

**GEMS LEARNING TRUST**  
**MINUTES OF THE BOARD OF DIRECTORS**  
**held on**

**Tuesday 24<sup>TH</sup> November 2015**

**ATTENDEES**

<b>Dr Harry Ziman (Chair)</b>		Present
<b>Joe Garrod (vice-Chair)</b>	H&S	Present
<b>Andy Collings</b>	Finance, Audit and Risk lead	Present
<b>Jodie Croft</b>	CEO & Operations lead	Present
<b>Terri de Quincey</b>	Education, SEND, Safeguarding and Child Protection lead	Present
<b>Pippa Hogg-Andrews</b>	Principal Twickenham Primary Academy	Present
<b>Eriko Varkey</b>		Apologies
<b>Luisa Weinzierl</b>	HR lead	Present
<b>Rony Valeny</b>		By phone
<b>Also present</b>		
<b>Matthew Connolly</b>	clerk	Present
<b>Amar Purohit (observer)</b>	<b>Member designate</b>	Present

**Part One (Non Confidential) Meeting opened at 5:15pm**

**1. Welcome and Apologies for Absence**

- 1.1 The Chair welcomed directors to the meeting. There were apologies from Eriko Varkey which were accepted. The Chair welcomed Rony Valeny as a new director, elected at the AGM which had taken place immediately before this Board meeting. Rony Valeny joined the meeting by phone. Amar Purohit (member designate) was an observer.
- 1.2 Both Rony Valeny and Amar Purohit shared their background and skills set; those present introduced themselves.

**2. Items for AOB and confidentiality**

2.1 None at this part of the meeting

### 3. Declarations of Pecuniary and Business Interest

3.1 Joe Garrod outlined he was involved with EFA in property searches for new Free Schools. Joe Garrod has also is under talking work for GEMS Education. No other declarations of interest, pecuniary or otherwise, in respect of items on the agenda were received.

3.2 The clerk outlined the requirement for Enhanced Declarations from all directors in line with the Academies Financial Handbook. It was noted that the declarations would be placed in the public domain on the Trust website, including attendance at meetings over a rolling 12 month period. Directors present completed declarations.

### 4. Minutes of previous meeting of Board of Directors on 15<sup>th</sup> April 2015

4.1 The minutes were signed as an accurate record and handed to the CEO for filing.

4.2 Actions: These were discussed and outcomes can be found in the appendix.

4.3 Action 12 Andy Collings had contacted members & directors to explain their financial role. However it was noted that a formal document was required.

241115 4.3 Action: Andy Collings to produce a formal document to explain financial role of directors

4.4 Action 14 CEO JC to arrange for auditors to deliver a presentation to the Board on Financial handbook. The Chair outlined on reflection it was decided not to involve the auditors in this, as all directors have the EFA Financial Handbook which is specifically written for academy directors.

4.5 Actions 9 and 17 In terms of setting the vision and strategy for GEMS schools in the UK it was agreed to look at this at the summer Board/AGM in detail with some material circulated in advance from CEO Jodie Croft.

241115 4.5 Action: Jodie Croft CEO to circulate material around vision & Strategy for GEMS schools in the UK ahead of this being discussed at a Board/AGM Easter 2016

4.6 There were no "Matters Arising" not covered on agenda

4.7 The Chair outlined what he considered to be the key four areas for this Trust.

- The high standards in the one school currently operational Twickenham Primary Academy as evidenced by the visit by a DfE inspector the previous day
- Safeguarding confirming our Safeguarding & Child Protection Policies and ethos was in place
- Financial: That the auditors had confirmed GLT was solvent
- Buildings: That the EfA would assist with building going forward

## 5. Principal Report Twickenham Primary Academy (TPA)

5.1 The following papers had been circulated to the Board in advance:

- Principals Report to Board Autumn 2015
- TPA Self Evaluation
- TPA School Development Plan

5.2 The Principal Pippa Hogg-Andrews addressed the report.

- Directors noted there were 45 on roll with 15 vacancies (loss of income of £50k+)
- Attendance (page 2) showing overall 93.8% but now 94.3%, target is 95%. However noting that parents have national permission to take children under 5 out of school when they wish. The Principal reminded directors that parents are getting used to driving to the school and dropping off. Directors considered these were positive figures
- At page 3 that the number of pupils at the school from “Asian or Asian British” parents/carers was significantly higher than the LA figure. It appears that the ethos of the school has appealed particularly to that group.
- At page 6 the directors noted the budget plan to spend Pupil Premium money. In response to a question from the clerk it was outlined that the school did not have to place Pupil Premium funding plan on the website due to low numbers of PP pupils.
- The complimentary comments of the DfE consultant Andy Weymouth who had visited the school the day before (23<sup>rd</sup>) were noted. (Page 9)
- In terms of curriculum at page 9 it was noted by Directors that the school is limited by outdoor space for PE with minimal grass outside. Directors noted the work at page 10 on the full planning application.

5.3 The Chair sought assurance that all H&S Risk Assessments were in place. The Principal confirmed this but there was a need to show measures and Pippa Hogg-Andrews would work with Joe Garrod on that. Joe Garrod reported that lessons had been learned in handover of buildings paperwork from contractors. It was confirmed that Joe Garrod would make an annual report on H&S to the Board.

Noted: JG to make an annual report to board on H&S

5.4 Joe Garrod asked about small group teaching and the Principal confirmed this could be maintained as school reaches capacity. The Principal outlined work scrutiny is important to ensure what is in books is marked correctly. AC asked about the large catchment area and how this might impact parental contribution and involvement. The Principal reported parents/carers were keen to contribute.

- 5.5 The Directors noted the school Self Evaluation Form (SEF) and School Improvement Programme (SIP). The Chair reminded directors that the SEF is a reflection on how the school is doing with the SIP being how we move forward. The Chair asked if Directors were asked about for example standards of teaching in the school how would we know. So the key areas would be:
- The visit for the DfE by our link school advisor the previous day and his written report
  - Visits to the school by the Director of Education for GEMS Terri de Quincey see below
  - Our own visits as directors
- 5.6 As above the Director of Education Terri de Quincey had made nine professional visits to the school including four classroom assessments and two learning walks. Also she had challenged staff with example questions an Ofsted Inspector might ask around Safeguarding and Training. Also assessing how the school lives our policies. Terri de Quincey felt our children were happy and motivated with excellent behaviour. The DfE consultant stated our children were “delightful”.
- 5.7 Returning to the SEF the CEO Jodie Croft reminded directors that Ofsted looked for a sense of accurate self awareness of where the school is. Andy Collings asked when the school might expect an inspection. Jodie Croft outlined that originally we expected an inspection visit in the 5<sup>th</sup> term after opening now it is 3<sup>rd</sup> year.
- 5.8 Returning to the maintenance of the school, Joe Garrod again reiterated we had learnt the lesson that there was no clear handover date from the contractors for the maintenance manuals and paperwork. The next step is for Joe Garrod to complete the Operational & Maintenance Manual by mid December to go to CEO.

241115 5.8 Action: Joe Garrod to complete the Operational & Maintenance Manual by mid December to go to CEO Jodie Croft.

## 6. CEO Report to Board

- 6.1 **Didcot Primary School (Academy):** Due to open Sept 2016, a new build primary school to service a new housing estate. Oxford County Council is leading a year long build which at the moment has a two week delay. We have expected access to school from 8<sup>th</sup> August.
- 6.2 The school will open with 52 part-time spaces in Nursery, 30 spaces in Reception and a combined Year 1 and 2 with 30 spaces. (15 Year 1, 15 Year 2). The Local Authority is handling Admissions. The rationale for the school from the LA is lack of available spaces.

- 6.3 Terri de Quincey and Jodie Croft have run two well attended marketing sessions and the Facebook page for this school has received 1700 hits. The Principal, Alison Ashcroft, has been appointed with an expected start of April 2016. Alison Ashcroft has worked locally in schools for 16 years both as a teacher and Head, she is also an Ofsted Inspector and would be released for the required relevant number of days each year.
- 6.4 **Kingston Primary School (Free School new name for academy)**: This school requires a new build so, for September 2016, this school would have had to open in temporary accommodation and no suitable premises have been found by the EFA within or immediately adjacent to the preferred catchment area. The CEO and chair's advice was that the risks associated with opening a school in temporary premises outside its intended catchment area and without a vision of permanent premises were too great reputationally and financially so the preferred course of action was to defer opening by one year. Formal approval is being sought from Lord Nash and stakeholders are being briefed in a constructive and supportive way. The Board supported this course of action.

## 7. Finance Report

- 7.1 The Chair and Andy Collings had meet with auditors earlier today and Andy Collings noted he was pleased with their diligence and found their professionalism impressive. Andy Collings outlined to directors the format is quite different to that which they might be used to as it reporting GLT as a charity. At page 20 he outlined the deficit shown but that is not an alarm purely a timing of funds which were unexpectedly delayed. The auditors confirmed GLT is solvent and fit for purpose. The Chair had no reservations or discomfort in recommending the Accounts and Directors Report to directors for approvable.

Resolved: Directors agreed the Annual Accounts and Directors Report
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- 7.2 The CEO Jodie Croft outlined to directors that going forward the Trust remains solvent and central costs would be funded by a top slice of 4% from each school. With the school at the planned 70% capacity that will mean managing cash flow carefully. Receipts from Twickenham Primary Academy (TPA) are monthly, for Didcot there is the post opening grant.
- 7.3 The CEO warned that there could be a significantly larger than expected energy bill at TPA and this was being investigated.

241115 7.3 Action: Update report from CEO on energy costs at TPA
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## 8. Admissions Policies

- 8.1 The CEO Jodie Croft outlined that in terms of Admissions LT would follow statutory procedure and then free to make certain decisions. These conditions only apply if the

school is over subscribed or everyone who applies would be offered a place. The Admissions Policy would reflect the following priorities:

- Looked After Children
- A statement of SEN or EHC Plan and have named the school
- Siblings
- Distance from school.

8.2 Directors discussed the changes to allocation of places from nursery too reception. Currently parents/carers have to reapply. Clerk to check requirements.

241115 8.2 Action: Clerk to check current guidance on transfer from nursery to reception

## 9. HR Update & Policies

9.1 Luisa Weinzierl as HR director outlined the work undertaken on policy development

9.2 Crisis Management and Business Continuity Action Plan: Ratified by directors.

9.3 Crisis Management Policy: Ratified by directors

9.4 Risk Register: Noted by directors and Jodie Croft asked that any comments or observations be sent to her by email.

9.5 Maternity, Paternity and Adoption Leave: TDQ outlined this policy is in keeping with the “Burgundy Book” which are very favourable arrangements. However Joe Garrod commented that if our GLT policy is not similar to the “Burgundy Book” it would be difficult to recruit. The chair outlined that it is the GLT ethos to treat employees favourable. Policy ratified.

9.6 GLT Governance Board Arrangements: Noted by directors.

9.7 Local Advisory Committee (LAC) Terms of Reference ratified by directors. Directors noted that the intention is to have parents on the LAC therefore there is no requirement as per articles to appoint parents as directors on the board. Directors noted that the LAC is small as the professionalism sits at board level to hold schools to account. The CEO outlined to directors that the remit for the LAC is to promote the school in the local community plus although not having delegated powers to have a watching brief on for example H&S. Minutes of LACs would come to this Board.

## 10. Board Development

10.1 The DfE has required that there are three members who are independent and two nominated by the sponsor, GEMS Foundation. Joe Garrod is resigning as a member

as of 25<sup>th</sup> November, remaining as a director. Although the AGM was quorate there were insufficient members to appoint Amar Purohit as a member by Special Written Resolution as required by articles; that will now be done by the clerk by post.

10.2 Directors noted that Eriko Varkey would be resigning as a director with effect from the 25<sup>th</sup> November, remaining as a member. At the AGM today Rony Valery was appointed as a director.

241115 10.2 Action: Letter of resignation for Eriko Varkey as a director to be received by CEO

10.3 Training: The Directors noted training would be available by eLearning. Discussed the changes to allocation of places from Nursery too Reception. Currently parents/carers have to reapply. Clerk to check requirements.

**11 Future Meetings**

11.1 Jodie Croft to circulate possible dates for 2016 noted that directors would meet at least three times in any academic year.

**12 AOB**

12.1 The Chair asked Directors to note that they should liaise with Pippa Hogg-Andrews for any visits to TPA.

There being no other non-confidential items to discuss the meeting closed at 7:35pm

Confidential Minutes from July meeting were deferred and no confidential items today.

**Signed:** .....

**Date:** .....

**Chair of Board of Directors**

**On behalf of the GEMS LEARNING TRUST**

### Action Points from GLT Board of Directors Meeting April taken at November Board

Minute			Who?	Notes
5.4	1	JC/PHA TO EMAIL LINKS TO POTENTIAL TRAINING PROVIDERS TO ALL MEMBERS AND DIRECTORS.	JC/PHA	ACTION COMPLETE
5.4	2	JC TO LIAISE WITH MEMBERS AND DIRECTORS TO AGREE INDIVIDUAL TRAINING	JC	ACTION COMPLETE
6.1	3	CHAIR TO SEND FINANCE DIRECTOR AN EXAMPLE OF BOARD LEVEL FINANCE REPORTING FROM ANOTHER SCHOOL TO DEMONSTRATE WHAT HE WOULD EXPECT TO SEE PRESENTED.	HJZ	ACTION COMPLETE
6.2	4	JOE GARROD TO VIEW BUILDING PLANS FROM A HEALTH AND SAFETY PROSPECTIVE.	JG	ACTION COMPLETE
6.3		Members noted the Admissions policies for Didcot and Surbiton schools would be on the next meeting agenda for ratification by the Board.	JC	Deferred to March 2016 Board
6.4	5	TDQ TO CIRCULATE SAFEGUARDING POLICY TO BOARD MEMBERS/DIRECTORS FOR APPROVAL	TDQ	ACTION COMPLETE
6.4	6	CHAIR TO TRY AND FIND AN EXAMPLE OF THE OFSTED GRADING TEMPLATE AND CIRCULATE TO BOARD	DHZ	ACTION COMPLETE
7.1	7	TO SEND A REVISED POLICY LIST WITH DIRECTORS NAMES AGAINST POLICIES THEY WILL BE RESPONSIBLE FOR	PHA	In the Terms of Reference ACTION COMPLETE
7,2	8	3yr Development Plan TO SEND PLAN TO ALL MEMBERS AND DIRECTORS.	PHA	To be discussed on agenda ongoing
7.2	9	PHA TO DRAFT GEMS VISION/VALUES AND SUBMIT AT NEXT MEETING. CLERK TO INCLUDE ON NEXT AGENDA	PHA	THIS ACTION COMPLETE See minutes
7.2	10	DIRECTORS TO CLARIFY WHAT DELEGATED AUTHORITY Local Authority Boards LABS SHOULD HAVE TO JC BY NEXT MEETING.	All directors	ACTION COMPLETE
		No action 11		
10	12	ANDY COLLINGS TO CONTACT MEMBERS & DIRECTORS TO EXPLAIN THEIR FINANCIAL ROLE		THIS ACTION COMPLETE New action



10	13	<b>JC TO ARRANGE FOR MEMBERS AND DIRECTORS TO HAVE HARD COPIES OF BOTH THE FINANCE HANDBOOK AND GOVERNORS HANDBOOK</b>	JC	Complete  Circulated again with agendas
11.2	14	<b>JC TO ARRANGE FOR AUDITORS TO DELIVER A PRESENTATION TO THE BOARD ON THE FINANCIAL HANDBOOK</b>	JC	ACTION COMPLETE See minutes
12	15	<b>ANDY COLLINGS TO CIRCULATE PROPOSED SIGNATORY LIMITS AND PROPOSED ADMINISTRATORS</b>	AC	ACTION COMPLETE Financial Handbook approved
14.1	16	<b>AC TO REVIEW CLAIM FORM ATTACHED TO (Trustees/Directors/Members/Governors) EXPENSES POLICY AND APPROVE/MAKE RECOMMENDATIONS</b>	AC	ACTION COMPLETE
15b	17	<b>BOARD MEMBERS AND DIRECTORS TO VISIT THE SCHOOL IN TWICKENHAM TO SEE (international model vision/ethos) IT IN PRACTICE. FOLLOWED BY A MEETING TO DISCUSS THE VISION.</b>	all	THIS ACTION COMPLETE See minutes