

ETHOS ACADEMY TRUST MEETING OF TRUSTEES

Thursday 22nd October at 5pm via Microsoft Teams

Present:	Victoria Del Giudice (VDG)	Chair & Trustee
	Lorraine Absolon (LA)	Trustee
	Jane Acklam (JA)	Trustee
	Gary Cox (GC)	Trustee
	Graham Dewhirst (GD)	Trustee
In Attendance:	Melanie Nightingale (MN)	Clerk to the Board
	Karen Bennett (KB)	Senior Policy Lead, ESFA / DfE (Observing)
	Jayne Foster (JF)	CEO
	Tracy Jackson (TJ)	CFO
	Donna Tandy (DT)	Deputy Chief Executive / Academy Improvement Partner, Focus Trust (Observing)

Item	Action
1	
<p>Appointment of Chair and Vice Chair</p> <p>Expressions of interest had been received from Victoria Del Giudice to continue in the role of Chair and from Graham Dewhirst to continue in the role of Vice Chair. Before VDG and GD joined the meeting the other Trustees present considered their expressions of interest.</p> <p>Resolved: Trustees agreed unanimously to the re-appointment of Victoria Del Giudice as Chair and the re-appointment of Graham Dewhirst as Vice Chair.</p> <p>VDG and GD joined the meeting.</p>	
2	
<p>Welcome, Apologies & Declaration of Interests</p> <p>The Chair welcomed Donna Tandy and Karen Bennett, who would be observing the meeting as prospective Trustees.</p> <p>Apologies were received from Rob Whitehouse and Charles Haygarth. It was also noted that Charles Haygarth had resigned as a Trustee with effect from 20th October 2020 and Andy Rawson had resigned as a Trustee with effect from 11th September 2020, as noted at the Finance, Audit and Risk Committee meeting on 24th September. Both Trustees had resigned due to work commitments. VDG put on record the Trust's gratitude for their commitment as Trustees. Andy had expressed an interest in continuing his company's involvement with EAT through mentoring and careers links.</p> <p>Action: VDG to send a formal letter to CH and AR to thank them.</p> <p>There were no declarations of interest for this meeting.</p>	
3	
<p>Previous Minutes & Matters Arising</p> <p><u>Previous Minutes</u></p> <p>The minutes of the meeting dated 9th July 2020 were reviewed. GD noted a correction in respect of the reference to his charity (Let June Make a Difference) awarding a grant to Ethos College. He explained that Let June Make a Difference awarded grants to individual pupils, not schools, and the particular case referred to at the July meeting was a pupil at Ethos College, who had received a grant from Let June Make a Difference. There was therefore no need for GD to declare anything further on his declaration of interest form about this. It was agreed that the minutes would be corrected to reflect this.</p>	

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Resolved: Subject to the correction noted above, the minutes were agreed as an accurate record.

Matters Arising

The HR actions noted on the action tracker were discussed. The CEO would continue to monitor absence management but the majority of staff concerned had now left the Trust. *(Note: a sentence from this section has been redacted and recorded in a separate confidential minute)*. It was noted that it was not the right time to set KPIs for attendance management at this stage but attendance would be kept under review and reported through the Pay and Performance Committee. JF explained that wellbeing steering groups were being developed at academy and Trust level and the wellbeing KPIs would be discussed with the staff on these steering groups. **Trustees asked if a year of absence data with and without absence resulting from Covid (those with symptoms and those self-isolating as a result of contract tracing) could be made available whilst attendance management KPIs were not being set to provide some clarity.** JF agreed to do this.

Action: JF to provide a year of absence data with and without Covid-related absences.

JF

KB asked if there were any wellbeing initiatives in place for staff. JF explained that a number of initiatives were in place, including a people strategy, wellbeing events and wellness action plans. EAT planned to further enhance this offer and managers were receiving appropriate training. VDG explained that HR would now be part of the Board's remit rather than the Finance, Audit and Risk Committee and suggested that KB could be involved in the wellbeing steering groups if she was appointed to Board.

VDG suggested that the taxi tender action be moved from the Board action tracker and added to the Finance, Audit and Risk section and that the recovery curriculum action be moved from the Board to the Curriculum and Standards Committee.

Action: Clerk to update the action tracker accordingly.

MN

STRATEGY & PLANNING

4 Committee Recommendations / Outputs

The Chair explained the new system for Committees reporting into the Board. A summary of key strategic items and recommendations for Board approval would be provided by Committee Chairs in advance of each Board meeting.

Curriculum & Standards Committee

LA explained that it was currently difficult to take a strategic approach, as the academies were trying to get back on track with the delivery of an appropriate curriculum to meet the needs of the children on roll at an operational level.

The Curriculum & Standards Committee recommended that the Board of Trustees approve the Safeguarding Policies for the three academies.

Resolved: Trustees approved the Safeguarding Policies for Engage Academy, Reach Academy and Ethos College, as recommended by the Curriculum & Standards Committee.

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Finance, Audit and Risk Committee

GD gave the report, as he had chaired the first meeting in AR's absence. He highlighted the significant reserves held by the Trust and the fact that the Committee had considered how best to spend this. He explained that the business plan had been put on hold and would be considered again once the audit was completed.

It was noted that the FAR Committee had discussed the changes to the central team structure and appropriate costings and recommended that the Board of Trustees approve the appointment of a full-time Director of Finance and Operations (to replace the part-time CFO and COO roles) and a full-time Finance Officer (rather than 0.6 FTE as originally proposed). This proposal had been subsequently approved by Trustees via email between 25th and 28th September 2020. **Trustees asked if the original proposal document had been updated to reflect the job roles and if the recruitment process had started.** It was confirmed that the proposal document had been updated and that the advert had gone out to specific finance websites and the Guardian online etc. GC agreed to share the job advert with his contacts.

The FAR Committee recommended the budget forecast return (BFR) to the Board for approval and Trustees had subsequently provided approval via email between 25th and 29th September 2020.

5 Executive Summary

The Chair explained the new reporting format for Board and Committees which aimed to highlight items for approval and discussion.

Trust Vision

The CEO referred to the Trust core values on p12 of the executive summary. These values had been brought to life within the academies over the last 12 months and it was important to refer back to these regularly. **Trustees commented that it was important to remind themselves of the core values and link them to decisions taken by the Board. LA gave an example from the Curriculum & Standards Committee, whereby each academy had produced a curriculum plan clearly aligned to the Trust core values. Trustees noted that more time should be spent on the core values and The Chair proposed some form of self-reflection under AOB to check if the Board was being effective and acting in line with what it had set out to do. KB suggested that the Trust values could be reiterated on the Board meeting papers.**

Action: JF / VDG to consider how to embed the Trust core values on Board documentation and within meetings.

DT commented that her Trust had made all of its values into hashtags for promotion on social media to keep them at the forefront. This had raised the profile of the values. The Chair noted that the individual academies within EAT were good at doing this and the CEO noted that staff induction included the core values and this needed to be covered within Trustee induction as well.

Strategic development plan (SDP)

The CEO referred to the four key priorities in the SDP.

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- Key Strategic Priority 1: Manage the effective return to full time education provision for all staff and pupils post-Covid – this would be picked up by the Curriculum & Standards Committee.
- Key Strategic Priority 2: Secure meaningful and relevant opportunities for Trust growth, increasing and enhancing the continuum of SEMH support and provision – the Board of Trustees would provide input on this.
- Key Strategic Priority 3: Maintain a financially viable Trust – this would be monitored by the Finance, Audit & Risk Committee.
- Key Strategic Priority 4: Adopt and develop a strong People Strategy – this would be picked up by both the Pay & Performance Committee and the full Board.

The CEO suggested that the Trustees focus on Key Strategic Priority 2 (Trust growth) at today's meeting and explained that the full Trust Strategic Development Plan for 2020-2023 had been included as an appendix to the executive summary. JF explained that there were currently three main different potential routes for the growth of EAT:

- 1: Fortuitous route (e.g. Wakefield – The Priory Centre opportunity came about after JF gave a presentation on successful alternative provision to regional Directors of Children's Services) – networking opportunities should never be under-estimated.
- 2: Organic route – GD attended a presentation last week about provided targeted support to schools in Kirklees that have high exclusion rates. The EAT outreach team was providing focused support to these schools. A number of requests for additional training beyond the core offer would provide potential for income generation.
- 3: Targeted approach – proactively entering into dialogue with key partners / stakeholders such as the DfE (Department for Education) and the RSC (Regional Schools Commissioner). A review of external and specialist alternative provision was being undertaken by Kirklees and JF saw this as a key opportunity, as EAT and the consultant carrying out the review were both aware of the gaps in AP and how they could be closed. It was likely that two new special schools would be set up in Kirklees; one for ASD (Autistic Spectrum Disorder) and one for SEMH (social, emotional and mental health) and EAT could position itself for this.

Trustees commented that exploring growth was what the Trust was about and this was where support was needed in terms of time and expertise. One element of growth could be considered at each Board meeting and possibly a sub-committee could take this forward. There was some discussion about marketing and innovation in terms of trading skills with other Trusts and being a centre of excellence for certain areas of expertise. *(Note: a paragraph has been redacted from this section and recorded in a separate confidential minute).* **Trustees highlighted the importance of making growth happen whilst holding themselves to account and ensuring the Board did not lose focus. Trustees asked JF what she needed in order to move forward with growth plan.** JF asked Trustees if they were happy that EAT looked at all three strands of growth without a main focus. **Trustees asked if the concept of a mixed Trust including non-specialist schools was still being considered.** JF confirmed that she remained open-minded to the mixed Trust option and could see advantages in this. **Trustees asked how JF would find those opportunities.** JF acknowledged that such opportunities would be harder to find but skills gaps could be identified when

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taking referrals from mainstream schools and the outreach team were becoming more targeted in their approach to schools, rather than waiting for referrals to come through. **Trustees suggested that as well as the high level conversations taking place between the CEO and representatives of Kirklees local authority, consideration could also be given to which specific schools could form part of the Trust and this could be undertaken by the outreach team.** There was also some discussion about capacity within the Trust and the resources needed for the Priory conversion as well as looking for new opportunities. The Covid situation was also an important consideration.

Action: Clerk to put the relevant Key Strategic Priorities on each Committee agenda for further discussion. MN

Resolved: Trustees approved the EAT Strategic Development Plan 2020-2023.

Finance & Capital

Trustees asked about use of the savings on transport spending to support students with catching up on missed learning due to lockdown and if there was more information about what those catch up projects would be. TJ explained that Covid catch up funding was available from the government in addition to the money EAT planned to divert from the transport budget. Heads were being asked to formulate plans for spending the additional funds. However, they needed to have children back in school for a significant period in order to fully identify their needs before working out where to spend the money. **Trustees asked how EAT would report on catch up spending and if it would be similar to pupil premium.** JF agreed this would be the best way of reporting on the spending. **Trustees asked how the allocation of funding would work and if Heads would submit bids.** It was confirmed that there would be discussion at executive level and Heads would be encouraged to formulate creative plans and then be invited to bid for the funding.

Resolved: Trustees agreed to redistribute savings from transport costs to support students to catch up.

Covid Update

Trustees recorded their thanks to the CEO and her staff for their hard work managing the Covid situation.

Pupil Outcomes

This information had been discussed in detail at the Curriculum & Standard Committee and was included in the executive summary for reference. **Trustees noted their congratulations to all staff for achieving these outcomes under difficult circumstances.**

Priory Centre Update

The CEO reported that the interim Head at the Priory had been successfully appointed as the substantive Head. This was a really good outcome, as he had been a strong candidate for the Reach Head role, which Hannah Lord had been appointed to. JF gave an overview of the risks that had been highlighted from the due diligence process. The building had been neglected for a long time and significant outlay (£600k) on capital works would be required

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but CIF bids were being prepared. A meeting was planned with the DfE next half term to seek potential funding support from them. The potential conversion date was 1st April 2021 and this would be reviewed at an extraordinary Board meeting in December and on an ongoing basis through regular meetings with Wakefield and the DfE. **Trustees asked if JF would be detailing the risks and putting together a risk schedule for the integration of the Priory so that Trustees could see how they could provide support. They suggested using this integration as a model for best practice in the future.** JF confirmed that this was a test case and that the intention of the additional Board meeting in December was to present a risk report to enable the Board to make decisions. **Trustees asked about the £600k capital outlay and whether the acquisition could be called off if the DfE were not prepared to provide funding.** It was confirmed that even if CIF bids were successful there would not be enough in the Priory budget to support the bids and this would form part of the discussion with the DfE. Discussions with Wakefield council had also taken place and an asbestos survey, electrical testing and fire visit would be carried out (paid for by Wakefield local authority) to see if funding could be secured. A discussion ensued about investing time in the project if there was uncertainty about financial resources and whether it would be a one-off or ongoing financial commitment. There was also the moral dilemma of the effect on the pupils if EAT did not take on the school. JA suggested that JF contact the relationship manager at the DfE to flag up that there were significant concerns that could affect final decisions and to ask the DfE to take up the issue with the Wakefield LA. The issue could be escalated higher within the DfE if necessary.

Trust KPIs

The CEO presented the Trust KPIs for 2020/21 to the Board, showing the areas of strength and development and asked if the Trustees were happy to approve them.

Trustees referred to the KPI under academy standards “SEMH and academic progress and outcomes strong in all academies” and asked if wording around incremental improvement would be more tangible. JF explained it was difficult to put numbers around it, as the Trust could not be sure which students would be coming in due to the nature of the PRU system and the ever-changing cohort. This had become clear when discussing KPIs for attendance at the Curriculum & Standards Committee. **Trustees asked if the HR section was missing something more tangible about wellbeing and asked about the scoring in the staff surveys and whether there was something more measurable that could be included.** JF wanted to involve the staff team in this and suggested adding wellbeing to the KPIs at a later date. **Trustees asked about growth in pupil numbers following the discussions at the Curriculum & Standards Committee and asked if the KPI could refer to increased capacity rather than growth in numbers. They suggested that just looking at growth in numbers could risk putting pressure on the system.** JF agreed to amend the KPI accordingly.

Trustees asked there was more detailed data available, e.g. more visuals and whether more data points could be summarised to show measurement and success, e.g. percentage points; the mid-point which was good for the promotion of the school. JF explained that she was trying to carve up the data dashboard into the relevant Committees and needed to think

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	<p>about the key numbers that could be easily represented. Trustees suggested that some of this information could be pre-reading for the Board.</p> <p>Action: JF to amend KPI 6 under leadership and governance to refer to increased capacity rather than growth in numbers.</p> <p>Resolved: Subject to discussions noted above, Trustees approved the Trust KPIs for 2020/21.</p>	JF
GOVERNANCE & COMPLIANCE		
6	<p>Board Self-evaluation and Governance Planning 2020/21</p>	
	<p>The Chair explained that the Trustees had spent the last two years establishing the Trust and associated systems and processes. There was now a move to refine the Board’s approach to meetings and re-focus on strategic priorities. VDG planned to formulate a Board action plan to look at core values, mission and the Board’s effectiveness. This was a work in progress and VDG welcomed feedback from Trustees outside of the meeting by phone.</p>	
7	<p>Governance Documentation</p>	
	<p>The following documents had been circulated prior to the meeting:</p> <ul style="list-style-type: none"> • Declaration of Interest – the Clerk noted that all Trustees and Members had submitted their forms. Any changes during the academic year should be submitted on a new form to the Clerk via email. • Trustee handbook – small updates had been made and this document would be kept under review as part of the Trustee induction. • Board Terms of Reference – the main changes had arisen from updates to the Academies’ Financial Handbook and the inclusion of HR in the Board’s remit. Resolved: Trustees approved the Board Terms of Reference 2020/21. • Committee Terms of Reference and Membership - the ToR for the Curriculum & Standards Committee and Finance, Audit and Risk Committee had been scrutinised by the relevant Committee and recommend to the Board for approval. The Pay & Performance Committee ToR was presented to Trustees for approval. Committee membership was confirmed. JA proposed that Committee meetings continue online after Covid restrictions were lifted to save on travel time and improve attendance. Trustees were in agreement with this proposal. Board meetings would potentially return to face-to-face once it was safe to do so. <ul style="list-style-type: none"> ○ Curriculum & Standards Committee - the Committee had recommended that Lorraine Absolon be interim Chair until the spring term. Rob Whitehouse would remain on the Committee and Donna Tandy would join, subject to her appointment as a Trustee. Resolved: Trustees approved the Curriculum & Standards Terms of Reference 2020/21. Resolved: Trustees approved the appointment of Lorraine Absolon as Chair of the Curriculum & Standards Committee until spring 2021. ○ Finance, Audit & Risk Committee - the Committee had recommended to the Board the appointment of Gary Cox as Chair. Victoria Del Giudice and 	

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Graham Dewhirst would remain on the Committee and Karen Bennett would join, subject to her appointment as a Trustee.

Resolved: Trustees approved the Finance, Audit & Risk Committee Terms of Reference 2020/21.

Resolved: Trustees approved the appointment of Gary Cox as Chair of the Finance, Audit & Risk Committee.

- **Pay & Performance Committee** – Jane Acklam had expressed an interest to continue as Chair. Gary Cox would join the Committee and Karen Bennett would also join, subject to her appointment as a Trustee. This would enable Rob Whitehouse to leave the Committee to concentrate on his role on the Board of Trustees and Curriculum & Standards Committee.

Resolved: Trustees approved the Pay & Performance Committee Terms of Reference 2020/21.

Resolved: Trustees approved the appointment of Jane Acklam as Chair of the Pay & Performance Committee.

- **Trust Scheme of Delegation** – some changes had been made to include supported and unsupported local academy boards in preparation for Trust growth and the need for an extra tier of governance. **Trustees asked about the role of local Heads on the local academy board and suggested this would give them an extra line of accountability.**

Resolved: Trustees approved the Trust Scheme of Delegation for 2020/21 on the understanding that it would be kept under review.

- **Scheme of Financial Delegation** – this had been scrutinised by the Finance, Audit and Risk Committee and approved at their meeting on 24th September 2020.

8 Appointment of Link Trustees

The Chair explained the role of link Trustee, which involved scrutiny of a particular area of governance outside of meetings and fostering relationships with the staff team. Following recent Trustee resignations there were a number of vacant link trustee roles.

The following link Trustee roles were statutory requirements

- Safeguarding & Behaviour - Lorraine Absolon agreed to continue in this role.
- Health & Safety – vacant.
- SEND – Rob Whitehouse had agreed to continue in this role.
- Parent Trustees (x2) – Victoria Del Giudice agreed to continue in this role and Rob Whitehouse had agreed to take on this role following the resignation of Andy Rawson.

EAT also had the following link trustee roles:

- Finance – Graham Dewhirst agreed to continue in this role.
- Curriculum & data – vacant.
- Careers – vacant.
- HR – vacant.

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	<p><u>Trustee appointments (KB and DT left for this item)</u> The Chair asked Trustees to consider the appointment of Karen Bennett and Donna Tandy based on their CVs and references circulated prior to the meeting. The CEO and Chair had spoken to KB and DT to assess their suitability. Trustees asked about the skills gap on the Board with regard to Health & Safety and Estates following the recent Trustee resignations. They noted that KB and DT would provide good skills from an educational perspective but it was important to consider the skills gap in future Trustee recruitment initiatives. VDG confirmed that she had been in touch with Academy Ambassadors about finding more trustees. KB and DT had applied to EAT via Satis Education. Trustees asked if all the relevant safeguarding checks had been carried out for KB and DT, e.g. DBS checks etc. JF confirmed that these checks had taken place. Resolved: Trustees agreed to recommend to Members the appointment of Karen Bennett and Donna Tandy as Trustees. Action: Clerk to email Members requesting their approval of the new Trustee appointments.</p>	MN
11	Any Other Urgent Business	
	There being no further business, the meeting concluded at 7.15pm.	
12	Date of Next Meeting	
	Thursday 10 th December 2020 at 5pm via Microsoft Teams - to include AGM.	

Action Points	Responsibility	Completion
• Send a formal letter to CH and AR to thank them.	VDG	November 2020
• Provide a year of absence data with and without Covid-related absences.	JF	03.12.2020
• Update action tracker to move items from Board to Committees (taxi tender to the FAR, recovery curriculum to C&S).	MN	November 2020
• Put the relevant Key Strategic Priorities on each Committee agenda for further discussion	MN	November 2020
• Amend KPI 6 under leadership and governance to refer to increased capacity rather than growth in numbers.	JF	03.12.2020
• Send expressions of interest in the vacant link Trustee roles to the Chair via email.	Trustees	26.10.2020
• Confirm via email to the Clerk that they have read all sections of KCSIE using the confirmation document provided.	Trustees	30.10.2020
• Send Whistleblowing policy to legal advisors for review.	JF	November 2020
• Discuss Member engagement outside of the meeting.	VDG / JF	27.11.2020
• Add an item to the AGM agenda about what Members need from Trustees.	MN	19.11.2020

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- Email Members requesting their approval of the new Trustee appointments. MN 23.10.2020

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