

Meeting of Board of Directors
GEMS LEARNING TRUST

Wednesday 11th March 2020

At 12pm

GEMS Twickenham Primary Academy

Attendees

Sarah Bellingham	Clerk	Present	Clerk
Jodie Croft	CEO	Present	JC
Carina Cuddington	Chief Financial Officer	Present (for part)	CC
Pari Dhillon	Director	Absent	PD
Rowena Duff	Director	Present	RD
Silvia Holgado-Gomez	New Director	Present	SHG
Paulina McGroarty	Director	Present	PM
Jason Murphy	Director and Chair	Present	JM
Lara Robson	Director	Present	LR
Rony Valeny	Director	Absent	RV
Danielle West	Director	Present	DW

Part One – Non-Confidential

Minutes	
1. Apologies for absence and consent to absence	
1.1	JC welcomed everyone to the meeting and the meeting was declared quorate.
1.2	JC explained that PD and RV had sent their apologies. These were approved. JC, SHG and the Clerk were present in person, and the remaining directors had or were shortly due to dial-in remotely. CC would be asked to dial-in to present her section of the meeting. JC would help JM with the chairing of this meeting given the limitations of dialling-in.
1.3	SHG was introduced by JC. She was welcomed by the directors and her position approved as a new director to the Board.
1.4	It was noted that all documents to be discussed in the meeting had been circulated by the Clerk prior to the meeting via Governor Hub. SHG had registered on Governor Hub and had been able to access the documents.
2. Declaration of interests	

- 2.1 No director had any update to declare.
- 2.2 JC confirmed that SHG would be asked to provide relevant declarations for the register of interests as part of her induction process (ACTION – JC & Clerk).

3. Review of Trust Board membership, as well as DBS & s128 checks

New Chair

- 3.1 JM was approved and confirmed as the new Chair of the Trust Board.

Appointment of Vice Chair

- 3.2 JC discussed with the governors that both LR and PD had nominated themselves for the role. In PD's absence, JM and JC agreed to postpone the appointment. JM would consider whether both candidates could hold the role jointly and would discuss it further with PD and LR.

New directors and director resignations

- 3.3 JC confirmed that in addition to new director SHG, JC would recommend Alison Hill to be a new director at the next Board meeting, or earlier if required.
- 3.4 RV had confirmed his intention to resign as a director, and it was planned to appoint him as a Member once the resignation had taken effect. JC, JM and the Clerk would deal with the formalities of this (ACTION – JC, JM & Clerk). It was likely that the resignation would take immediate effect.
- 3.5 PM had also expressed to JC her interest in resigning from her director position, as a result of increased work commitments. JC said she planned to offer PM a role as a Member given her academy trust experience. JC, JM and the Clerk would liaise with PM about the formalities of this (ACTION – JC, JM & Clerk).
- 3.6 JC confirmed that there were seven directors left on the Board and that nine was the number she would hope for in time. The directors discussed whether to actively recruit two further directors at this time. JC asked the directors to have in mind the proposed new governance structure taking effect from September 2020. It was agreed to focus on supporting both new directors and to consolidate work in relation to current school projects, before looking for new joiners. Education sector experience would be welcomed in any new director when the time came.

Committee roles

- 3.7 JC confirmed that there was one more of each of the Standards and Operations Committee meetings this academic year. At least three directors were needed to attend the next Standards meeting. JC would e-mail nearer the time confirming the date and asking for directors to put themselves forward to attend (ACTION – JC).
- 3.8 The directors agreed to postpone a discussion about link roles and formal committee roles until the next Board meeting given the absences today (ACTION – JC & CLERK).

3.9 JM said he thought it important that a CEO Appraisal Committee be established before then, to provide formality to this appraisal process. JC and JM would action this before the next Board meeting (ACTION – JC).

4. Directors’ training and development and induction arrangements for new Directors

4.1 JC was pleased by the amount of relevant training carried out by the directors recently.

4.2 JC would ensure that SHG was clear about any training she was required to do (ACTION – JC & JM).

5. AOB and Confirm any Confidential Items

5.1 The directors discussed the timing of the board meetings, given that some were finding the 12pm time slot difficult.

5.2 PM dialled-in at 12.24pm.

5.3 Each director present expressed a preference for a morning start time, such as 10am. JC would consider this for future meetings (ACTION – JC).

5.4 JC said that she would also discuss the GEMS Trust Board Risk Register at the end of the meeting.

6. Minutes of the last full board meeting (20.11.2019) & matters arising

6.1 JC asked directors to raise any questions or comments or to flag these with her separately after the meeting. No matters were raised.

6.2 DW dialled-in at 12.27pm.

6.3 JC ran through the actions list and the Clerk noted where these had been completed.

Action 1	Minute 2.1	HZ to email the Clerk with additional items for the register of interests. DONE
Action 2	Minute 2.2	Clerk to email the register of interests to RV and DW to request updates. DONE
Action 3	Minute 4.1	JC to contact directors about the designated Standards Committee vacancy and advertise externally if needed. IN PROCESS - JC
Action 4	Minute 4.2	JC to check RD’s DBS certificate is up to date, and check if an others’ need re-applying for. DONE FOR RD AND IN PROCESS FOR NEW JOINERS – JC
Action 5	Minute 5.2	JC to email the directors with suggested dates after Christmas for the GEMS strategy and training day. DONE
Action 6	Minute 5.4	JC to circulate details of two mandatory online training courses and directors to complete these and send certificates to JC and the Clerk before Christmas. DONE
Action 7	Minute 8.3	JC and Clerk to discuss potential director link roles prior to the strategy and training day. DEFER TO NEXT BOARD MEETING – CLERK & JC
Action 8	Minute 14.11	JC to ask Principals for any DfE data on pupil results catch-up. NOT DONE BUT DISCUSSED NOW IN THE MEETING. DIRECTORS ASKED IF MORE INFORMATION WAS REQUIRED BY E-MAIL. DIRECTORS ALL AGREED NOT.

Action 9	Minute 14.19	JC to invite Terri to next board meeting (or strategy day). DONE. TERRI DE QUINCEY (CHIEF ACADEMIC OFFICER) UNAVAILABLE. INVITE TO BE EXTENDED FOR NEXT BOARD MEETING - JC
Action 10	Minute 21.2	JC to explore member and/or trustee status point. DONE
Action 11	Minute 28.2	JC to establish whether the GEMS Trust Board Risk Register needed approval by the Trust Board. DONE. THIS ONLY NEEDS ADOPTING NOT APPROVING.
Action 12	Minute 29.4	(CONFIDENTIAL) HZ to set date for JC's performance/pay review 2019. DONE.
<p>7. Receive Standards Committee minutes (14.01.2020) & questions</p> <p>7.1 JC asked for comments now or following the meeting. JC confirmed that an overview was in her CEO Report to be discussed later in the meeting. No comments were raised.</p>		
<p>8. Receive Principals' termly updates</p> <p><i>TPA & DPA</i></p> <p>8.1 JC confirmed that she had met with both Principals and their school's LAB. Each Principal had updated the school's data dashboard with the latest numbers on roll and similar information. The next full termly data drop was not due until Easter, so this new data had not been included in the dashboard documents. JC confirmed that her CEO report looked at progress against targets.</p>		
<p>9. Receive Operations Committee minutes (25.02.2020) & questions</p> <p>9.1 No comments were raised.</p>		
<p>10. Receive external GDPR Report & questions</p> <p>10.1 JC said that she had received a thorough external GDPR Report from the auditor. This gave a positive review of the GDPR procedures and practices at the schools. There was an action list of minor items which JC would run through and complete with relevant individuals at or connected with the schools.</p> <p>10.2 JC asked if directors had any comments. Directors were welcome also to contact JC after the meeting.</p> <p>10.3 LR flagged the importance of ensuring that the various policy amendments and training requirements listed for action by the report were reviewed or completed at board level by directors. JC explained that she would be bringing an updated Data Protection Policy to the next Board meeting and agreed to look at how GDPR training could be more formal and more frequent for directors (ACTIONS – JC).</p> <p>10.4 JC agreed to do a GDPR briefing paper for discussion at the next Operations Committee meeting. She would also add GDPR as a standing agenda item at Operations Committee level. JC noted that there was also a GDPR Committee for this purpose. (ACTIONS – JC)</p>		
<p>11. CEO Report March 2020</p> <p><i>Standards: TPA & DPA</i></p>		

11.1 JC referred to TPA, saying that it was in a healthy position overall and that she had no concerns about the school's ability to roll out its areas of improvement. She was happy with attendance, progress and parent feedback. She was also happy that John had already met most of his targets for the school. In her report, JC had included the latest report from Terri, which served to substantiate what she was saying. The governors agreed that this was helpful. JC agreed to circulate each new report from Terri as this became available (ACTION-JC).

11.2 DPA was highly oversubscribed which was a testament to the hard work taking place by staff at the school. The Principal's progress towards her targets was as expected for this time of year, noting that the DPA intake was more comprehensive and the school faced a wider range of issues such as a higher proportion of children with special educational needs. JC said that she was happy that Terri provided robust challenge to the Principal and the SLT via regular visits. JC was comfortable that the school would attain its end of year targets.

Trust Growth

11.3 JC confirmed that at the Surbiton school a technical advisor had been appointed by the DfE to advise on the planned works. Progress with these works was expected to start later this year.

11.4 JC said that progress at the Wantage site was going well and she ran through the information on page 2 (section 3) of her report. Application numbers were rising for the nursery and reception classes but were still small for Year 1 and Year 2. JC planned to contact applicant parents on or around offer day to update them about likely numbers. Council funding for the school had been received for the first five years regardless of numbers on roll during this time.

11.5 The Development Plan had been agreed, part of which involved the LAB at each school being merged with Standards Committees. JC also confirmed that she would soon be establishing equality objectives for the Trust. Part of that would be about encouraging the inclusion and promotion of applicants and staff from all backgrounds. This would be progressed through the Operations Committee.

11.6 JC and the directors discussed the offer from Essex County Council for the Trust to take on a failing school in Essex. It was agreed that this project remained outside of the Trust's strategy and hub locations, and to spend more time considering it might be to risk spending too little time on the new schools opening soon.

Central Services

11.7 JC confirmed the ICT strategy information in section 4 of the report. She also confirmed the external and internal audit information there.

11.8 **Q:** Did JC carry out external safeguarding audits?

A: JC confirmed that both schools have external safeguarding audits and that the reports are reviewed by the Standards Committee.

11.9 **Q:** Please could a summary of these reviews be brought to the Board each time to allow for questions, given how important this area is?

A: JC said she would arrange for this in relation to safeguarding, as well as in relation to health and safety audit information, which would be reviewed initially by Operations (ACTION – JC).

11.10 JC said that she had no concerns about the performance review data in her report here.

Trust Premises

11.11 JC ran through the information in her report at section 5 relating to TPA and DPA. JC's main concern was the lack of back-up plan from Oxfordshire Council in relation to the provision of temporary classrooms for September 2020 should the roof repairs take longer than anticipated.

Finance

11.12 JC summarised the data in section 6 of her report. She said that CC would present the financial data in more detail at her section of the meeting shortly.

Branding/Promotion

11.13 JC summarised the latest position in relation to the planned branding withdrawal by GEMS Education. JC asked DW if she would discuss the matter with GEMS Education in order to achieve a swift resolution to the matter. This would help achieve an informed brand and promotion strategy for September 2020 and beyond. JC was looking to agree a licence agreement with GEMS Education or a formal exit plan. DW agreed to do this and feedback to JC. JC agreed to send DW details of the discussions and information shared already with GEMS in advance of DW's conversation (**ACTION – DW & JC**).

11.14 LR said that she would be happy to help advise in relation to any legal involvement.

National and Local Developments

11.15 Q: What plan was in place if the schools needed to close on account of the Corona virus?

A: JC said that the schools would be asking teachers to contact parents at 9am each day by e-mail, with schoolwork for the children to complete each day. There were also a range of Maths and English apps and websites available for children to use remotely. The cost of any staff absence by reason of self-isolation would be covered by insurance

11.16 Q: Were the schools following government guidance from Public Health England?

A: JC confirmed this was the case.

12. Receive LAB minutes & questions (DPA: 27.02.2020 & TPA: 04.03.2020)

12.1 JC asked if there were any comments, and none were raised.

13. Receive management accounts, cash-flow reports, balance sheet and summary statement

13.1 Prior to the meeting, CC had prepared the following documents which were posted on to Governor Hub for the governors to see prior to the meeting:

- Executive Summary January 2020,
- Balance Sheet January 2020,
- GLT Cashflow Forecast January 2020, and
- GLT Management Accounts January 2020.

13.2 CC provided a summary of each document for the Board and confirmed that overall, there was nothing of concern.

TPA

13.3 Q: Did the Cashflow Forecast include TPA's 118k adjusted figure?

A: CC confirmed that it did.

13.4 Q: In the Management Accounts, and in relation to the pension calculation, was there an adverse variance or was there just a one-off deduction from the February 2020 accounts?

A: CC confirmed it was the latter.

13.5 Q: What did the agency staff budget relate to?

A: JC said that she had spoken to John Smith about this at TPA. Staffing numbers were tight, and any teacher absence needed to be covered by agency staff. There would be an allowance made in next year's budget for additional members of staff, in order to bring down agency costs.

DPA

13.6 CC's summary included information about sources of income, nursery funding and SEND funding.

13.7 Q: Did the staffing cost increase relate to one member of staff or overall?

A: CC said this was unlikely to relate to a single staff member and might instead be related to a period of teacher cover.

13.8 JC confirmed that both schools were confident that they would be able to change their surplus position favourably by the end of the academic year.

14. Approve admissions policies for DPA, TPA and DPA for September 2021

14.1 The following policies were posted on Governor Hub prior to the meeting for the governors to read:

- Admissions Policy DPA School and Nursery 2021
- Admissions Policy TPA 2021
- Admissions Policy WPA and Nursery 2021

14.2 JC confirmed that the Admissions policies had been approved at the last meeting and therefore no discussion or approval was needed at this meeting.

15. Other policy reviews or approvals

15.1 JC said that the TPA's SEND Policy needed Board approval.

15.2 Q: Had this policy been reviewed yet at committee level?

A: JC said it had not but that she had received John Smith's comments and was comfortable with them. JC also confirmed that both TPA and DPA had their own SEND Policy with local references in each. However, both documents followed the statutory guidance closely.

15.3 The directors discussed the best way to ensure a review of school policies with proper opportunity for director input. JC confirmed that she would put this policy's review through the Standards Committee at the next meeting. Going forward, she would put all other school policy reviews through the Operations or Standards Committee as appropriate **(ACTIONS – JC)**.

16. AOB

GEMS Trust Board Risk Register

- 16.1** JC said that this had been updated with the GEMS branding issue, the works issues at DPA and the build schedule at Wantage. JC asked the directors if they would like to suggest other risk areas for inclusion in this register.
- 16.2** A director asked for the Corona virus situation and implications to be added, to include potential costs. JC agreed to do this (ACTION - JC).
- 16.3** A director asked that an item be included about contingency plans for temporary classrooms in the event of delayed roof repair work at DPA, separate from the existing entries around works and building schedules at DPA and Wantage. JC agreed to do this (ACTION - JC).

Part two: Confidential

Minutes	
17. AOB confidential	
17.1	There was nothing identified at this item.

Meeting Closed: 1.35 pm

Actions from GEMS Trust Board meeting of 11.03.2020

Action 1	Minutes 2.2 and 4.2	JC & Clerk to obtain declarations of interest from new joiners for the register, and to inform SHG about training requirements.
Action 2	Minutes 3.4 and 3.5	JC, JM & Clerk to follow the formalities regrading RV and PM resignations.
Action 3	Minute 3.7	JC to send e-mail to directors with date of next Standards Committee meeting and request attendance.
Action 4	Minutes 3.8 and 6.3 (Action 7)	JC & Clerk to include discussion of link and committee roles on agenda for the next Board meeting on 8 July 2020.
Action 5	Minute 3.9	JC to formalise the CEO Appraisal Committee and appraisal process timeline.
Action 6	Minute 5.3	JC to propose an earlier start time for Board meetings.
Action 7	Minute 6.3 (Action 3)	JC to progress Standards Committee allocation of roles.
Action 8	Minute 6.3 (Action 4)	JC to progress DBS checks for new joiners.
Action 9	Minute 6.3 (Action 9)	JC to invite Terri to the 8 July 2020 Board meeting.
Action 10	Minute 10.3	JC to bring updated DP Policy to the July 2020 Board meeting and to review GDPR training (formality and frequency).

Action 11	Minute 10.4	JC to bring a briefing paper on GDPR matters to the next Operations Committee meeting, and to add GDPR as a standing agenda item for Operations Committee meetings.
Action 12	Minute 11.1	JC to circulate Terri's latest report with each CEO Report to the Board.
Action 13	Minute 11.9	JC to bring the safeguarding and health & safety audit reports to the next Standards and Operations Committee meetings as appropriate.
Action 14	Minute 11.13	DW and JC to share information about latest position on brand withdrawal from GEMS Education and DW to progress discussions with GEMS to help with resolution.
Action 15	Minute 15.3	JC to bring TPA's SEND Policy to the next Standards Committee for review, and to include a standing agenda item for both committees to review all draft school policies before discussing at Board level.
Action 16	Minute 16.2 and 16.3	JC to add Corona virus implications, and the DPA classroom contingency plans to the Risk Register.