

Meeting of Board of Directors
OMNIA LEARNING TRUST

Held virtually on Tuesday 29th November 2022 at 11am via Zoom

Attendees

Sarah Bellingham	OLT Governance & Communications Officer	Present	SB
Jodie Croft	Board Director and OLT CEO	Present	JC
Carina Cuddington	OLT Chief Financial Officer (Edufin)	Present (for part)	CC
Beth Gorsuch	OLT Chief Operations Officer	Present	BG
Alison Hill	Board Director	Absent	AH
Silvia Holgado-Gomez	Board Director	Absent	SHG
Tyler Jeffs	Board Director	Present	TJ
Russell Massie	Board Director	Absent	RM
Jason Murphy	Board Director and <u>Chair</u>	Present	JM
Ada Simpson	Board Director	Present	AS
Arjun Thiru	Board Director	Present	AT

Minutes

1. Welcome and apologies for absence

- 1.1** JM welcomed everyone to the meeting. The meeting was declared quorate (*meaning that a minimum of three voting Board Directors were present*).
- 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 or for the OLT business interests register

- 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** No AOB was declared.

4. Review OLT Terms of Reference for Members, Directors, and Governors

- 4.1** Directors were referred to the Terms of Reference at page 29 of the OLT Governance Handbook. There had been no updates since the previous academic year.

4.2 There were no questions or comments from the Directors on these.

4.3 The Terms of Reference were approved.

5. Appoint Chair & Vice-Chair, & Review of Trust Board membership, as well as DBS & s128 checks

5.1 JM had nominated himself for the position of Chair for the 2022-2023 academic year. There were no other nominations. JM left the meeting and the Directors voted unanimously in favour of his appointment. This would be recorded by SB, who would also add the appointment of Vice-Chair as an item for the next Board meeting. **ACTION - SB**

5.2 JM returned to the meeting at 11.14.

5.3 BG confirmed that DBS checks and renewal processes were up to date and on track.

6. Directors' Training

6.1 SB would continue to monitor directors' and governors' completion of training modules and to send reminders as needed.

6.2 JM and AS would each contact JC after the meeting to set a date for a school visit. **ACTION – JM & AS**

7. Adopt Code of Conduct for 2022-2023

7.1 SB had updated the Code of Conduct for OLT Board Directors and Local Governors, based on the latest NGA model code. This was at page 19 of the OLT Governance Handbook.

7.2 The directors had no questions and SB reminded them to confirm having read it by adding a signature to it via the Governor Hub folder. SB would send the updated code to the local governors following the meeting. **ACTION - SB**

8. Assign/confirm directors' link roles & agrees schedule of visits

8.1 The list of link roles from the previous academic year was at page 13 of the OLT Governance Handbook and did not require an update currently.

9. Minutes of last full board meeting of 12th July 2022 and matters arising

9.1 The directors had no comments about the minutes of the board meeting dated 12th July 2022, and these were approved. JM would be asked to sign these via Governor Hub after the meeting and SB would record attendance and put a copy of the minutes on the Trust website. **ACTION – SB & JM**

9.2 It was confirmed that the actions in the list were either completed, in progress or would be covered at today's meeting.

9.3 JC asked the directors to note that the DPA new build proposal had been postponed indefinitely. This would allow Alison to transition to her new role and was in recognition of the fact that a significant proportion of the school's reserves had been moved to the current year's budget at DPA for other costs.

10. Receive QES Committee Minutes of 18th October 2022

10.1 The Board acknowledged receipt of these minutes and noted the positive outcomes at each school.

11. Receive Principals' termly dashboards: DPA, TPA & WPA all dated October 2022

11.1 The Board acknowledged receipt of these documents. JC acknowledged that a software fault at TPA had meant that the Headteacher had not been able to include all the standard information. Key items were still there however such as safeguarding, and other items had been picked up in JC's report.

11.2 Q: DPA had not yet carried out its fire drill?

A: BG was able to confirm that the fire drill had been done, as she had attended it herself. It may have been an omission, or the drill may have been done after the date of the dashboard document.

12. Receive Operations Committee Minutes & Chief Operating Officer's Report

12.1 TJ joined the meeting at 11am.

12.2 The Board noted receipt of the Operations Committee Minutes of 11th October 2022, and of the Chief Operating Officer's Report of 11th November 2022.

12.3 BG spoke to her report. She explained that absence management was now being managed centrally and that this was the key difference from the previous report. The new process was designed to allow better understanding of reasons for absence and to reduce frequent short-term absence. BG described training she had attended which had looked at how the proper management of short-term absence was an effective way to reduce instances of longer-term absence.

12.4 BG was now leading on this process, with meetings in place and clarity being provided on policy expectations. BG discussed example absence cases and how these were being managed.

12.5 JC added that she would be dealing with this in her report as well.

12.6 Q: If a staff member who was a parent had a child who was ill on a working day, was it right that there was no entitlement to paid leave, but the staff member could take the time off to look after his/her child?

A: BG said that this was correct. There was unpaid special leave available in the event a staff member had to look after a sick child.

12.7 The directors discussed this aspect of the absence and pay policies. It was agreed that JC and BG would discuss it further. **ACTION – JC/BG**

12.8 BG highlighted other aspects of her report to include compliance, health and safety, HR, and GDPR. There had been only minor changes since her October 2022 report.

13. Receive CEO Report dated November 2022

13.1 JC referred to the headline information in her report. In relation to each school this covered matters including pupil numbers, termly SCR checks, safeguarding audits by the Director of Education, JC and Alison Ashcroft, outcomes from the previous academic year, staffing and staff absence, pupils' behaviour, curriculum planning, and school buildings.

13.2 Q: Additional funds had been provided to DPA to provide additional teaching resources. Was this bearing fruit?

A: JC would ask Alison for an update. This would include finding out whether she needed all the money which had been allocated and the quality of the resource she had been able to recruit so far. **ACTION - JC**

13.3 Q: Erin had a lot on her plate at TPA, particularly as someone new to headship. How was she finding things and was there adequate support in place for her?

A: JC explained that the Trust was standing 'side-by-side' with Erin to support her. The feedback from the school had been excellent and the school was very supportive of the changes she was introducing. Staff surveys backed this up. Erin was part of a headteacher network with Leah and Alison, who met each Friday and made visits to each other's schools as part of that support framework.

13.4 JC provided an update about the planned new school in Surbiton in terms of timings, costs, and the involvement of external parties such as the DfE.

13.5 Progress at SHPA was going very well and it was still on track to open in September 2023. JC explained the pre-opening projects and systems underway at present. This included an admissions consultation process, and an 'F106 Consultation' process required with local stakeholders in relation to various proposals and arrangements for the new school. underway.

13.6 JC provided a detailed description of the ways this consultation process had been taking place over the required six-week timeframe, to include a public meeting over Zoom, adverts purchased on social media and in the local press, a well populated new school website, and correspondence sent to local councillors and local senior leaders. Part of the aim of this consultation was to help the Board assess whether it held the view that Secretary of State should enter into a funding agreement with SHPA. The outcome of the consultation had been that 85% of those taking part were supportive of the school and there had been no strong feelings expressed against it. The consultation report would go up on to the website.

13.7 JC also asked directors to note that everything was on track so far, that the Trust's central service provision was strongly supporting the SHPA opening process as well as the other schools in the Trust, that the head teachers were benefitting from a strong internal support

network, and that the schools had the benefit of Alison sharing her experience as an Ofsted inspector.

13.8 JC asked the Board to confirm whether it agreed on the funding agreement point. Based on the information provided about the consultation carried out, the directors agreed that they had no opposition to, and were supportive of, the Secretary of State entering into a funding agreement with SHPA, and they were happy for this to proceed. The directors agreed that the school was likely to be well received in the local area.

13.9 JC updated directors with the results of the recent Trust-wide diversity and inclusion survey and staff survey. Proposed actions so far included consideration of a Trust staff CPD fund to enhance opportunities to maintain, develop, and share skills and experience, booking an external organisation to come in to provide expert diversity and inclusion training and review Trust policies and strategies in this area, and meeting with the head teachers to discuss staff reporting and senior leaders' handling of workload issues.

13.10 It was agreed that these were great outcomes overall.

14. Approve updated funding agreements: Master, DPA, TPA, & WPA

14.1 JC explained that the existing funding agreements had needed to be updated, due to the Trust requiring a new funding agreement for SHPA. There was a master funding agreement in place and one funding agreement per school.

14.2 The Trust's lawyers, Mills & Reeve, had confirmed to JC that the Trust had no autonomy in this process. The Trust and the schools had to adopt what the DfE required in this respect. JC had updated the documents using track changes and had sent them to the DfE for review.

14.3 JC asked the Board if it approved the updates to these agreements, pending approval, i.e. no further annotation from the DfE.

14.4 Q: Looking at these track changes, was there a typo in WPA's funding agreement at page 9, where it stated 'September 2020? And in other places similarly?

A: JC thought all the dates had been updated in the documents but would look again to ensure this had been done. **ACTION - JC**

14.5 The directors approved the funding agreements subject to any further changes required by the DfE.

15. Approve updates to OLT Pay Policy: Pay Scales for Teaching and Support Staff, CEO, Executive Principal, Executive Vice-Principal, and proposal for annual leave for staff on annualised contracts

15.1 BG spoke to the OLT Pay Policy amendment proposal included with the documents circulated for the meeting. She explained the proposals in relation to four items: an updated CEO pay structure, the pay structure for the new Executive Principal role and Executive Vice-Principal (Head of School) role, and the updated annual leave entitlement proposed for staff on annualised contracts.

15.2 Directors were also asked to note that the policy had been updated with the new 2022 pay-scales for teachers and support staff.

15.3 The directors discussed these proposals in detail.

15.4 Q: In relation to the updated CEO pay structure, was the suggested higher pay scale linked with the number of Trust schools which were operational rather than in the planning stages?

A: That was correct.

15.5 Q: What had been done to cost out the impact of staff progressing on new or updated pay scales?

A: The Trust and school budgets for the current year had been calculated based on these roles and pay scales.

15.6 The directors approved the changes to the OLT Pay Policy.

16. Approve annual accounts 2021/2022 and receive auditors' key findings report 2021-2022

Approval of annual accounts for 2021-2022

16.1 CC joined the meeting at 12.15 and shared her screen to show the draft accounts for the year ended 31 August 2022. CC explained that the Operations (Audit and Risk) Committee had met that morning before the Board meeting to hear the auditors give their view of the Trust's accounts for the previous academic year. The auditors were happy that these were accurate.

16.2 CC gave the directors an overview of the key points and a summary of where the committee and auditors had got to. These points included: updates planned to member, trustee, and staff details for 2021/2022, the content of the Trustees' Report and Governance Statement, the Audit Report, key numbers within the Balance Sheet, and an explanation of key assumptions and terminology set out in the notes section.

16.3 Q: Looking at the 'unrestricted income funds' in the Balance Sheet (page 32) of £638k, was this in-year or cumulative?

A: This was cumulative.

16.4 In relation to the prior year adjustment note at page 48, CC explained that there had been no valuation done in respect of the land and buildings when the Trust took on WPA. The Trust had since received a desktop valuation which was lower than the £2.9 million value which the Trust had estimated. Due to the difference in valuations and because these figures were material, the Trust was having to re-state this aspect of its accounts from 2020-2021. This impacted the figure in respect of capital donation; however this was not real income. The figure went into the fixed asset fund and was not used in any management decision concerning the running of the Trust. In summary, this was a material figure, and a restatement had been needed, but this was purely an accounting estimation of fixed assets.

- 16.5** CC explained that elsewhere in the document she had noted that 5% of income had been stated when it should have been 4%. She would add this to her list of items to flag and tick off with the auditors. She clarified that this was a typo and would not affect the figures. TJ added that the notes section in the document would be improved by having more expressions of 'as restated' and asked C to check on this as well. **ACTION - CC**
- 16.6** JC summarised that she, BG and CC had worked hard on this item with the auditors. This had now been reviewed at Operations (Audit & Risk) Committee level and was being recommended for Board approval, subject to the updates agreed upon. CC clarified that the changes did not impact the figures and were not material.
- 16.7** The directors approved the annual accounts for 2021-2022 pending the agreed changes having been made.

Receipt of OLT Key Audit Findings for the year ended 31 August 2022

- 16.8** The Operations (Audit & Risk) Committee had just gone through this document with the external auditors, Kreston Reeves.
- 16.9** CC provided a summary of the matters discussed within the document. Overall there was nothing significant in the document or that that the Trust did not know about already. She clarified that the auditors were due to make non-material updates to include:
- amending the financial summary slightly to show an adjusted WPA land and buildings figure.
 - updating the life of buildings statement within the section about the checking the previous years' points, to show a period of 50 years as compared to the 25-year period currently stated.
 - applying a 'dual' rating of green and amber to the WPA land and buildings prior adjustment point, to indicate both the absence of any issue around control (labelled 'green') and the size of the numbers (labelled 'amber').
 - removal of a query, together with a note to be placed on the auditors' file, concerning the licence to occupy held by DPA in relation to its land and buildings, with the expectation of leasehold ownership confirmed by the land registry once certain technicalities had been completed by Oxfordshire county council in relation to the conditions of the lease.
 - removing point one in relation to wages segregation, based on the adequacy of existing checks and scrutiny. The auditors would also come back to the Trust to clarify its view of the current authorisation process for Strictly Education triggering payments from the Trust bank account for example for staff salaries.

- 16.10** JC thanked everyone involved in the audit process with Kreston Reeves, noting that it had gone very smoothly.

17. Receive Management Accounts and Budgets to month-end October 2022

- 17.1** CC shared the Executive Summary on the screen. She highlighted the key points concerning the Trust and each of the schools, to include discussion of in-year surpluses, government grants, carry forward reserves, and cash balance.

17.2 Overall, it was predicted that the Trust would be in a strong financial position by the year end.

17.3 The directors had no questions on this.

18. Receive and approve updated Trust investment strategy

18.1 JC referred to the document she had circulated and described the potential investment opportunities for Trust monies held at the bank, to generate returns.

18.2 CC said that she had analysed the figures. She provided further detail on these, to include the cash held at the bank and of that the total sum to be made available for investment purposes, the rationale for investment, the return on investment guaranteed for government bonds, compliance with the Trust's investment policy, and the level of risk involved overall.

18.3 AS and AT left the meeting at 13.00.

18.4 Q: How would the returns be allocated? Would this be across the schools?

A: JC thought a staff CPD fund might be a useful way to use the income generated, and this could be reviewed annually. CC agreed that investing the money back into staff was a good thing to do and suggested also considering a form of hardship fund to use when needed.

18.5 JM and TJ agreed that the return on investment was likely to be in the region of £25k annually, which would be of clear benefit to the Trust, and approved the Trust initiating the investment strategy as proposed. JC also approved this.

18.6 Following the Board meeting, JC would propose a system for ring-fencing the annual income generated and would suggest a mechanism for spending it annually to staff and pupils' benefit. **ACTION - JC**

18.7 CC left at 13.08.

19. Receive Dear Accounting Officer Letter from EFSA

19.1 There was nothing to review currently.

20. Review and approve policies

OLT Financial Policies and Procedures

20.1 Directors were asked to note the update to the financial scheme of delegation concerning the CEO being authorised to approve invoices of up to £25k, as compared to the £10k authorisation level previously.

20.2 The directors approved the policy.

Equality Statement, Objectives, and Policy 2022

20.3 The Trust's HR adviser had reviewed this.

20.4 The directors approved the policy.

Admissions Policies: SHPA (2023/24, 2024/25 Nursery & Reception), WPA (2024/25 Nursery & Reception), DPA (2024/25 Nursery & Reception)

20.5 Directors were asked to note that the TPA Admissions Policy for 24/25 was still under consultation. JC added that the Trust had now removed the preference given to staff children for school places, but this would be reviewed again the following year in case it would be helpful re-insert this item.

20.6 The directors discussed this, and it was agreed that it would be helpful to retain this point, as it might allow for easier staff recruitment. JC would add this back into the TPA policy if she were permitted to now, and if not, would ensure that it was included for the following academic year.

20.7 The directors approved these policies, noting the requested inclusion of the school place preference point as discussed for the TPA policy.

Safeguarding and CP Policy 2022-23 – DPA, TPA and WPA

20.8 The directors approved these policies.

20.9 JC and SB would come back to the directors to suggest a short annual policy meeting of the Board each September, to ensure the schools had approved versions of key policies to publish. **ACTION – JC & SB**

SEND Policy 2022-23 – DPA, TPA, and WPA

20.10 These policies had been reviewed by the school SENCo in each case.

20.11 The directors approved these policies.

21. Approve OLT Risk Register

21.1 JC summarised the content of the latest version of the OLT Risk Register, and this was approved by the directors.

22. 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: 2.51 ATH 2022)

22.1 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.

22.2 JC left the meeting at 13.15.

Meeting Closed: 13.35

Date of next meeting: Tuesday 7th March 2023 at 10am

Actions from the Omnia Trust Board meeting of 12.07.2022

Action 1	Minute 5.1	SB to record allocation of Chair role and that the VC role needed confirming at the Spring term Board meeting
Action 2	Minute 6.2	JM and AS to e-mail JC to set a date for a visit to TPA
Action 4	Minute 7.2	SB to send Code of Conduct to the local governors
Action 5	Minute 9.1	JM to sign the approved minutes of the previous Board meeting
Action 6	Minute 12.6	JC and BG to consider the special leave aspect of the pay and absence policies linked with care for ill children on working days
Action 7	Minute 13.2	JC to ask Alison Ashcroft about the funding still required to provide the additional teaching resources agreed on for DPA and about the quality of the resources found to date.
Action 8	Minute 14.4	JC to review (and update as needed) the dates in the latest version funding agreements before finalising them with the DfE
Action 10	Minute 18.6	JC to propose to directors a scheme for ring-fencing annual investment returns and conditions for spending it to staff and pupils' benefit
Action 11	Minute 20.9	JC and SB to consider and propose an annual September Board meeting to review and approve policies requiring Board approval at the start of the academic year