

**MINUTES**  
**of the Full Board meeting of the Trustees of Osprey Learning Trust**  
**held on Tuesday 14 December 2021 at 10 am via MS Teams**

<b>Present:</b>		
<b>Name</b>	<b>Title/Role</b>	<b>Initials</b>
Scott Deeming (part meeting)	COO	SD
Babette Fuller	Trustee/Member of Performance Committee	BF
Pat Henchie	Foundation Trustee and Link for Ethos/Member of Policy Review Group/Member of Vulnerable Children Committee	PH
Jackie Jackson	Safeguarding Trustee/Chair of Vulnerable Children Committee	JJ
Steve Jackson (part meeting)	Trustee/Member of Finance, Audit & Risk Committee	
Katy Quinn	CEO	KQ
Jon Newman	CFO	JN
Tony Smith	Chair of Trust Board	TS
Sam Trevorrow	Trustee	ST
Gaby Willis	Clerk	GW
<b>Apologies:</b>		
Paul Lilley	Vice Chair of Trust Board/Chair of Finance, Audit & Risk Committee	PL
Katie York	Trustee/Member of Policy Review Group/Chair of Performance Committee	KY
<b>Absent:</b>		

Key to acronyms:

DSL	Designated Safeguarding Lead	KK	Kenn CofE Primary and Kenton Primary
DCC	Devon County Council	PAN	Pupil Admission Number
FAR	Finance, Audit & Risk Committee	SCR	Single Central Record (for safeguarding)
LGB	Local Governing Body	TCS ER	Teignmouth Community School (secondary)
FTE	Fixed Term Exclusion (now called suspension)	TCS ML	Teignmouth Community School (primary)

<b>Item</b>	<b>Content</b>	
	The meeting opened at 10 am and TS welcomed everyone. It was noted that SJ needs to leave the meeting at 10.50 am and the order of agenda items would be adjusted accordingly.	
21/2/1.1	<b>Apologies:</b> KY, PL.	
21/2/1.2	<b>Declarations of Interest:</b> None declared.	
21/2/1.3	<b>Notification of resignation of a Trustee – Chantelle Mashiter:</b> Thanks were given to CM for her work on the Board and Trustees were advised that, having been Member appointed, her resignation has been accepted by the Members. <b>Action: GW to complete process of removal from website, GIAS and Companies House.</b>	<b>GW</b>
21/2/1.4	<b>Remove Chantelle Mashiter as a Director of OES Limited:</b> KQ thanked ST for the information he had emailed to GW this week. A lot of work has been done across the Trust separating lines of accountability and some required work has now been highlighted for OES. GW and KQ are meeting Browne Jacobson (Trust solicitors) after Christmas so today's proposal is to remove CM as a Director of OES Limited and hold on a new appointment until after Christmas. KQ proposed. TS seconded. <b>Unanimously AGREED.</b>	
21/2/1.5	<b>Appoint a new Director of OES Limited:</b> Carried over pending discussion with Browne Jacobson in January. <b>Action: GW to ensure the next Full Board agenda contains an update on this.</b>	<b>GW</b>
21/2/1.6	<b>Approval of Revised Terms of Reference for Vulnerable Children Committee:</b> These TOR have received a slight amendment looking at compliance across the schools; adding in reference to the Trust DSL; and looking at signposting to the Trust Child Protection and Safeguarding Policy for school policies. Quoracy has been amended to 2 Trustees rather than 3 in line with the other Trust committees. It was noted that the VC Committee meets later than the FAR and Performance Committees hence these TOR being reviewed now for this year. <b>Unanimously AGREED.</b>	
21/2/2.1	<b>Matters Arising from meeting held on 12 October 2021:</b> Ofsted training planned for December has been moved to January to enable it to be held in person rather than remotely which is considered	

Item	Content	
	<p>more beneficial. GW is researching more Trustee-specific training and it was noted in the recent skills audit that the NGA training portal came back as a positive. GW has arranged bespoke safeguarding training for January for the Vulnerable Children Committee, and link local governors. JJ gave thanks to KQ for so quickly addressing the points raised in the recent meeting.</p>	
21/2/2.2	<p><b>Accept Minutes of the Previous Meeting as a True and Accurate Record:</b> Unanimously <b>ACCEPTED.</b></p>	
21/2/3.1	<p><b>CEO Report:</b> Provided on the portal ahead of the meeting and questions were requested in advance. KQ on behalf of the Board thanked school leaders for the work they have done in this difficult year which has seen more Covid related staff absence and children absence this year. A new contingency framework for schools was launched this week so schools are preparing to check remote learning platforms are in place to move to this if and when necessary. National picture around Omicron variant and isolation criteria will have an impact on staffing and this will be the tipping point for opening or closing schools. Work has been done by KQ and JN on issuing consistency to school leaders and sent to Heads this week with a view to putting this in place in January. The Trust have managed to keep all schools open; some bubbles moved to remote learning and it is a testament to schools and leaders keeping them open and all the hard work all staff have done. School leaders have made sensible decisions to allow as many of the Christmas activities as possible to happen for the children but via video etc rather than in person for parents/carers. Attendance figure is one to watch but that is the national trend at the moment. Questions invited.</p> <p><b>Q: The Section 106 for Cockwood is time limited and the deadline is approaching - do we think this is a problem?</b></p> <p>KQ invited SD to join the meeting as he has been working on this with Cockwood. <i>SD joined the meeting.</i> SD confirmed there is £164k available from DCC. The deadline is March 2022 but there is a query on when payment was received by Devon so this could be extended within 18 months. As long as a project is agreed by a point in March there will be time to put the works into place. The Trust is currently working with 2 providers to draw up plans (MPS and TFQ), and both have different solutions. DCC emails say they are happy for the scheme to be used for the existing school rather than a complete redevelopment of the site which was looked at previously, and there is no caveat now to increase PAN. Cockwood has already taken extra children from the developments in Dawlish and they are choosing Cockwood. It can't increase any further but reconfiguring is an option to make the school more fit for purpose so the news is all positive. Plans will go to DCC for approval when drawn up. Surveyors are on site next week carrying out a full land and building survey to consider the options which will be shared with the Board at that point.</p> <p>KQ confirmed the Chair of the LGB is also involved in this. The aim is to enhance the school to make it more user friendly and flow better with more capacity for things such as small reading areas to improve the experience for children.</p> <p><b>Q: Stats for ER and ML in terms of FTE (now called suspension). Interesting almost as many girls as boys. ML incidents are concerning.</b></p> <p>KQ advised this was discussed at the VC committee and KQ went back to the Headteacher and looked at the physical category of behaviour incidents. The feeling was it is children getting to know one another again in a much larger key stage bubble and setting boundaries about what is acceptable.</p> <p><b>Q: What are they doing to model better behaviour?</b></p> <p>KQ stated there is a big push on reward structure with a collective school total to encourage the children to work together for benefit of everyone. Rights Respecting Schools is also happening.</p> <p><b>Q: Is this an alarming increase?</b></p> <p>KQ replied it is a continuation.</p> <p>TS remarked that the recent Board skills audit was very encouraging with positive comments around the induction process and e-learning platform set up by the Trust Governance Officer. Mentoring and coaching will be looked at and Ofsted training will be held in early January with the slides having been circulated already.</p>	
21/2/5.1	<p><b>FAR Committee:</b> SJ reported that the FAR committee received a presentation from Sharon Austen of Francis Clark on the Report and Accounts and Audit Completion Report for 2020-2021. The general remark was that it was a positive audit and auditors commented on the amount of effort and work over the last year done by the Trust that have improved the quality of financial records. Nothing was flagged of specific concern. There are a few minor issues which are seen as improvement rather</p>	

Item	Content	
	<p>than correction such as some trial balance work which is already being done, and OES loss making which was discussed. Overall a good audit and solid set of accounts. Reserves policy was discussed and it was agreed to set this now at 8% of GAG which JN confirmed was about £600k and very close to monthly payroll.</p> <p><b>Q: Are you content with that?</b> JN responded yes. SJ continued that pay progression recommendations were confirmed in line with budget and approved. Some discussion took place around lettings with reviews of the costs being requested by some historic users, and a fair and consistent approach was taken across each of those. Costs have gone up to these groups but in line with the Lettings Policy. Work has been done around making the management accounts easy to understand and it was suggested this continue going forward. Financially in period the Trust is in a good place.</p> <p>Risk management was discussed and attention was drawn to a GDPR breach with Google Classroom which has been addressed and cleared; and a subsequent suggestion of action in place around cyber testing which will be ongoing. There has been flooding at Kenton and the Arts Centre at TCS ER and loss adjustors have been instructed. JN updated the committee on the Pay Policy and confirmed no changes to the previous document presented in September.</p> <p><b>Q: With regard to possible SIMS changes; a clause was put in about information sharing so the Trust would be advised look at agreements made when schools converted.</b> KQ advised the proposal is to move the actual information system not the provider. The Trust would be staying with Scomis which is the contractual part; the actual management system is the proposed change. Following market research and attendance at demonstrations, the front runner at the moment is Arbor. Lots of academy Trusts around the country are moving away from SIMS. Arbor can provide reports from a Trust perspective and is much more time efficient also with HR and absence recording at a touch of a button.</p> <p><b>Q: Now we are in funds can we earmark some of the reserves for the replacement of the astro pitch?</b> JN responded if that is deemed as the highest priority then yes. Figures for this year for the astro are looking good. Having started the year hoping OES would break even, the indications now are that there will be a surplus and the logical place would be investment in the astro. TS asked the FAR Committee to look at this for the next meeting, taking income into account. <b>Action: GW to add this to next FAR Agenda for 1 February 2022.</b></p>	<b>GW</b>
21/2/5.1	<p><b>Performance and Pay Review process for this year:</b> SJ confirmed that the FAR Committee reviewed anonymised pay progression recommendations provided by each school following their appraisal process and meetings of each LGB's Pay and Performance Committee. The Executive Team recommendations following appraisals were also reviewed and KQ had left the room when appropriate. All recommendations for pay progression were approved and in line with what was budgeted.</p>	
21/2/4.1	<p><b>Report and Accounts:</b> KQ drew attention to the Audit Completion Report which had no red alerts this year and some ambers which are being worked on.. JN summarised the report and reiterated SJ's comment from the meeting that it is an improvement on the prior year and a testament to the work of the team. Financial highlight on page 38 shows the summary of funds with an increase from last year's figure of £150k to now in excess of £700k. Comfortable reserve for the primaries and ER has gone from deficit to a positive position. SJ stated the FAR Committee were aware of the balance of keeping funds in the account vs need for investment. TS proposed the Board approve the Report and Accounts and Audit Completion Report for 2020-2021. SJ seconded. <b>Unanimously APPROVED.</b> <b>Action: For signature and delivery to Francis Clark.</b> <b>Meeting moved to Part II.</b></p>	<b>KQ/TS/JN</b>
21/2/11.1	Part II	
21/2/11.2	Part II	
21/2/5.2	<p><b>Vulnerable Children Committee:</b> PH and JJ visited KK and Cockwood and TCS ER and their reports were presented in advance of the meeting. Key points to note were the new link at Cockwood being trained by outgoing one who is kindly staying on for a handover. Happy with processes here. Focus different at ER and met with new DSL and Deputy, Safeguarding link governor and Chair of LGB but unfortunately weren't able to meet the Headteacher's PA. The picture at ER is more positive than last time. Use of the SCR was demonstrated and good systems are in place for children to report concerns. Support has been given from the Trust in terms of a cycle of business for LGB and the VC Committee, and thanks were given to KQ for this. Concern was voiced about the depth and</p>	

Item	Content	
	<p>number of needs for students and it is felt more support is needed pastorally which KQ is addressing. Ongoing issues with social services were noted and KQ has given JJ the name of the new social services lead for Devon to make contact and address concerns. <i>SJ left the meeting.</i></p> <p>KQ advised that from January the Trust has access to an employee assistance programme which is being launched on inset day. This gives all staff access to confidential counselling services and some will be tailored towards the DSLs as an avenue to share feelings, etc about what they are dealing with. Social services gaps are a national problem and schools are having to pick this up. It is felt the new lead for Devon is committed to this but it is a huge task. The importance of the correct timeline of events in the wider picture when approaching social services for decisions was highlighted.</p> <p>KQ confirmed that Teignmouth and Dawlish have an Education Welfare Officer but that department have moved more into the role of prosecuting for non-attendance. <b>Action: KQ to provide name of this person to JJ.</b></p> <p>JJ commented that the discussion at ER was more incident based at that meeting and behaviour is another focus following the recent Ted Wragg review and report that has been carried out. KQ warned if the school is proposing a new behaviour system more robust and fit for purpose with clearer guidelines, it is to be expected there will be a spike in behaviour and suspensions as it is about setting a new tone and objective.</p> <p><b>Q: Will there be monitoring of the tutor sessions?</b> KQ responded that a review of tutor time will be carried out by an external party on 12 January and will also pick up on bullying feedback. The Ted Wragg re-review is already in place for 18 February.</p> <p><b>Q: Online safety happens at home as much as at school. How far is our responsibility there and how do we know what happens at home?</b> KQ stated our role is as educators and it is within our online safety ICT curriculum to educate about what is acceptable and not online. Parents have the responsibility at home. We have responsibility to hold parent sessions and also, linked to the GDPR breach that was discussed in FAR, a review will be carried out in the new year by the internal auditors, Thompson Jenner, for cyber security and safety. This will include work on the curriculum and whether it is fit for purpose.</p> <p><b>Q: Will that include things such as sexting?</b> KQ advised in the new Behaviour Policy phones have to be put away - enforcement of the policy by the school is key here.</p>	
21/2/6.1	<p><b>Risk Register – Trust:</b> KQ highlighted three changes that were discussed at the Members’ meeting and FAR Committee. Safeguarding grading has been amended to reflect some of the concerns flagged at VC Committee and acknowledge awareness, with specific text around TCS ER. Second change is around GDPR cyber security and ICT operations which have increased due to Google Classrooms interfacing with parent phones with a Google account and a setting that didn’t work. Thompson Jenner are going to do some testing around this. Third change is Estates which has been escalated following the Kenton flood with a particular risk there. These will be reviewed at the FAR Committee.</p> <p><b>Q: Can you clarify “Trust team to undertake environment survey for flood prevention at Kenton”?</b> KQ replied that SD has been on site and is working with the local authority, DfE and Environment Agency. There were more than 4 houses and a public building flooded which triggered a particular survey.</p> <p><b>Action: Trustees to be kept advised of progress on this.</b></p>	KQ/SD
21/2/7.1	<p><b>Schools/LGBs:</b> TCS has recommended appointment for 2 staff governors: Luke Marchant for ML and Kamel Benchouiha for ER following a robust process which was overseen by GW. Redacted application forms have been circulated via the portal. Unanimously <b>AGREED</b>. KQ advised Trustees that the Chair of the LGB has confirmed care will be taken to assign the staff governors to committees not conflicting with their day jobs.</p>	
21/2/7.2	<p><b>Kenn and Kenton:</b> Jan Caig has resigned as a Local Governor and Chair following long service. Unanimously <b>ACCEPTED</b>. TS to pass on thanks to Jan at the Chairs’ Group meeting later today.</p>	
21/2/8.1	<p><b>Covid Risk Assessments:</b> KQ confirmed that responsibility for these are with the Trust but the LGBs monitor the implementation for the individual schools. A standard sheet is completed for each visit and checks made that the risk assessment statements are actually happening in school.</p> <p>KQ alerted Trustees that things may look very different in January and there may be a need to put documents on the Trust portal in early January for review and approval. The Chairs of LGBs will also</p>	

Item	Content	
	<p>be advised of this. The contingency framework can't be done until after Christmas in case of any post-Christmas government announcement. Inset day is 4 January with students returning on 5 January.</p> <p><b>Q: In the review when LGBs go in, do they have a check on the wellbeing and safety of staff?</b></p> <p>KQ confirmed that governors always talk to staff and that is commented on, whilst maintaining careful contact distancing. All schools are using Devon RA100 forms and there is a section in there about wellbeing which ties into the employee assistance system being launched Trust wide in January. All staff will be given a phone number for self-referral rather than going through a line manager.</p>	
21/2/9.1	<p><b>Policies and Procedures: Capability</b> – JN stated this is largely unchanged. Advice came from Devon re accessibility. Language has been updated and clarity is required on page 4, point 4.1 that where concerns relate to the Headteacher, the Chair of Trustees will manage the matter. This could be done directly or delegated so it is suggested this be changed to also include concerns about the CEO and Executive Team. Section 4 in entirety needs to be re-worded and it was agreed this be done today and circulated to Trustees via the portal to have remote sign off.</p> <p><b>Action: GW to upload to portal for electronic approval – Trustees to approve/adopt by Thursday to allow for upload to the website before Christmas break.</b></p>	GW/All
21/2/9.2-9.6	<p><b>Policies and Procedures: Data Protection/Subject Access Request/Subject Access Request Form/Record Management/Privacy Notices for Applicants; Covid-19 Testing; Pupils and Parents; Trustees and Governors; Visitors; and Workforce:</b> <i>SD joined the meeting</i> and advised that all GDPR policies have been reviewed with not much change to information contained within. Some are looking at separation such as the role of DPO. A new DPO email address has been set up which is shared among SD, KQ and GW to ensure it can be accessed by another member of the team if the DPO is not available for any reason so that nothing is missed. Some changes have been made with Brexit regarding European data storage and ensuring the policy is fit for purpose around data retention/records management. Appendix added for people as to how long data is kept, etc. Questions invited. None received. KQ confirmed there is a page on the Trust website for GDPR. All unanimously <b>ADOPTED</b>.</p> <p><b>Action: GW to replace old versions with new on the Trust website and advise school Heads and administrators.</b></p>	GW
21/2/10.1	<p><b>Training and Visits:</b> TS has visited all Trust schools since the last Full Board meeting and met the Heads, noting the primaries are very impressive.</p> <p>BF met with GW and has started her Trustee induction process by going through the NGA online package and attending the Babcock Induction for New Trustees. BF commented that she felt a useful exercise was determining where levels of responsibility and accountability lay, backed up by the Trust induction booklet. BF stated the induction booklet and glossary section are very good; and she will be contacting the Headteacher to visit Cockwood as their link Trustee. KY has kindly agreed to be a mentor for BF and a meeting or phone conversation is to be arranged when possible, Covid guidelines permitting. When asked if there are any gaps as a new Trustee, BF felt the timing of the induction pack being received during the summer when the Trust office was closed was unfortunate, due to her appointment being made at the last Full Board of the year, as there were questions that would have been useful to ask at the time; but was more comfortable now after meeting with GW.</p> <p>Safer recruitment training was attended by TS, PH and JJ.</p> <p><b>Action: GW to send certificates to PH and JJ.</b></p> <p>SD will attend the bespoke safeguarding training as Trust DSL.</p> <p><b>Action: Trustees to please let GW know of any training they are interested in.</b></p>	GW All
	<p>TS confirmed the date of next meeting 15 February 2022 which will hopefully be in person. Wishing everyone a happy Christmas, the meeting closed at 11.23 am.</p>	