

Meeting of Board of Directors
GEMS LEARNING TRUST

Wednesday 8th July 2020

At 11am via Zoom

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	Present	PD
Rowena Duff	Director	Absent	RD
Silvia Holgado-Gomez	Director	Present	SHG
Alison Huntley	New Director	Present	AH
Jason Murphy	Director and Chair	Present	JM
Lara Robson	Director	Present	LR
Danielle West	Director	Present	DW

Part One – Non-Confidential

Minutes	
1.	Apologies for absence and consent to absence
1.1	JM welcomed everyone to the meeting, which was being held virtually via Zoom. The meeting was declared quorate and the Clerk was attending remotely to take the minutes.
1.2	JC explained that RD had sent her apologies, and these were approved.
1.3	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, with the exception of a document circulated to the directors by JC by e-mail earlier in the day, concerning the Kingston Community School.
2.	Declaration of interests
2.1	The latest version of the GLT Register of Interests had been circulated prior to the meeting and JC asked the directors to declare any updates. The directors had nothing to declare. It was noted that AH and SHG needed to confirm their interests for this document, and the Clerk agreed to action this after the meeting. (ACTION – Clerk, AH & SHG).

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

Appointment of Vice Chair

- 3.1 JM confirmed that both LR and PD were still keen to take on the Vice Chair role. JM suggested that a vote take place at the end of the meeting, with both directors stepping off the call at that point and being notified of the result afterwards.

Assignment of Committee and Link roles

- 3.2 JM introduced AH as a new director, subject to board approval. The directors had already received AH's CV previously when JC had proposed her appointment. JM asked if there were any objections and none were received. AH was appointed from today's date and the induction process would be commenced to include obtaining a DBS check (ACTION – Clerk & JC).
- 3.3 JC asked directors to confirm which committee and which link roles they would be comfortable with when the new committee structure took effect in September 2020. The directors agreed as follows:
- 3.4 PD and SHG would sit on the South West London Quality of Education & Safeguarding Committee covering Twickenham and Surbiton Primary Academies. LR and AH would sit on the Oxfordshire Quality of Education & Safeguarding Committee covering Didcot and Wantage Primary Academies. JM, RD and DW had already been assigned to the GLT Operations Committee. It was agreed that these committee meetings would take place via Zoom going forward (ACTION – JC).
- 3.5 For link roles, and with reference to page 13 of the Governance Handbook, PD would be assigned to diversity and inclusion, DW to HR & staff wellbeing, as well as CEO performance management and appraisal, SHG to finance, JC to safeguarding, LR to GDPR compliance, and JM to health and safety. AH would discuss her link role with JC and JM after having had more time to think about this. JC confirmed that all directors would be taking an interest in quality of education, but that she would like to have an individual director assigned to special needs. She also confirmed that link roles would be reviewed regularly to allow directors to develop different areas of special interest. Training would be provided to each director relevant to his or her link role (ACTION- JC and AH).

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

- 4.1 JC noted that AH and SHG needed to complete their core training modules on the prevent duty and on safeguarding. JC would send out details in September. JC would also schedule an induction meeting for her and AH in due course (ACTION – JC & AH).

5. AOB and Confirm any Confidential Items

- 5.1 JC said she would like to update the board about changes in the latest version of the Academies Financial Handbook from the government. It was agreed that she would do this by e-mail and that she would also circulate a document outlining how the Trust Board was already compliant or how it planned to be complaint against the new requirements. In addition, JC would circulate the updated version of the government's Keeping Children Safe in Education guidance (ACTION – JC).

6. Minutes of the last full board meeting (11.03.2020) & matters arising

- 6.1 JC asked directors to raise any questions or comments or to flag these with her separately after the meeting. JC shared her screen. No matters were raised.
- 6.2 JC ran through the actions list. It was noted that all actions had either been completed or were on the agenda today, with the exception that JC had not invited Terri to this board meeting. JC apologised but confirmed that Terri had already attended the recent Standards Committee meeting.
- 6.3 The minutes were approved. JM would sign a copy after the meeting (**ACTION – JM & Clerk**).

7. Receive Standards Committee minutes (30.06.2020) & questions

- 7.1 JC clarified that given Covid-19, and the fact that the 2019-2020 annual targets for the current year groups had been dropped, the committee's scrutiny and discussions had been different than normal at this point in the academic year. The committee had focussed on items to include home learning, pupil welfare, IT strategies for future academic years, and the schools' equality strategy. Targets would be in place again in 2020-2021 which would underpin the work of this committee from September onwards.
- 7.2 **Q:** Please would JC update the board on the risk assessment and plans in place for September 2020?
A: JC said that the government's guidance about the reopening of schools in September 2020 had only come out after the agenda and papers had been circulated for this meeting. The risk assessment document had just been prepared and JC would circulate this to the board by e-mail after the meeting and would welcome comments (**ACTION – JC**). Aspects of this risk assessment and proposed plans for September 2020 would be discussed as part of JC's CEO Report.
- 7.3 There were no further comments and the minutes were approved.

8. Receive Principals' termly updates

TPA & DPA

- 8.1 JM said that he would assume that the directors had read these reports.
- 8.2 **Q:** Had any of the schools been notified of a pupil or staff member having tested positive for Covid-19?
A: JC confirmed not.
- 8.3 JC summarised the key points in the reports which included: the quality and content of home learning materials, the use and suitability of virtual education platforms, pupil safety and welfare, pupil attendance this term, and the need to plan carefully to foster greater independence and resilience from pupils in this challenging social and learning environment.
- 8.4 **Q:** What were the next steps?
A: JC said that she was expecting government guidance about the quality of schools' home learning provision and so this was a focus. The DfE would also be providing schools with funding for additional digital equipment to help with that. JC had applied for this and hoped to receive it soon.
- 8.5 **Q:** Had a parent survey been carried out to assess availability of digital equipment and access to the online learning provision?

A: JC said not yet. To date, the focus had been on the provision of printed work sheets to families wanting these, signposting to downloadable materials to assist with learning, and managing the learning provision via google classroom. JC agreed that a survey would be important as a next step (**ACTION – JC**).

8.6 Q: Was any funding available to the schools for providing digital equipment to pupils?

A: JC confirmed not but said that London Grid for Learning were selling Chromebooks at a discount.

8.7 Q: How could the schools best help pupils whose parents were not engaging at all?

A: Strategies so far had included: phone calls to parents and pupils to check on welfare and set targets, home visits, drop offs of learning materials to families' front doors, and the early offer of a school place to vulnerable children not thriving at home.

8.8 Q: What were the schools' proposals for offering live online teaching in the event of a further lockdown from September?

A: JC confirmed that this was on her agenda to discuss with the schools and with Terri, and she would update the board about this as soon as possible. The directors discussed the value to pupils of live virtual teaching, in the event of a further lockdown, including the social and academic benefits. All were agreed that safeguarding was critical.

8.9 Q: Were the schools planning to offer any summer programmes to help pupils catch up over the summer? Was this something the board needed to look at?

A: JC said the focus would be on providing suitable catch-up time for pupils at the start of the autumn term. Catch up funding from the DfE would help with this. JC highlighted that school staff had been working hard, including throughout the Easter and half term holidays. Parents had also been working hard helping children with home schooling alongside other commitments. Therefore, JC did not think it would be appropriate to set additional work over the holiday period. The directors agreed that it would be helpful, however, to leave the summer term google classroom activities available online in case pupils and parents wanted to look at this or complete work in a more relaxed time frame.

9. Receive Operations Committee minutes (23.06.2020) & questions

9.1 No comments were raised, and these were approved.

10. Receive GDPR minutes (16.06.2020) & questions

10.1 The directors discussed the need to ensure that any live virtual lessons were compliant in terms of GDPR and safeguarding requirements. It should not be possible to record these lessons and all personal data should be secure. JC agreed and said that a data protection impact assessment had been completed. JC would ask schools to develop an aspect of safeguarding policy relating to live lessons. (**ACTION – JC**).

10.2 There were no further comments on these and the minutes were approved.

11. CEO Report June 2020

11.1 JC said she would focus on key items.

Pupil Attendance at TPA and DPA

- 11.2** Pupil attendance was not compulsory currently, but both schools were doing well in this respect. The pupils who had not returned appeared to be those with shielding requirements.

Marketing of Wantage Primary Academy

- 11.3** The Building developers were experiencing some issues in delivering passive ICT elements, but this was not expected to hold up the opening of the school in September 2020.

Surbiton Primary Academy and proposal for Kingston Community School (KCS)

- 11.4** JC referred to the additional information about the KCS proposal in her paper circulated by e-mail earlier in the day. She ran through the background to the proposal and the potential benefits for the planned new Surbiton Primary Academy. Slow responses from the DfE had resulted in significant delay however, and most recently the DfE had requested a four-week listening period which ended today. During that time JC had met KCS parents virtually, following which the parents of 88 of the 124 current KCS pupils had committed to their children continuing at the school, to be run by the GEMS Learning Trust, pending transfer to Surbiton Primary Academy at the point of opening in 2022.

- 11.5** There were significant challenges and risks associated with the DfE giving the go-ahead to the proposal at this late stage. These included: the need to mix classes of different ages for teaching purposes due to the small numbers in some year groups, the lack of time to interview for a head teacher or for new teachers and assistants, the lack of information from the current KCS Trust about the numbers of current staff or their pay and conditions, and the potential expense of redundancy or capability procedures in relation to excess or unwanted inherited staff especially against the backdrop of the Trust's lack of central reserves.

- 11.6** JC said that she had asked DfE to underwrite several of the financial risks in the event of it approving the project, as a condition of the GEMS Learning Trust Board accepting the school. JC said she hoped the DfE would see that the situation was no longer viable and that it would refuse to approve the project before she was forced to reject it. JC had given the DfE until 12th July to respond and had told the DfE that the Trust Board was meeting today. She had not heard anything from them yet.

- 11.7** The directors agreed that the situation was risky on several grounds, for which there were no obvious means of mitigation. The Trust was also under a great deal of pressure from the impact of the lock-down in relation to TPA and DPA and with new schools already opening this September and in 2022. JC confirmed that if she had heard nothing by the 12th July, she would tell the KCS parents that the Trust was unable to continue with its proposal.

- 11.8** The directors agreed unanimously that the board would not proceed with the KCS proposal unless the DfE had contacted it by 12th July with information that significantly changed the risk profile. JC agreed to report back after the deadline had expired (**ACTION – JC**).

Rebranding of GEMS Learning Trust

- 11.9** JC reminded the directors why there was a need for the current Trust Board to part ways with the GEMS group, and asked for board support for her proposal to action and complete the rebranding of the Trust within 12 months of today's date. The key benefit of this would be to avoid the cost and effort involved in rebranding the Surbiton Primary Academy as the new brand would be in place in time for preparations for the September 2022 opening. It was also a wonderful opportunity

for a strong group of people to own and shape their organisation going forward according to their values.

11.10 JC explained that she had asked two companies for a quote to assist with this. Both companies had experience of working with multi-academy trusts and had some big and recognisable clients. The first one already owned the current Trust website, which meant that their quote of £12,000 was the cheaper. The second company had quoted £3,000 for part A of the work schedule and £6-8000 per website.

11.11 GEMS had confirmed that they would not be providing any contribution to the cost of this, but JC would try another time to get its agreement to this. JC was proposing that the Trust covered the cost of the re-brand and that each school paid for the cost of replacing its signage. JC had discussed this with the schools, and each seemed comfortable with this arrangement. JC would keep the school names the same and aim to have a similar colour scheme to avoid parents needing to buy unnecessary new uniform.

11.12 Q: Could the board please see examples of both organisations' work?

A: JC said she would e-mail these to the directors after the meeting today (**ACTION – JC**).

11.13 Q: Could the Trust retain the GEMS name in some way?

A: JC said that she made a UK trademark application to register the name 'GEMS' but this had been challenged by the GEMS legal team, who had served opposition to it. Therefore, JC had withdrawn this.

11.14 The directors discussed the consultation that would be required with the parents at each school and the steps and timetable needed to complete the process on time. JC confirmed that if the board approved the re-branding proposal, she would apply to the DfE for permission to carry this out and would agree a time-line with the chosen company, prior to spending any money on the process. JC confirmed that both companies thought that 12 months was more than adequate for the work involved.

11.15 Q: What was GEMS doing in relation to its UK schools now that it was focussing on its international schools?

A: DW and JC confirmed that a company owned by GEMS, called Bellevue, still run GEMS' UK schools.

11.16 The board gave its approval to start the 12-month rebranding process based on the current information. JC asked that this please be kept confidential as parents would be informed at a later stage once it had been considered how best to present the information. The directors agreed that lots of careful communication would be needed.

12. GLT Equality Strategy – Diversity and Inclusion

12.1 JC said that she and PD had been doing lot of work on this. JC discussed how their consideration of equality objectives at the start of the academic year had recently been broadened by a much greater awareness of equality issues via recent stories and campaigns in the news, which had also prompted wider reading on matters such as unconscious bias. Reports from the government, and business and industry platforms had helped JC become more widely informed. She was now thinking carefully about ways to support people with protected characteristics who already worked for the Trust, how to develop a truly fair and inclusive employment strategy, how children could better understand historical events through a re-shaping of the curriculum in this respect, and how

generally to promote respect for all, regardless of background, within and across the Trust Board and the schools.

- 12.2** JC confirmed that an equality and diversity audit of existing staff would be carried out to find out how they found the organisation's culture and if there were ways to improve it.
- 12.3** The directors agreed that the strategy document was an impressive work-in-progress which had received careful thought and attention, but that it needed more focus and shaping in due course. JC had benefitted from helpful input from the schools and welcomed further input from the directors as well.
- 12.4** **Q:** How would the Trust measure the effectiveness or success of this strategy once it was in place?
A: JC said that this needed more thought. The directors discussed that it would take time to change the overall profile of the school and that as well as looking at how representative the staff were of local communities, it would be important to consider a range of strategies to include inviting role models in to talk to the children about their lives and work. PD added that she thought that the success of the strategy would be very measurable, and just required clarity about the specific changes that were being sought. Such changes should not concern the employment of teachers with protected characteristics, but rather should concern the full experience had by the children whilst at school. An aspect of measuring this might be the use of targeted questions in staff, parent, and pupil surveys to ask about whether individuals feel supported and included.
- 12.5** JC agreed and said that she would bring a more shaped version of the strategy to the next board meeting for discussion (**ACTION – JC**).

13. Receive LAB minutes & questions (DPA: 16.06.2020 & TPA: 10.06.2020)

13.1 JC asked if there were any comments.

13.2 **Q:** From the staff questionnaires for both schools, it appeared that there were one or two people who had expressed dissatisfaction. Was it known who the comments were from or what the underlying issues were?

A: JC confirmed that she did know and that the related school has dealt with it, noting that the schools had been proactive in addressing these points. The directors noted that there had been comments about the lack of play space at TPA. JC said that it was a challenge still, but that JS had responded and had come up with good suggestions for lunchtime clubs and activities to help improve the situation.

13.3 There were no further comments and the minutes were confirmed as approved.

(CC joined the meeting at 12.37)

14. Receive management accounts and approve draft budgets

May 2020 Management Accounts

14.1 CC ran through the key points from the executive summary of these accounts.

The Trust

14.2 CC summarised that the Trust was in a strong position. She asked directors to note the in-year surplus of £37,318. She flagged that there had been some additional staff and administration costs compared to original budget. CC also pointed to the £83,671 at the end of the academic year.

TPA

14.3 CC pointed to the in-year forecasted surplus of £71,502 which was than had been predicted in April 2020. Losses due to Covid-19 were in the region of £70,000, which were not reclaimable because of the in-year surplus, based on government guidance. CC noted that the carry forward reserves at the year-end were £124,781.

DPA

14.4 CC confirmed that the in-year surplus was £43,394. She ran through areas of loss related to the impact of Covid-19. Overall, DPA was in a very strong position with £316,117 in carry forward reserves as at 31 August 2020. CC asked the directors to note that a reasonable amount for a school to have as carry forward reserves was four weeks' working capital. This was the amount that TPA had. For DPA, four weeks' working capital would amount to £143,000. Therefore, the school was carrying forward significant reserves.

14.5 **Q:** Could a school introduce reserves into its main budget?

A: CC explained that a surplus could not be used to balance a deficit budget. However, it could be used on specific in-year on projects and one-off costs. CC said that the auditors would be asking why DPA was carrying so much forward at the year end. CC also confirmed that it was fine for a school to have an in-year deficit if the reason were to spend carried forward reserves.

14.6 CC said that the 2020-21 academic year was looking very uncertain in terms of costs and income. Therefore, any big decisions on spending might better wait until later in this calendar year.

14.7 **Q:** Did CC know any more about teachers' pensions and pay grants for next year?

A: CC confirmed that pensions had been confirmed for next three years to 2022-23 at the current rates and pay grants to 2020-21 potentially. CC said that she was unsure about teachers' pay rises. There were many unknowns. CC said that the government had provided extra time to set the budget because of this. It did not need submitting until the end of September 2020.

14.8 **Q:** Was there any way to account for the expenses incurred due to Covid-19?

A: CC explained that although the government had provided funding to schools for losses due to Covid-19, this was only available if the school had an in-year deficit. This was not the case for our schools. The government had also proposed a Covid-19 catch-up fund, but no information about that had been released yet.

14.9 **Q:** Could the schools create some sort of additional Covid-19 costs pot, as a separate resource to the main budget, in case of a further lock-down or second wave?

A: JC said that whilst there not a specific Covid-19 pot, the Trust had reserves and a contingency fund. She noted that both schools had already revised their cleaning quotes for 2020-21 to account for the extra requirements, and these had been factored into the draft budget.

14.10 CC said that the schools could afford to put in additional costs into the budget, for example in relation to teaching interventions, and then any catch-up funding from the government would be a bonus. CC said that it was important to be clear with the submitted 2020-21 budget what the assumptions were and what projects and spending had been approved. CC confirmed that she

would create and executive summary document as an attachment to the 2020-21 she submitted, explaining the risk and loss assumptions. JC asked CC to include actuals where possible given the later submission date.

14.11 JM confirmed that the board had received the May 2020 accounts.

Budgets for TPA, DPA, WPA & GLT for 2020-21

14.12 JC explained that the DPA budget still needed to include teachers' pension and pay grant items. CC explained that the schools been out to tender for all costs, to include catering cleaning, and maintenance contracts. JC said she was comfortable that there had been an accurate estimate of expense.

14.13 Q: Did the budgets include the cost of replacing school signage following the re-branding?

A: JC replied not and said that these costs would come out of the reserves.

(DW left the meeting at 1pm)

14.14 Q: In the Trust's budget, it seemed like there was provision made for the transfer of the Kingston Community School?

A: JC and CC confirmed not and said the entry represented a nominal code in the system. No money was attached to it.

14.15 CC suggested to the board that the directors vote to approve the draft 2020-21 budget as it was at the date of the meeting, with the understanding that amendments to it were likely in due course before its final submission. CC would notify the directors of such changes by e-mail and ask for approval by e-mail as well, given the special circumstances.

14.16 JM discussed this with the board and confirmed that the budget was provisionally approved now, pending further information from CC, at which point it would be reviewed for formal approval.

15. Review Trustee and Committee contribution

Governance Handbook

15.1 JC had included the updated Handbook in the documents available on Governor Hub prior to the meeting. She confirmed that she had rearranged certain responsibilities and had updated the scheme of delegation grid. The terms of reference for each committee and the delegation structure were yet to receive board approval. However, these items had been discussed at the away day and there should be no surprises. JC had also updated director details in the document and would continue to do so as needed.

Survey of Trust Board Performance

15.2 JC was keen to circulate a survey for trust board members to complete to assess how the board was performing. The timing of this was discussed and it was agreed that it would be best actioned in a few months' time once the new structures were more embedded.

15.3 Separately, JC agreed to send a focussed google survey to obtain feedback from the Head Teachers and people in regular contact with the board such as non-board members on the committees, to ascertain if the board was providing adequate and effective support. Responses would be

anonymous and it would allow the board to understand its strengths and weaknesses at the start of a period of change.

15.4 Q: How often were staff surveys sent round?

A: JC said this was done annually. JM added that it would be good for the directors to visit each school and introduce themselves once the impact of Covid-19 had lessened. Other suggestions for an improved communications strategy included a newsletter, and an annual get-to-know-you session involving lunch or drinks. JC said these were good ideas.

(PD left the meeting at 1pm)

16. Receive internal audit report

16.1 JC asked the directors to confirm receipt of this report. This was confirmed by all.

17. Policy reviews or approvals

Pay Policy 2020

17.1 There were no comments or questions about this policy.

TPA and DPA Safeguarding addendum COVID-19

17.2 There were no comments or questions about this policy.

17.3 JC confirmed that updates would be provided to the board if special changes were required to a policy or similar document due to Covid-19. This would be done by e-mail in the first instance.

(AH left at 13.11)

18. AOB

18.1 It was agreed that JC would circulate a summary of the changes to the Academies Financial Handbook by e-mail (**ACTION – JC**).

(LR left at 13.12)

18.2 The remaining three directors on the call took a vote to approve the arrangement whereby PD and LR would be appointed to jointly hold the Vice-Chair role. This was approved (**ACTION – JC/Clerk**)

Part two: Confidential

Minutes	
19. AOB confidential	
19.1	There was nothing identified at this item.

Meeting Closed: 1.15 pm

Actions from GEMS Trust Board meeting of 08.07.2020

Action 1	Minute 2.1	Complete Register of Interests – Clerk/JC, AH, SHG
Action 2	Minute 3.2	AH induction process underway – JC/Clerk
Action 3	Minute 3.4	Note/record assignment of directors to the committees – JC/Clerk
Action 4	Minute 3.5	Note/record assignment of directors to link roles and follow up with AH – JC/Clerk
Action 5	Minute 4.1	Send out core training module details to AH and SHG and schedule induction meeting with AH - JC
Action 6	Minute 5.1	Circulate updated KCSiE government guidance – JC COMPLETED 9 TH JULY BY JC
Action 7	Minute 6.3	Sign copy of March board minutes and send to JC – Clerk & JM
Action 8	Minute 7.2	Circulate latest risk assessment to the board – JC
Action 9	Minute 8.5	Next parent survey needed, with an IT/Tech focus – JC
Action 10	Minute 10.1	Live lesson protocol required - JC
Action 11	Minute 11.8	Update the board by e-mail of situation on KCS after 12 th July deadline has expired - JC
Action 12	Minute 11.12	E-mail the board with examples of work done by the re-branding/website companies who have quoted for work – COMPLETED 10 th JULY BY JC
Action 13	Minute 12.5	Bring the updated equality and diversity strategy to the next board meeting - JC
Action 14	Minute 18.1	E-mail the board with recent changes to the AFH and GLT response to these – JC COMPLETED 9 TH JULY BY JC
Action 15	Minute 18.2	Note/record appointment of PD and LR and joint VC and e-mail them to confirm – JC & Clerk JC'S CONFIRMATION E-MAIL SENT 9 TH JULY