were confirmed for 2025-2026, it might be necessary to reduce the PAN for 2026-2027. The 2026-2027 admissions policy would be looked at this autumn term, and a six-week consultation process would be needed if a reduction in PAN was sought. The current birth rate dip was predicted to come back up again, so the situation was not straight forward.

9.5 Directors agreed that the proposed approach was sensible.

9.6 **Q:** Was there a rule of thumb on the point at which low pupil numbers became worrying?
A: A big factor from a funding perspective was whether classes in the remainder of the school were full. If so, then low numbers across the two Reception classes were more manageable, perhaps at 20 per class. However, any less would be really tough to manage.

10. Receive Operations Committee Minutes dated 30/04/2024

10.1 These were noted as received and the Board had no questions.

11. Receive COO Compliance Report dated April 2024

COO Compliance Report October 2023 (Covering: IT/GDPR, financial audits, HR, H&S (external audits, WRA, FRA), staff absence, premises, safeguarding (SCR audit & LADO audit), & policies review)

11.1 JC would present this item on BG's behalf in her absence.

11.2 BG had talked through the key points in her report in front of the April 2024 Operations Committee. JC had nothing substantial to bring to the Board's attention. All of the standing items in the report had been covered off and checked robustly at this time to include health and safety, safeguarding, and external audits.

11.3 JC asked if the Directors had any questions, but none were raised and the Directors confirmed receipt.

12. Receive CEO Report dated May 2024

CEO Report May 2024 (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)

12.1 JC summarised the key points in her report in relation to each of the schools, before moving on to the items included later on in her report. Directors were encouraged to ask questions.

Schools:

12.2 In relation to each of the schools, JC flagged key data to cover matters including numbers on roll, attendance, persistent absence, staffing and vacancies, SATs exam preparation and progress, pupil behaviour, the feedback and plans in place following the latest school visits from the Director of Education, as well as the central team support in place to school office managers in respect of HR files and SCR Tracker compliance.

12.3 JC also explained that each school's data was being reviewed in detail in the lead up to the year-end outcomes, to assess progress against targets. There were no concerns that targets would not be met at the academic year end. There was a more robust system in place for that assessment this year, which it was hoped was producing a more accurate picture. JC was confident that the schools would meet or be very close to meeting their target for every child.

TPA

12.4 Particular points raised in relation to TPA included the current focus on the provision for disadvantaged children, the support being provided to enhance aspects of the EYFS provision, and the efforts underway to be best prepared for the anticipated Ofsted inspection this term.

DPA

12.5 Particular points in relation to DPA included the continued focus on the EYFS curriculum, high SEN pupil numbers, and the strategies under consideration to help manage high staffing costs in light of low government funding levels.

WPA

12.6 Additional points flagged in relation to WPA included the high SEN pupil numbers, the transition work underway to help the current Assistant Head move smoothly into the Interim Principal role for September 2024, and the plan for going out to advert in the autumn term for a candidate to fill the Principal role in the longer term.

SHPA

12.7 In relation to SHPA, JC explained that she was still waiting to hear OCC's response to the Trust's request for a one-year extension to its three-year pupil funding guarantee, based on the delay in the physical hand over of the site by the building contractors. There was also a list of smaller works items requiring completion which the Trust was keeping a close eye on.

12.8 In addition, the Board was asked to note that the school was preparing to offer places to two-year olds from September 2024, and would also be offering paid afternoon nursery places from that time, to supplement the free 15 hours childcare provision currently available to parents. There had been several applicants for these places to date which was good news.

Surbiton

12.9 The DfE had most recently confirmed that September 2026 was the earliest opening date for the school in Surbiton. It was estimated that the building would be ready by December 2025.

12.10Q: Would the falling birth rate be a factor in the decision to open Surbiton in September 2026?

A: The local authority were mapping out birth rates. DfE had its own grading system for how accurate that mapping system was in each borough. So, both would have a take on how much the school was needed. Ultimately the school was the Trust's responsibility if it choose to open it having received the advice available at that time.

12.11 The Directors discussed the impact of the proposed housing developments planned in the Surbiton area. JC confirmed that the school would only open with a PAN of 30 pupils initially. The Directors acknowledged that there might be an uptick in birth rates naturally, so it was just a timing point.

Development Plan

12.12 The development plan would be subject to much discussion at the Trust Away Day, incorporating the next Board meeting. JC provided overview details of the types of growth which were under consideration, and she would provide more details before the meeting in July 2024.

Central services

12.13 Matters which the central team were supporting with included HR file reviews, SCR Tracker compliance, new caterers for DPA and for TPA, and pupil survey analysis.

Risk Register

12.14 JC had updated the latest document with mention of a complaint recently brought to her attention. Other standing items in the register included funding, pupil numbers, the impact of the SHPA building handover, and SEN pupil challenges.

13. Management accounts

13.1 The following documents dated March 2024 had been circulated in advance of the meeting for receipt by the Board:

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

Executive Summary

13.2 CC shared the Executive Summary on screen and highlighted key information in respect of the Trust and each of its schools.

13.3 This included reference to the Trust's and each school's position in relation to in year surplus or deficit positions, reserves, carry forward balances, outgoings such as staffing and energy costs, capital budgets and projects underway or planned, receipt of government

grants and other income, and the extent of returns from the Trust's investment strategy for the year to date.

13.4 Q: Noting that TPA would only receive the government funding for the additional 14 pupils on roll the following academic year, was this put in the accounts for this year or the following?

A: This would be recorded as receipt of LAG funding.

13.5 Q: How common was this financial picture in the sector; weathering a storm but anticipating more storms to come?

A: CC confirmed that the Trust's spending was quite strategic, and it had a great handle on its finances. The schools did need to spend to an extent, as they had reserves, and it was not appropriate for them to hold large sums. Spending was positive if it had the most impact for the pupils and staff. That was what was taking place across all four schools. The Trust was in a very fortunate position compared to many other trusts in terms of its reserves position. The picture looked bleak across the whole sector.

13.6 Q: What was the biggest cost for schools now? Was it staff overall, or the number of teaching assistants or both?

A: It was both. A balance was needed in keeping experienced teachers who cost more, but in also using more junior staff who were less expensive and brought fresh energy to the organisation.

13.7 Q: Were schools struggling with more expensive staff?

A: Teachers knew they could ask for more pay within their pay scales because good teachers were so hard to come by. More had to be spent by schools on retaining staff, to avoid recruitment costs. Schools were also struggling with the overall cost of teaching assistants to meet the special educational needs of an increasing cohort of children, for whom the council was unwilling to provide alternative specialist provision. It had become the norm to have one assistant on average per class for that reason, but the government was not providing anywhere near the funding required for that number of staff. That was what was coming out of the reserves typically. Paying for the additional staffing resources to be able to offer an outstanding provision.

Balance Sheet

13.8 CC had nothing of significance to flag within the balance sheet and the Directors had no questions on this.

Cashflow

13.9 CC had amended an error in the document originally provided for the meeting, and the updated Cashflow document had been uploaded to the folder just before the meeting.

13.10 CC explained the total cash held in the bank across the Trust and confirmed that the Trust was investing as much as possible into low-risk strategies to generate returns, for investing back into the Trust.

13.11 The Directors had no further questions.

13.12 CC left the meeting at 11.10.

14. Review and approve Trust Investment Proposal

14.1 JC said that the 2023-2024 investment strategy was going well. She reminded the Directors about the different strands of this strategy, which involved investing set amounts for a fixed period of time ranging from three weeks, to three months, to one year, in each case producing guaranteed returns.

14.2 The three-week investment cycle was a recent addition to the 2023-2024 strategy, which was expected to generate £6-7k in additional income for the Trust. The Operations Committee had reviewed and approved this updated aspect of the strategy a few weeks earlier at their latest Committee meeting. Directors were asked if they had any objections or any questions about this and none were raised.

14.3 Once the budgets had been agreed in July and the cash flow position was clearer, a new investment strategy proposal would be put together for 2024-2025, for the Board to review. JC was hoping to continue funding staff school lunches in full again for 2024-2025.

14.4 The Directors confirmed they had no questions and that they were happy with JC's information and proposals.

15. Review and approve expenditure over £50k

15.1 There was none to review.

16. Receive 'Dear Accounting Officer' letter from EFSA

16.1 There was no letter to review at this time.

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

OLT Equity, Equality, Diversity, & Inclusion Policy, Objectives and Statement

17.1 The policy, objectives and statement had been reviewed and had only received very minor updates based on the advice of the external HR advisors.

17.2 The Directors confirmed that they were happy to approve these updated documents. SB would update the versions on the Trust website and on Parago. **ACTION - SB**

18. Receive Internal Audit Report

18.1 The Board acknowledged receipt of the second internal audit report for 2023-2024.

18.2 The report had been prepared by the external auditing firm UHY- Ross Brooke to provide extra scrutiny.

18.3 The focus this time had been on governance. Only very minor management points had been flagged, such as typos or the meaning of the word 'bi-annual'. The points had either been closed-off or were in progress. The skills audit table in the Governance Handbook had been shown as missing one category for the parent and staff governors and this was in the process of the being updated.

18.4 Q: Was the Trust expecting more meaningful feedback?

A: JC would review the scope provided to the auditors to see if this could have been wider and would circulate details to the Board after the meeting. **ACTION - JC**

19. 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: 1.45 ATH 2023)

19.1 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: 11.19

Dates of final OLT Board meeting of 2023-2024 (& Annual OLT Away Day):

Tuesday 9th July 2024 10.00-12.00

With further details to be confirmed.

Actions from the Omnia Trust Board meeting of 14.05.2024

Action 1	Minutes 4.4 & 4.10	SB to update the Trust records in respect of AH's reappointment and of DM's appointment as Board Director DONE
Action 2	Minute 6.1	SB to ask SHG to sign the approved November 2023 Board minutes, and to upload these, the current meeting's agenda, and the meeting's attendance information to the Trust website. DONE
Action 3	Minute 17.2	SB to upload the approved policies to the Trust website and to Parago as needed DONE
Action 4	Minute 18.4	JC to review the scope of the second internal audit and circulate details to the Board DONE