



**Minutes of the Meeting of Board of Directors  
GEMS LEARNING TRUST**

**Tuesday 2<sup>nd</sup> April 2019**

**GEMS Twickenham Primary Academy**

<b>Attendees</b>	<b>Role</b>
Dr Harry Ziman (Chair)	Chair, Director
Jodie Croft	CEO & Director
Lara Robson	Director
Rowena Duff – by phone	Director
TBC	Clerk

<b>Apologies</b>	<b>Role</b>
Leah Perring	Director
Rony Valeny	Director
Joe Garrod (vice-Chair)	Director
Danielle West	Director

**Part one – non confidential.**

<b>Item</b>	<b>Agenda</b>	<b>Comments/questions</b>	<b>Action</b>
1	Apologies for absence and consent to absence	Apologies were sent by LP, RV, JG and DW. The board is quorate (50% in attendance).	
2	Declaration of pecuniary interest and updates to business register	None.	
3	Review of Trust Board membership and DBS status, appointment of new director	The Board welcomed Rowena Duff to the role of Director with oversight of Finance, Audit and Risk. Her DBS check has been completed and RD has been added as a director to Companies House. HZ welcomed her formally and is pleased that she brings a wealth of talent, expertise and enthusiasm to the Board. HZ asked about how documents are verified for DBS checks, JC noted scanned copies can be sent to BG and	JC urged all existing directors to update their DBS checks and follow instructions sent by email from Atlantic data.

		JC can check originals at board meetings.	
4	Directors training and development	JC asked Directors if they would like face to face training and issued links to courses local to the schools. LR requested a face to face training session with all directors, HZ agreed with a focus on academy trust board structure and scope.  HZ urged all directors to complete basic safeguarding, Prevent duty, and data analysis training.	Directors to request face to face training and send to JC for booking. JC to identify a suitable date, location and trainer for board level training early in the Autumn 19 term.  All directors to ensure they have completed basic online training courses.
5	Minutes of the last full board meeting and matters arising	The minutes were reviewed and approved.  It was determined that JG is <u>not</u> a Local Authority Associated Person and can remain on the board if he chooses to do so and members pass a resolution (term of office ends April 2019).  LR asked that the minutes must show that JG has an LA role in another authority if his voting percentage rises above 19.9%.	JC to clarify JGs intentions to remain as a GLT director then seek a resolution from members if appropriate.
6	GLT Succession planning	HZ noted intention to remain as a director and so seek reappointment when his term of office ends.  JC noted the need for more board level directors. HZ invited the directors to make suggestions.  HZ asked JC to talk to current directors to test their appetite for the role of GLT chair in the future.  LR asked for the opportunity for directors to video call into meetings in the future, RD concurred that this is a positive way to hold remote meetings.	JC to ask members to pass a resolution to re-appoint HZ to the Board.  JC to pursue 2/3 additional board members to the GLT.  JC to talk to current directors to determine their appetite for chairing the GLT in the future.  JC to set up video-conferencing for future board meetings.
7	GLT executive pay	The board discussed the relevant options for setting executive pay and decided to establish a separate remuneration committee to analyse the proposals in detail and update the Pay policy subsequently as appropriate.  JC stepped out of the room for the discussion relating to executive pay.  The Board received a paper from the NGA on setting executive pay. The Trust recognised that it was growing and that the demands on senior leaders had	JC to establish remuneration committee to make recommendations to the board on executive pay, remuneration policy, pensions and conditions.  HZ to discuss chair of remuneration committee role with RV.

		<p>been changing and will continue to change over time due to that growth.</p> <p>JC re-joined the discussion</p> <p>JC noted that TDQ salary is inherited and any future Director of Education will have a salary set in-line with the new policy for executive pay. JC also noted that the trust had cut the hours and overall pay for the role in order to ensure the Trust receives value for money.</p> <p>LR asked of 0.2 days of Director of Education time is enough. JC noted yes, as both schools are half full but this will need to grow in line with more year groups and more schools.</p> <p>JC noted that TDQ and JC have had no pay band consideration since moving to the Trust payroll in January 2015.</p>	
<p>8</p>	<p>CEO report – Standards, Trust growth and development, risks and issues</p>	<p>JC presented her report.</p> <p>LR noted low number of first choices at TPA and wondered if more could be made of the Atrium as the heart of the school. And that the school should promote its specialist science, art and music rooms.</p> <p>HZ noted TPA should promote how happy the children are and that this should be promoted the use of prominent images of outdoor spaces.</p> <p>RD noted how most schools rely on reputation and word of mouth and is sure the school will become better known over time.</p> <p>LR asked if both schools are engaged in their local contexts – JC noted yes, both very strongly involved locally</p> <p>HZ noted the vacation of the TPA tenant and that the school has already adjusted the budget to accommodate the loss of the income. JC noted that the income had avoided a deficit budget at TPA.</p> <p>LR asked if we are happy with SEN provision in schools. JC replied that the level of support is increasing with the growing need in both schools.</p> <p>DPA plans to have an out of class SENCO for 4 days a week to manage</p>	<p>TPA to consider use of Atrium further and how to promote the use of space.</p> <p>JC to obtain legal advice as to the condition of occupying a building without building regs sign off.</p> <p>JC to issue new Governors handbook to directors.</p> <p>JC to discuss strategy of counselling and support for school staff and children with both Principals.</p> <p>JC to update mitigation strategy on risk register regarding over reliance on key members of staff.</p>

	<p>the higher than average number of SEN children and complex cases. HZ noted this is a generous amount of time.</p> <p>LR asked if children who join with EAL are helped to catch up. JC confirmed that any gaps are swiftly identified and that there are no issues with attainment of EAL children in either school. HZ noted, in fact they do very well.</p> <p>All agreed that the Trust should have very high expectations of our SEN children to succeed in comparison with the national context.</p> <p>HZ noted the ongoing building issues with DPA and requested legal advice as to occupying a building without building regulations.</p> <p>HZ noted the possibility of an additional board meeting if GLT is awarded one or two more new schools.</p> <p>HZ noted executive pay considerations and added that the remuneration committee may want to consider the LGPS for executive staff as well as term time only vs annual contracts.</p> <p>JC raised attention to the latest Governors Handbook – dated March 2019 and drew attention to the recent updates:</p> <p>From a safeguarding perspective, the new guidance reinforces the importance of governors understanding and implementing policies on peer-on-peer abuse (page 173); that the DSLs should have job descriptions for the role (page 169); and a link to 'Counselling in schools: a blueprint for the future' which gives advice to school leaders on setting up or improving counselling services in primary and secondary schools, and explains how counselling fits into a whole school approach to mental health and wellbeing (page 189).</p> <p>LR noted importance of supportive workplace/school cultures for children and staff and value of supporting senior leaders in the role.</p> <p>LR noted the importance of cyber security; JC concurred and noted that</p>	
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		<p>it has been added to the GDPR committee standing agenda each term.</p> <p>LR noted the greater risk is loss of personal data. JC brought the attention of the board to all the standard training and induction processes staff are expected to undertake in order to ensure out data is handled securely.</p> <p>HZ noted caution over reliance on individual members of staff to ensure high standards.</p> <p>The board reviewed the risk register and asked that the finance related risks are amended to state that the control step is to reduce spending plans if income falls.</p>	
9	Dear Accounting Officer Letter	JC noted all deadlines are in the annual calendar and the finance team, Principals and Office/business managers are aware and using the timelines.	
10	Receive updated scheme of delegation for policy approval	The Directors received and approved the scheme of delegation for policy approval	
11	Approve Admissions Policies	<p>The Directors approved the admissions policies for TPA and DPA. HZ noted the sibling preference rule at DPA nursery may require further clarification in future years regarding siblings who attended the school.</p> <p>RD asked if the GLT would consider preferences for children of staff. JC noted yes this has been raised by DPA and is expecting them to propose a change in Autumn 2019.</p>	Further clarify the sibling preference rule at DPA nursery in the next revision of the admissions policy.
12	Approve Pay Policy	The Directors deferred this decision pending review by the remuneration committee.	
13	Approve Medical Needs Policy	<p>The Directors approved the medical needs policies for TPA and DPA. HZ asked for one GLT wide medical policy in the future.</p> <p>LR asked for further clarity on the sentence regarding prescribing medicines to children without parental knowledge. (DPA)</p>	<p>AA &amp; JS to merge TPA and DPA medical needs policy.</p> <p>DPA to clarify meaning of sentence regarding prescribing medicines to children without parental knowledge.</p>

14	Receive Operations Committee minutes – any questions	The Directors received the minutes from the Operations Committee meeting.  LR noted difficulty of making financial decisions without financial data. JC pointed out the management accounts are available to all directors every month on the shared governors drive.	JC to add management account review to standing board agendas.
15	Receive GDPR/Data Protection Meeting minutes – any questions	The Directors received the minutes from the GDPR meeting.  RD unable to open the GDPR minutes file.	JC to re-send GDPR file to all directors.
16	Receive Standards Committee minutes – any questions	The Directors received the minutes from the Standards Committee meeting.	
17	Receive LAB minutes: any questions	The Directors received the LAB minutes and Report from DPA.  The Directors received the LAB minutes and Report from TPA.  The board noted the lack of direct feedback from LAB member to board director. HZ suggested JC devise another mechanism for LAB members to speak directly to the Board.	JC devise another mechanism for LAB members to speak directly to the Board.
18	AOB	HZ noted changing Ofsted Framework and asked for a briefing at the next board meeting. JC noted detailed work and discussion of standards committee has already taken place and is being implemented across both schools.	JC to update the board in June as to the requirements of the new Ofsted Framework for inspection

**Part two – confidential**

Item	Agenda	Lead
1	AOB	HZ

