



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

**Tuesday 7th March 2017
At 2pm
GEMS Twickenham Primary Academy**

Attendees

Directors

Dr Harry Ziman (Chair)	Chair of Trust Board	Present
Joe Garrod (vice-Chair)	H&S	Present
Andy Collings	Finance, Audit and Risk lead	Dialled in by phone 14.14
Jodie Croft	CEO & Operations lead	Present
Teresa De Quincey	Education, SEND, Safeguarding and Child Protection lead	Present
Luisa Weinzierl	HR lead	Present
Rony Valeny	GEMS Liaison - outgoing	Present

Others Invitees

Danielle West	GEMS Liaison - incoming	Present
Alison Ashcroft	Principal Didcot	Absent
Pippa Hogg Andrews	Principal Twickenham	Absent

Part 1 non-confidential

1. Welcome and apologies

The Chair welcomed attendees to the meeting and welcomed Danielle West to the Board There were apologies from Pippa Hogg-Andrews (Twickenham Principal) and Alison Ashcroft (Didcot Principal) which were accepted.

2. Declarations of interest

- a. pertaining to this agenda - None
- b. update of enhanced declarations – complete – to be uploaded to the GLT website

070317	Jodie Croft to add new declarations to the GLT website – to include DW
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3. Items for AOB and confidentiality

3.1 There were no confidential items or items of AOB declared

4. Agree Minutes of last meeting

4.1 The minutes of the last board meeting (22/11/16) were approved.

- a. Actions - complete
- b. Matters arising not covered on agenda - none

5. Academy term dates for approval

5.1 The Trust Board approved the terms dates for the following schools

- GEMS Didcot Primary Academy
- GEMS Twickenham Primary Academy

6. Admissions policies 2018/19 for approval

6.1 The Trust Board approved the admissions policies for 2018/19 for the following academies:

- GEMS Didcot Primary Academy – nursery and academy
- GEMS Twickenham Primary Academy
- GEMS Kingston Primary Academy

7. Principal's report – Twickenham

7.1 Terri de Quincey read the report on behalf of Pippa Hogg Andrews.

Headlines – How do we know how well our children are performing?

- **Reception** children are on track to meet ambitious targets
- **Year 1** - on track to exceed ambitious RWM and phonics targets (5 new children joined mid phase)
- 1:1 intervention is being provided for pupil premium children and is funded by pupil premium funding
- Terri de Quincey has no concerns about the performance of children at TPA. Trustees are invited to email Terri if they have any follow up questions regarding the autumn term data.

- Andy Weymouth – DfE Advisor has produced a **highly complementary** 4th Term report which provides independent confirmation of the Trusts understanding about the standards of staff and pupils at the school

For immediate review

Authorised and unauthorised levels of absence amongst Pupil Premium children – data to be checked to see if action needs to be taken.

Sickness levels amongst staff are unusually high. Terri de Quincey has reported there is no obvious pattern. Danielle West asked for Principals to account for sickness levels in their report

The board followed up with a request for a clearer layout of the Principals Reports with loose headings to capture pertinent information. Rony Valeny further requested an understanding of any operational issues which the schools are dealing with.

070317	Pippa Hogg Andrews to review attendance patterns of Pupil Premium children and determine appropriate action if required Principals to explain any unusual patterns of staff absence in reports to the board Principals to revisit structure of the report to the board and agree loose headings which cover all pertinent information
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7.2 Joe Garrod reported a high level of **H&S** policy compliance but less evident operationalisation. Wood propped up next door such that it is over-hanging over Reception playground has not yet been removed.

070317	Trust to support TPA in taking action to remove the wood next to TPA's reception playground
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7.3 **Are the children and staff at TPA safe?** Terri de Quincey reminded the Board that there were no issues regarding **safeguarding** in her first audit. Her second audit covers e-safety and other technical aspects of safeguarding and is to be carried out imminently. Terri de Quincey reminded the board that TPA has the appropriate web filters in place.

7.4 Pippa Hogg Andrews has updated the Safeguarding policy with reference to the latest KCSIE advice. The board approved the policy

8. Principal's report – Didcot

8.1 Terri de Quincey read the report on behalf of Alison Ashcroft.

Headlines – How do we know how well our children are performing?

- **Nursery** children are on track to meet targets. 17 areas of EYFS are delivered well; Terri has no concerns with provision. There is no benchmark for EYFS mid-year progress

- **Reception** – 44% on track to attain GLD – school has identified they must focus on maths and more able children. School might not attain 80% GLD but staff still working towards the ambitious target
- **Year 1**- Large majority on track to meet ambitious RWM and phonics targets, class well led by an NQT
- **Year 2** – half the children are on track to achieve ambitious RWM target. All children have moved to this class from other schools and 8 children joined mid-phase. Rony Valeny expressed concern that some children are very far behind. Terri de Quincey confirmed that the school are taking appropriate action. Class led by very strong teacher and school aware of areas to focus on and children to target for support. Class benefits from 2 strong teaching assistants to support children to meet their targets.
- **The school has had a fantastic start to its first year.** Alison Ashcroft is resuming her Ofsted inspection role.

For immediate review

Are we on target to be above floor standards at KS1? Terri de Quincey to confirm.

070317	Terri De Quincey to research floor standards for KS1 and share with the Board.
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8.2 Joe Garrod reported a high level of active **H&S management** but less complete policy compliance. DPA have delegated responsibility of H&S to the right person who is responding to the targets drawn up by Joe Garrod.

8.3 Jodie Croft reported OCC is in legal dispute with Atkins and Carillion over the failure to patress the walls properly in 10 classrooms. DPA is unable to install wall mounted white boards until the issue is resolved and the walls have been strengthened. There is also still outstanding snagging issues that Carillion and OCC must remedy

070317	Jodie Croft to gain legal reassurance that OCC will not pass snagging and patressing issues to DPA when the defect period ends
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8.4 **Are the children and staff at DPA safe?** Terri de Quincey reminded the Board that there were no issues regarding **safeguarding** in her first audit. Her second audit covers e-safety and other technical aspects of safeguarding and is to be carried our imminently. Terri de Quincey reminded the board that DPA does not yet give children access to the internet as the supply is poor. They will buy the appropriate filters when broadband is installed.

CEO's report

9.1 TPA Principal post – Pippa Hogg Andrews has resigned her post on medical grounds, effective as of 31/08/2017.

The Trust has put forward a candidate for interview; he was the only short-listed candidate from the very recently advertised post of Kingston Principal Designate. The interview panel consisted of 2 non-executive directors, the Didcot Principal, 2 executive directors and a DfE Education Advisor.

The panel agreed that the candidate was very strong, passionate and has supporting evidence of his success. The Board approved his appointment to the role. The candidate will require support through the transition to headship from deputy headship and the Trust will support him through this and the NPQH.

9.2 Kingston Primary Academy - the application for planning permission has been submitted but has yet to be validated which is pushing the EFA timeframe back. The EFA are now un-batching the tender for construction from another Kingston school to help keep the project on track for opening September 2018.

UPDATE: The application has now been validated and the committee is set for June 2017 for decision. The contractor is being procured now and is set for a June/July start. This will keep the project on track to open in September 2018.

9.3 Website compliance review – Jodie Croft has reviewed the school and Trust websites for compliance and sent points for action to both schools. Both Twickenham and Didcot have taken the requested action and the websites now meet statutory requirements. The GLT website is currently offline due to technical reasons but also meets statutory requirements. The Governors SEND report now appears on both websites.

9.4 New business

TPA – Jodie Croft reported that the conversation between **REDACTED – commercially sensitive** - and TPA are further down the line. The income to the school is £ **REDACTED – commercially sensitive** per annum, circa £ **REDACTED – commercially sensitive** surplus per annum after costs. The lease outline is being reviewed by Joe Garrod and an Acquisition Surveyor for comment. Jodie Croft will also seek legal advice from Mills and Reeve.

The school is allowed to sub-let for up to 5 years without requesting permission from the SoS/EFA according to DfE Lawyers Bond Dickenson. AFH contradicts this information. Jodie Croft has requested clarification from EFA and will submit an application for permission to sublet asap.

The contract for lease ensures it has reference to the planning conditions outlined in the S106 agreement between the school and the Local Authority. With reference to the planning application 16/0113/FUL

070317	Jodie Croft to request a legal review of REDACTED – commercially sensitive contract for lease and to complete EFA sub-let approval form. Jodie Croft to ensure the grace period is contracted to last for no more than 1 month before charges commence.
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REDACTED – commercially sensitive

Possible next steps will include meeting with the DfE to discuss converting **REDACTED – commercially sensitive** into a free school, conducting further research into the prospect of a new state secondary school and potentially meeting with the Local Authority. Joe Garrod confirmed that a straightforward conversion process takes 8 months which would lead to a September 2018 opening, possibly later.

070317	<p>Jodie Croft & Harry Ziman to visit REDACTED – commercially sensitive school. If still a possibility, the Trust will explore the options with the DfE.</p> <p>Any next steps in relation to carrying out full due diligence on REDACTED – commercially sensitive will be taken if there is a legal letter of comfort from the REDACTED – commercially sensitive</p>
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Oxfordshire – Jodie Croft has attended an engagement event with **REDACTED – commercially sensitive** and determined a second opportunity for a new primary academy (up to 420 pupils) in the **REDACTED – commercially sensitive** area. Jodie has formally notified **REDACTED – commercially sensitive** if her intention to bid for the school and has spoken to the office of the RSC (Martin Post) with reference to this project and to obtaining permission from them. The RSC office has set out a delayed timeline for wave 13 free school applications and will notify the Trust when the window has opened. The Trust will then have to meet Martin Post to have their capacity for growth determined.

070317	<p>Jodie Croft & Terri de Quincey to meet with Martin Post in due course and to develop the free school application for the primary academy in the REDACTED – commercially sensitive area.</p>
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RSC Grant- Jodie Croft and Terri de Quincey have submitted a grant claim to the RSC office for the funding (£82,383) to help meet the growth plans below. The outcome is announced 31/03/2017.

- Open GEMS Kingston Primary academy as planned in September 2018
- Take on two good or outstanding converter primary schools; one near Twickenham or Kingston and the other South Oxfordshire (one in 2017 and one in 2019)
- Apply to open a second new primary academy in Didcot in 2020.

UPDATE: The Trust has not been successful in achieving any grant funds.

070317	<p>Jodie Croft to request reason for not being awarded RSC regional academy growth funding</p>
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10 Finance

10.1 Summary review of Management Accounts; GLT, TPA and DPA

GLT – predicted surplus of £89,544 by 31/08/2017 – on target and includes £11341 in unexpected LGPS costs. Doesn't include request for £11,166. DfE invited a claim for recoupable Kingston costs

TPA – predicted deficit of £23,232 – on target - Jodie Croft to request this amount of financial support from EFA for 2016/17. There may also be further savings to achieve (lower PNA, some unused contingency). Doesn't include any potential income from sub-let for 16/17.

DPA – predicted surplus of £78,097 – Jodie Croft has predicted a surplus of £53,338 following staffing decisions/amendments with Alison Ashcroft. Will update accounts asap.

10.2 National Funding Formula update - DPA has received a letter indicating a +4.5% increase on per pupil funding. TPA has yet to receive a letter but local primaries have – their changes indicate between +1% and +3.3% increase. Heads to ensure they set their budget accordingly when changes are introduced in 2018/19. Jodie Croft to update medium term financial forecasts.

070317	Jodie Croft to update medium term financial forecasts to include changes to per pupil funding from the NFF 2018/19.
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10.3 Apprenticeship Levy update – this is a fee payable by all employing bodies. The fee is 0.5% of payroll over £3m annually. The MAT will receive one £15k grant per year. Jodie Croft estimates the levy will be applicable to the MAT in 2020/21 and will update the long term financial forecasts for each school accordingly.

070317	Jodie Croft to update long term financial forecasts to include Apprenticeship Levy
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10.4 Review of risk register – Jodie Croft has designed a ranked risk register to ensure that the Trust Board are aware of the top risks the Trust is currently facing. Jodie Croft asked the board to review the order of the risk and to comment if they feel they should be ranked differently. She also added that the schools may wish to develop the risk register to include some more local risks.

Harry Ziman reflected that our top risk is not being large enough to manage the current schools and plan for growth. He reflected that we are vulnerable to dependency on key people and that this should be addressed in the risk register. He also stated that pupil recruitment should be higher up the risk register.

Jodie Croft commented that lack of HR expertise at school level is putting the trust at risk. The Board recommended that Jodie Croft resolve this issue asap.

070317	<p>Jodie Croft to amend risk register to reflect the risk of lack of capacity at executive Trust level and to re-rank the risk of low pupil recruitment and to deal with the lack of HR expertise amongst paid employees.</p> <p>All schools to review and develop the Trust risk register.</p>
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10.5 Web filtering – dealt with in bullets 7.3 and 8.4

11 Board development - Review of Trust and Board Membership, terms of reference and delegation structures

11.1 Harry Ziman shared the new structure with the board noting the main changes proposed. He drew attention to the threefold purpose of governance

- Set strategy, ethos and values
- Hold executives to account
- Ensure effective use of resources

The Board will meet three times a year to achieve the first bullet (and hold the Trust executives to account), a new Standards committee to meet three times a year to hold Principals to account and the Operations committee to cover Finance, Audit, Risk, HR and H&S – to meet via telephone 6 times per year. This will cover the third bullet.

Danielle West commented that the standards committee would benefit from a non-executive trustee with current school experience. The board agreed.

This structure will allow more work to be delegated down to committees.

However trustees urged the executive team to make the LAC system work at school level as it was not the right place for them to sit on the board or the committees.

Harry invited trustees to comment on the proposed changes and to determine its final shape at the next board meeting.

070317	<p>Trustees and Principals are invited to nominate a candidate for the role of non-executive Trustee with current educational leadership experience.</p> <p>Principals to review/amend the LAC structure and to continue to implement in each school</p>
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11.2 Review of GLT development plan – this was not covered in detail

12 Future meeting dates and locations – Jodie Croft commented that Alison Ashcroft will lead us through an Ofsted Readiness session at the next board meeting

13 AOB - Harry Ziman expressed his thanks to Terri de Quincey and Jodie Croft for their preparation for the board meeting.

Papers

1. School dashboards (TPA & DPA)
2. School data packs (TPA & DPA)
3. DfE report - TPA
4. Admission policies 2018/19
5. Management accounts
6. Governance terms of reference – current and proposed
7. Minutes from Local Advisory Committee– TPA
8. Minutes from Trust Board meeting 24/11/16
9. Actions from Trust Board meeting 24/11/16
10. Risk register current and proposed
11. Enhanced declaration forms
12. Safeguarding Policy

Actions arising 07/03/2017

1. Jodie Croft to add new declarations to the GLT website – to include DW
2. Pippa Hogg Andrews to review attendance patterns of Pupil Premium children and determine appropriate action if required
3. Principals to explain any unusual patterns of staff absence in reports to the board
4. Principals to revisit structure of the report to the board and agree loose headings which cover all pertinent information
5. Trust to support TPA in taking action to remove the wood next to TPA's reception playground
6. Terri De Quincey to research floor standards for KS1 and share with the Board.
7. Jodie Croft to gain legal reassurance that OCC will not pass snagging and patressing issues to DPA when the defect period ends
8. Jodie Croft to request a legal review of REDACTED – commercially sensitive contract for lease and to complete EFA sub-let approval form. Jodie Croft to ensure the grace period is contracted to last for no more than 1 month before charges commence.
9. Jodie Croft & Harry Ziman to visit REDACTED – commercially sensitive school. If still a possibility, the Trust will explore the options with the DfE.
10. Any next steps in relation to carrying out full due diligence on REDACTED – commercially sensitive
11. Jodie Croft & Terri de Quincey to meet with Martin Post in due course and to develop the free school application for the primary academy in the REDACTED – commercially sensitive area.
12. Jodie Croft to request reason for not being awarded RSC regional academy growth funding
13. Jodie Croft to update medium term financial forecasts to include changes to per pupil funding from the NFF 2018/19.
14. Jodie Croft to update long term financial forecasts to include Apprenticeship Levy
15. Jodie Croft to amend risk register to reflect the risk of lack of capacity at executive Trust level and to re-rank the risk of low pupil recruitment and to deal with the lack of HR expertise amongst paid employees.
16. All schools to review and develop the Trust risk register.
17. Trustees and Principals are invited to nominate a candidate for the role of non-executive Trustee with current educational leadership experience.
18. Principals to review/amend the LAC structure and to continue to implement in each school