

Minutes of the Annual General Meeting of GEMS LEARNING TRUST (08346116)
Monday 7th December 2020 at 11am

Attendees

Sarah Bellingham	Clerk
Jodie Croft (JC)	Director
Barbara Harrison (BH)	Member
Paulina McGroarty (PM)	Member
Jason Murphy (JM)	Director & Chair
Rebecca Plaskitt (RP)	Member
Naimi Shah (NS)	From GEMS, on behalf of JV
Rony Valeny (RV)	Member
Jay Varkey (JV)	Member

Those absent shown above in bold

Part One: Non- Confidential

Minutes
<p>1. Welcome, Introductions and apologies for absence</p> <p>1.1 JM welcomed everyone to the meeting. The meeting was declared quorate (<i>minimum of two members required by Article 23 of the GEMS Learning Trust Articles of Association 2016</i>).</p> <p>1.2 The Clerk had circulated all the documents referred to in the meeting to the attendees in advance via e-mail. It was assumed that all of these documents had been read in advance of the meeting.</p>
<p>2. Declarations of Interest</p> <p>2.1 There were no declarations of interest in relation to the agenda items.</p>
<p>3. Previous minutes of 10.12.2019 and matters arising</p> <p>3.1 It was agreed by all that these had been completed.</p> <p>3.2 Q: <u>Was JM the Chair of the Trust Board as well as the Chair of the AGM and if so, was this the best way to maintain the link between the Members and the Trust Board?</u> A: This was discussed, and it was confirmed that it was.</p> <p>3.3 Q: <u>Please provide an update about the appointment cycle for the Trust's auditors.</u> A: This item would be on the agenda today.</p> <p>3.4 The minutes of the previous year's AGM were approved. ACTION - CLERK</p>

4. CEO's Report to the Trust Board - November 2020

Major events in the year and future plans for the Trust

Covid-19 measures and catch up

4.1 JC discussed this section of her report and included mention of the schools' progress against targets at the spring 2020 data drop before lock-down, the partial closure of the schools during lock down, the development of a remote learning offer for pupils, and aspects of the full reopening of the schools to pupils from September 2020 to include gap analysis and SEN pupil progress.

4.2 **Q:** Had parents been supportive?

A: Yes, on the whole.

4.3 **Q:** Had the Trust been able to put in a request for funds for the summer term?

A: The Trust had not been eligible for any special funding beyond the general catch-up funding because of the extent of the Trust's reserves.

4.4 **Q:** Were there many families of pupils at Didcot Primary Academy (DPA) with whom communication had been difficult because of a lack of equipment or access to technology?

A: There had been many physical visits to families' homes to take a box of learning materials, and staff had made lots of phone calls home, many more for vulnerable pupils. Some families only had one device in the home, and so where possible the school lent devices to be used at home. The Trust has more devices in reserve in case they are needed. The Trust was also investing in Chrome Books for the older pupils to aid the home and school learning transition.

Governance restructure

4.5 JC was looking closely at enhancing communications between the committees and the schools and was also looking at how the Trust could improve the quality of experience for staff members.

Wantage opening and works at Didcot

4.6 JC explained that Wantage Primary Academy (WPA) had opened in the third week of September 2020. She discussed items in her report to include progress of the building work pre-opening, pupil numbers and the mix of pupils' academic abilities. JC also updated Members on the progress of the works being carried out at DPA.

Surbiton pre-opening

4.7 Client engagement meetings were planned for after Christmas and everything was going well. JC was hopeful for the school opening on schedule. The major pre-opening phase was the 2021-22 academic year. The focus of the current year was on consultation, planning permission and various early stage works.

Diversity and inclusion strategy, anti-racist curriculum & staff well-being

4.8 JC was looking closely at the quality of the curriculum and at staffing needs. A new equality strategy was being introduced. JC had introduced a staff support service, which included a counselling offer, that would be free to recipients.

Succession planning

4.9 JC was looking closely at the structure of the executive team given the growth of the Trust and was taking steps to plan for potential personnel changes in the future.

Directors Appointments/Resignations in last 12 months

4.10 JC referred to the appointments and resignations listed in her report.

Auditors Appointment for 20/21 - Carter and Coley

4.11 The Trust ran a tender over the summer for a firm of external auditors. Three submissions were received. JC had chosen Carter & Coley based on value for money combined with quality. They would start in January 2021. UHY would continue as the internal auditors.

5. Financial update

Receive Auditors Report to the GEMS Trust Board 19/20

5.1 JM referred to UHY's auditor's report and summarised its content. He clarified that the Trust had been deemed a going concern and that only two low risk areas for improvement had been identified. These concerned the tender process for the schools' caterers and the process of appointing a legal firm for a low-value piece of advice. JM and JC had noted auditor's comments and were preparing a management response.

5.2 The members discussed the potential costs to school of resourcing supply staff to cover teachers' absence caused by Covid-19 self-isolation requirements, given that these were not covered by the insurers. JC had asked the schools to ring-fence an amount of their surplus for this purpose.

Members to receive and adopt the Accounts ending August 2020

5.3 JC summarised the accountants' view that the schools had a healthy surplus position and that the Trust would be a going concern for another year at least. The schools had each done better financially than anticipated.

5.4 **Q:** Had there been any clear cost savings on account of Covid?

A: JC said not. Minor savings had been seen in the catering provision, and additional income from new streams had been noticeable.

5.5 **Q:** Please confirm if the governance costs figure of £505k on page 50 was correct, given that it had been £37k the previous year.

A: JC would find out and report back. **ACTION – JC [Completed – see action list]**

5.6 The members discussed the value of the monthly management accounts process as a consolidation tool to track school budgets and spending. JC explained that it could take up to three weeks after month end

to get the confirmed figures from the accountant, even though the schools' head teachers and office managers were working efficiently to pull the required information together. The Trust now had a better relationship with its firm of accountants and JC would be introducing termly business meetings between the Trust and the school office managers to discuss Trust-wide processes such as finance, HR and payroll. The members agreed that it would be helpful to have the management accounts finalised sooner after month-end, and JC agreed to find out the reason for the accountants' delay. It was agreed that it would be important for JC to establish if this was due to difficulties reconciling figures, or a lack of bandwidth. The latter would be reassuring and easier to rectify. **ACTION - JC**

5.7 It was formally acknowledged that the accounts were received and adopted, subject to the clarification of the above governance costs item.

6. Corporate Secretarial matters

Member Appointment/Resignations in last 12 months

6.1 The members acknowledged these after the details were summarised by JC.

Next AGM or GM

6.2 It was agreed that the date of the following year's AGM would be agreed nearer the time.

7. GEMS Withdrawal and Exit Strategy

7.1 JC updated the Members about the reason for the Trust's withdrawal from the GEMS Education brand and its need to develop a new brand of its own. She highlighted key aspects of the process to include the appointment of a branding company to help establish a Trust name and define values, the planned changes to Trust and school websites and logos, and the decision not to replace (and to update where possible instead) the main school signage on account of cost savings.

7.2 JC asked NS to help facilitate an agreement between the Trust and GEMS Education on items to include the timing of the exit, the wording of communications about it from each side and the strategy of sharing information to the public and to the schools. JC also needed to agree the timing of JV's resignation as a Member, ideally within the following 6 months. JC flagged to NS that she was hoping to share information with parents before Christmas. NS would discuss with JV and set up a call with JC to discuss this. **ACTION – NS & JC**

7.3 **Q:** Had the necessary legal checks been carried out on the proposed Trust name of Omnia?
A: JC confirmed that these had been done.

7.4 **Q:** Had JC arranged formal office space for Trust work?
A: Office space was now being re-shaped at TPA.

7.5 **Q:** Had JC worked out how much work and resource was needed for administration related with the re-branding?
A: JC was meeting soon with the Trust Business Manager about support needed for items such as policy and document reviews. Work would begin once the Trust values had been formally agreed.

7.6 **Q:** What were the upsides and downsides of the re-branding?

A: A downside was the loss of the strong reputational association with the name 'GEMS', but a key upside was the opportunity to consolidate and promote the Trust's unique strengths over the longer term.

7.7 Q: Would the communications to key stakeholders about the re-brand sell a 'local school' approach rather than the Trust connection?

A: JC said not. She would be promoting the Trust connection strongly in all respects, with the only exception being the sign outside the school gates. These signs would possibly be renamed in time when more funds were available.

7.8 Q: Would each school website have a page or content about the Trust with the new name and values?

A: JC confirmed that the governance section on each school website would reflect that.

7.9 Q: What would be the estimated cost to the Trust of implementing the re-brand, excluding signage?

A: JC predicted a cost of £12k for website and logo work for the schools and Trust, in addition to an estimated £6k for e-mail changes, and a small amount for the extra administrative support. This would total approximately £20k. The members agreed that this was significant.

8. AOB

8.1 The Members passed on their thanks to JC and her colleagues at the Trust and at the schools for their hard work throughout the year and the remarkable achievements made. The members also enjoyed JC's regular bulletins and asked for these to continue.

Meeting Closed: 12.08pm

Actions from GEMS Learning Trust AGM of 07.12.2020:

Action 1	Minute 2.5	Clerk to arrange for signing and filing of approved AGM minutes of 2019
Action 2	Minute 5.5	JC to check accuracy of governance costs figure in the 2020 Accounts and report back to the Members [DONE – 10.12.2020 - Auditors confirmed it was an adjustment error, the figure is actually £44k]
Action 3	Minute 5.6	JC to investigate the reason for the accounting delay in finalising month-end management accounting figures
Action 4	Minute 7.2	JC & NS to speak before Christmas to agree timing, comms and strategy around the GEMS Education withdrawal and Trust re-brand