

Meeting of Board of Directors
OMNIA LEARNING TRUST

Held virtually on Tuesday 16th May 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	Present	TJ
Russell Massie	Board Director	Present	RM
Jason Murphy	Board Director and <u>Chair</u>	Present	JM
Ada Simpson	Board Director	Present	AS
Arjun Thiru	Board Director	Absent	AT

Minutes

1. Welcome and apologies for absence

1.1 JM welcomed everyone to the meeting. Apologies had been received from AT. Director AS would be attending at 11am. 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 For AOB, JC would discuss the fact of the Ofsted inspection currently taking place at WPA.

4. Review of Trust Board membership, as well as DBS & s128 checks

- 4.1 JC ran through the proposed updates to the Governance Handbook for 2023-2024 setting out Committee allocation, specialist roles, schools link roles, QES Committee meeting structure, and staff and parent governor responsibilities.
- 4.2 In part, there would be more reliance on the schools' staff and parent governors to visit and make contact with the schools and to feedback to the Committee members at QES Committee meetings on their findings, following questions asked in line with a framework of focus areas. JC referenced the latest DfE guidance on 'Trust Quality Descriptors' which underpinned these focus areas.
- 4.3 Directors were asked to note the proposed specialist roles, for which additional training would be suggested, and which would link with allocation to Committees. Specialist roles and training for these would be discussed in more detail at the July 2023 Board meeting. Also at the July 2023 Board meeting, a vote would be held to fill the role of Chair of the Board, with effect from September 2023. **ACTION - SB**
- 4.4 RM and AS were proposed as the 'schools link' directors allocated to the QES Committee, with a safeguarding specialism, each with two of the four Trust schools under their remit.
- 4.5 Directors confirmed their agreement with the proposals.
- 4.6 BG would cover DBS and SCR checks later in the meeting.

5. Directors' Training

- 5.1 SB would continue to monitor directors' and governors' completion of training modules and to send reminders as needed. A reminder that the annual safeguarding refresher training was due or soon due for some of the Board had been sent out shortly before the meeting.

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

Board Meeting of 7th March 2023

- 6.1 The Directors unanimously approved the minutes of 7th March 2023.
- 6.2 In relation to the minutes dated 7th March 2023, it was confirmed that the actions in the list were either completed, in progress or would be covered at today's meeting, with the exception that JC still planned to circulate details of a training course to members of the Operations Committee covering unconscious bias (as recommended by external firm Diverse Matters, linked with the Committee's remit of reviewing staff pay progression decisions in line with the updated OLT Pay Policy). **ACTION - JC**

7. Receive QES Committee Minutes of 2nd May 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 – spring term 2022-2023

8.1 The Board acknowledged receipt of these documents and had no questions.

9. Receive Operations Committee Minutes of 9th May 2023 & Chief Operating Officer's Compliance Report of May 2023

Operations Committee Minutes

9.1 The Operations Committee minutes of 9th May 2023 were received, and the Board had no questions on these.

COO Compliance Report

(Covering: IT/GDPR, financial and other audits, budgets, HR, H&S (external audits, WRA, FRA), Staff Absence, Premises/Compliance, Safeguarding (SCR audit & LADO audit), & Policies review schedule)

9.2 BG understood that directors had read her report. She highlighted key areas for discussion.

Staff absence

9.3 Staff absence analysis had been raised previously as an item for further investigation. BG had looked at the available external benchmarking data. Currently this was limited to teaching staff and was from the academic year 2021-22. It was hoped that more recent data would soon be produced from the Staff Workforce Census.

9.4 In summary, a total of 537 working days had been lost in the year to date across the Trust due to staff sickness absence. The figures were higher at DPA and TPA. Compared to the national data, the Trust had a higher percentage of teachers taking sickness absence, but those absent staff were off work for less time than shown in the national picture.

9.5 Any staff member reaching an absence trigger point in the applicable policy was required to meet with BG to discuss this. BG confirmed that the stages of managing sickness absence set out in the policy were confidently and robustly being put in place, to provide support to staff and to ensure that attendance at work improved. The support offered included referrals to occupational health.

9.6 **Q:** Were there any themes appearing to help the Trust understand what might be stopping some staff members coming in to work?

A: It seemed mostly to be appearing on a case-by-case and reasons were mainly personal to the individual. It helped to be having regular meetings with staff whose absence was high, to enable discussion and the offer of support, as well as to better understand what circumstances individuals might be experiencing. Staff were indicating that they were grateful for the support. BG was very aware of the need to also support those attending work who were required to pick up the work and responsibilities of those who were frequently absent.

9.7 **Q:** When school staff were absent, how did the schools provide cover?

A: For teacher absence, the schools typically used agency cover, as there was a real lack of supply staff. In the event of support staff absence, then colleagues were asked to take on more, which was sometimes a cause of stress.

9.8 JC confirmed that most teaching assistants ('TA's) were higher level ('HL') TA's. This meant they could take on more classes and provide more types of support for teachers. The schools tried not to rely on agency staff or supply teachers, if possible, particularly as they wanted continuity for the children.

9.9 **Q:** Would it be worthwhile for the Trust to reassure parents that it was taking seriously the need for continuity of staffing for its pupils in the event of high levels of teacher absence from time to time?

A: It would be helpful to provide reassurance to parents about the time pupils were spending with teachers and support staff and about the fact that the Trust was taking this matter seriously. JC would speak to the Heads to ask them to cover this point both at parent forum meetings and if asked.

9.10 **Q:** In the COO Compliance Report do the percentage absence figures represent a small group of people or cover a wider group?

A: There were a smaller number of specific teachers who took much more time off than others generally. Whilst it was important to look for patterns or themes within the data, for most staff it was a case of genuine illness.

Payroll and pensions service provider

9.11 This point had been discussed and reviewed in detail at the Operations Committee the previous week. The current provider of both services, Strictly Education, had for some time provided an inadequate pension service. The payroll aspect had been fine, however. The Trust had needed to engage the services of auditors UHY to resolve a number of issues, and this work had now been completed so that all teacher pensions data was accurate and up to date as at April 2023.

9.12 The Trust now needed to find an alternative service provider and was considering its options. This point had been entered into the Trust's Risk Register and was being flagged to the Board for its awareness.

GDPR/Premises and Compliance/Safeguarding and H&S Audits/Risk Assessments

9.13 There was nothing of significance to flag here as everything was progressing as expected.

9.14 BG asked the Board to note that WPA was investigating whether boiler replacement costs could be passed back to the contractor responsible for their maintenance after a discovery of limescale build-up. Also, the roof at TPA needed refurbishing and the Trust was in discussions with the insurers about the cost of this.

Policies

9.15 Policies due for approval by the Board were listed later on the agenda for this meeting.

9.16 Directors were asked if they had any further questions.

9.17 Q: Did the external H&S audits cover fire risk assessments, and similarly the external safeguarding audits cover the school risk assessments carried out?

A: BG confirmed that they did.

9.18 JC requested that the Operations and the QES Committee standing agenda be updated to include an item to cover annual receipt of confirmation that education and H&S risk assessments had been carried out at each school. **ACTION - SB**

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

10. Receive CEO Report dated May 2023

10.1 JC referred to the headline information in her report.

TPA

10.2 Key points raised included: numbers on roll, pupil attendance and absence figures, termly SCR checks, confidence in safeguarding procedures, the likelihood of an imminent Ofsted inspection, the forthcoming internal HR file audit, and positive progress by pupils in relation to end of year targets.

DPA

10.3 Key points raised included: pupil attendance and persistent absence, termly SCR checks, robust safeguarding procedures, and the HR file audit due to take place soon.

10.4 AS joined at 11.02.

WPA

10.5 The school was currently undergoing an Ofsted inspection. More details would be provided about that in due course.

10.6 Other points mentioned included: pupil attendance and persistent absence, safeguarding, in year pupil movement, high numbers of SEND pupils, the strong focus on reading and phonics in early years and KS1, and positive pupil outcomes for the year to date.

10.7 From a budget forecasting perspective, the PAN (pupil admission number) at WPA was being kept under review. It was 60 at the moment, and 47 pupils were due to join in Reception for September 2023. However there was a real risk that Reception numbers for 2024-2025 might be in the low thirties, resulting in insufficient per-pupil income to cover the required two class teachers. More details would be brought back to the Board when available.

10.8 Q: What was the cause of the high numbers of pupils joining mid-year?

A: The new housing development was the main cause, linked with availability at WPA. As families moved into the area, they applied for school places. Many children who joined appeared to be behind in one or more areas. The school had high standards and lots of work was going on to support new pupils to catch up.

Estate management:

- 10.9** The Board had already heard about the landscaping work going on at TPA and the required roof repairs, which had resulted in conversations with the insurers and with building companies to obtain quotes.
- 10.10** At DPA, the Carillion works schedule was rapidly being closed off.
- 10.11** The Board had already heard about the need to replace the boilers at WPA due to limescale build up and the conversations taking place with the external contractors about liability.
- 10.12** The pre-opening Ofsted inspection at SHPA had taken place on Friday 12th May, and the school had received the best outcome possible, which was that it would 'likely meet all standards'. This would be made official in due course. Ofsted had been very complimentary about all the policies and documentation provided.
- 10.13** The funding agreements were due to be signed the following day. Once done, the Trust could move quickly with its plans for furniture, ICT, and appointment of remaining staff members.
- 10.14** Eighteen pupils were signed up for SHPA's Reception class, with two more hoped for before the start of the autumn term. Nursery numbers were low so far, but JC was keeping an open mind on whether to combine the classes to begin with.
- 10.15** JC had been informed of a 3.5 week delay to the completion of the work on site. This might result in a plan for moving in to completed classroom areas, while the final works were being completed elsewhere on the site. The 'worst case' completion date was 5th September 2023. The situation was being monitored by the builders and the council, with reviews taking place to assess if efficiencies could be made.

Trust Development Plan

- 10.16** The Board had already heard about the DfE's 'Trust Quality Descriptors' and how these were being used to underpin focus areas for school governor oversight. JC would now align the Trust's development plans with these descriptors to clarify which areas needed to be worked on as a Trust. JC would provide more details at the July Board meeting. **ACTION – JC**

Director of Education

- 10.17** An experienced Headteacher had been lined up to take on this role in 2023-2024. This would involve visits to the schools, producing reports of findings, and helping to provide

support and challenge to the Heads. This would be for a total of 38 days spread across that academic year.

Surveys

10.18 The Board had already received feedback on the recent parent survey. The Trust-wide pupil survey was about to go out and the findings would come to the July Board meeting. The Ofsted inspection at WPA would mean that the same range of questions would be asked to parents and pupils of the school, and it was hoped that the findings would be as positive as seen previously.

Questions

10.19Q: What was JC's view on the DoE's reports about the schools this academic year?

A: Clive had looked at different areas in each school, based on those needing enhancement or improvement. Clive had done what JC had asked of him in this respect and had provided a useful amount of detail.

10.20 Directors were asked if they had any further questions, and none were raised.

11. Receive Management Accounts and Budgets to month-end March 2023

11.1 CC joined at 11.15.

Executive summary

11.2 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, carry forward balances, government grants and other income streams, staffing and non-staffing costs, capital reserves, and cash balances. Overall, there were significant healthy balances across the Trust.

11.3 Q: Please explain more about the support over costs at TPA.

A: The figure of £213k accounted for total supply staff costs, Several supply staff had been on the books previously but had not been accounted for in the budget to date due to certain financial management errors, which had since been addressed and been discussed with the Board. Money had been spent on the right areas and to meet pupils needs. It was estimated that there had been around £50-60k of unbudgeted spend overall.

Balance sheet

11.4 There was nothing of significance to note. CC mentioned the progress of the Trust's investment strategy, the Trust's cashflow forecast, and the healthy cash balance held at the bank.

Q: Looking at the investment strategy, and at increased interest rates, what did CC suggest for the amounts and timings of the investments going forward. Currently the Trust was investing £800k on a three-monthly cycle, and £400k on a weekly cycle and was achieving good returns. Would it be prudent to wait for final budgets to be submitted later in the term?

A: CC advised looking carefully at what capital expenditure was planned over the summer.

- 11.5** The directors discussed this with CC, and it was agreed that the £800k should be re-invested now for a further 3 months. This would be reviewed again after budgets had been set, to set up a longer-term strategy. However, caution would be shown in respect of the weekly investment cycle, with money up to £400k only being invested if capital expenditure plans permitted this. JC would also keep a close eye on interest rates.
- 11.6 Q:** What returns had the Trust realised to date from the strategy and how had these been spent?
A: The first investment of £800k had produced a return of £6k in interest. The latest one had produced £13k. The weekly investment cycle of £400k was producing £300 each week. JC had been doing that for 6 weeks. So far, all of the returns had been allocated to the staff development fund and a total of £3.3k had been paid out in respect of staff training courses. The Trust was now part-funding a teacher's Masters degree in science and education. This teacher would be running science projects across the Trust in return for the Trust's financial support. Another staff member was taking a six-week course in Lego in Education, and another was doing a Higher Level Teaching Assistant qualification.
- 11.7** In addition the fund was also covering the costs of the coaching and mentoring for the school Heads. JC would continue to review staff' interest in the fund.
- 11.8 Q:** Was the Trust confident it knew where the investment monies were going?
A: This went into low risk treasury deposits. It was not being used to buy shares in companies. TJ added that in his professional view, there was nothing at all risky or potentially damaging to the Trust's reputation in this investment strategy. JC confirmed that it was being carried out via Barclays Bank. It was noted that the bank's investment rating would be visible online.
- 11.9 Q:** What was a good or sensible surplus for a Trust or a school to hold?
A: JC confirmed that the Trust carried out an annual benchmarking exercise, but noted that this was a small Trust and that the Trust's schools also varied in size. TJ commented that some academy trusts could hold surplus monies reaching into the millions. TJ's view was that the Trust's position was not unreasonable at all, in the current financial climate and noting more uncertainty to come. He felt very comfortable with what he saw.
- 11.10** JC explained that following an internal review, it had been shown that a significant proportion of the surplus monies held across the Trust were due to self-generated income. JC would look at this again soon and would encourage the Heads to spend available money on worthwhile projects. Most recently, significant investment had been made into school playground development and on support staff.
- 11.11** CC added that future funding streams were due to fall the following year and the one after. Therefore, many Trusts were acting cautiously. Whilst academy trusts should not accumulate too many reserves in place of spending money on the children and on larger projects, trusts also needed to retain sufficient reserves to ensure sufficient money was available to pay for staff and balance budgets in future year. It was a delicate balance.
- 11.12** The directors thanked CC for her time and input. CC left the meeting at 11.38.

12. Review and approve any expenditure over £50k

12.1 There had been no expenditure of this type to approve.

13. Receive Dear Accounting Officer Letter from EFSA

13.1 There was nothing to review currently.

14. Review and approve policies

OLT Pay Policy, reviewed by Diverse Matters and the OLT Operations Committee

14.1 The Pay Policy had been reviewed by the Operations Committee the previous week and had been recommended for Board approval.

14.2 It had earlier been reviewed by external firm 'Diverse Matters' which had recommended that line managers and Board directors complete training on awareness of unconscious bias, linked with the goal of ensuring transparent and fair pay progression decisions for staff. The details of this course would be circulated to Board directors by JC, as agreed earlier in the meeting.

14.3 The policy would come back to the Board for review and approval in November 2023, once the new pay scales had been published.

14.4 **Q:** On the topic of unconscious bias, was any support in place for staff responsible for writing progress and attainment reports about pupils (for example upon moving to senior school), or for recording incidents occurring between pupils at school?

A: JC confirmed that the Trust had audited its curriculum from a diversity and inclusion perspective and now had a good range of resources and materials available to pupils. In terms of the content of reports about pupils or reports of incidents involving pupils at school, JC thought that this was a valuable point and would look at this carefully in case action was required. **ACTION - JC**

14.5 The Board unanimously approved the OLT Pay Policy.

OLT Equity, Equality, Diversity, & Inclusion Statement, & Policy and Objectives (two documents) – reviewed by Diverse Matters and by JC

14.6 JC provided an update about the updates to these documents.

14.7 **Q:** Noting that all staff received equality training, were all staff doing training about unconscious bias? It might be valuable to offer this given that staff might not realise the potential for them unintentionally reinforcing stereotypes via language used about children in the reports written about their progress or about incidents they might be involved in at school.

A: JC would review the language of the policy with that in mind, and would bring back her comments as well as an updated version to a future Board meeting as needed. **ACTION - JC**

14.8 The directors unanimously approved the current updated version of the policy and the statement, and would review an updated version of the policy at such time as it was brought back to the Board following JC's review of the policy language linked with the goal of avoiding unconscious bias.

15. Receive internal audit report

15.1 BG referred to the report provided within the document folder for the meeting.

15.2 She summarised that the first internal audit had taken place in the Spring, covering HR and payroll. Two minor action points from that audit had since been closed off. The second internal audit had just started and would cover financial controls and procurement. BG had provided the information requested by the auditors so far and was waiting for the next set of requests. She was happy to talk with them about any points raised.

15.3 In addition, the teacher pensions audit had just started. BG was waiting to receive information from Strictly Education's pension service provider, to pass on to auditors Kreston Reeves. BG was hopeful that this would be a smooth process.

16. Governing Board Diversity Data

16.1 JC explained that there was a drive from the DfE for enhanced diversity on Academy Trust Boards and their committees. It was encouraging Trusts to publish diversity about trustees on the website. This was not a 'must' at this point. JC asked the Board for its views on whether to publish certain data now or to wait and see whether the publishing requirement became mandatory. JC noted that due to the size of the Trust Board, the data produced might be more revealing than for a Board with greater numbers.

16.2 The NGA had suggested that Trusts might start by publishing data on age, ethnicity and gender.

16.3 The Board discussed this in detail and considered how to present this data usefully as part of an approach by the Trust for attracting and welcoming the most diverse and skilled candidates for Board and governor roles, so that the Trust was truly representative of its school communities.

16.4 JC understood from the discussion that the directors had no objection in principle to the Trust publishing data on Board members' age, ethnicity and gender. JC would consider the best context in which to do this, for the autumn term. No data would be published until JC had come back to the Board to confirm her proposals in this respect. **ACTION – JC**

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: 11.55

Date of next meeting: Tuesday 11th July 2023 from 10am to 12pm

Actions from the Omnia Trust Board meeting of 16.05.2023

Action 1	Minute 4.3	SB to include an agenda item for the July Board meeting on appointing a new Chair for 2023-2024 DONE
Action 2	Minute 6.1	JC/SB to circulate details of the online training course for Operations Committee directors to complete on awareness of unconscious bias – to be circulated to the full Board. DONE
Action 3	Minute 9.18	SB to update the QES and Operations standing agendas with an item to confirm receipt of confirmation that education and H&S risk assessments had been completed for that year. IN PROGRESS
Action 4	Minute 10.16	JC to update the Trust Development Plan in line with the DfE's Trust Quality Descriptors and SB to add this as an item for the July Board meeting agenda. IN PROGRESS
Action 5	Minute 14.4 and 14.7	JC to review training offered to/required of school staff, as well as the wording of the EDI policy, from the perspective of avoiding unconscious bias when reporting about pupils DONE
Action 6	Minute 16.4	JC to provide an update to the Board in July on proposals to publish diversity data about Board members – SB to add this as an agenda item. DONE