



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

**Tuesday 20th June 2017
At 2pm
GEMS Didcot Primary Academy**

Attendees

Dr Harry Ziman (Chair)	Chair of Trust Board	Present	HJZ
Joe Garrod (vice-Chair)	H&S	Apologies	JG
Andy Collings	Finance, Audit and Risk lead	Apologies	AC
Jodie Croft	CEO & Operations lead	Present	JC
Teresa De Quincey	Education, SEND, Safeguarding and Child Protection lead	Present	TDQ
Luisa Weinzierl	HR lead	Apologies	LW
Rony Valeny	GEMS Liaison - outgoing	Present	RV
Danielle West	GEMS Liaison - incoming	Present	DW

Other invitees

Alison Ashcroft	Principal Didcot Primary Academy	Present	AA
Hannah Wilson	Proposed Trustee	Present	HW
Pippa Hogg-Andrews	Principal Twickenham Primary Academy	Present by phone for item 6.	PHA

Part 1 non-confidential

1. Welcome and apologies

The Chair welcomed attendees to the meeting and accepted apologies from Joe Garrod, Andy Collings and Luisa Weinzierl.

2. Declarations of interest

- a. pertaining to this agenda - none
- b. update of enhanced declarations – no updates to previously declared interests.

3. Items for AOB and confidentiality

- a. Governance training
- b. Governors self-evaluation
- c. Trust board membership – moved to agenda item 5.

4. Agree Minutes of last meeting

- a. The minutes were reviewed and approved
- b. Actions – the actions were reviewed and are either complete or have been delegated to the operations committee
- c. Matters arising not covered on agenda - none

5. Trust Board Membership

The Chair noted interests from Rony Valeny and Andy Collings to remain on the board as co-opted trustees although they were no longer GEMS employees. The board unanimously voted to alter the status of Rony Valeny and Andy Collings from GEMS appointments to co-opted board appointments under article 58, term of office to remain 4 years from start of their initial appointment as member appointed trustees.

The board were asked to consider the appointment of Hannah Wilson as a co-opted trustee. Hannah is the current Principal Designate of the Aureus Secondary School in Didcot and has extensive experience as a governor and senior leader in the Harris Academy chain. The board voted unanimously to co-opt Hannah Wilson as a trustee under article 58.

20/07/17	<p>JC to add HW as a director at Companies House and undertake all other checks and declarations</p> <p>HW to complete governor training requirements and send certificates to JC</p> <p>HJZ to ask Luisa Weinzierl if she would like to be considered for a co-opted position on the board to be put to vote at the next board meeting.</p>
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6. Principal's report – Twickenham Primary Academy

Context: 21 first choices for reception September 2017, 219 applicants. 89 children on roll/120 places available. 34 confirmed children for Reception in September. PHA leaving at the end of the summer term, 2 NQTs and a new head starting, SENCo appointed.

HJZ asked should we consider a PAN of 30 in reception for 2019

20/07/17	JC to study pupil place planning data in Twickenham and recommend a PAN of 60 or 30 at the autumn 17/18 board meeting.
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DW asked if TPA & DPA use Twitter for promotion and engagement

AA confirmed yes for DPA. PHA confirmed not for TPA.

20/07/17	JC to task the new TPA head with social media engagement with parents
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The Board asked – How well do we know how our children at Twickenham Primary Academy are performing?

Reception – 81% children are on track to exceed set target for numbers achieving GLD (69% national average, 71% local average)

Year 1 – 90% children are on track achieve a pass in the Phonics testing (81% national average)

Vulnerable groups – the numbers of children with EAL, SEND, PP and LAC are not statistically significant but nonetheless any gaps between attainment of children in these groups are identified and addressed by the school. All pupils in reception made 5 steps of progress, all EAL children made accelerated progress, both PP children will achieve GLD. Year 1, all SEN children made expected progress, 67% of EAL made expected progress, 33% of PP made expected progress. No difference in gender attainment or between teaching groups.

20/07/17	PHA to write case studies for analysis on 2 year 1 PP children not making expected progress.
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Safeguarding – PHA reports no children on the Child Protection Register, no exclusions and no racist incidents.

The single central record has recently been expanded to capture additional information, which the school office is in the process of collecting.

Fire drill – PHA confirmed that an annual fire risk assessment has taken place and that the fire alarm has had recent maintenance. The most recent fire evacuation took place 3 days ago and the building was evacuated in under 2 minutes. **UPDATE** – JC has completed the EFA fire risk survey online for the school.

TDQ asked whether the lockdown procedure had been tested.

PHA confirmed yes it has.

The Chair asked whether TPA has a sprinkler system.

PHA confirmed no it hasn't but DPA does.

The Chair asked PHA to identify risks for the following academic year.

The school has 2 NQTs and a new Principal. It also has only 34 of 60 places filled in Reception. PHA noted Reception numbers are low across the borough, JC noted that the LA may have birth rates inaccurately predicted.

UPDATE the new head is very experienced with NQTs as is TPA's EYFS leader who has been promoted to vice principal. The new Principal will be mentored by AA, principal of Didcot and has the support of TDQ and JC.

The Chair asked whether the TPA website had been moved to a new parent friendly format.

PHA confirmed that it hadn't.

20/07/17	JC to ensure website development is prioritised by new Principal
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External review: DfE inspection report from visit on 12th June 2017 is positive and shows good outcomes for the children

Parent views: Parents report high levels of satisfaction (95%) using the Ofsted parent survey questionnaire. PHA has tackled any matters arising from the survey

Local Advisory Committee – their responsibility has been to monitor the school travel plan and PHA is pleased to note the school may have already achieved 'Gold status'.

JC noted that the new nursery on site will have to be included in our travel statistics for the next 4 years. JC confirmed that the nursery has acknowledged the travel S106 document in the sub-lease agreement and have written a 'walk to nursery' clause in their parent contract.

The board offered their thanks and congratulations to the LAC, PHA and the staff.

20/07/17	PHA to generate local publicity in the summer term if gold travel status achieved.
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The LAC has now been stood down in order for the Local Academy Board to replace it in the Autumn term 2017. The new board will have delegated responsibility for stakeholder views and website compliance. Cllr Clare Head has expressed a wish to join the new board.

The Chair would like to formally thank PHA for breathing life into the school and the trust, and acknowledge that she has put her heart and soul into it and worked incredibly hard. The board concurred.

PHA commented how pleased she is with her successor.

HW asked if PHA's successor is an internal or external appointment.

JC confirmed external.

7. Principal's report – Didcot Primary Academy

Context: 90 1st choices for DPA for Reception in September 2017/18, 180 applicants. The nursery is full in September (no intake in January or April will be possible) 169 currently on roll, started with places for 118. AA very active in Didcot Partnership. All staffing is in place for September, only 1 additional TA needed in Reception for additional pupil support.

DW asked why we didn't open with more year groups.

AA confirmed that the numbers applying for places in years 3-6 were not large enough to consider opening a class and hiring a teacher.

HJZ asked whether the admissions policy is working. Could a catchment area be more appropriate in this context. He invited AA to bring reasons for a change to the 17/18 Board meeting.

20/07/17	AA to consider admissions policy for 2019, bring suggestions to 17/18 Autumn Board meeting
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HJZ noted that the DPA site is large enough for a 3 FE primary and asked if that was possible to bring forward.

AA stated that no, not with a second new primary school opening in 2018. The council would fund any new build to 3 FE and at the moment they will have enough capacity in the system.

RV asked is pupil supply growing.

AA confirmed yes it is.

The Board asked – How well do we know how our children at Didcot Primary Academy are performing?

Reception – 75% of children are expected to achieve GLD (69% national average, Oxon 70% 15/16)

Year 1 – 80% predicted to pass Phonics (81% national average). Of the 30 children in this class, only 5 had received a reception level education

TDQ praised NQT teaching year 1.

Year 2 – 22.2% achieved a greater depth, 69.7% Reading, 53% writing, 61% maths, 81.5% science – AA recognised that these scores are low and that some children need a lot of work to ensure they catch up. However, the external moderator was impressed with that fact that all made expected levels of progress in the context of this class which started with 14 children. Of these children, 4 were on the SEN register. The class has now grown to 26, so the school has had little time to impact on the new arrivals (a group of 5 arrived after Easter holidays)

AA noted that additional 1:1 support had been allocated to children requiring support with maths

TDQ agreed that the children had attained good outcomes based on their starting positions and that year 2 teaching is focused and the children are engaged in their learning.

Vulnerable groups – Year 1 and 2 data will be analysed by vulnerable group in the 17/18 autumn term. Reception EAL 72.7% GLD, PP 50% GLD, LAC no GLD (missing 2 elements), SEND 0 GLD. Gender attainment gap between boys and girls.

JC asked if there was more we could do for boys, PP, SEND and LAC children.

AA agreed yes, the vice principal has been nominated PP champion and will oversee better planning and further adult support for children at risk of not attaining GLD.

Safeguarding – AA reports no children on the Child Protection Register, no exclusions and no racist incidents.

AA confirmed that fire drills have taken place and the building was evacuated in 1 minute 40 seconds.

JC to ensure DPA SCR is collecting the required data as per the latest guidance.

20/07/17	JC to ensure DPA SCR is collecting the required data as per the latest guidance.
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Parent views – 100% of parents would recommend DPA to other parents. Findings based on the Ofsted parent view survey. Parents also expressed they couldn't have asked for a better start for their children.

HW asked for this to be advertised on the website and possibly a banner

Local Academy Board – AA has established the board and held the first meeting. 2 parents (who are also teachers, not at DPA). 1 local governor to join from Aureus in the new term.

JC asked AA to revise the template for LAB minutes.

20/07/17	AA to promote parent views on the DPA website and consider a banner AA to revise LAB minutes format – use TPA and board minutes as guidance
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Risks – 1 teacher leaving and 2 NQTs starting. 1 TA converting to associate teacher. 107 unresolved building defects caught between OCC and Carillion.

HJZ noted that this is the first year of operation for Didcot Primary Academy with 4 year groups of an unknown and challenging cohort, with a continual influx of new children since opening. He concurred that he is pleased with the progress and quality of provision but not necessarily with the outcomes.

HJZ congratulated AA on bringing the school alive from a blank canvas with empty buildings to a school that serves its community. The board concurred.

8. CEO's report

JC noted that the EFA have requested a further deferral to Kingston Primary Academy due to slippage in the planning application timeline. JC and JG have exhausted all possible alternatives to deferral without success. JC has asked for £70,000 in additional project development grant; the difference between opening two schools in one year (£220k for the first and £150k for the second) and two schools in two different years (£220k per school).

JC confirmed that EFA permission to sublet is almost achieved. The EFA require a market valuation of the rental charge.

20/07/17	JC to attain a market valuation of our rental charged to HD
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ITEM REDACTED – commercially sensitive

JC noted that she has been asked to join the board of the GEMS independent schools in the UK. This will bring opportunities for collaboration; shared staff CPD, pupil opportunities, governance, and development of the GEMS vision and values.

JC noted that the window for wave 13 free school applications has still not yet opened. Likely to be affected by election purdah and the grammar school expansion plan.

JC confirmed that she needs the date on all board members DBS certificates for the recently updated SCR.

20/07/17	All board members to send JC a copy of their DBS certificate if not already done so
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9. Finance

The Operations Committee (minutes 07062017) recommend TPA, DPA and GLT budgets 17/18 for board approval.

Predicted surplus for 2017/18

- TPA – appx £30k
- DPA – appx £44k
- GLT – appx £44k

RV asked who does the financial forecasting and how are the budgets put together.

JC confirmed that she leads the forecasting exercise with the Principals and the school office managers, using the DfE free school budget template. JC added that she carried out a benchmarking exercise for each academy using 2015/16 financial data across the primary academy sector (generated by UHY).

RV asked who does our internal and external auditing.

JC confirmed that UHY undertake both and operate a Chinese wall between the two teams. The recent internal audit took place in May and the report will be scrutinised by the Operations Committee.

RV asked whether the figures for 17/18 are firm.

JC confirmed yes they are based on quotes and previous expenditure.

DW asked what percentage of the DPA and TPA budgets are spent on staff.

JC confirmed approximately 60% in each academy, which is a little lower than average for the primary academy sector. It is assumed that this is skewed because of post opening economies of scale grants.

The board unanimously approved the DPA, TPA and GLT budgets for 17/18.

Review of pay policy – JC asked for comments on the current pay policy.

HJZ noted that section 20.6 refers to a night rate that doesn't apply to our context and requested that we paste current NJC and Teacher salary tables into the policy itself. The section on paying salary protection needs clarification.

DW noted that she is willing to review the policy in more detail and circulate to the board for approval after the meeting.

20/07/17	DW to review and update pay policy in light of HJZ comments and recent legislative changes.
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10. Presentation on Ofsted framework of inspection

The Chair requested that this item be removed from the agenda and delivered after the meeting.

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

HJZ urged all board members to undertake PREVENT training and familiarise ourselves with an understanding of radicalisation. The link has been circulated in the GLT Governance Arrangements document.

HJZ requested all board members be sent all board minutes. A discussion followed which suggested all board and committee minutes should be published on the GLT site with commercially sensitive comments redacted.

20/07/17	JC to circulate all board minutes to all board members JC to upload redacted versions of non-confidential minutes to the GLT website
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HW asked how we can identify right wing/extremist views amongst staff.

The board were reassured that our code of conduct and appraisal policy were adequate in managing any extreme views expressed by staff. They asked for

an explicit policy statement on radicalisation to be included in the equalities policy.

UPDATE: in light of recent terror attacks the guidance is now more than ever to bring the promotion of British Values alive in our schools; not just a static wall display.

The board discussed the current growth strategy of the GLT and proposed we re-visit the plans in light of the deferral of the third new primary school.

Feedback from the School Commissioners fund suggested that the GLT was not awarded development funding as it was not considering sponsoring failing schools or any of their priority geographical regions.

HW suggested we might look at a converter primary school with an Ofsted judgement of Requires Improvement.

DW suggested we might consider a secondary school.

HJZ suggested we meet as a sub group to discuss ideas in more depth.

20/07/17	Equalities policy to include an explicit statement on radicalisation. JC to schedule a GLT strategy development meeting in the autumn term 17/18
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Local Academy Board development - LABs now have a clarity of purpose and clear role – stakeholder relations and website compliance. AA and JC have developed a handbook for new LAB members. 2 Parent governors from each academy will sit at this level in the board structure.

RV asked who chairs the LABs.

AA confirmed that a Chair must be selected from the group. The principal cannot chair the meeting. JC suggested a board member could chair.

JC suggested the LAB minutes are added as a standing agenda item to each board and removed from the Principal's reports.

It was agreed that board members would attend the LAB meetings on a rota.

TDQ suggested termly communication from the Board to parents.

20/07/17	JC to devise a rota of attendance at LAB meetings JC to issue termly correspondence from the Board to parents
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JC asked which Committee Pupil Premium Grant spending should be scrutinised. HJZ felt that there were arguments for both committees to review it. The educational reasons for PPG allocation should be recorded.

JC asked whether Principals should attend Operations Committee meetings. HJZ felt yes, it was agreed that they could be invited where appropriate.

TDQ noted that the content of the Principals report and the scrutiny of data/attainment/progress would now take place in Standards Committee meetings and TDQ would report briefly to the full board

Governors/trustees were allocated to the committees below:

Governor	Committee	End of Office
Rony Valeny	Not assigned	22/11/20
Danielle West	Operations	07/03/21
Dr Harry Ziman - Chair	Standards	20/04/19
Joe Garrod – vice chair	Operations	20/04/19
Jodie Croft	Operations	20/04/19
Terri De Quincey	Standards	20/04/19
Hannah Wilson	Standards	20/06/21
Andy Collings – Chief Financial Officer	Operations	20/04/19
Luisa Weinzierl	Operations	20/04/19

12. Future meeting dates and locations

20/07/17	JC to circulate proposed dates
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13. AOB

Governance training – JC requested governors complete any outstanding training by end of summer 2017.

20/07/17	Governors complete any outstanding training by end of summer 2017.
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Governors self-evaluation – all directors to complete an evaluation of board performance for the year 2016/17. Immediate findings below.

20/07/17	Governors complete an evaluation of board performance for the
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	year 2016/17 – email to JC
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- i. Update skills audit for new governors – completed by JC
- ii. Governors must complete training, GLT has a training budget of £750 per annum which covers online training. Governors can request additional training
- iii. The board does not have a professional clerk, this will need addressing for 17/18
- iv. The trust needs to report to parents regularly
- v. The schools need to strengthen collaboration in the trust and with other schools
- vi. The trust needs to strengthen succession planning
- vii. The trust needs to carry out a 360 degree review of the chairs performance

20/07/17	The board requires a professional clerk for 17/18 The trust needs to strengthen succession planning The trust needs to carry out a 360 degree review of the chairs performance
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Observers to leave please or be invited to stay by Chair

Part 2 Confidential

- Agreement of Previous Confidential Minutes, Actions & Matters Arising
- Any confidential items from Chair
- Any confidential items from Directors
- Any confidential items from GLT officers

No items were declared.

The chair closed the meeting at 16.04pm

Table of Actions

Item	Status
<p>JC to add HW as a director at Companies House and undertake all other checks and declarations</p> <p>HW to complete governor training requirements and send certificates to JC</p> <p>HJZ to ask Luisa Weinzierl if she would like to be considered for a co-opted position on the board to be put to vote at the next board meeting.</p>	
<p>JC to study pupil place planning data in Twickenham and recommend a PAN of 60 or 30 at the autumn 17/18 board meeting.</p>	
<p>JC to task the new TPA head with social media engagement with parents</p>	
<p>PHA to write case studies for analysis on year 1 PP children not making expected progress.</p>	
<p>JC to ensure TPA website development is prioritised by new Principal</p>	
<p>PHA to generate local publicity in the summer term if gold travel status achieved.</p>	
<p>AA to consider admissions policy for 2019, bring suggestions to 17/18 autumn board meeting</p>	
<p>JC to ensure DPA SCR is collecting the required data as per the latest guidance.</p>	
<p>AA to promote parent views prominently on website and/or banner</p> <p>AA to revise LAB minutes format – use TPA and board minutes as guidance</p>	
<p>JC to attain a market valuation of our rental charged to HD</p>	Complete
<p>All board members to send JC a copy of their DBS certificate if not already done so</p>	
<p>DW to review and update pay policy in light of HJZ comments and recent legislative changes.</p>	

JC to circulate all board minutes to all board members	
JC to upload redacted versions of non-confidential minutes to the GLT website	Complete
Principals to update Equalities policy to include an explicit statement on radicalisation. JC to schedule a GLT strategy development meeting in the autumn term 17/18	
JC to devise a rota of attendance at LAB meetings JC to issue termly correspondence from the Board to parents	
JC to circulate proposed dates for 17/18 board and committee meetings	
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