



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

Tuesday 27th November 2018

At 2pm

GEMS Didcot Primary Academy

Attendees	Role
Dr Harry Ziman (Chair)	Chair, Director
Joe Garrod (vice-Chair)	Director
Jodie Croft	CEO & Director
Teresa De Quincey	Chief Academic Officer
Lara Robson	Director
TBC	Clerk

Apologies	Role
Rony Valeny	Director
Danielle West	Director
Leah Perring	Director

Part one – non confidential.

Item	Agenda	Comments	Action
1	Apologies for absence and consent to absence	RV, LP, DW	
2	Declaration of pecuniary interest and updates to business register	HZ has updated his form HZ reminded board about the spirit of declaring any conflicts LR none JG has an LA role with LBWT	JC to check whether JG's LA role impacts our board and his voting rights
3	Review of Trust Board membership and DBS status Vote: appointment of new directors, interim finance director	SS has resigned, RV remaining as Interim Finance Director LR appointed as director 01/10/2018 HZ noted quality of GLT skills audit and coverage of skills JC confirmed all Directors have had DBS checks. HZ suggested directors sign an update form to confirm no changes to DBS status. JC	JC follow up second interested candidate JG keen to make an introduction to contact of his looking for a board role

		<p>noted new Trust business manager can run new checks when in post.</p> <p>HZ asked whether LABS have had DBS checks, JC confirmed yes.</p> <p>The board discussed whether it was still appropriate to meet in alternate school based locations as a board – all agreed important to visit schools and have better engagement with the governance role</p>	
4	Appoint Chair and Vice Chair	HZ proposed as Chair and seconded by JC, LR and JG JG proposed as Vice Chair and seconded by JC, HZ and LR	
5	Review Director's roles/Committee membership	JC, HZ, LP – standards JC, DW, RV – Operations LP – proposed to take on safeguarding lead, JC will take if not HZ keen that committees take on LAC, PP, SEND etc. rather than individual directors. The Board agreed.	JC to seek additional board/committee members JC to determine safeguarding lead post 31 st December 2018
6	Directors training and development	JC updated safeguarding and safer recruitment training. LR undertaken 2 NGA online courses LR suggested face-to face training, suggested some Directors could share their expertise	DW and RV to complete online training JC to arrange a face to face training opportunity for Directors
7	Confirm Accounting Officer/CFO	JC confirmed her role as Accounting Officer. JC confirmed Edufin as CFO	
8	Review of Trust Clerking arrangements	BG taking on Trust clerking from 01/01/19. JC still requires a independent minute taker	JC to explore NGA clerking adverts
9	Adopt code of conduct	All agreed to adopt the Board code of conduct. HZ noted how important the culture of an organisation is in encouraging probity and integrity and that opportunities to blow the whistle must be genuine and	

		3. [REDACTED]	
12	Dear Accounting Officer Letter	Executive pay discussed at AGM 2017, all other points raised in the letter have been adopted and/or noted	
13	Receive 17/18 Auditors Report	The board noted the 2 low risk matters raised by auditors. LR suggested our finance software could be set up to prevent misposting of invoices and asked how we will follow up training to ensure it doesn't re-occur	JC to explore how HCSS software can prevent further mis-posting of invoices and follow up to ensure training has been successful
14	Approve 17/18 Annual Accounts	JC noted the accounts are accurate and the carry forward amounts are as expected or higher for each entity. The Operations committee have recommended the 17/18 annual accounts for approval. The GLT Board of Trustees approved the 17/18 Annual Accounts	
15	Receive Operations Committee minutes – any questions	The board received the minutes, there were no matters arising	
15	Receive GDPR/Data Protection Meeting minutes	The board received the minute. LR requested greater emphasis at GDPR meetings of cyber-security and the risks of phishing. LR asked whether GLT staff receive training on such issues, JC confirmed yes, have had 2 face to face training sessions, one with an emphasis on ICT and GDPR. LR suggested termly reminders to staff re phishing and cyber risks	JC to add cyber-security to GDPR committee remit to determine subsequent actions
16	Chief Education Officer Report: progress, attainment	LR noted differences in presentation between two schools and requested more detail/narrative from the DPA reports TDQ noted both schools have spent a day working together on presentation of data and reports and better	

		consistency and clarity should be the outcome.	
17	Receive Standards Committee minutes – any questions	The board received the minutes, there were no matters arising	
18	Receive LAB minutes: any questions	The board received the minutes, there were no matters arising	
19	Review Admissions Policies 2020/21	LR asked for further consistency between the policies and asked the trust to consider adding clarity LR noted the lack of detail on the selection criteria of postcode.	JC to add further clarity on address details
20	SEND and CP policies	LR noted the absence of an alternative person to address concerns about the Principal to and that the chair of governors needs to be called Chair of the Trust, to ensure every opportunity is given to raise issues. Policies approved pending this amendment	JC to review who concerns are raised to
21	GLT Succession planning		JC to re-table this item
22	AOB	None	

