

Meeting of Board of Directors
With confidential and non-confidential sections
GEMS LEARNING TRUST

Thursday 26th November 2020 at 11am via Zoom

Attendees

Sarah Bellingham	Clerk	Present	Clerk
Jodie Croft	CEO	Present	JC
Carina Cuddington	Chief Financial Officer	Present (for part)	CC
Pari Dhillon	Director and Co-Vice Chair	Present	PD
Rowena Duff	Director	Absent	RD
Silvia Holgado-Gomez	Director	Present	SHG
Alison Huntley	Director	Present	AH
Jason Murphy	Director and Chair	Present	JM
Lara Robson	Director and Co-Vice Chair	Absent	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. JC explained that LR and RD had sent their apologies, and these were approved.
1.2	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.
2. Declaration of interests	
2.1	JC asked for her interest as a parent of a child at TPA to be recorded on the GLT business and pecuniary interests register and the clerk agreed to do that after the meeting. ACTION - CLERK
3. Confirm clerking arrangements	
3.1	JC confirmed that the current clerking arrangements would continue for the next academic year.
4. Review of Trust Board membership, as well as DBS & s128 checks	
4.1	JC confirmed that DBS checks were up to date.

4.2 JC confirmed that she would like to maintain a total number of 9 directors on the board. To achieve that, at least one vacancy needed to be filled as soon as possible. The directors discussed the best method of advertising for new board member candidates and discussed ideas for the content of the communications used for the advert. JC would suggest and circulate wording which explained what the board was looking for and why, to include the potential for parent applicants bringing valuable skills, and the desire to have a board reflective of diverse sections of community. **ACTION - JC**

5. Adopt Code of Conduct

5.1 JC needed to update the Code of Conduct for the current academic year. She would re-circulate it once updated. **ACTION - JC**

6. Appoint Chair & Vice Chair

6.1 Given that two directors were absent today, JC would e-mail the directors after the meeting to ask if anyone would like to put themselves forward for these positions. If there was interest, a vote would be held. If not, the current arrangements would continue. **ACTION - JC**

7. Assign Directors' link roles

7.1 JC and the Clerk would review these areas after the meeting and would e-mail the directors with updated suggestions for areas of specialism. **ACTION – JC & CLERK**

8. Agree schedule of directors' visits

8.1 The Clerk would check with the board directors and committee members after the meeting to establish interest in taking a virtual tour of one or more of the schools. **ACTION - CLERK**

9. Appoint Accounting Officer

9.1 JC was approved for the role by the board members unanimously.

10. Directors' training review and development and induction arrangements for new Directors

10.1 The directors were up to date with mandatory training requirements. JC flagged that they now had access to the training and development resources of the NGA website as well. The clerk would chase the committee members who had not yet completed the mandatory modules. **ACTION – CLERK**

11. Minutes of last full board meeting and matters arising

11.1 The directors had no comments about the minutes of the board meeting dated 8th July 2020, and these were approved. JM would be asked to sign these and return them to the office after the meeting. **ACTION – CLERK & JM**

11.2 It was confirmed that any outstanding actions would be covered at today's meeting.

12. Receive external auditors' report

(CC joined the meeting at 11.23)

- 12.1** JM clarified that this had been reviewed at the Operations committee meeting earlier that day, for which he was the Chair and which he, CC, and the auditors had attended. JM explained key parts of the committee discussion, to include confirming the auditors' independence and identification of two low risk areas for the Trust Board to work on. JC confirmed that in relation to the catering contract for the schools she would like to operate in future on the basis of a set contract length, such as three years, with review period at the contract end date, rather than a rolling contract arrangement with annual contract reviews.

13. Approve annual accounts 2019-2020

- 13.1** CC provided the directors with the headline figures from the document. Overall these were what she had expected, and the balance sheet was very healthy.
- 13.2** CC ran through the carry forward position of each school and of the Trust in turn.
- 13.3** **Q:** Had the Trust and the schools improved in all areas?
A: CC said this was the case, in part due to the Covid-19 related periods of closure in the 2019-2020 academic year. This academic year would look different due to running at full capacity and to increased teacher absence linked with Covid-19 and self-isolation requirements. There were good reserves in place however, and the auditors had reported that the Trust had met the requirements for a going concern.
- 13.4** JC explained that an item which it was not possible to predict in the budget was the cost of supply teachers to cover teacher absences connected with Covid-19. Recently insurers had declared they would not be paying out for this, resulting in a potential cost of £2.5k per absence per teacher. JC had asked the schools to ring-fence some reserves for such costs in case they arose.
- 13.5** **Q:** What is a good reserves amount?
A: JC said that an equivalent of two to three months' payroll costs was an example of what the Trust expects. CC confirmed that in July 2020 the DfE set a reserves expectation of the equivalent of one month's salary costs. This was far lower than the reserves the schools had available to them. DPA was holding a high reserves amount pending the completion of a range of internal and external works. JC had advised it that it needed to have spending plan related to projects benefitting the school to withstand potential scrutiny from the EFSA.
- 13.6** **Q:** Was it the Trust or the school which decided how to spend income and reserves?
A: CC said that government funding could either be restricted for use on specific projects, or unrestricted for use as a Trust saw fit. Government funding for the 2021-22 academic year had already been set, therefore the school was in a secure position until the end of that period. It was the following academic year which was still an unknown. JC added that the Trust was not overstaffed and was still are in a position where it could control growth and appointments.

(DW joined at 11.35am)

- 13.7** **Q:** Please explain how the reserves position is linked to a body's status as a legal entity.
A: The Trust was a single legal entity with one set of financial statements. It could choose whether to hold reserves jointly for itself and the schools it operated, or each school could have its own

reserves to help with decision making and management of staffing and similar items. The GEMS Learning Trust allowed each school to maintain its own reserves.

13.8 Q: Was it the head teacher who decided how to spend the reserves at each school?

A: JC confirmed that spending from reserves of over £50k required full board approval. Anything from 10K-£50k just required Operations Committee approval.

13.9 JC explained that DPA's spending plans for its reserves included break-out areas for smaller groups. TPA was considering installing solar panels to help reduce electricity costs. DW would supply JC with details of how to apply for government funding for carbon neutral items like solar panels. **ACTION – DW & JC**

(AH joined 11.41am)

13.10 There were no further questions, and the annual accounts were approved unanimously by the board.

14. Receive management accounts and budgets

14.1 CC shared her executive summary on the screen and ran through the key figures in relation to the Trust, and to TPA, DPA and WPA. Items covered included income, forecast outturn, surplus, deficit, teachers' pay and pensions, and SEN funding.

14.2 Q: Given the high numbers of SEN pupils, how did the increased funding work?

A: JC confirmed that SEN funding was received per child in relation to the EHCP set for him or her. It often funded 1-2-1 support. CC explained that the school assessed the needs of the children on the roll and budgeted for the required number of teachers and assistants to support those needs. Applications for EHCPs were made as needed and often after staffing decisions had been made. Any funding received in relation to EHCPs would then be applied to SEN costs such as staffing, and there was sometimes a need for additional teaching assistants.

14.3 There were no further questions, and these accounts were confirmed as received.

(CC left the meeting at 11.54am)

15. Receive Operations and GDPR Committee minutes (October 2020) & questions

15.1 There were no comments here and both sets of minutes were approved.

15.2 JC asked for views on the frequency of the GDPR meetings. The directors discussed this and agreed that they should continue once a term, with a wider remit. JC would look at this and circulate her suggestions, for example in relation to communications with the schools relating to operational matters. **ACTION – JC**

15.3 JM invited the directors to contact him if anyone felt that they needed additional GDPR training or updates. JC confirmed that Beth Gorsuch was the Trust's DPO and undertook regular GDPR training.

16. Receive QES Committee Minutes (September 2020) & questions

16.1 JC flagged that September was earlier than normal to have the first QES Committee meetings of the autumn term, because of Covid-19. The data this time was only baseline and did not show progress. Normally at this time the board would only be looking back at the previous year's national data and results, rather than the current year's baseline, and would then look at progress in the January.

16.2 The directors had no comments on either set of QES Committee minutes.

17. Receive Principals' termly updates & DoE Reports

17.1 There were no questions on these reports, and it was confirmed that they had been received.

18. CEO's Report

Standards – TPA, DPA & WPA

18.1 JC ran through key items for each school to include: attendance, her safeguarding checks at each school, gaps analysis and closure, SEN support, Year 6 plans and attainment predictions, and in relation to WPA - the quality of staff, education and learning environment.

Remote/home learning

18.2 Each school was in a strong position to support children in the event of a bubble or the school closing. A policy had been put in place, and information sourced from the DfE and other key support agencies. It was noted that the staff would still have to rely heavily on parental support given the age of the children.

18.3 Q: Had any children needed to stay at home and make use of the remote learning offer so far this term? If so, how had that gone?

A: One or two had been sent home to isolate, and their schoolwork for the relevant period had been available to them on Google Classroom. However, that was a different scenario to a whole bubble being sent home. A teacher could not be expected to provide live or recorded lessons for individual students whilst also teaching his/her class at the school during the school day. JC would ask the head teachers to find out how the remote learning was going for any pupils who had been isolating this term and would report back to the board via the QES committee. **ACTION - JC**

Trust Growth

18.4 JC discussed progress in relation to the pre-opening period for Surbiton Primary Academy (SPA). She highlighted items to include the building design, the appointment of contractors, an application for planning permission, and website design.

18.5 JC explained that the Trust's focus in terms of growth was on WPA and SPA.

Central Services

18.6 Lots of improvements were underway. JC had purchased an education support package for the whole trust. This would provide a wide range of support for all staff, to include counselling services. This went live on 18th November 2020. JC had also been talking to the head teachers about supporting their wellbeing. She had offered them the opportunity to work from home one day per week if circumstances allowed.

18.7 JC asked if any of the directors saw the value in arranging an additional audit in the current academic year, for example covering policies or HR processes. The directors discussed this and decided that an HR audit would be valuable at this time. JC would investigate this and report back.

ACTION - JC

National & Local Developments

18.8 JC was expecting Ofsted to comment in January 2021 about its inspection plans. JC was anticipating that TPA would be inspected in the next academic year, DPA the following year, and WPA the year after that, based on the rule of an inspection in the first term of the third year of opening.

GLT Rebrand

18.9 JC described the recent sessions held with the branding company attended by some of the directors, head teachers and the central Trust team. JC explained the content of those discussions, the frequency of the communications back and forth and the outcome. JC was now able to propose a new Trust name of 'Omnia'. The directors discussed the word's meaning and the values it could represent. The directors all confirmed that they were happy with this name for the Trust.

18.10 JC confirmed that it was intended to use the word and logo for the Trust only at this stage, rather than in the schools' names and signage. This would save on costs, whilst still making use of the new branding on the Trust and school websites and documents produced by them.

18.11 The directors discussed the best way to communicate and consult with staff, parents, and pupils about this proposal. It was agreed that a better option would be to ask people to 'have their say' rather than to take part in a vote. This would allow the Trust more freedom to make the final decision, whilst still allowing those impacted to feel part of the process and informed about progress. It was agreed that communicating after the Christmas break would be more effective in terms of generating feedback. JC acknowledged the importance of involving pupils in the process, potentially via a competition to illustrate the Trust values which the rebrand was designed to promote.

Trust Risk Register

18.12 The Trust Risk Register had been updated since the last meeting, mainly with Covid-19 risks. JC confirmed that she was monitoring this continuously.

19. Governance re-structure issues, committee membership review and proposed QES meeting protocol

19.1 JM and JC discussed the issues and complaints set out in JC's confidential document entitled 'Governance issues related to QES meetings 22 & 24 September 2020'. It was assumed that everyone had read this document, to include the proposed QES meetings protocol at the end of it. JC explained that so far, she had acted in consultation with JM, LR and PD, always within the confines of the complaints policy requirements. The complainants had been told that the next step was for the matter to be discussed at the next Trust board meeting. This was the reason for JC proposing her list of next steps within the document and the suggested meeting protocol.

- 19.2** The directors agreed that it was important for the protocol to be clear about the rules applying to the removal of any director (trustee) and/or governor. JM flagged that the Trust's Articles of Association at articles 118 and 119 dealt with the process for removing a trustee.
- 19.3** The directors linked this discussion with the one they had already had earlier in the meeting (see Minute 4), about a parent's role as a governor or director and the importance of clarity about expectations in post, and clarity about the number of parents permitted for appointment in these roles. It was confirmed that on each of the two QES Committees, a maximum of two parents would be appointed as a governor, one from each of the two schools the committee represented. JC explained that because SPA had not yet opened, a decision needed to be made about how to fill the parent governor position which would in due course be allocated to SPA. It was discussed and agreed that an interim appointment would be made by the board, to end at such time as an elected SPA parent governor was produced. It was also suggested that the parent governors on each QES Committee be required to attend their school's parent forum meetings to provide a link between the school and the Trust.
- 19.4** In summary, it was agreed that actions for JC were to enhance the committee meetings protocol and recirculate to everyone for approval. **ACTION - JC**

(DW left the meeting at 12.53)

20. GLT Equality Strategy and discussion of Staff Diversity and Inclusion Survey & Governance Survey results

- 20.1** JM asked if anyone had questions on the GLT Equality Strategy and none were raised.
- 20.2** JC explained how the Staff Diversity and Inclusion Survey had been put together with PD's help. There had been 63 responses and the main issues to come out of these included a lack of visible representation of the diversity within the community, and that career and promotion opportunities within the Trust were not transparent enough. The results had been discussed with the head teachers.
- 20.3** On the first point, JC was already developing a strategy to discuss with the board in due course. In relation to the second point, a strategy had been approved by the head teachers whereby any vacant position with a salary attached would be advertised internally first, with all staff applicants given feedback if their application had been unsuccessful.
- 20.4** In future JC would communicate more clearly that staff members were free to come to talk to her or the head teachers about any concerns, at any time. JC would respond to staff following the survey results to explain the actions planned in response and to give individuals the opportunity to respond further. This would be an annual process.
- 20.5** The directors confirmed that had no comments to make about the governance survey. JM and JC explained the intention to offer more training to directors and governors in the following year. This might include training on multi-academy trust governance as well as performance self-evaluation.

21. Review Admissions, SEND, Safeguarding, & Equality policies

- 21.1** JC mentioned an item in the draft updated Admissions policy which concerned the number of places being offered as that related to teacher appointments and costs. JC was happy to take any

comments at or after the meeting and would bring the finalised policy back to the board for approval. **ACTION – JC**

- 21.2** The Trust’s HR company had checked the other policies, but JC would be happy to take the directors comments on these. The directors confirmed that the SEND, Safeguarding and Equality Policies were approved.

Meeting Closed: 1.05pm

Actions from GEMS Trust Board meeting of 26.11.2020

Action 1	Minute 2.1	Clerk to update the business interests register with JC’s item [Done 03.12.2020].
Action 2	Minute 4.2	JC to draft and circulate wording for the board vacancy advertisement.
Action 3	Minute 5.1	JC to update and circulate the Code of Conduct
Action 4	Minute 6.1	JC to e-mail directors about interest in position of Chair and Vice Chair
Action 5	Minute 7.1	JC and Clerk to review link role areas and allocations and e-mail directors to confirm
Action 6	Minute 8.1	Clerk to e-mail directors to find out if anyone would like to take a virtual tour of WPA, TPA and/or DPA.
Action 7	Minute 10.1	Clerk to chase the committee governors about completion of mandatory training modules [Done 30.11.2020].
Action 8	Minute 11.1	Clerk to arrange with JM for his signature of the 8 th July 2020 minutes and return to the office [Clerk actioned on 03.12.2020].
Action 9	Minute 13.9	DW to provide JC with carbon neutral funding application details and JC to review.
Action 10	Minute 15.2	JC to propose and circulate a wider GDPR remit for termly meetings.
Action 11	Minute 18.3	JC to report to board via the QES Committees on head teacher feedback about schools’ remote learning offer to pupils.
Action 12	Minute 18.7	JC would research the value of an HR audit for the Trust and would report back to the board.
Action 13	Minute 19.5	JC to add to the QES Committee protocol and circulate for board approval.
Action 14	Minute 21.1	Bring updated finalised Admissions Policy to the next board meeting for approval.
Action 15	Minute 24.1	JM and JC to finalise JC’s performance review and report back to the board.