

MINUTES
of the Extraordinary General Meeting of the Directors of Osprey Learning Trust
held on Tuesday 12 January 2020 at 9.30 am
via MS Teams online due to COVID-19 social distancing restrictions.

Present:		
Name	Title/Role	Initials
Jan Caig	Trustee/Chair of Governors, Kenn and Kenton Federation	JC
Scott Deeming	COO/Company Secretary	SD
Pat Henchie	Foundation Trustee/Member of Policy Review Group	PH
Jackie Jackson	Trustee	JJ
Katy Quinn	CEO	KQ
Paul Lilley	Trustee/Member of Finance, Audit & Risk Committee	PL
Chantelle Mashiter	Trustee/Chair of Finance, Audit & Risk Committee	CM
Jon Newman (part meeting)	CFO	JN
Tony Smith	Trustee	TS
Nick Tallamy	Chair of Trustees	NT
Katie York	Trustee/Member of Policy Review Group/Member of Progress Group	KY
Sam Trevorrow	Trustee	ST
Gaby Willis	Clerk	GW
Apologies:		
None received		
Absent:		
None		

NT opened the meeting at 9.30 am and thanked everyone for attending and wished everyone a Happy New Year.	
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Item	Content	Action
E2/1.1	Apologies: None received. CM absent at this time.	
E2/1.2	Declarations of Interest: None. Reminder to all of confidentiality and to be aware that you can't be overheard or seen on the screen from where you are.	
E2/2.1	<p>Governance Review and Action Plan: NT stated this was completed by Bishop Fleming and put on the portal for all to read through, together with the action plan created by KQ. It takes main items from the report and identifies actions as a Trust and for the TCS LGB. NT thanked KQ for the action plan and for RAGing the different points (the RAGing is open for discussion if Trustees feel any items should be assigned a different colour). Noted very few reds and some will be removed today and another at the next Trust meeting in February. Other 3 are for actions by the TCS Chair of Governors and Trust support will be needed for that, together with JC and NT as Chairs of LGBs.</p> <p>NT commented that he thought the report was very fair, and the Trust Board had identified many areas that had been picked up and had thoughts about resolution of those within themselves. Action plan actions can easily be remedied in good time and hopefully next year won't require such an in-depth report. Questions and comments invited. None received.</p> <p>KQ felt the review was a useful reflective experience which was fed back to the lead reviewer. Shows how far we have come as an organisation, Trust board and central</p>	

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	<p>team and gives a clear road map of what is now needed as a Trust board and to support TCS, particularly ER, in their governance. Compliance items around the Trust will be ticked off but important thing going forward is how to support TCS governing body to be effective. RAG is not set in stone and happy to amend. Intend action plan to be a live document report back to board from CEO and other things added and removed for Trust team to work through.</p> <p>Q: Question on report – page 23 “as a result of trust policies being followed”. Is that being followed or not being followed?</p> <p>KQ confirmed that is “not being followed”. Within the executive summary the wording was around difficulties of Trust policies not being followed.</p> <p>Action: KQ to have this typo amended.</p> <p>CM joined the meeting.</p> <p>NT updated CM on meeting discussion so far. Invited CM to make any comments on the report or action plan. No further comments or questions.</p>	KQ
E2/3.1	<p>Establish formal committee structure with terms of reference: NT explained that KQ identified some committees. This should normally be done at the beginning of the school year but the situation dictated it be postponed until January. The governance review report identified the need to fulfil committees and particular trustee links in certain areas. Need to look at committee structure proposed, approve and implement.</p> <p>FAR – already in place with TOR agreed at a previous meeting – no action required at this meeting.</p> <p>Vulnerable Children – new from Trustee point of view.</p> <p>Progress - identified at a previous meeting.</p> <p>Chairs - Chairs of LGBs, Chair of Trustees and CEO.</p> <p>KQ gave some context for new Trustees that FAR, Vulnerable Children and Progress about school performance, for the Trust team are the 3 risk areas. It is right that those are committees of the board and recognised as such. FAR is already operating. Progress is in infancy but have met and meetings are in the calendar and growing. JJ and KQ have already spoken about data for safeguarding and vulnerable children and that is in the pipeline for forming. This is the housekeeping meeting Trustees were unable to do in September as wanted to wait for the governance review. This is also now a formal structure. Chairs of those committees will not be Chair of the Board. This is not a great change to our structure but just formalising to include in the SoD and that the Chair and Vice Chair aren’t sitting in too many places. KQ and ST spoke about him picking up operations as a portfolio rather than a committee and thanks were given to KY for joining policy group. CM’s skills and experience in post-16 education linked well with careers and this is new. KQ stated this structure will be proposed to the Members at their next meeting on 20 January for them to ratify as part of SoD.</p> <p>It was noted that in the past these roles have been taken on within the full Board meetings and all Trustees have taken part but separation and identification of lead roles is best practice. Comments and queries were invited with regard to structure document on portal.</p> <p>Q: TOR for Performance (Progress) has a lot of references to Principal or Chair and implication is it is talking about only one school.</p> <p>KQ: Progress group was set up to look specifically at ER as it moved into the category of Requires Improvement and hit a trigger in terms of Trust intervention. Proposal is to widen that remit to look at all schools’ performance. Risk to Trust at the</p>	

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	<p>moment is ER and category it is sitting in so it is given more time in those meetings because of this. When schools have data again more will be included.</p> <p>Action: Look at Performance Committee TOR at next meeting to widen relevance to whole Trust. GW to add this to Performance Committee agenda and for all Committees when they meet to include on their agenda to look at their TOR. (This couldn't be done before today's meeting.)</p> <p>Q: Is the meeting with Chairs of Governors formally a committee? Interpretation is that it would be Chair of Trustees, CEO and Chairs of Governors. Is it then formally a Committee of the Trust?</p> <p>NT: See it as a proper committee with minuted meetings reported back to the Trust Board. Not sure if it needs TOR for this.</p> <p>GW and KQ confirmed a committee of the board should have TOR. KQ's thought was that minutes would be shared with the board and LGBs to aide comms between the wider group. Want to recognise that vehicle of the Chair of Trustees and CEO meeting with Chairs of LGBs. It is for Trustees to decide if it needs to be a committee. ST advised if Trustees are not delegating any powers, which KQ confirmed they are not, then it doesn't need to be a committee. Understanding is this is an informal working group where chairs have a catch up. For housekeeping these should have some sort of record and for our purposes need a form of TOR in terms of what is to be discussed but not something formal enough that it needs board and member approval. NT stated he didn't want it to get lost but understood and suggested this be construed as a working group but with minutes going to board and LGBs. KQ suggested it be a standing item on Trust board agenda each time so it is not forgotten.</p> <p>Action: GW to include Chairs' Group Update as standing item on Trust Board agenda.</p> <p>JJ voiced concern about vulnerability of children during lockdown and that this can't wait until after lockdown. This was agreed and a meeting will be scheduled as soon as possible.</p> <p>Action: KQ and JJ to liaise and schedule meeting date via Teams.</p> <p>Proposal to accept this committee structure and working groups and Trustee links with TOR on the understanding that TOR are reviewed at first meeting of each committee/group.</p> <p>Vote: For: 10 Against: 0 Abstained: 0 ACCEPTED</p> <p>Action: Add these items to the agenda for Members' Meeting on 20 January and report back afterwards to confirm they were ratified.</p>	<p>KY/KQ GW GW/All</p> <p>GW</p> <p>KQ/JJ</p> <p>GW/TS</p>
E2/3.2	<p>Establish Chairs' Committee: AGREED this will be a working party with Chair of Trustees, CEO, and Chairs of LGBs and included as a standing item on the formal board agenda each time for discussion.</p>	<p>AS/KQ GW</p>
E2/3.3	<p>Nominate/elect links for Careers, Ethos and Operations: Nominate and formally elect for each option: KQ confirmed she has spoken to everyone ahead of this to ensure everyone is happy with the proposed roles.</p> <p>Careers – CM confirmed she is happy to be nominated for this role. NT proposed, PL seconded. Vote: For: 10 Against: 0 Abstained: 0 ELECTED</p> <p>Ethos – PH confirmed she is happy to be nominated for this role. NT proposed, TS seconded. Vote: For: 10 Against: 0 Abstained: 0 ELECTED</p> <p>Operations – ST confirmed he is happy to be nominated for this role. NT proposed, PH seconded. Vote: For: 10 Against: 0 Abstained: 0 ELECTED</p> <p>Policy working group – KY and PH confirmed they are happy to continue and this already in place. NT proposed TS seconded. Vote: For: 10 Against: 0 Abstained: 0 ELECTED</p>	<p>GW</p>

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	<p>KQ worth noting the Board is still short in constitution a Foundation Trustee. PH is one. Had VM and VJ originally but they have stepped down. KQ has notified the Diocese so they are aware and KQ and GW are speaking to Academy Ambassadors on Thursday to discuss a volunteer match they have identified. Trustees need to be aware we are still short one Foundation Trustee but are working on it.</p>	
E2/4.1	<p>Election of Chair: NT handed over to GW for this item. GW confirmed there is one nomination which is Tony Smith, and thanked TS for this. A summary statement in support of TS's nomination was uploaded to the portal for everyone to read and questions were invited of TS before he was asked to leave the meeting for the vote. None received. <i>TS left the meeting.</i> GW invited Trustees to discuss anything they wished before they vote. All agreed no discussion required and ready to vote.</p> <p>Vote to appoint Tony Smith as Chair of Trustees for OLT for this academic year: PH proposed and JJ seconded. Vote: For: 9 Against: 0 Abstained: 0 ELECTED</p> <p>TS rejoined the meeting and GW informed him of the unanimous vote in favour and handed back the Chair to TS.</p> <p>TS thanked everyone for their vote and expressed his pleasure at being able to serve as the Chair. Need to support, challenge, set and achieve high standards and this won't be easy with Covid.</p>	GW
E2/5.1	<p>Election of Vice Chair: TS and GW confirmed one nomination had been received for Paul Lilley, and thanked PL for this. Summary statement in support of nomination was on the portal for everyone to read. Advised same process as election of Chair. <i>PL left the meeting.</i> Opportunity for discussion but none required so TS moved to vote</p> <p>Vote to appoint Paul Lilley as Vice Chair of Trustees for OLT for this academic year:</p> <p>NT proposed, KY seconded. Vote: For: 9 Against: 0 Abstained: 0 ELECTED</p> <p><i>PL rejoined the meeting.</i></p>	GW
E2/6.1	<p>Remove Chairs of LGBs from Trust Board: TS thank both JC and NT for their service to the Board and especially NT for stepping in to the breach over the last year. Contact will be retained as regard communications between Chair and CEO and Chairs of Governors as this is crucial to smooth operations.</p> <p>Vote to remove Chairs of LGBs from the Trust board.</p> <p>Vote: For: 10 Against: 0 Abstained: 0 REMOVED</p> <p>JC Thanked the Trust board for including Chairs of LGBs and confirmed they will continue to be involved.</p> <p>KY thanked both JC and NT and stated they will be missed, having brought so much to the meetings with incisive thinking and questions and, that she had very much enjoyed learning from them both.</p>	GW/SD
	<p>Confirmed the next Full Board meeting is 9 February at 9.30 am and will still be on Teams as things stand. GW will distribute agenda etc.</p> <p>TS invited any further comments before the meeting closed. NT offered his thanks for Trustees in support of his time as Chair. TS thanked everyone for their for attendance.</p> <p>Meeting closed at 10.11am.</p>	