

**Meeting of Board of Directors**  
**OMNIA LEARNING TRUST**

**Held virtually on Tuesday 7<sup>th</sup> March 2023 at 10am 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	Present	AH
Silvia Holgado-Gomez	Board Director	Present	SHG
Tyler Jeffs	Board Director	Absent	TJ
Russell Massie	Board Director	Present	RM
Jason Murphy	Board Director and <b><u>Chair</u></b>	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 & 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** No AOB was declared.

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

- 4.1 JC confirmed the term of office dates for the directors. JM's term was due to end in November 2023, SHG's would end in March 2024, and AH's term would end in July 2024.
- 4.2 The first priority would be to appoint a new Chair for the 2023-2024 academic year. Directors were asked to let JC know after the meeting if he or she would be interested in taking on the Chair or Vice Chair role. JM, SHG, and AH were also asked to confirm if he/she would be interested in a further term of office. This information was requested as soon as possible and by latest 31 March 2023 to help JC recruit as needed. **ACTION – ALL**
- 4.3 BG confirmed that DBS checks and renewal processes were up to date and on track.

## 5. Directors' Training

- 5.1 SB would continue to monitor directors' and governors' completion of training modules and to send reminders as needed.
- 5.2 There had been a recommendation from external advisors 'Diverse Matters' for the Trust to review more closely pay award decisions. This recommendation included the completion of an NGA-led training course by directors sitting on the Operations Committee. JC had completed it and would circulate the details. **ACTION – JC/SB**

## 6. Approve minutes of the last full board meetings and confirm matters arising not on the agenda

*Board Meeting of 29<sup>th</sup> November 2022, Board Meeting of 13<sup>th</sup> December 2022, & Board Meeting of 17<sup>th</sup> January 2023*

- 6.1 The Directors had no comments about the minutes of the board meetings with the above listed dates, and these were each approved. JM would be asked to sign these via Governor Hub after the meeting. SB would record attendance and put a copy of the November 2022 minutes on the Trust website. **ACTION – SB & JM**
- 6.2 In relation to the minutes dated 29<sup>th</sup> November 2022, it was confirmed that the actions in the list were either completed, in progress or would be covered at today's meeting, and the following specific comments were made.

*Action 2, Minute 6.2: JM/AS to plan a visit to TPA*

- 6.3 Linked with this, JC explained that a 'link director' plan was being explored to help with the planning of and the brief for future visits to schools by Board members. JC would provide more information in the summer term Board meeting, and directors were very welcome to visit one or more schools in the meantime. **ACTION - JC**

*Action 6, Minute 12.6: JC/BG to consider special leave aspect of pay and absence policies*

- 6.4 This had been reviewed and formalised within the relevant policies. A discretion did still exist for each school to provide paid compassionate leave to staff members and the Trust would support schools with these decisions. BG would cover this more later in the meeting.

*Action 7, Minute 13.2: DPA – review of funding for and quality of additional teaching resources*

- 6.5** Reserves had been ringfenced reserves for fixed term support staff to help pupils close attainment gaps. Recruitment was ongoing and so far it had been challenging to attract fixed term staff. The school had now lengthened the fixed term contracts on offer to attract applicants. At least two appointments had been made and were due to start shortly.

*Action 8, Minute 14.4: update on new funding agreements*

- 6.6** The new master and school funding agreements were with the lawyers and were expected to be signed with a week. This was positive news. After signing, funding for SHPA was guaranteed, and the Trust could appoint staff and enter into service agreements.

*Action 10, Minute 18.6: update on investment proposal*

- 6.7** This investment strategy had got underway and had produced a return of £6k from the initial £800k investment. £800k had now been reinvested for a new window. A total return of £13.5k was expected at the end of that window. Returns were being ring-fenced in the staff CDP fund, as previously explained. The staff grant fund had been widely advertised internally. There had been one applicant so far. If there were no applicants for the scheme, the Board could revisit this.

**7. Receive QES Committee Minutes of 17<sup>th</sup> January 2023**

- 7.1** The minutes of the latest QES Committee meeting were received. The Directors had no questions.

**8. Receive Principals' termly dashboards: DPA, TPA & WPA - autumn term 2022-2023**

- 8.1** The Board acknowledged receipt of these documents.

**9. Receive Operations Committee Minutes of 21<sup>st</sup> February 2023 & Chief Operating Officer's Compliance Report of 31<sup>st</sup> January 2023**

- 9.1** The Operations Committee minutes of 21<sup>st</sup> February 2023 were received, and the Board had no questions on these.
- 9.2** BG would assume that directors had read her report. She would focus on staff absence by way of update to the Board at this meeting.
- 9.3** BG explained the Trust's policy on compassionate and unpaid leave. Across the Trust there had been 88 days' unpaid staff absence between September 2022 and February 2023, amounting to approximately 18 weeks in total. The rough cost of this to the Trust was £9k of staffing. This helped explain the standard approach that compassionate or special leave was unpaid as standard. School Principals were still able to authorise paid leave in certain circumstances.

- 9.4** Principals were being sent regular reports showing school absence data. BG summarised the data categories and gave examples of the staff absence rates at each school. Reporting and circulating the data in this way helped to identify where there were issues and to inform action taken in line with the applicable policy. JC added that the new Trust wide reasonable adjustments policy would help the Trust and schools work in a more tailored and supportive manner to help staff meet their work commitments taking account of the challenges many faced.
- 9.5** **Q:** Had the recent data included staff absence due to strike action?  
**A:** No, it had not. The first strike had taken place in February 2023. Staff absence per school for this reason was discussed. Absence due to strike action was unpaid. Further strikes were taking place in March 2023.
- 9.6** **Q:** Were there themes to the unpaid absence?  
**A:** Compassionate leave was mainly requested to help care for unwell children, for house repairs linked with social housing maintenance schedules, and for parental or grandparental bereavement.
- 9.7** **Q:** Did the Trust have any means of comparing its data to national or other academy data?  
**A:** ONS had previously published data on teacher absence rates, but BG was aware of any published since Covid. BG would look at whether there was external data to benchmark against. **ACTION – BG**
- 9.8** **Q:** Had the schools or Trust identified any pattern, for example linked with certain individuals or with a certain class which might be more challenging to teach?  
**A:** If a staff member was frequently absent or was absent for a prolonged period of time, he or she would reach one or more ‘trigger points’ requiring action in line with the relevant policy/policies. Such action might be attendance at a formal absence review meeting with BG and/or referral to an occupational health specialist. Depending on how a matter progressed, an individual might take part in formal absence management plan, receive one or more warnings, or as a last resort receive notice of dismissal because attendance had not improved or had worsened.
- 9.9** **Q:** Was the better staff absence data linked with smaller class sizes at all?  
**A:** This had not been observed, but in general class sizes were relatively standard. The smaller schools simply had fewer classes. BG suspected that at a smaller school, individual staff members would be more conscious of the impact of his or her absence on other team members, than at larger schools with a greater pool of colleagues to provide cover.
- 9.10** BG summarised other aspects of her report to include: health and safety compliance, the introduction of several new HR policies, completion of action points from the latest internal and external audits, confirmation of the schools’ external safeguarding audit booked for April 2023, the teacher pension audit about to start, and the progress of termly school SCR checks and HR file audits with Trust oversight.
- 9.11** **Q:** How was the data on fire evacuations and drills?  
**A:** BG confirmed that this was compliant and there was nothing to report. TPA had two minor points identified for action after a recent fire risk assessment audit and both were due

to be closed off shortly. Each school received an annual external fire risk assessment audit where a range of safety items were checked.

- 9.12** The Board had no further questions and confirmed receipt of the Chief Operating Officer's Compliance Report.

## **10. Receive CEO Report dated February 2023**

- 10.1** JC referred to the headline information in her report.

*DPA, TPA, & WPA*

- 10.2** In relation to each school this covered matters including pupil numbers, staff and pupil absence rates, staffing and requirements for additional teaching resources, attainment targets, curriculum planning, termly SCR checks, school safeguarding processes, CPOMS reporting, pupils' behaviour, financial/budget management and support at school office level, energy costs, and anticipated Ofsted inspection visits.

- 10.3** Directors were asked if they had any questions. None were raised.

*OLT Director of Education*

- 10.4** JC explained her plans for 2023-2024 to cover the responsibilities of the Director of Education role. It was still challenging to attract a permanent candidate due to budget constraints. Leah Basilone, WPA's Principal, had agreed to take a strategic lead on the school improvement and development side of the role, making use of the existing Principals' network which met fortnightly to collaborate on aspect of headship across the schools. She would also help to coordinate networks of subject or key stage leads to provide support linked with school development plans. Leah would be taking this role on a one day per week basis on a fixed term contract for the 23-24 academic year, after which time JC would review the position again.

- 10.5** JC would also continue to look for a separate candidate to take on the quality of education and professional challenge aspects of the role and would shortly be assessing the budget available for an external hire.

*Surbiton Update*

- 10.6** A new building contractor had been identified meaning that the DfE was carrying out a procurement process to assess if the work could be brought in within the original budget. If so, plans would restart on the site. JC would have more information to share at the next Board meeting.

*SHPA Update*

- 10.7** SHP had received 17 first choice Reception class applications for September 2023. The local authority would be sending out offers on 17<sup>th</sup> April. JC would know more about acceptances after this time.

**10.8** The Trust had appointed a new Executive Vice-Principal to assist Alison Ashcroft oversee both SHPA and DPA. She had many years' experience of deputy headship. In addition, adverts were now out for a reception teacher and nursery teacher, the funding agreements were close to be signed, Facebook advert campaigns were helping to build momentum, and signage was due to be erected close to the site soon.

**10.9** The build was 2.5 weeks' behind schedule, but this would not impact the anticipated move in date in September. An additional £11.5k of government funding had been received due to the size of the nursery provision, which had been helpful.

**10.10** Directors were asked if they had any questions.

**10.11 Q:** Was JC confident that the 2.5 weeks' delay on site would not delay the school opening date?

**A:** JC was confident and said that in her experience of new builds, it was typical to be moving in around the builders as they finished work on parts of the site. JC had a building meeting tomorrow when she would know more. Timings might balance out if despite a delay in some areas, more progress than expected had been made in others.

#### *Trust Development Plan/Central Services*

**10.12** The schools were receiving lots of HR and finance support and central processes were being tightened to help with this. A suite of new HR policies was about to be launched to support and staff and HR processes.

**10.13** The central Governance and Communications Officer role was being expanded in various respects, to include producing the monthly bulletin, oversight of Trust and school policies, SCR and HR File Audits, termly surveys and more. JC had already updated the Board about Leah's new role and for recruiting for the wider Director of Education responsibilities.

#### *Audits*

**10.14** The next internal audit was due to start after Easter and the external audit schedule was unchanged.

#### *External and Internal Communications*

**10.15** After discussion with school Principals, the Trust would be supporting the schools with existing reward processes rather than introducing a new awards scheme. This would help to reinforce the Trust's values via the supply of regular awards cards and end of term or year trophies for behaviours demonstrating these values. The schools would also be working together to produce a Trust-wide song.

**10.16** No further communication had been received from the parent complainant after the Board reviewed the site ban and communications conditions decision reached in January 2023.

**10.17** Discussion of the parent survey outcomes was already on the meeting's agenda.

#### *OLT Risk Register*

**10.18** This had been updated to show that the Trust had applied for a reduced PAN for WPA for the 2024-2025 academic year. For two years there had been an offer of 60 Reception class places. This year only 36 had taken up a place and there were 36 applicants for the following year. Reasons included the fact that new housing was not being bought as quickly as anticipated. Capping the pupil numbers to 30 in Reception would reduce staffing costs to an affordable level. There were no plans to merge classes across year groups.

**10.19** AT left at 11.08.

**10.20** The directors discussed the impact of rises in interest rates on the number of house sale and purchases nationally. It was agreed that it might be another year or two before that situation improved. JC clarified that the PAN for SHPA had been set at 30 for the following ten years.

**10.21 Q:** Would the Trust be increasing its 'top slicing' of schools' income to pay for the planned adjustments to central services offered to help create efficiencies for the schools?

**A:** JC confirmed that the top slice had not increased. JC would be keeping this under review in connection with the desire to attract an external Director or Education candidate.

## **11. Receive Management Accounts and Budgets to month-end January 2023**

**11.1** 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 and deficits, government grants and other income streams, capital and carry forward reserves, and cash balance.

**11.2** CC also described the piece of work which had been done at TPA after it had been discovered that certain invoices had been paid in duplicate. Monies were being reclaimed and the February accounts should show an improved position.

**11.3 Q:** Linked with the duplicate invoice payments, was there any risk of this activity appearing fraudulent in relation to VAT, despite this not being intentional?

**A:** This was purely a balance sheet transaction and would have no other impact. The Trust had the proper records of the issue, which was an administrative error, and was taking the necessary steps to put this right.

**11.4 Q:** On this point, was the Trust happy that the matter was being addressed adequately and would not happen again?

**A:** BG was very confident it would not happen again. She was confident that the processes and checks in place were robust enough and was pleased that certain compliance checks had now been updated. BG had checked samples of invoice payment records at the other schools and had not picked up on any issues.

**11.5 Q:** Had the energy price forecast come down now?

**A:** February would look much better in this respect for every school.

**11.6** CC explained that the Trust's cashflow position was very strong and that the current investment strategy was producing good returns. JC asked whether there was appetite for

investing additional sums into weekly bonds given that interest rates were so high currently. The directors and CC discussed this with JC in detail. CC advised that based on the current figures, the Trust could easily invest an additional £300k without any additional risk and with good returns.

**11.7 Q: What were the current updated investment rates?**

**A:** These were 3.85% at the moment, although slightly less if money was invested into bonds on a weekly basis. The risk to the Trust was minimal with weekly investments, as the sum invested would be returned to the Trust after each week, providing reassurance in case of unforeseen spending requirements. JC would take advice and circulate an investment proposal for the remainder of the 2022-2023 academic year, for the directors to review and vote on. **ACTION - JC**

**11.8 Q: Had JC asked the bank for advice?**

**A:** JC had met with the bank the previous week and she was now describing the advice it had given her. CC added that there was no need to keep any more than approximately £300k in the current account at any time, and the Trust always knew one month in advance what costs were coming up at the month-end.

**11.9** JC would draw up her paper having in mind £400 - £500k to invest using sliding scale of investment periods from one week to longer and showing the anticipated returns. Assuming rates would change, then this strategy would be reviewed at the end of this academic year.

**11.10** CC left the meeting at 11.31.

**12. Review and approve any expenditure over £50k**

**12.1** There had been no expenditure of this type to approve since the previous meeting.

**12.2** However, the Board was asked to note the budget variation to TPA's approved budget from the previous year. This had already been noted at the Operations Committee. It was purely to do with the accounting and invoicing issues already discussed at TPA.

**13. Receive Dear Accounting Officer Letter from EFSA**

**13.1** There was nothing to review currently.

**14. Review and approve policies**

**14.1** There were no policies for the Board to approve at this time.

**15. Receive results of OLT Parent Survey 2023**

**15.1** JC referred to the report provided within the document folder for the meeting and summarised the findings. JC and the directors discussed these in some detail.

**15.2** Each school was going to respond to these findings through the parent forum, so that parents knew the schools were listening and addressing the themes raised. Each school

was also being given a school specific synopsis of the survey results to share with parents as the Principal saw fit.

**15.3 Q:** Would it be possible for school Principals to hold a regular parent forum meeting, even if the requisite minimum number of parent questions had not been submitted in advance? Often parents were unsure what to ask in advance, but appreciated the chance to hear the Principal update them on latest developments and discuss these in person.

**A:** JC agreed that a termly two-way parent forum session should be held by the Principal at each school, without a need for parents to submit questions in advance. She would update the Principals about this. Each school's parent forum session on parent survey outcomes and actions was already scheduled for this term. **ACTION – JC**

**15.4** If directors had further questions after the Board meeting, they were encouraged to raise these with JC after this meeting, or with the Principals at the next QES Committee meeting.

**16. Receive Audit & Risk Committee's report on external auditor's appointment, consider this appointment, and make a recommendation for appointment to the Members (ATH p4.5-4.8)**

**16.1** JC referred to the latest Operations Committee meeting, the minutes of which had already been received by the directors. This made a record of the fact the Committee had reviewed the appointment of the Trust's external auditors, Kreston Reeves, and were making no recommendation to appoint an alternative firm of auditors.

**17. 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)**

**17.1** 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: 11.40**

**Date of next meeting: Tuesday 16th May 2023 at 10am**

**Actions from the Omnia Trust Board meeting of 07.03.2023**

<b>Action 1</b>	<b>Minute 4.2</b>	Directors to inform JC of an interest in Chair and VC roles for 2023-2024, and JM/SHG/AH to confirm if interested in another term of office noting upcoming expiry dates
<b>Action 2</b>	<b>Minute 5.2</b>	JC/SB to circulate details of the online training course for Operations Committee directors to complete
<b>Action 3</b>	<b>Minute 6.1</b>	JM to sign the approved minutes of the previous Board meeting
<b>Action 4</b>	<b>Minute 6.3</b>	JC to update directors at the summer term Board meeting about plans for a link director on the QES Committee for each school and a new QES Committee meeting structure
<b>Action 5</b>	<b>Minute 9.7</b>	BG to investigate the availability of benchmarking data on teacher and support staff absence rates

<b>Action 6</b>	<b>Minute 11.7</b>	JC to prepare and circulate an additional Trust investment proposal for 2022-2023 for a vote by directors <b>DONE 09/03/2023</b>
<b>Action 7</b>	<b>Minute 15.3</b>	JC to inform Principals of the need to hold a termly parent forum meeting with no requirement for parents to submit questions in advance

