



**Minutes of the Annual General Meeting of GEMS LEARNING TRUST (08346116)
Tuesday 11th December 2017 at 11am 57-59 Haymarket, 2nd Floor St Albans House,
London SW1Y 4QX**

Attendees

Dr Harry Ziman Chair for AGM, Chair of Board Directors, Member & director
Rebecca Plaskitt Member
Barbara Harrison Member
Jodie Croft Director

Apologies

Jay Varkey Member
Amar Purohit Member

Item	Discussion/questions	Action
1. Welcome, Introductions and apologies for absence – chair	HZ accepted apologies from AP and JV	
2. Declarations of Interest- chair	HZ declared his personal consultancy and involvement in other schools and trusts, and BH declared her personal consultancy. RP declared her role for GEMS and Bellevue Education	JC to circulate and update Business Interests Register for Members
3. Previous Minutes and matters arising – chair	<p>The minutes were reviewed and approved.</p> <p>BH had several questions/comments in relation to the Governance arrangements document.</p> <p>Are risks reviewed regularly? JC confirmed yes, 5 times a year at the Operations committee and as relevant at full board meetings.</p> <p>HZ confirmed strong commitment and attendance from Directors at committee meetings, with lots of participation by phone.</p> <p>BH asked whether 3 board meetings a year was sufficient?</p> <p>HZ believes yes as Operations</p>	<p>JC improve communication between Board and Committees.</p> <p>JC to address typing errors in the governance arrangements document.</p>

	<p>and Standards committees discuss financial and educational standards matters in greater depth.</p> <p>BH requested stronger communication between the committees and the board to ensure any matters can be picked up between board meetings.</p> <p>HZ concurred for the board to receive, understand and interrogate the minutes in a time to intervene if required.</p> <p>BH asked JC to correct 2 typing errors in the governance arrangements document</p>	
<p>4. Report from Chair of Trustees to members</p> <ul style="list-style-type: none"> • Report from Trustees • Directors Appointments/ Resignations in last 12 months • Questions 	<p>JC issued a copy of her report to the board and read through the key points. Copy inserted below the minutes.</p> <p>BH asked for regular updates for members addressing strategic developments, including the outcome of bids for new schools and performance against KPIs</p> <p>HZ wanted to highlight the Ofsted judgement of 'Outstanding' at the first GLT school in Twickenham. He noted the significant impact of the Principal and is pleased with the way communication between DPA and TPA has increased and strengthened. Members agreed and shared their congratulations. BH noted the growth in achievement of academic standards is encouraging.</p>	<p>JC to regularize an annual communication schedule with GLT Members</p>
<p>5. Financial update - chair</p> <ul style="list-style-type: none"> • Members to receive and adopt the Accounts ending August 2018 • Questions 	<p>HZ presented the 17/18 annual accounts and asked members for questions or comments.</p> <p>BH noted a jump in the cost of support staff from 16/17 to 17/18 from £414k to £827K. JC noted that costs had increased due to 2 staff attached to EHCPs, increased budget at TPA</p>	<p>JC to evaluate the impact of the increased TA spend on pupil outcomes.</p> <p>JC to sharpen the wording of the GLT goals to ensure they reflect our strategic</p>

	<p>to has afforded almost 2 TAs per year group, DPA staffed with almost 3 TAs per year group to assist with above average numbers of children with SEND and significant gaps in their attainment.</p> <p>BH asked for the Operations/Standards Committees to explore the impact of the increased spend on outcomes.</p> <p>BH asked whether the LABS were a good development?</p> <p>HZ concurred they are more active and stronger this year and adding value. There were no issues with the LAB during the Ofsted Inspection. JC added that she has tightened their remit and reporting structure this year to ensure they meet their obligations under the scheme of delegation.</p> <p>BH asked for more specific wording on GLT strategic goals in the governance arrangements document to ensure the vision of the GLT is clear. She noted the goals are currently operational ones.</p> <p>HZ suggested the GLT board might re-visit our goals next summer and engage the new directors in the process.</p> <p>Members received and adopted the annual accounts 17/18.</p> <p>BH noted they show good control and good housekeeping and asked about who selects auditors.</p> <p>JC confirmed the Operations Committee make recommendations to the full board and are running a cost review this academic year</p>	<p>intentions</p>
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	<p>HZ noted his thanks and appreciation to JC in relation to the annual accounts 17/18.</p>	
<p>6. Corporate Secretarial matters - chair</p> <ul style="list-style-type: none"> • Member Appointment/R esignations in last 12 months • Next AGM or GM 	<p>JC confirmed no changes to members during 17/18.</p> <p>[REDACTED]</p> <p>AGM to be set this time 2019.</p>	
<p>7. AOB</p> <ul style="list-style-type: none"> • Confidential Pt II • Minutes - • AOB confidential 	<p>[REDACTED]</p> <p>JC raised the issue of determining executive pay and wondered whether members had any views on adopting the Head teachers' Leadership pay scale for Trust executives. HZ and BH asked for JC to conduct further benchmarking exercises to assist the board in making this decision. JC has compared executive pay to other Trusts in similar circumstances and has noted the increased use of the Leadership scales at Central level.</p>	<p>[REDACTED]</p> <p>GLT board to consider use of Leadership pay scales for executive staff following further benchmarking work by JC.</p>



**CEO Report to the Board of Directors
GEMS LEARNING TRUST**

Tuesday 27th November 2018

Item		Comments
1	Trust Development/growth	<ul style="list-style-type: none"> • Structured school to school collaboration increasing 18/19 • Trust training day for all staff diarised for Jan 2020 • 2 new schools applied for in Oxfordshire; both new build 420 pupil primary schools with nurseries for 2-4 year olds. One interview 6th Dec, one awaiting to hear about 2nd round status • Both schools developing leadership skills at all levels • Kingston school awaiting RBKUT to decide the fate of the KCC. Advanced level talks between the council and the ESFA have been held. JC due an update before Christmas.
2	Central Services	<ul style="list-style-type: none"> • HCSS budget software purchased for 18/19 which will improve systems across the Trust: ESFA BFRO and BFRs, more sensitive staffing cost calculations, 5 year forecasts, generates management accounts, add KPIs • TDQ role changing to Director of Education – sharper focus on the schools and educational standards • BG role increasing to include Trust operational – clerking, company secretarial, procurement, HR, Payroll, GDPR and project management support • Target Tracker software purchased to have a trust view of data • HR software being considered
3	Trust Premises	<ul style="list-style-type: none"> • Planning condition on playground noise at TPA yet to be discharged – officers considering our mitigating strategy • DPA – slow/no progress on outstanding matters left over from Carillion. OCC poor at communication, no timeframes agreed
4	Finance	<ul style="list-style-type: none"> • 17/18 audit process went well, better communication, pre-planning, better financial management throughout the year • Accounts healthy – surplus as predicted or higher in each entity – DPA, TPA and GLT • 67% of GAG income spent on staff costs • 2 low risk points on Audit Report
5	Branding/Promotion	<ul style="list-style-type: none"> • TPA website updated in line with DPA website • Values signage in both schools • Both schools have active Twitter accounts • GEMS branding license hasn't been raised since the IPO of GEMS has been deferred. GLT awaiting to hear if GEMS will pursue the matter regardless of listing.
6	National and local developments	<ul style="list-style-type: none"> • TPS contribution rise from April 2019 from 16.48% to 23% • Executive pay reporting requirements/justification • Management accounts to full board every month • Add KPI's to management accounts