

## ETHOS ACADEMY TRUST AGM & MEETING OF TRUSTEES

Thursday 10<sup>th</sup> December 2020 at 5pm via Microsoft Teams

<b>Present:</b>	Victoria Del Giudice (VDG)	Member & Trustee (Chair)
	Lorraine Absolon (LA)	Trustee
	Jane Acklam (JA)	Trustee
	Karen Bennett (KB)	Trustee
	Gary Cox (GC)	Trustee
	Graham Dewhirst (GD)	Trustee
	Donna Tandy (DT)	Trustee
	Rob Whitehouse (RW)	Trustee
<b>In Attendance:</b>	Jonathan Davis (JD)	Saffery Champness (Auditor)
	Jayne Foster (JF)	CEO
	Tracy Jackson (TJ)	CFO
	Jem Greenwell (JG)	Potential Trustee (observing)
	Rajeev Gupta (RG)	Member
	Gillian Hughes (GH)	Member
	Alastair Megahy (AM)	Member
	Brigid Tullie (BT)	Member
	Melanie Nightingale (MN)	Clerk to the Committee

Item	Action
<b>1</b>	<b>Welcome, Apologies &amp; Declarations of Interest</b>
	<p>The Chair welcomed all participants and made introductions. In addition to the Members, Jem Greenwell was attending the meeting as a potential Trustee and observer. JG introduced herself and explained her background in a variety of roles, including sales and marketing and product development, which amounted to 20 years' business experience with a track record of building and delivering strategy. Jem wanted to assist those supporting children in difficult circumstances to have aspirations and choice in life and wanted to ensure inclusion and equality for all.</p> <p>There were no apologies. Rajeev Gupta had indicated he may be late (he joined at 5.20pm during item 3).</p> <p>There were no declarations of interest.</p>
<b>2</b>	<b>Previous Minutes &amp; Matters Arising</b>
	<p><b>Resolved:</b> The minutes of the meeting held on 22<sup>nd</sup> October were agreed as an accurate record.</p> <p><u>Matters arising</u></p> <ul style="list-style-type: none"> <li>• HR KPIs would be reviewed at April's Board meeting.</li> <li>• A settlement agreement for a member of staff on long-term sick leave had been approved by Trustees via email between 13<sup>th</sup> and 18<sup>th</sup> November 2020.</li> </ul>

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**ETHOS ACADEMY TRUST**  
**AGM & MEETING OF TRUSTEES**  
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AGM	
<b>3</b>	<p><b>Presentation of Annual Accounts</b></p> <p>The Chair welcomed Jonathan Davis from Saffery Champness (EAT’s external auditors), who would present the annual accounts, which had been reviewed by the FAR Committee in November.</p> <p>JD noted the hard work that had taken place inside the Trust to put together the accounts and praised the financial governance within the Trust, which had been embedded despite the circumstances with Covid. He reported that it had been a strong and successful audit process and the auditors would be signing off a clean audit report on the statutory audit and regularity. JD highlighted the following items:</p> <ul style="list-style-type: none"> <li>• Key income and expenditure (p4 of audit report) - there had been an uplift of £400k in terms of pupil-led and teacher-led funding coming into the Trust. The drop in income in 2020 vs 2019 was explained by the fact that the schools brought income with them on conversion that was reflected in the 2019 accounts. JD noted the significant impact of local government pension scheme deficit but highlighted the £450k net result, which was a good outcome.</li> <li>• Going concern – this had been signed off based on current financial performance and position, as well as the forecasts and strong balance sheet.</li> <li>• From a statutory audit perspective 2019/20 had been a really good year.</li> <li>• Regularity – this showed how the Trust had administered funds based on its funding agreement, ensuring value for money. There was some work to do on key areas of spending, e.g. taxis, cleaning and supply agency staff and some progress had been made in the current year. JD was impressed by the conclusions on the regularity audit. There was good evidence of reporting to the Board, along with good approval and review mechanisms.</li> <li>• Related party transactions – there were no major concerns but this remained a focus for the ESFA (Education and Skills Funding Agency) and was more a reminder of best practice and the scrutiny required rather than anything being wrong. The numbers involved were not big. JD noted that the CEO and CFO were aware of this.</li> <li>• Misstatements (p10): JD confirmed that all misstatements had now been corrected and he would update the audit report to reflect this.</li> <li>• Accounting and internal control system – this section showed minor housekeeping items for 2019/20 and an update on issues highlighted in the previous year. Reporting of related party transactions was flagged red for 2019/20 because they had not been formally reported to the ESFA in advance. This was not because of the numbers or relationships involved but to ensure transparency.</li> </ul> <p><b>Trustees asked about the related party transactions and if they had now been reported retrospectively to the ESFA.</b> The CFO confirmed that they had been reported and that all of these transactions had occurred before the last audit. EAT had been avoiding such transactions where possible from last January 2020 onwards. <b>Trustees asked if new procedures were in place to ensure Members and Trustees were not left at risk with regard to related party transactions.</b> The CFO confirmed that if anyone raised a purchase order with</p>

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**ETHOS ACADEMY TRUST  
AGM & MEETING OF TRUSTEES**

Thursday 10<sup>th</sup> December 2020 at 5pm via Microsoft Teams

an organisation linked to a staff member / Trustee / Member it would be flagged up as a related party transaction and the person raising the PO would be asked if they were sure they wished to proceed. The importance of putting POs on the system prior to agreeing the transaction was being reiterated with staff. **Trustees asked if the length of service was quite high / long for staff, as this impacted on the value of the pension scheme.** The CEO confirmed that EAT had a number of long-serving members of staff within all settings, particularly within medical and outreach, which did have an effect on the pension and this was unlikely to change quickly. **BT highlighted that she was listed as a Trustee at Batley Multi Academy Trust but was actually a Member (p6 of annual report – related party transactions).**

**Action: CFO to correct BT’s status from Trustee to Member of Batley MAT in annual report.** **Members asked about the insurance expenditure that was partly approved and asked why this was the case.** The CFO explained that this was in the process of being resolved. There had been some staff changes at the organisation that managed EAT’s insurance policy and some communication problems. Following several reminders to the insurers the CFO was confident that the claim would be resolved before Christmas and explained that it was an ongoing insurance claim for a flood at one of the buildings. A lot of the works did not get done until summer term 2020. £13k of invoices had been received at the time of the audit. The other £27k would be recognised in the 2020/21 financial year. **Members asked if there had been any challenges relating to being a going concern in the past and what they had been.** The CFO explained that it was the second year of trading for EAT. There had been a surplus last year and an in-year surplus this year. Other schools beyond the Trust had lost income but because EAT had some contracts that they did not need to honour, e.g. taxis etc they had made a significant saving. **Members asked what the biggest expenditure was and what the plan was to manage this.** It was explained that staffing was the biggest expenditure and the Trust spent a lot of time reviewing staffing and ensuring the structure was fit for purpose. JD also noted that the going concern for the next 12 months was a relatively easy sign off. However, it was incumbent on the Board and executive team to look beyond that, reviewing in-year spend and staff expenditure, moving around pension contributions each year and considering the strategic development of the Trust and the potential impact of expansion. There needed to be caution and due diligence around this.

TJ

The CFO noted the difficulty in conducting the audit remotely but explained that she had made changes to some procedures to make this easier in the future. The CFO and key members of the FAR Committee planned to meet the auditors to discuss improvements for the future.

**The Chair recorded her thanks to all those involved in the audit.**

**Trustees asked about the exceptional profit derived from savings made on taxis and other expenditure during the first coronavirus lockdown and whether this was included within the £450k net result.** The CFO explained that it was not recognised in the 2019/20 accounts and would be provided for in 2020/21.

**Trustees asked if the FAR Committee would be monitoring all the actions picked up in the audit that need to be closed and how will would monitor and feed back to the Board.** GC explained that some FAR Committee members would be holding quarterly meetings outside of the FAR Committee with the CFO to review the accounts and look at the risk register.

**Trustees asked if there were any themes that needed to feed into the internal audit for**

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**ETHOS ACADEMY TRUST  
AGM & MEETING OF TRUSTEES**

Thursday 10<sup>th</sup> December 2020 at 5pm via Microsoft Teams

	<p><b>further investigation.</b> The CFO explained that she had put together a tracker with all the recommendations for internal and external audit and would keep them on the agenda for every FAR meeting.</p> <p><b>Action: CFO to arrange the physical sign off the annual accounts with the Chair and CEO outside of the Board meeting.</b></p> <p><b>Resolved: Trustees unanimously approved the annual report and accounts for the financial year 2019/20.</b></p> <p><i>JD left the meeting at the end of this item.</i></p>	TJ
4	<p><b>Appointment of Auditors by Members for next 12 months</b></p>	
	<p>GC reported that the Trust needed the continuity of using the same auditor, particularly as the CFO was leaving and a new Director of Finance would be recruited. He noted, however, that Saffery Champness remote audit procedures required extensive manpower from the CFO and the finance team and this created a huge burden. The CFO and some of the FAR Committee would meet with the auditors to discuss how they could meet the needs of the EAT and use the existing online systems to improve the audit process in the future. TJ noted that it had been a very thorough audit but had not been an easy process. <b>Trustees acknowledged the stress caused by the audit and the importance of reviewing the processes to avoid this situation in the future.</b></p> <p><b>Trustees recommended to the Members that Saffery Champness be re-appointed as Ethos Academy Trust’s external auditors for the next 12 months.</b></p> <p><b>Resolved: Members approved the appointment of Saffery Champness as external auditors for the next 12 months</b></p>	
5	<p><b>Directors’ Update to Members on Strategic Priorities</b></p>	
	<p>The Chair noted that it had been a difficult year but the leaders had responded with professionalism and been agile, adapting to the situation. The CEO and her team continued to operate with integrity, raising standards in the Trust and continuing to uphold the core values. <b>The Chair recorded her thanks to the Executive Team.</b></p> <p><u>Trust Strategic Development Plan (SDP)</u></p> <p>The CEO presented a summary overview of the Trust Strategic Development Plan, which had been circulated prior to the meeting. She referred to the key strategic priorities, which had been refined and the actions that needed to be taken to achieve these key priorities. The first priority was post-Covid recovery, as EAT had noted the need to respond to the impact of Covid and recognised that this impact would be long-standing. The CEO explained that key strategic priority 2 was to secure Trust growth. Following a request from Wakefield LA (local authority) earlier this year asking for support with two PRUs (pupil referral units), EAT had provided school improvement support to both within an SLA (service level agreement) for the summer and autumn term. The Trust subsequently applied to the DfE (Department for Education) to sponsor one of the PRUs (a KS2 &amp; KS3 PRU called the Priory Centre that was judged inadequate). The sponsorship application had been approved and the CEO noted that there was a lot of work ahead but she believed EAT had the capacity and skills to support the Priory</p>	

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Dated: .....

## ETHOS ACADEMY TRUST AGM & MEETING OF TRUSTEES

Thursday 10<sup>th</sup> December 2020 at 5pm via Microsoft Teams

Centre in order to drive school improvement and secure equality of provision to pupils in Wakefield. There were ongoing discussions about finance and support in order to bring the Priory Centre up to standard. The target conversion date was 1<sup>st</sup> April 2021 for conversion, subject to due diligence and Board approval.

**Members asked if the conversion of the Priory Centre would help build capacity for Kirklees students as well as Wakefield.** The CEO explained that there was currently greater need for improved PRU provision in Wakefield and this was the priority but hopefully opportunities would follow in Kirklees and long-term the two areas will be able to work collaboratively for mutual benefit.

**Members asked about the impact of Covid and what support was being put in place for staff dealing with the challenges of Covid.** The CEO referred to work being done in the Trust to support the wellbeing of staff. She was aware of new demands on staff brought about by Covid and that some upskilling had been required due to the introduction of remote learning. The Trust had tried to be creative in the way that staff were deployed and had realigned the roles of clinically extremely vulnerable staff to enable remote working during lockdown, whilst adapting roles of staff on site to fit with this. Good feedback had been received from staff and regular staff surveys were carried to find out what staff needs were. The CEO reported that the results of the most recent staff wellbeing survey showed a drop in wellbeing, as it has been a challenging term but the Trust was anticipating this and committed to doing more work on this. Wellbeing groups had been set up at academy level and issues arising from these groups could be reported to the CEO and central team. The Chair noted the appointment of the HR Manager and the work that had been completed on the people strategy. The addition of a new member to the HR team had enabled the HR Manger to work more strategically.

**Members congratulated the CEO on how she and her staff had coped with the challenge of Covid.**

**Members referred to the vision for the Trust some time ago and asked if EAT was still considering incorporating mainstream schools.** The CEO confirmed that there had been significant dialogue about this and the Board was open-minded to being a mixed Trust. The opportunity of the Priory Centre has led EAT to look at more specialist provision but the plan was to take each opportunity on its merit.

**Members noted the comprehensive three-year rolling programme for strategic development and asked what had been deleted from previous versions of the SDP and what had been achieve so far. They noted the enthusiasm for taking on new schools and asked what risk mitigations were in place in case things did not go to plan with new acquisitions.** The CEO explained that nothing significant had been deleted from the SDP. Some elements had been realigned and post-Covid recovery had been added as a separate target. She noted that there are risks associated with the Priory Centre. She explained that there was DfE funding available to support this and further funding was being explored to enable the school building to be fully developed and become fit for purpose. Prior to the Board making the decision on conversion, the central team were working on the due diligence and had almost completed this. Finances, staffing, buildings and education provision were all being taken into consideration and there would be a summary report capturing key risks (with proposed mitigations) and strengths. EAT felt a moral duty to support the Priory Centre but could not

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Dated: .....

## ETHOS ACADEMY TRUST AGM & MEETING OF TRUSTEES

Thursday 10<sup>th</sup> December 2020 at 5pm via Microsoft Teams

afford to put the rest of the Trust at jeopardy. The Board had committed to front-loading the development of the central team to offer the right level of support to enable Trust growth.

**Members asked if staff who were putting in exceptional effort could be incentivised, e.g. through a coaching programme.** The CEO explained that a reward system was in place and the Trust was committed to supporting the professional development of staff. Regular one to ones were held to discuss staff aspirations. Coaching was under development and was part of the people development strategy.

**Members asked about the impact of Covid on current referrals and whether there would be a backlog, as there were less children in school in the summer term following initial lockdown.** The CEO explained that it had taken a while for the numbers to pick up but EAT had seen a significant rise in referrals this term. Permanent exclusions had dropped and the outreach team had been working with schools in the area to find alternatives. Ethos College was currently almost at capacity. Normally it was possible to be creative and go above PAN (pupil admission numbers) by using alternative venues and off-site teaching arrangements, but with current restrictions, this was not possible. EAT is still below PAN in each of the academies and the outreach team was monitoring the situation and working with schools where exclusions were rising to assist with more targeted intervention and support work.

### Member Engagement

The Chair explained that EAT was looking at ways to engage Members more effectively and to ascertain whether Members were happy with the amount of information they received and their level of involvement in the Trust. The Chair was mindful of the expertise amongst Members and wanted to use this in a mutually beneficial way. The Chair asked Members for their opinions on the ideas raised in the Member engagement paper that had been circulated in advance of the meeting.

Comments and ideas from Members were as follows:

- EAT enabled Members to fulfil the seven areas of role of Members according to NGA (National Governance Association) guidance in terms of involving Members in Trustees appointments, asking them to look at the charitable objects and providing annual reports.
- Informal opportunities for discussion would be good, e.g. a Members event, tour of the schools to get a handle on key issues (once Covid restrictions are eased) and a Trustee Day bringing Trustees and Members together.
- The role of Member is more distant but communication is important. Meeting with Trustees once a year to find out how things are functioning would be useful. More information would be welcomed.
- Members have great confidence in the organisation.
- Members took on their roles as a commitment to the purpose and vision of the Trust. It would be good to keep re-visiting the core purpose.
- Would like to be included in newsletters.
- A Member could be attached to each of the academies.

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**ETHOS ACADEMY TRUST  
AGM & MEETING OF TRUSTEES**

Thursday 10<sup>th</sup> December 2020 at 5pm via Microsoft Teams

	<p><b>Members noted that Members and Trustees were a team and there were a lot of strengths on the Board. They asked the Chair how they could help and what she envisaged Members becoming involved in.</b></p> <p>The Chair concluded that EAT had a strong group of Members and want to benefit from their expertise. It was good to establish a rapport between Members and Trustees rather than waiting until there was an issue. Members could help with networking in the local community and play a role in visiting schools / staff teams once Covid restrictions had been lifted.</p> <p>The CEO reiterated that Members were invited to any Trust Board or Committee meeting. This had perhaps not previously been made clear but the CEO would work with the Clerk to ensure that Members were routinely invited to meetings and were welcome to join in even if it was just for half an hour. The CEO liked the idea of a half-day with Members and Trustees to re-visit the vision and values.</p> <p><b>Action: Clerk to invite Members to future Board and Committee meetings in addition to the AGM and the summer Board meeting.</b></p> <p><b>Members suggested that the presence of a Trustee or Member at a staff meeting or meetings with parents if this was helpful to boost morale.</b> RG suggested that a Member could write an article in the school magazine and the Chair took up this suggestion.</p> <p><b>Action: RG to write an article in the school magazine.</b></p> <p><b>Action: Chair to follow up on proposed actions with Members, as discussed above.</b></p>	<p>MN</p> <p>RG VDG</p>
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TRUSTEES' BUSINESS

<p>6</p>	<p><b>Executive Summary</b></p>	
	<p>The CEO noted that she had incorporated the Trust core values in her executive summary to keep them at the forefront, as discussed at the previous Board meeting.</p> <p>As the SDP had already been discussed under item 5, the main focus of this report was on the Priory Centre conversion. The CEO reported that progress was not always being made quickly enough in terms of getting answers from external partners. An extraordinary Board meeting had been planned for 17<sup>th</sup> December to discuss due diligence but this would now be deferred to the new year so that a more accurate picture was available to enable an informed decision to be made by the Board. The CEO referred to the key areas of risk for the Priory acquisition:</p> <ul style="list-style-type: none"> <li>• Accommodation – following the significant issues highlighted in the condition report, there was ongoing dialogue with the DfE about additional funding. The Priory was forecasting a deficit by the end of this academic year making CIF (condition improvement fund) bids difficult, as it would not be possible to provide the required 10% contribution from the Priory budget.</li> <li>• Funding model – the CFO had reviewed this and it was not fit for purpose. Wakefield LA had been open to dialogue about this. A meeting had been held with the Wakefield Inclusion Strategic Leads and finance colleagues and further meetings had taken place or were scheduled to agree on a sustainable funding model.</li> <li>• <i>(Confidential item redacted and included in separate confidential minute).</i></li> </ul> <p>The CEO explained that Kirklees was undergoing a review of alternative provision and specialist provision, as there was currently not enough specialist provision for all the children</p>	

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**AGM & MEETING OF TRUSTEES**  
 Thursday 10<sup>th</sup> December 2020 at 5pm via Microsoft Teams

	<p>who needed it. A report would follow in the spring term about this and it had been noted that EAT had been instrumental in providing support when the LA was unable to provide it. <i>(Confidential item redacted and included in separate confidential minute).</i></p> <p><b>Trustees expressed concern about the potential financial burden but were confident that EAT could provide the required teaching / school improvement expertise.</b></p> <p><b>Trustees asked if EAT had carried out any best-case and worst-case scenarios.</b> The CFO confirmed that she had.</p> <p><b>Action: CFO to share working paper on best-case and worst-case scenarios with GC outside of the meeting.</b></p> <p>The CEO reported that the formal consultation with stakeholders on the conversion of the Priory Centre to an academy took place between September and November 2020. The resulting recommendation was that there was no good reason not to progress with the conversion. <b>The consultation report had been made available to Trustees with the Board papers and they had been given the opportunity to ask questions.</b></p>	TJ
<b>7</b>	<p><b>Committee Recommendations / Outputs</b></p>	
	<p><u>Curriculum &amp; Standards Committee</u></p> <p>There was no report from Curriculum and Standards Committee, as no meeting had been held since last Board meeting. LA explained that in the difficult circumstances the DSLs (Designated Safeguarding Leads) and deputy DSLs working across the Trust continued to take their safeguarding responsibilities very seriously. All issues continued to be followed up and the relationships established with families during the first lockdown continued to be strengthened. There had been no major safeguarding issues in any of the settings recently.</p> <p><u>Pay &amp; Performance Committee</u></p> <p>The report on key recommendations had been circulated in advance and there were no further questions. It was noted that KB and GC had joined the Committee this academic year.</p> <p><u>Finance, Audit &amp; Risk Committee</u></p> <p>The report on key recommendations had been circulated in advance. There were no questions, as some of the recommendations had been discussed during item 3 in relation to the audit.</p>	
<b>8</b>	<p><b>Statutory Documents &amp; Policies</b></p>	
	<p><u>Whistleblowing Policy</u></p> <p>Following the request at the previous Board meeting, the policy had been reviewed by EAT's legal advisors and re-worded in relation to the grievance procedure. The updated version had been circulated for comment in advance of the meeting and no comments had been received.</p> <p><b>Resolved: Trustees approved the whistleblowing policy.</b></p> <p><u>Scheme of Delegation</u></p> <p>The CEO explained that two amendments had been made to the scheme of delegation.</p>	

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## ETHOS ACADEMY TRUST AGM & MEETING OF TRUSTEES

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- A local tier of governance would be required for the Priory Centre. The terminology had been changed from local academy board to academy advisory committee to make it clear that this was an academy-level committee, not to be confused with the Board of Trustees.
- Added in the table on page 7 that the Board of Trustees needed to appoint to the CFO / Finance Director.

**Resolved: Trustees approved the updated scheme of delegation.**

**9 Governance: Trustee Appointment**

The Chair thanked Jem Greenwell for her attendance and JG left the meeting to enable Trustee discussion about her proposed appointment.

JG's CV and references had been circulated prior to the meeting. The Chair and CEO had held an informal discussion with JG about becoming a Trustee and invited questions from Trustees on JG's experience. **Trustees thought that JG had a very interesting background with good experience of data, due diligence etc. Trustees suggested it would be helpful if the bullet points of the discussion could have been circulated and proposed this was done for future Trustee recruitment. Trustees noted that EAT was a skills-based board and asked what skill EAT was missing that JG could provide.** The Chair explained that the Trust was currently looking for Trustees with a legal, health & safety and compliance background and whilst JG did not necessarily fit into any of these categories, she was a good fit in terms of the Trust values and had been recommended by Academy Ambassadors. **It was noted that JG had good strategic skills.** The Chair agreed to look at Trustee recruitment processes for future and the possibility of involving other Trustees. **Trustees asked if EAT needed to look at the balance of the Board in terms of skills and experience within a large organisation and whether someone with a particular education involvement was needed.** The Chair noted that Donna Tandy was the Deputy CEO of Focus Trust and helped to plug the gap left by Marcus Newby. She explained that the skills balance would be reviewed in the Board action plan. **Trustees suggested that the recent skills audit that had been completed by Trustees should be a useful source of information and asked what had happened with this.** The Chair explained that she was doing some work with HR on Trustee recruitment and development areas and would use the skills audit for that. **Trustees asked if the skills audit could be circulated again for the benefit of new Trustees and also be made part of new Trustees' recruitment.** The CEO and Chair agreed to do this. **Trustees noted that it was hard to recruit Trustees and they were grateful for the high calibre of the people who want to join the Trust. Trustees did not want the Executive Team to spend too much time on recruitment processes. The absence of certain skills on the Board was not a reason to reject a potential Trustee if they were a good fit and were willing to join the Board.** The Chair explained that there was a selection process and some people had been turned down in the past for not being a good fit. **Trustees recommended Jem Greenwell's appointment as a Trustee to Members. The Members present (Brigid Tullie, Rajeev Gupta and Victoria Del Giudice) approved the appointment of Jem Greenwell as a Trustee.**

**Action: Clerk to email the remaining Members (Gillian Hughes and Alastair Megahy) for their approval.**

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**ETHOS ACADEMY TRUST  
AGM & MEETING OF TRUSTEES**

Thursday 10<sup>th</sup> December 2020 at 5pm via Microsoft Teams

	<b>Action: Chair to review Trustee recruitment processes and involve other Trustees in the future.</b>	VDG
	<b>Action: Chair / CEO to circulate the skills audit to new Trustees (DT, KB &amp; JG) and include it in the Trustee recruitment process.</b>	VDG / JF
<b>10</b>	<b>Any Other Urgent Business</b>	
	There being no further business, the meeting concluded at 7.11pm	
<b>11</b>	<b>Date of Next Meeting</b>	
	<ul style="list-style-type: none"> <li>The extraordinary Board originally arranged for 17<sup>th</sup> December 2020 would be deferred to January 2021.</li> <li>The next ordinary Board meeting was 1<sup>st</sup> April 2020 at 5pm.</li> </ul>	

Action Points	Responsibility	Completion
• Correct BT's status from Trustee to Member of Batley MAT in annual report.	TJ	14.12.2020
• Arrange the physical sign off the annual accounts with the Chair and CEO outside of the Board meeting.	TJ	18.12.2020
• Invite Members to future Board and Committee meetings in addition to the AGM and the summer Board meeting.	MN	January 2021
• Write an article in the school magazine.	RG	Spring 2021
• Follow up on proposed actions with Members, as discussed under Member engagement (item 5).	VDG	January 2021
• Share working paper on best-case and worst-case scenarios for Priory Centre acquisition with GC outside of the meeting.	TJ	18.12.2020
• Email the remaining Members (Gillian Hughes and Alastair Megahy) for their approval of the appointment of Jem Greenwell as Trustee.	MN	11.12.2020 (completed)
• Review Trustee recruitment processes and involve other Trustees in the future.	VDG	February 2021
• Circulate the skills audit to new Trustees (DT, KB & JG) and include it in the Trustee recruitment process.	VDG / JF	January 2021

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