

ETHOS ACADEMY TRUST
BOARD OF TRUSTEES MEETING MINUTES
Thursday 11th July 2019 at 5.00pm at Reach Academy

Present:	Victoria del Giudice (VG)	Chair & Member
	Lorraine Absolon (LA)	Trustee
	Jane Acklam (JA)	Trustee
	Graham Dewhirst (GD)	Trustee
	Jo Firth (JF)	Trustee
	Charles Haygarth (CH)	Trustee
	Andrew Rawson (AR)	Trustee
	Rob Whitehouse (RW)	Trustee

In Attendance:	Jo-Anna Barr	Company Secretary
	Jayne Foster	CEO
	Gillian Hughes	Member
	Tracy Jackson	CFO
	Alastair Megahy	Member
	Brigid Tullie	Member
	Melanie Nightingale	Clerk to the Board

Item		Action
1	<p>Welcome, Apologies & Declarations of Interest</p> <p>The Chair welcomed everyone to the meeting. Apologies for absence had been received and accepted from Marcus Newby. There were no declarations of interest.</p>	
	Members' Meeting	
2	<p>Annual Report to Members</p> <p>The annual report, which had been circulated prior to the meeting, documented how Ethos Academy Trust had progressed over the last year and outlined its direction for the next few years. The Chair noted that progress was impressive and the Trust had come a long way in a year.</p>	
3	<p>Questions from Members</p> <p>Members requested more detail about the growth opportunities referred under point 3 of the annual report and asked what was involved in pursuing these opportunities. The CEO explained that growth was work in progress. When the Academy Trust applied to become a sponsor trust it had to put together a vision and the initial aim was to work towards a mixed academy trust, with up to ten schools joining the Trust over the first five years. The growth strategy and due diligence requirements would be discussed later in the agenda. The CEO commented that Ethos Academy Trust had been part of the free school application process in Kirklees but had not reached the point of being able to apply for a free school in Kirklees due to the LA's application being unsuccessful. There was ongoing dialogue with senior leaders in Kirklees about this and alternative approaches to increasing high quality AP within Kirklees. Ethos had applied for a Special Free School in Bradford but had not been successful. Other growth opportunities using the Trust's social, emotional and mental health (SEMH) outreach expertise would be explored.</p>	

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Members asked if the Trust had progressed as far as approaching mainstream schools. The CEO reported that the Trust had been approached by two schools, one of which she had already visited and opened discussions with. The Trust had also been contacted this week by a school that had gone into special measures. The Trust was working on appointments to the executive team to ensure sufficient capacity to facilitate effective growth.

Members commented that the change in terms of progress was evident. They added that the recent SEMH sessions delivered to Kirklees mainstream schools were exceptional with good quality presentations from staff. Members felt that the Trust’s ethos was about sharing expertise and nurturing learning communities.

**Trustees’ Meeting
Strategy & Planning**

4 **MAT Growth Plan Criteria**

Draft Conditions of Care: Trustees were invited to give consideration to the further development of the Conditions of Care within the growth plan criteria to support effective decision making when considering Trust growth in relation to potential new schools joining Ethos Academy Trust.

The CEO explained that she was looking at what Trustees feel comfortable with in terms of growth. It was noted that growth could include increasing places in existing schools, expanding premises and / or offering additional specialist provision. It was about identifying the key considerations and priorities for growth. The risks and opportunities involved in taking on new schools needed to be considered, thereby ensuring growth was carried out carefully.

Trustees asked if as well as looking at whether to take on a potential school the Trust needed to reflect internally and asked if this was covered under the capacity ratios in point 4. The CEO agreed that this should be considered under capacity ratios and that this section may require further elaboration. **Trustees commented that there wasn’t enough about risk factors in the Conditions of Care and that the capacity of the central team to take on a new academy needed to be considered.**

Trustees asked about the point at which Trustees became involved in the process of taking on a new school or academy, e.g. when key decisions needed to be made, and at which point in the process should it come back to the Board. The CEO acknowledged that it was important to be clear about the process and the order of events and that Trustees needed assurance that they would be involved as check points at various stages.

Trustees asked about ‘red lines’ and if the Trust was clear on what the red lines were, e.g. would a school in special measures be considered? The CEO explained that red lines would come in to such a decision and that a school in special measures would be considered at some point but the Academy Trust would need to be in a strong position first. **Trustees asked if the Trust would wait until a school taken into the academy was out of special measures before taking on another school in special measures.**

Trustees commented that the Trust needed to look at the three business areas: sponsored schools, convertors and internal growth.

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	<p>Trustees asked if the Academy Trust knew how to quantify capacity and how to express this, as the government document did not make this clear and some further research was needed.</p> <p>CEO to think about red lines over the summer and bring the Conditions of Care back to the next meeting.</p> <p>Trustees commented on ensuring the Trust met its objectives in terms of high quality SEMH provision and how that fed into which schools to take on. This would produce a net gain or loss in capacity. Trustees did not feel that this message came across strongly enough in the Conditions of Care and did not want to compromise on delivery, as it could be detrimental to the strategic delivery plan. The CEO stated that Ethos Academy Trust had a lot to offer to schools that didn't already have SEMH provision and if this was considered during the due diligence process it wouldn't necessarily present a problem.</p> <p>Trustees asked if it was possible to identify a school that would be an "easy acquisition".</p>	<p>CEO</p>
<p>5</p>	<p>CEO Report (circulated prior to the meeting)</p> <p>The CEO highlighted the following items from her report:</p> <p><u>Item 1.1 Strategic Development Plan</u></p> <p>Trustees were invited to review the initial draft plan and provide feedback to the CEO by 19th July for further development over the summer.</p> <p>The strategic objectives were explained for the benefit of Members. The Chair stated that Ethos Academy Trust had come a long way in a year towards this longer-term strategy.</p> <p>Trustees commented that the strategic development plan was very good and achievable but was missing the employer perspective, e.g. wellbeing of employees, being an employer of choice. The CEO agreed to add this to the plan in partnership with the new HR Manager.</p> <p><u>Item 1.2 Health & Safety Data</u></p> <p>The CEO explained that it had been deemed appropriate to bring Health & Safety reporting to Board level following meeting with Jo Firth, the link Trustee for Health & Safety. The CEO thanked Jo Firth for writing up the H&S visit that she had carried out. The reporting of H&S data to the Board would be developed further in the autumn.</p> <p><u>Item 2.2 New Director of External Provision Role</u></p> <p>Trustees were invited to consider and approve the proposal for the new Director role. JA presented this to the Board as Chair of the Pay & Performance Committee. It was felt that Head Teachers needed to be heads of the provisions and that the responsibility for the commissioned elements needed to be split out. A service level agreement (SLA) at legal level will be in place in order to progress with this in the autumn. The Director role would be a fixed term for up to three years. JA explained the premise of the role. The funding from Kirklees would cover the cost. It was a Director rather than a Head Teacher role but would sit alongside Head Teachers in the staffing structure. The job description was work in progress and the plan was to go to external advert. The Pay & Performance Committee would be involved in the recruitment process and other Trustees were welcome to be involved.</p>	<p>CEO</p>

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	<p>Trustees asked if the candidate would need an education background. JA explained that this was not essential. The candidate would need experience of working with young people but could come from a different background. The candidate would need to be able to communicate with Heads, parents and other stakeholders.</p> <p>Trustees asked if such a role existed elsewhere. JA advised that a specialist role was required.</p> <p>Trustees asked how the numbers worked (£28k to £40k). The CFO advised that it depended whether it was an internal or external appointment. The Trust would have to back-fill the role if an internal candidate were appointed. This was the expected salary range with £40k being the maximum.</p> <p>Trustees asked about the cost of not recruiting to this role and if it would jeopardise the funding the Trust would receive? It was explained that the potential for growth would also be jeopardised. Not appointing someone would mean the Trust was not focused on running the schools. The role was regarded as an investment over time that would enable capacity-building.</p> <p>The Chair proposed that the Trust proceeded with the advertising and appointment of the Director of External Provision role. Trustees approved this. It was clarified that the Pay & Performance Committee would work on the finer details relating to pay.</p>	<p>P & P Chair</p>
<p>6</p>	<p>Ratification of Budget 2019/20</p> <p>This had been discussed in detail at the Finance, Audit and Risk (FAR) Committee. The CFO presented a short summary. The Senior Finance Officer for Education had approved the Trust's budget proposal and approval was now sought from the Trustees for the 2019/20 budget and the 3-year plan. In this budget the CFO had tried to separate out exceptional needs from PRU and the other commissioned elements. The Trust had healthy reserves, which ensured there were funds for capital planning and one-months' salary bill. There would be a clear capital plan for use of the reserves. The budget included current staffing and any changes that the CFO was aware of. The assumption had been made that there would not be a teachers' pension grant in year 3.</p> <p>Trustees asked if the cost of new Director role was accounted for in the budget. The CFO stated that she was comfortable that there were enough resources in the commissioned elements for this.</p> <p>Trustees asked if there was a risk that money would be clawed back if the Trust submitted a budget with high reserves. The CFO explained that this was unlikely but it was good to plan to spend some of the reserves on capital expenditure.</p> <p>Trustees approved the 2019/20 budget and the 3-year plan.</p>	
<p>Governance & Compliance</p>		
<p>7</p>	<p>Safeguarding Update</p> <p>This was now a recurring agenda item to ensure a Board-level overview. Trustees agreed that a verbal report was sufficient.</p> <p>The Single Central Record (SCR), which ensures that there are no safeguarding risks, had now been transferred to an online provider over the last 3 months. Staff within each of the three schools had worked hard to transfer all of the information. It was set up to flag issues</p>	

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	<p>and was currently showing that all three schools were inspection-ready. It had been agreed that safeguarding training would be moved to the SCR and this was currently in progress. LA had completed an annual check of the SCR and fed back to staff. There were no major issues. LA had arranged meetings with the DSLs to discuss any issues. Questions on records of training for Trustees had come up in regular DSL meetings. It was agreed that statutory training (basic awareness, safer recruitment and keeping children safe in education) needed to take place and be recorded. At the next Board of Trustees meeting a list would be circulated for Trustees to sign that they have read the keeping children safe in education document. If Trustees had completed safeguarding training they needed to let LA know with the date and evidence if possible. If Trustees wished to complete training to update their knowledge they could log on to the Key, which was the online training provider used by the schools.</p> <p>The Chair suggested expectations be set for the level of training required of Trustees. This would be looked at during the course of the next academic year and the programme of training for the next year would be made available.</p> <p><u>Safeguarding policy</u></p> <p>It had been recommended that an independent policy review take place in the autumn term. This would be picked up by the DSLs involved.</p> <p><u>Safeguarding case studies</u></p> <p>The three DSLs had provided case studies to the C&S Committee. LA asked if this should be fed through to the Board. She explained that it was helpful to get a sense of the key challenges being faced, e.g. instability in social care for certain pupils and ensuring the contextual information on pupils' safeguarding needs was recorded appropriately.</p> <p>Trustees asked what the case studies were used for. LA explained that it was a check point for interventions and a useful reflection for staff to see the impact of interventions and to provide evidence of work carried out. Case studies were completed for a selection of pupils and the format of the case studies would be worked on.</p> <p>Trustees asked if they could read some of the case studies for training purposes. It was noted that the cases studies were available on the Trustee area of the website under Curriculum & Standards.</p> <p>The Chair also suggested that Trustees be made aware when minutes of committees were available on the Trust website so that they could look at them.</p>	<p>LA</p> <p>Trustees</p> <p>All</p> <p>LA</p>
<p>8</p>	<p>Board of Trustees Membership Update</p> <p>VG explained that she had reflected on her previous decision to step down as Chair of the Board of Trustees and was now prepared to continue in the role of Chair while there was no-one else available in order to facilitate the transition for those who had expressed an interest in taking on the Chair role in the future. The Trust was also looking to recruit further Trustees.</p> <p>VG proposed that Graham Dewhirst take on the Vice Chair role. GD left the room to allow for discussion. VG noted that GD had shown commitment and enthusiasm to the Trust and wanted to be actively involved. Trustees agreed unanimously to the appointment of Graham Dewhirst as Vice Chair and he was invited back into the meeting.</p>	

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VG left the room to enable a vote on her position as Chair. LA proposed that VG be re-appointed as Chair from September. **Trustees agreed unanimously to the re-appointment of Victoria del Giudice as Chair** and she was invited back into the meeting.

Jo Firth declared a potential conflict of interest, as her husband had been appointed to the Academy Trust executive team and stated that she wished to step down from the Board as a result.

The Chair thanked Jo Firth for her contribution to the Board.

It was suggested that Jo Firth become a Member and that this could be agreed via e-mail with the other Members.

The Chair noted that there needed to be red lines in the Trustee recruitment process and that conflicts of interest be identified. **Trustees agreed that conflicts be identified in the initial recruitment process to ensure that Trustees were not recruited that were related to / married to current employees.** It was noted, however, that Jo Firth's husband was not employed by the Trust at the time when she became a Trustee and that she had flagged up the conflict of interest as soon as it had arisen.

9 Committee Reports and Priorities

Finance, Audit and Risk Committee

AR reported that the Department for Education (DfE) had issued a new Academies Financial Handbook. Good benchmarking on KPIs was part of the handbook and this was an action for the FAR Committee. The accounts had been scrutinised, with discussions on capital. A transport strategy would be put in place due to variances. The FAR was looking at opportunities for investment of money currently in a savings account. CIF funding for the boiler had been reviewed but a references process for the potential providers had not been carried out. Further checks would be carried out. **Trustees approved the replacement of the boiler subject to the relevant checks.**

The FAR had held a separate session on the risk register recently and had put action plans in place. A further session would take place to bring the risk register down to a manageable level.

Curriculum & Standards Committee

Feedback had been received from all three schools on the use of Pupil Premium (PP) funding and interventions. The challenges of dual-registration and PP funding going to the "home" school had been discussed. The exception was Engage, who had more pupils single-registered and had received higher PP funding for the next academic year meaning they could now consider appointing an additional inclusion worker. All three schools had clear priorities for PP pupils with expected and actual impact and the documents were available on the websites for each school. The committee had discussed measuring progress in SEMH as well as academic terms. There was an agreement in place around using the Boxall system and which elements of SEMH could be used as a baseline, taking into account shifting cohorts during the year. A high-level report would be added to the data dashboard on the advice of education psychologists. This would be based on the first five strands and would be part of the data dashboard at Trust level with further detail being discussed at C&S Committee level to understand why some of the results were not as expected. A

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	<p>vulnerability matrix that RW had helped Ethos College put together for the identification of vulnerable learners was reviewed. It had been tweaked and amended and roll-out was planned across all 3 settings starting in the autumn term.</p> <p>Trustees asked how the vulnerability matrix was used to inform decision-making. LA explained that it helped with assessment for the education, health & care plan (EHCP) process and challenging the local authority. It was noted that this added an additional tier to the vulnerable learners to give more detail.</p> <p>There was some discussion about expectations for progress. It should not be assumed that a child could not make progress if he / she were more vulnerable but the focus should be on dealing with vulnerability in terms of teaching methods and additional support with a view to reducing those vulnerabilities.</p> <p>Reach had been looking at their curriculum offer and had provided information on changes to the curriculum from September, moving towards a nurture approach with different curriculum offers based on the needs of the pupils when they come in.</p> <p>Trustees commented that reading as a priority did not come across in the Reach curriculum document and that there was not enough detail on this.</p>	
10	<p>Statutory Documents and Policies</p> <ul style="list-style-type: none"> • Financial Management Policy – Trustees approved subject to the amendments noted on the document. • Equality Policy and Objectives – Trustees approved. • It was noted that the Scheme of Delegation would also be reviewed over the summer. 	
11	<p>Matters Arising /Actions Update: from Minutes of Board Meeting 23rd May 2019</p> <p>Action points were reviewed and it was noted that most were on track.</p> <p><u>Board of Trustees:</u> It had been agreed in the May meeting that the capital and reserves plan would come to today’s meeting but it had now been decided that the appointment of the new Chief Operating Officer (COO) would be awaited and the new COO would lead on the capital and reserves plan.</p> <p><u>C&S:</u> CEO to work with Marcus Newby to ensure that all actions were up to date.</p> <p>The minutes were unanimously agreed as an accurate record and signed by the Chair.</p>	
12	<p>Any Other Urgent Business</p> <p>The CEO reported that Ethos College had received the Quality in Careers standard and had achieved 100% at each level. The work had been led by an inclusion worker. Trustees congratulated Ethos College on this achievement.</p> <p>Trustees suggested that the inclusion worker be recognised for his work on this. There was a discussion about “Trustee awards” being offered to staff in the future. This would be looked at in a future meeting.</p>	All
13	<p>Date and Time of Next Meeting:</p> <ul style="list-style-type: none"> ○ Thursday 17 October 2019, 5pm at Ethos College <p>The 2019/20 meeting schedule was reviewed and agreed.</p>	

Agreed as an accurate record

Signed: Print Name: Date:

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Summary of Action Points:

	Who?	When?
• Consider red lines over the summer and bring the Conditions of Care back to the next meeting.	CEO	17.10.19
• Add employer perspective, e.g. wellbeing of employees, being an employer of choice, to the strategic development plan.	CEO	17.10.19
• Circulate a list for Trustees to sign that they have read the keeping children safe in education document.	LA	17.10.19
• Provide dates and evidence of safeguarding training to LA.	Trustees	17.10.19
• Set expectations for the level of safeguarding training required of Trustees.	All	2019/20 academic year
• Consider “Trustee awards” to recognise staff achievement.	All	December 2019