

**Minutes of the Annual General Meeting of GEMS LEARNING TRUST (08346116)**  
**Tuesday 10th December 2019 at 11am**

**Attendees**

Jodie Croft	Director
Barbara Harrison	Member
Jay Varkey	Member
Dr Harry Ziman	Chair of AGM (and Member), Chair of Trust's Board of Directors (and Director)

**Apologies**

Rebecca Plaskitt	Member
Amar Purohit	Member

**Part One: Non- Confidential**

**Minutes**

**1. Welcome, Introductions and apologies for absence**

- 1.1 JC welcomed everyone to the meeting and explained that AP and RP had sent their apologies. It would just be JC, BH, HZ and JV today. JV was expected to dial in shortly. The meeting was declared quorate (*minimum of two members required by Article 23 of the GEMS Learning Trust Articles of Association 2016*).
- 1.2 JC reminded everyone that HZ was standing down at the end of the calendar year. BH said that she would like to record the Members' sincere thanks for HZ' excellent contribution in his two roles of Member (and Chair of the AGM), as well as Chair of the Trust's Board of Directors. BH said that HZ had been especially helpful in the initial period when the Trust was establishing itself.
- 1.3 HZ that he had looked at the Department for Education (DfE)'s Governance Handbook in relation to academy trust Members and Trustees. HZ said that the guidance confirmed it was possible to be both a Member and a Trustee (*section 5.2.1, page 47 onwards*). HZ said that it would be interesting to see the auditors' comments about this. JC commented that she had looked at the 2016 Articles of Association and had identified a possible grey area. She agreed with HZ that there appeared to be no hard and fast view at least from the DfE.
- 1.4 It was agreed that independent Members should be in the majority. JC confirmed that she would proceed from now on with the view that Members and Trustees should be separate people. HZ agreed this was sensible. The Chair of the Trust Board could still be asked to attend the AGM to ensure sufficient cross-over between Members and the Board. It was agreed that Trustees (also Directors) needed to hear Members' views from an independent source. BH endorsed that and agreed it was sensible to have a separation between Members and the Board going forwards, whilst keeping a link intact, as had been discussed.

**2. Declarations of Interest**

2.1 C asked if anyone had anything to add or update in the Register of Interests. JC noted that HZ had already updated the document after the Board meeting. The Clerk agreed to circulate the register by email after the meeting and would type in any changes required and send it to JC. (ACTION)

### 3. Previous minutes of 11.12.2018 and matters arising

3.1 Q: HZ confirmed that the previous minutes had been circulated prior to the meeting and asked if anyone had anything to add? JC said she had been hoping to talk with JV about the relationship between the GEMS corporate body, and the GEMS Learning Trust.

3.2 JC confirmed that RP used to be a GEMS-nominated Member, however had since left GEMS and was now working for a different Multi-Academy Trust (MAT). RP would like to stay on as an independent Member. The Trust now had only one GEMS-nominated Member. JC said that she would ask JV if he would like to suggest anyone else for a Member role. JC said that nothing was stipulated in the Articles about the make-up of independent and non-independent Members and confirmed that because GEMS was not a corporate sponsor, the Trust could take its own view. JC said she felt that another GEMS-nominated Member would be useful to keep the relationship intact.

3.3 Q: BH asked that clarity was sought from JV about the GEMS branding and relationship. How was this intended to go forward? HZ said he would like to see this item discussed and finalised soon given that it had been under discussion for 18 months. HZ confirmed that the only thing which had changed was that GEMS was no longer being floated. Clarity was needed for the longer-term about the link between the two. If neither party wanted the relationship, then important to be clear how to separate the two entities. If the parties did want a relationship, important to agree what the commitment would look like.

3.4 HZ confirmed that the initial GEMS Learning Trust vision and strategy was now coming to its planned end and that 2020 was the appropriate time to look at the next steps and new direction. This would be discussed more at item 4 on the agenda.

3.5 BH said that she would like to say how helpful she has found the JC's communication update. This related to point 4 of the previous minutes document. JC agreed that this was useful and that all the action points were listed there.

3.6 Q: BH asked about the teaching assistant (TA) issue and asked for a note about that, to close the matter. JC confirmed that the TA provision had been analysed as providing value for money. She explained that every GEMS Learning Trust TA was used very effectively. Each TA was given higher level quality training. There were several TA's now stepping up to take PPA cover roles. The Trust benefitted from this because it was less costly than sourcing supply teachers. Therefore, it was a strategy to be used going forward. JC added that Didcot Primary Academy (DPA) had more TA's as it had additional special needs pupils. Some of these TA's were funded by EHCPs, though not all. JC said that DPA was likely to be overstaffed, and that she had asked both TPA and DPA to look at in-year viability and TA affordability.

*(JV dialled in at 11.12am)*

3.7 JC explained that in the future it would be best to appoint TA's on fixed term contracts, based on the surplus reserves position, however it would not make financial sense to offer permanent contracts. JC confirmed that the goal for both schools was to have at least one TA per class, based on affordability.

- 3.8 Q: BH asked if there were any quantifiable pupil outcomes, relating closely to the work of the TA's? JC said it would be difficult to assign the task of measuring this. Currently this assessment was assigned to the class teacher on an individual basis. JC said she was confident that overall it was straightforward to see progress. For example, each year there were fewer pupils in the bottom level and more in the greater depth category. This progress was key. BH confirmed she had nothing else to add here.
- 3.9 Q: HZ asked for JV's comments on the matter of a possible GEMS-nominated Member. JV asked if the Member group could stay as it was now, without an additional Member? JC commented that traditionally the Trust has had two GEMS-nominated Members and three independent Members. JC said she would like a replacement GEMS Member to bring the number back up to two, especially as HZ was stepping down. This would help keep the link and relationship alive between the two organisations. JV said he would come back to JC on this. (ACTION)

#### **4. Report from Chair of Trustees to members**

##### *Chair's Report*

- 4.1 HZ confirmed that this was the start of a new phase of the GEMS Learning Trust. The strategy was due for a refresh. The Trust had established itself and the Ofsted judgements had reflected the success of this. Wantage and Surbiton would be key schools in the plan going forward.
- 4.2 HZ expressed his thanks to JC and said that she had been persistent and consistent in her efforts over a long period of time, and Terri had been instrumental as well.
- 4.3 JC commented about overall standards. The auditors' report this year had picked up minor points but had also found that the Trust's financial management had become stronger every year. There were good systems in place now, with software being updated regularly, such as the budget management system. JC explained that AP had wanted to erase the relationship with the current auditors. JC explained that she reviewed this relationship annually and had agreed to refresh this in the 2020-21 academic year. Therefore, there was only one year left with them. The lead auditor, Colin Wright, had commented that the Trust was in a good position in terms of financial reserves and cash balance. He had now deemed the Trust a going concern.
- 4.4 JC discussed educational standards. She commented that both schools were getting stronger. She said that she continued to expect a strong performance. JC explained that the current goals are for both schools to take a class through to Year 6, when there would be the next set of published data. In addition, the Trust would continue to do all it could to ensure the highest results and maintain what had been started.
- 4.5 JC added that next year the new school was due to open and the focus was on making a strong start. At the very least it should open on time.
- 4.6 JC also highlighted the planned strategy review day with the Board Directors. JC explained that there had been three new Director appointments. The strategy day would be useful to take stock, and to look at how to manage quality across the four schools currently in the plan and how to go beyond that. JC said that there was more detail on this in her report.

- 4.7 JC discussed standards further. She commented that at reception level, whilst there was not yet any GLD (Good Level of Development) data, both TPA and DPA were above national and local performance at all levels. JC said that the Trust continued to set aspirational targets. JC confirmed that both schools had a three-year development plan for special needs children. JC added that it was important to focus on what special needs children could achieve and to continue identifying any gaps in the provision at each school across all needs. JC clarified that there was a monitoring template used to analyse such gaps on a termly basis, rather than just focusing on headline data. For example, looking closely at boys compared with girls or pupil premium compared with non-pupil premium children.
- 4.8 JC said that overall she thought the Trust was getting stronger and more organised. It was getting used to its annual pattern of evaluation and reflection, as well as using existing methods and systems where possible for efficiency.
- 4.9 BH said that she fully endorsed what HZ had said about the closing of one phase the need for the next one to start. She also would like to thank JC for her leadership.
- 4.10 Q: BH asked JC whether she would be inviting Members to join the Board on the strategy day? JC said that Members were welcome to attend, and that the day was scheduled for 20 January 2020.
- 4.11 HZ said that whilst embarking on this new phase, it would be important to keep the existing plates spinning. It would be a challenge to develop the Trust, so that it became more than just JC assisted by Terri. It was important to get this right to avoid a break in the organisation. HZ emphasized the need for capacity and capability in the centre. HZ said the Trust needed to broaden and deepen, and that he had seen Trusts do this really well, but also had seen ones which had failed.
- 4.12 BH commented that as the Trust progressed into a more mature phase, whilst standards were incredibly important, also the focus needed to be on the less tangible outcomes such as what it meant to be part of an organisation, rather than simply being a stand-alone school. This was an important development aspect. BH added that she would also like JV to talk about the GEMS relationship and question of the value added by the brand.
- 4.13 JC said that she agreed with BH about the less tangible aspects of maturity in a developing Trust. She confirmed that on the agenda for the strategy day she had listed the need to discuss communication. This meant looking at the regularity of communications with staff, with children and with families. On the agenda as well were growth management and future plans. JC added that she had invited external speaker Ian Bauckham, the CEO of a trust in Kent and DfE adviser, to discuss how he had grown his trust, which now included five or six schools. JC thought this would be relevant for the GEMS Learning Trust's journey. This was in preference to hearing from someone at a large MAT, which was too far forward in its journey to be relevant.
- 4.14 JC invited JV to add any comments. JV said that he thought JC had been doing a great job in her leadership role, without much intervention from GEMS. JV asked JC to consider whether she wanted the Trust to stay linked to GEMS. From a GEMS perspective, JV confirmed that it was happy to carry on in a relationship with the Trust. It would just require a legal formalising of the name lending arrangement, because GEMS had other partners who would require clarity. GEMS would also need to consider what capacity it had to support the Trust, depending on what support was envisaged. There was flexibility at the GEMS end.

4.15 JC said that she had reflected on this point with the Trust Board and with Terri. JC said that she the Trust appreciated the brand and realized the benefits it had brought it. Even minimal involvement at Board level was very useful. The Trust would welcome legal definition and shape as regards branding. JC said she hoped that the two organisations would enjoy a mutually beneficial relationship going forward. JC commented that geographically, keeping a connection alive could be a challenge. For example, DW was the GEMS-nominated Director who now lived in Dubai and continued to be involved.

4.16 Q: JC asked JV if he could look for anyone less senior or less busy, who was also more local, to help the Trust and build on DW's involvement? DW's term of office was due to end in a year. That gave everyone time to get a framework agreed and plan next steps. JV replied that it would be good to sit down with JC outside of this meeting to pin down what support the Trust required. JV said that GEMS had acquired new partners, which was a good thing as the whole business had come together again. The structure in the UK and concerning the UK schools was much clearer. It was just necessary to work out whether the Trust needed light touch or more in-depth involvement.

4.17 HZ added that it was important to look at what did GEMS or could GEMS benefit from by being associated with the Trust. JV said that brand recognition was helpful for GEMS, as well as the benefit from the training aspect i.e. anything to do with skill and compliance sharing and bringing things up to date. There was also student momentum across the schools to consider, for which interfaces were always valuable. There needed to be a well-managed integration plan, which recognized how much matching of structures and areas was of benefit.

4.18 HZ said he thought a skills' exchange could be explored. Common ground might also be found in governance and child protection. He thought it would be worth identifying possible areas of interaction and the areas which each organisation would focus on independently. JC said she would suggest a date and time for her and JV to discuss this. (ACTION)

#### *Directors Appointments/Resignations in last 12 months*

4.19 JC confirmed that Joe Garrod had left the Board in April 2019 at the end of his term of office. Leah Perring was now the new Head Teacher of Wantage Primary Academy and had stood down from the Board. Pari, Jason, and Paulina had been newly appointed as Directors. Paulina was independent, however the other two were parents at TPA. HZ emphasised that Pari and Jason had been appointed for the skills they had to offer rather than the fact of them being parents.

#### *Questions*

4.20 Q: BH asked for JC's thoughts on what she saw as a disappointing attendance at Board meetings last academic year. Her view was that a commitment to attend was important. JC agreed that it had been difficult to get everyone around the table last year. JC explained that she had settled now on one location for all Board meetings, and that she might be in a position to appoint two additional directors in the new year. JC said that the Board of Directors felt as though it had a new energy and some fresh-faced commitment. BH thanked JC and asked her to keep this under review.

4.21 HZ commented that the report did not show attendance at committee meetings, and that some of the Directors who had not attended full Board meetings had often attended a committee meeting relevant to their role.

4.22 Q: BH asked JC if the next report could be amended to show data on committee meeting attendance. JC replied that she was fine to do that in next year's report. (ACTION) JC also pointed BH to the GEMS Learning Trust website for this data.

4.23 BH said her last comment in this agenda item was to flag a typo on page 8 of the report. A word was missing after 'fledgling'. JC said she would amend this. (ACTION)

## 5. Financial update

### *Members to receive and adopt the Accounts ending August 2018*

5.1 JC explained that both schools and the Trust had achieved the planned surplus, and DPA quite a lot more than that. JC said that the Trust was in the lucky position to be able to develop an asset maintenance and management strategy for the future. Both schools were to say how to spend the surplus on assets and education. JC said that a process of careful monitoring was going on throughout the year, especially at TPA. JC confirmed that the auditors were pleased with the Trust's position financially and found that it had met its statutory duties.

5.2 HZ said that he was nervous about the Trust incurring costs in relation to the school building at DPA. He recognized that there were tensions between the Trust and Oxfordshire Council. JC said that she was in the process of contacting the Secretary of State about these circumstances and recognized that the Trust was vulnerable. She confirmed that there were long awaited works scheduled. These included work to the roof, the grounds and internal snagging and related items. JC said she was confident the Council would bear the cost of the work but did not know when it would be done. She was expecting it to be done in the 2019-20 academic year. The Council was due to meet with JC on 12<sup>th</sup> December 2019 to confirm the works schedule.

5.3 Q: JV asked if the works required might present an operational issue, meaning that the school could not function safely? JV also asked if the Trust could spend money upfront to speed up the work and wait for reimbursement from the Council? JC replied that the high cost of carrying out key works, for example a cost of £950k for the roof alone, would make that approach impossible. Carillion, the company who put the roof in place, had collapsed. The Council now had to bear the costs arising from this, because it was the Council's land and investment.

5.4 JC confirmed that none of the issues presented any health and safety risk and that this had been confirmed in writing. JC said she had been told that the Council was managing similar works at 20 schools, but that DPA was number 3 or 4 in the list of priority. HZ said he thought there should be a message to parents closer to the start of the works about what to expect and for how long.

5.5 JC asked if the Members had received the accounts. She confirmed that no approval was required per the Academies Financial Handbook (*Part 4.4 AFH*). The Members confirmed receipt.

## 6. AOB

6.1 HZ confirmed that in terms of Member appointments, RP was now an independent Member and was no longer nominated by GEMS.

6.2 Q: HZ asked when the next AGM would take place? JC replied that she would confirm a date for the same time next calendar year. JC and HZ agreed that no GM was required and that an AGM would suffice.

6.3 JC confirmed she had no confidential item to raise.

6.4 JV expressed his thanks to HZ for his support over the years. JC and BH echoed this.

**Meeting Closed: 12pm.**

**Actions from GEMS Learning Trust AGM of 10.12.2019:**

<b>Action 1</b>	<b>Minute 2.1</b>	Clerk to circulate register of interests requesting any updated information, to update document afterwards and to send to JC.
<b>Action 2</b>	<b>Minute 3.9</b>	JV to contact JC about suggestions for a new GEMS-nominated Member.
<b>Action 3</b>	<b>Minute 4.18</b>	JC to contact JV with suggestions for date and time to discuss GEMS and Trust relationship.
<b>Action 4</b>	<b>Minute 4.21</b>	JC to update format of the next Chair of Trustee's report to show committee attendance data.
<b>Action 5</b>	<b>Minute 4.22</b>	JC to correct a typo on page 8 of the current Chair's report to add a missing word after 'fledgling'.