



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

**Tuesday 22<sup>nd</sup> November 2016  
At 2pm**

**GEMS Didcot Primary Academy – Chestnut Drive, Didcot, Oxon, OX11 6DP**

**ATTENDEES**

**Directors**

<b>Dr Harry Ziman (Chair)</b>	Chair of Trust Board	Present
<b>Joe Garrod (vice-Chair)</b>	H&S	Present
<b>Andy Collings</b>	Finance, Audit and Risk lead	Dialled in by phone at approx. 3.15pm
<b>Jodie Croft</b>	CEO & Operations lead	Present
<b>Terri de Quincey</b>	Education, SEND, Safeguarding and Child Protection lead	Present
<b>Luisa Weinzierl</b>	HR lead	Dialled in by phone, left the meeting at approx. 3.30pm
<b>Rony Valeny</b>	Gems liaison	Present

**Others Present**

<b>Alison Ashcroft</b>	Principal Didcot Primary Academy	Present
<b>Bethan Gorsuch</b>	Clerk	Present
<b>Pippa Hogg-Andrews</b>	Principal Twickenham Primary Academy	Apologies

**Part One (Non Confidential) Meeting opened at 2pm**

**1. Welcome and Apologies for Absence**

- 1.1. The Chair welcomed Attendees to the meeting. There were apologies from Pippa Hogg-Andrews (Twickenham Principal) which were accepted. It was stated that Luisa had dialled into the meeting and would be able to attend until approx. 3pm. It was also stated that Andy would dial in at approx. 3.15pm.

## **2. Declarations of interest**

- 2.1. The board agreed this was important because of the growing spotlight on academies and free schools. JC stated she had circulated forms in advance of the meeting but none had been returned. She asked that those present complete their form and return to her at the end of the meeting. Those dialled in would need to send them on.
- 2.2. An updated version needs to be put on the GLT website (for 2016/17).
- 2.3. Joe Garrod flagged up that he sits on DFE property management team (LocatEd) for Kingston but has no operational involvement. The Board accepted this position. There were no updates from other board members (Andy Colling's role as COO of the Challenger Trust was also mentioned and Harry Ziman stated that he has no interest in academies in this area but is involved in developing academies elsewhere in the UK).

221116 – All board members need to return their completed declaration form to Jodie Croft ASAP (including Alison and Pippa).  
Bethan Gorsuch will collate this and provide an update to Jodie Croft to be added to the GLT website.

## **3. Items for AOB and confidentiality**

- 3.1. The only item for AOB is the Principal's pay recommendation for board approval.

## **4. Adoption of Trust Board Code of Conduct**

- 4.1. The Board discussed the need for transparency and openness in its behaviour. Jodie Croft stressed that if anyone has any issues with the behaviour of a board member they should flag it up with herself or Harry Ziman. There was a discussion among board members about how the Board's values are implemented in each school whilst still allowing each school to be independent but also corporately aligned with one another. Jodie Croft explained that this task will be tabled by the new Executive Leadership Team. Reference was made to the work that has been done by Alison Ashcroft on vision and values with plans to roll it out across the other GLT schools. It was agreed by the board that this process needs to be bottom up in its approach. Each school will have its own USP which also ties in with the GLT values element.
- 4.2. Alison Ashcroft shared a mind map of the Didcot schools values. It was agreed by the board that each school needs its own map. It was agreed that it is important that each school has its own identity and that this is not over shadowed by the GLT corporate brand. This will be something

the exec team take forward – they will promote the brand, the outcomes and consistency.

- 4.3. Luisa mentioned other academy websites have video clips of children and parents about what the school means to them. Jodie agreed this was interesting and was an area for development.

## **5. Review of Trust and Board Membership, terms of reference and delegation structures**

- 5.1. It was noted the terms of reference document tabled for the meeting is missing a title. Jodie Croft provided a brief update on the current position of GLT and each of the schools (see page 4 of the document). She explained that they were not currently looking for more GEMS members of the board but that there might be a need for additional members of the board to strengthen and compliment the team.
- 5.2. Jodie Croft explained that a new finance committee had been established which meets monthly (their remit is on page 22 of the document). Harry Ziman asked when this was set up and Jodie explained that formal meetings had been held for the last 3 months but that the committee had also met informally before this. Rony asked that the minutes of these meetings need to be sent to the board.
- 5.3. The board noted that the service provided by Edufin was not ideal and that their reports are often delayed. This made it hard to review budgets and form action plans because the information provided by them is not timely. At this point it was highlighted that issues with Edufin would be covered later in the meeting.
- 5.4. Harry Ziman asked that the title needs to be added to the document along with the year (2016/17) and that the document needs to be reviewed annually going forward by Jodie Croft. The board agreed this.

22112016 – Jodie Croft to circulate the minutes from the finance committee to the rest of the board.
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## **6. Confirm roles of chair and vice chair**

- 6.1. Both Harry Ziman and Joe Garrod agreed they were happy to continue in their roles as chair and vice chair for the coming year. The board agreed it was also happy with this decision.

## **7. Directors roles/responsibilities**

- 7.1. This was taken as read in point 5 of the minutes and the board agreed the issue had already been covered.

## **8. Bank signatories**

- 8.1. It was noted that currently Jodie, Vikas, Andy and Pippa are bank signatories – Alison is not.
- 8.2. Harry Ziman asked whether the bank accounts for Didcot, Twickenham and GLT should be separate. Jodie explained that it was advisable to have them as one account for the time being to help the trust manage cash flow. She agreed that this would be revisited as and when the number of transactions and reconciliations become unmanageable.
- 8.3. It was agreed that Alison would be added as a signatory for the Didcot budget and that Pippa would be signatory for the Twickenham budget – neither would have access to the central GLT budget.
- 8.4. The issue of petty cash and purchasing from the Amazon website was discussed. It was agreed that the issue of using the school debit card to purchase goods from amazon would be revisited. Harry asked that Jodie Croft follow this up with the accountants who made the recommendation. If they are not able to provide a good reason why the school cannot purchase off Amazon then the Trust should allow purchasing from this site.
- 8.5. The issue of each school having more than one debit card was discussed. It was felt the current situation of each school having one card and staff sharing pin numbers was not ideal and could open the school up to the possibility of fraud to a great extent than purchasing off Amazon.
- 8.6. Harry advised that each school should have two debit cards and a cheque book – which requires two signatories. The practice should be to avoid writing cheques but there are occasions where they are essential. Jodie agreed to update the delegation of authority so that it is clear who can sign for what. The debit cards must be held by the name on the card, they cannot be handed to other staff. Whilst Jodie stated her preference for each school only have one debit card per site she recognised that this made work life difficult and agreed to apply for a second debit card for both schools.

22112016 – Jodie Croft to explore the option of a second debit card and cheque book for each school and update bank signatories
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## **9. Confirm roles of accounting office, responsible officer and external auditors**

- 9.1. The board stressed the importance of following the Academies Financial Handbook. The resolution was passed by the board and asked that it be recorded. It was noted the accounting office is in fact the accounting officer and that this is a typo.
- 9.2. The accounting officer is Jodie Croft. She agreed she is happy to continue in this role and the board agreed with this.
- 9.3. The responsible officer performs the internal audit function. This is currently undertaken by UHY who also perform the external auditors (there are two separate teams who operate a Chinese wall). The issue of the LGPS scheme was raised and that UHY did not spot that the trust needs to offer members the LGPS pension in order to comply with DFE funding rules. This has led to arrears in Twickenham (over a year) and Didcot (two months).
- 9.4. It was agreed that the finance committee will look at the programme for the internal audit to make sure this does not happen again. It was suggested that the internal and external audit could be split going forward and that the three internal audits are split going forward so that they are run on a three year rolling programme. Jodie Croft agreed to look at other suppliers for future years.
- 9.5. The Chief Finance Officer is Andy Collins who was not present at this point to agree he was happy to continue in this role. The board will check with him later in the meeting that he is happy to continue in this role. Andy will be appointed subject to his agreement.

## **10. Agree minutes of last meeting**

- 10.1. The minutes of the last board meeting are approved by the board and Jodie Croft stated she was not aware of any outstanding actions. She is aware of all ongoing actions.
- 10.2. Andy Collins dialled in at this point in the meeting.

## **11. Principal's report – Twickenham**

- 11.1. Pippa was absent so Terri de Quincey went through the report on her behalf. The areas for development in Twickenham are – develop the outside area and ensure it is health and safety compliant, develop the middle leader role and improve writing/literacy.
- 11.2. Terri introduced a verbal report to the board which proposed changes to the way in which the education reports are presented to the board and when they are presented. The first report in Sept/Oct will look at baseline data for the previous academic year and set targets for the

coming academic year. At the second board meeting the report will include baseline data for the current academic year and look at progress. The third report will include predictions for results and their proximity to end of year targets.

- 11.3. It was agreed by the board that this was a sensible suggestion to be adopted by the board. The board will sign off on the targets set and then Alison, Pippa and Terri will use their current data to analyse progress data throughout the year and report back to the board.
- 11.4. Joe Garrod highlighted that responsibility for the building in Twickenham needs to be delegated further so that other staff take on responsibility (as is the case in Didcot). The operational issue of the wood yard next to the school was discussed. The board agreed that the school needs to take legal/DfE advice if it needs to take this further. Jodie and Pippa to pursue if required
- 11.5. Terri discussed the safeguarding audit and that it had been completed and there were no issues.

## **12. Principal's report – Didcot**

- 12.1. Alison Ashcroft provided a summary of the report and stressed that it is a baseline as the school has only been open 8 weeks. The transition day was held in a community building and the school was meant to open with fewer children. The current reception classes are slightly unbalanced due to mixed cohorts and backgrounds but this will be redressed as they move into Year 1. Staff will have more in-depth knowledge of the children for reception 2017 as most will be from nursery. The school has come a long way in 9 weeks. There is a cohesive feel and the parents and children feel proud of the school. Terri thanked Alison for a strong start.
- 12.2. Health and safety audit – this was completed this morning by Joe and Beth Gorsuch. Joe will type it up and send out an action list for Beth to follow up. The main area for development is policy alignment.
- 12.3. Safeguarding audit – no issues to report.

## **13. CEO's report**

- 13.1. The plan was to open Kingston in September 2017 and recruitment and admissions were underway. However this was put on hold as the temporary site would not have been granted planning permission until January 2017 at the earliest and the permanent site also does not have planning permission. It was decided the plan was too risky. The EFA and DFE agreed with GLT that it was in the best interest of the children to

defer the process (this was agreed on 15<sup>th</sup> November). This will push back the opening until September 2018 which has an impact on the GEMS budget. Harry thanked Jodie for all her work to date on this.

#### **14. Finance report**

- 14.1. It was noted that the financial accounts are a substantial document but the template is imposed on us. Jodie is confident the figures have been reported correctly. There was a deficit last year but this was due to a timing issue with the accounts. Twickenham has a surplus of approximately £8,000 this year and has paid back the extra pupil money from the DFE. There is a £167,000 trust surplus this year. Jodie estimates the LGPS back pay in Twickenham at £13,000 for 2015/16. It will create a deficit of approximately £5,000 in 2 year's time for the trust but this will be managed at a later date. Andy Collings thanked Jodie for the excellent job she is doing managing the cash flow and states that the deficit is well managed. As Finance Director he believes we can manage with what we have. This was seconded by Luisa.
- 14.2. The possibility of trying to recoup the arrears for the LGPS was mooted. It was agreed that Jodie's time would be better spent looking into new suppliers for the future as opposed to trying to apportion blame. Jodie raised the concern over having minimal back office support; doing too much in too short a space of time leads to errors. This will mushroom as the number of schools grows.
- 14.3. It was thought that the senior leadership team would help with this and Alison Ashcroft stressed the need for it to be made clear who is responsible for what. Jodie's role needs to be set out clearly along with what each school should do themselves.
- 14.4. Andy Collings confirmed he was happy to continue in the role of finance officer as specified in the academies handbook.
- 14.5. Jodie asked for 3 signed copies of the accounts before board members leave today. It was agreed by the board that they are happy to sign off the annual accounts.
- 14.6. Edufin – they charge £18,000 per annum for their services and the board were unhappy with the quality of the service provided. The data Edufin submit is inaccurate and out of date. It was agreed this would be discussed at the next finance committee.
- 14.7. The finance structure was discussed earlier by Jodie (refer to point 9).
- 14.8. Andy will circulate the academies handbook update (there are 11 points to note). It was agreed we are doing everything we should as specified in

this document. Our policies are advanced as they focus on governance and control. We do however need to identify any skill gaps and look to rectify these through recruitment and/or training.

- 14.9. There is a requirement to have a whistleblowing policy. It was acknowledged that UHY fulfil most of the requirements of the handbook through their role as responsible officer. It was agreed by the board that we are in a good state of compliance.
- 14.10. Summary management accounts – Twickenham is accurate to the end of September and Jodie agrees with the predicted deficit. She is in the process of speaking to the EFA about this and how to resolve it. There are two options for income generation which she is pursuing with planning. Didcot is currently underfunded by the EFA for 30 pupils and Jodie is discussing this with the EFA. The difference is approximately £38,000; but we have drawn down the OCC opening grant earlier to help with the cash flow. Jodie confirms that the extra money will be paid by the EFA and that it will be backdated – this will be sorted by 2017/18 if not sooner.
- 14.11. Management letter – Andy recommends the board signing this. Jodie mentions that the need to inform the EFA about the predicted deficit is a moot point raised by the auditors as she has already done this.
- 14.12. Risk register – this needs to be reworked based on a steer from UHY and their recent audit. Andy suggests combining the finance audit and risk committee; which is what happens at Challenger. The following points are discussed:
- 14.13. Pupil numbers – already covered. Funding formula changes – the trust has no control over this; one trust may gain and the other lose. Kingston – already discussed. Websites – Didcot has a new supplier and the website has been migrated. Twickenham website needs further work to showcase the excellent activities happening at the school on a weekly basis. Jodie argues the low pupil numbers at TPA needs to be added to the register and the auditors have asked for safeguarding to be added.

## **15. HR update**

- 15.1. Terri discussed that performance management for both principals has now been done and targets have been set. When Terri visits a school (in her role as chief education officer) targets are updated and progress towards targets are discussed.
- 15.2. Pippa is going to trial the future leader's competency framework. Teachers and support workers at both schools are using the competency assessment framework system written by Alison and all reviews have



been completed. Alison will send the system and the framework to Luisa for her information.

15.3. There are no other HR issues to raise.

22112016 – Alison Ashcroft to email the performance framework to Luisa.
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**16. Board development**

16.1. The question as to whether the board want to undertake development activities with or without senior leaders. It was agreed that this would be looked at in the New Year outside of the board; the current board meeting agendas are too full.

**17. Future meeting dates and locations**

17.1. The future board meetings and locations are already in the diary and there is no need to change them. The next board meeting is at Twickenham.

**18. AOB**

18.1. None were raised.

The non-confidential section of the meeting closed at 5pm.

**Part 2 – Confidential**

**Signed:** .....

**Date:** .....

**Chair of Board of Directors  
On behalf of the GEMS LEARNING TRUST**

## APPENDIX

### Action Points from GLT Board of Directors Meeting November

Minute			Who?	Notes
2.3		All board members need to return their completed declaration form to Jodie Croft ASAP (including Alison and Pippa). Bethan Gorsuch will collate this and provide an update to Jodie Croft to be added to the GLT website.		
5.3		Jodie Croft to circulate the minutes from the finance committee to the rest of the board.		
8.6		Jodie Croft to explore the option of a second debit card and cheque book for each school and update bank signatories		
15.3		Alison Ashcroft to email the performance framework to Luisa.		

<b>Expected</b>	
Dr Harry Ziman (Chair)	Chair of Trust Board
Joe Garrod (vice-Chair)	H&S
Andy Collings	Finance, Audit and Risk lead
Jodie Croft	CEO & Operations lead
Teresa De Quincey	Education, SEND, Safeguarding and Child Protection lead
Pippa Hogg-Andrews	Principal Twickenham Primary Academy
Luisa Weinzierl	HR lead
Rony Valeny	GEMS Liaison
Alison Ashcroft	Principal Didcot Primary Academy
Beth Gorsuch	Clerk

PtI non-confidential

1. Welcome and apologies (HJZ)
2. Declarations of interest (HJZ)
  - pertaining to this agenda
  - update of enhanced declarations
3. Items for AOB and confidentiality (HJZ)
4. Adoption of Trust Board Code of Conduct
5. Review of Trust and Board Membership, terms of reference and delegation structures
6. Confirm roles of chair and vice chair
7. Directors roles/responsibilities
8. Bank signatories
9. Confirm roles of accounting office, responsible officer and external auditors
10. Agree Minutes of last meeting (HJZ)
  - Actions
  - Matters arising not covered on agenda
11. Principal's report – Twickenham
  - School development targets and summary of key action points for 16/17, policies for full board approval, Local Advisory Committee feedback (PHA)
  - Feedback from Chief Education Officer (TDQ)
  - Action plan for H&S at TPA (JG)
12. Principal's report – Didcot
  - School development targets and summary of key action points for 16/17, policies for full board approval, Local Advisory Committee plans (AA)
  - Feedback from Chief Education Officer (TDQ)
  - Action plan for H&S at DPA (JG)
13. CEO's report (JC)
  - Kingston Primary Academy - update
  - Admissions policies 2018/2019
14. Finance report (AC/JC)
  - Approval of annual accounts (JC)
  - Finance committee structure (JC)

- Update on latest Academies Financial Handbook (AC)
  - Summary review of Management Accounts; GLT, TPA and DPA (AC/JC)
  - Management letter - external audit (JC)
  - Review of risk register (JC)
15. HR (LW)
- Appraisals – feedback on development of system (LW)
  - Update on general HR matters (LW)
16. Board development (HJZ)
- GLT strategic plans 16/17
17. Future meeting dates and locations (HJZ)
18. AOB (HJZ)

### **Observers to leave please or be invited to stay by Chair**

PtII Confidential

Agreement of Previous Confidential Minutes, Actions & Matters Arising

Any confidential items from Chair

Any confidential items from Directors

1. Finance: Principal pay recommendation for board approval (AC)

Any confidential items from GLT officers

### **Papers**

1. School Development Plan and SEF– TPA
2. School Development Plan and SEF- DPA
3. School dashboards (TPA & DPA)
4. Admission policies 2018/19
5. Annual accounts 15/16
6. Management Letter 15/16
7. Management accounts
8. Safeguarding audits DPA/TPA 16/17
9. Health and Safety audits DPA/TPA 16/17
10. Governance terms of reference – updated
11. Minutes from Local Advisory Committee 15/11/16 – TPA
12. Minutes from Trust Board meeting 09/06/16
13. Actions from Trust Board meeting 09/06/16
14. Risk register
15. Enhanced declaration forms
16. Reserves policy