

ETHOS ACADEMY TRUST

AGM & BOARD OF TRUSTEES MEETING MINUTES

Thursday 9th December at 5pm at Reach Academy & via Microsoft Teams

Present:	Victoria Del Giudice (VDG)	Chair & Trustee
	Karen Bennett (KB)	Trustee (items 1-6 only)
	Gary Cox (GC)	Trustee
	Graham Dewhirst (GD)	Trustee
	Jem Greenwell (JG)	Trustee
In Attendance:	Melanie Nightingale (MN)	Clerk to the Board
	Jayne Foster (JF)	CEO
	Dewi Bennett (DB)	CFOO
	Lesley Conway (LC)	HR Manager
	Rebecca Everett (RE)	SFO (items 1-4 only)
	Jane Acklam (JA)	Member (items 1-4 only)
	Gillian Hughes (GH)	Member (items 1-4 only)
	Alastair Megahy (AM)	Member (items 1-4 only)
	Katie Stevens (KS)	Member (items 1-4 only)

Item	Action
1	Welcome, Apologies & Declarations of Interest
	<ul style="list-style-type: none"> • Apologies were received and accepted from Alison Black, Rajeev Gupta and Jo-Anna Barr. • Donna Tandy had originally advised that she would only be able to attend until 6pm due to a clash with her own Trust AGM. However, she was not on the Teams call. • Karen Bennett had advised that she needed to leave the meeting at 6.30pm. • There were no declarations of interest.
AGM	
2	Bringing the Trust to Life: Ethos College Presentation
	<p>The Chair introduced Rebecca Smith, Head of Ethos College (KS4 provision and medical KS1-3 provision) who handed over to Emily, a former Ethos College pupil, to give a presentation about her experience at Ethos College.</p> <p>Emily gave an account of her difficult experiences in mainstream school, which had a detrimental effect on her mental health and resulted in her being referred to Ethos College. Emily spent Year 11 at Ethos College from October 2020 to July 2021 and told the Board how her time at Ethos had transformed her situation, resulting in positive relationships with teachers and peers, successful GCSE grades and moving on to sixth form college to study for A Levels. She was hoping to study for a medical degree in the future.</p> <p>The Chair thanked Emily for her bravery in sharing her personal story and noted that she was proud to hear what she had achieved and overcome.</p> <p>Trustees asked how Emily accessed support after leaving Ethos College. Emily explained that she received support from CAMHS (Child and Adolescent Mental Health Services) and had developed a more positive relationship with her family, meaning that they were also able to</p>

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help her. **Members asked Emily what the key thing was that put her on the road to recovery.** Emily explained that she had heard of other people who had come to Ethos and about their positive experiences. She had picked dance as an enrichment activity and received one-to-one teaching for one of her GCSEs and the bond she formed with this particular teacher had helped her. **Trustees asked if it was reassuring to see others in the same situation at Ethos.** Emily stated that it was quite isolating in a mainstream setting. At Ethos everyone knew each other and had a background story. **Trustees asked Emily if she would want to help others in similar situations.** Emily confirmed that she would like to support others and work in a setting like Ethos. She had been offered a work placement as a peer mentor with a charity.

Members and Trustees thanked Emily for her inspiring story and wished her all the best for the future. The Chair thanked Emily for her contribution and noted that hearing stories like hers helped the Board to understand the impact the Trust had on children and young people.

3 Presentation of Annual Accounts

The Chair handed over to DB for the presentation of annual accounts and noted that Members had held a separate meeting prior to the AGM to scrutinise the accounts and Trust strategic priorities. The Chair explained that she had stepped down as a Member to ensure clear separation of governance roles.

DB highlighted the following points from the accounts:

- Total funds: £545k deficit, made up of £4.4m fixed assets, £1.2m income & expenditure funds and £6.1m pension deficit.
- Operational income: £5.8m (£0.5m less than previous year)
- Operational expenditure: £5.4m (not including £700k of pension and depreciation), including £0.3m capital investments.
- Net operational profit: £123k (after £299k put to one side for capital spending).
- Current assets (free funds): £1.2m (vs £1.1m in 2020).
- Cash: £370k (including £311k of fixed assets used for investments).
- Total cash in hand: £1.4m (£600k more than last year, partly due to spending £750k on capital last year and £450 from capital grants).
- External Audit Review
 - Updates from prior year – new Trust tenders and contracts awarded showing evidence of moving away from LA, zero tolerance to related parties showing no significant findings, no evidence after testing of missing signed employment contracts, only two missing purchase orders and process for journal posting controls to be adopted.
 - Current year – small issues around procurement policies and management accounts and reporting. Some balance sheet controls were not adequately completed but these had been corrected. Small issue with bank reconciliations.

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	<ul style="list-style-type: none"> EAT was on track for submission of the accounts to ESFA (Education & Skills Funding Agency) by 31st December 2021 and the Academies Accounts Return by 25th January 2022. <p>Trustees asked about the definitions of “free funds” and whether both “restricted” and “unrestricted” funds should be included in those regarded as “free” to use. DB explained that the scope for GAG (general annual grant) expenditure as defined in the Trust Funding Agreement was sufficiently wide and could be used on “normal running costs or capital expenditure” to allow for restricted reserve balances to be included within what is regarded as “free funds”. There was therefore no need to amend the statutory accounts notes / comments. Trustees asked about the possibility of circulating the performance data for the statutory accounts to the FAR (Finance, Audit & Risk) Committee in future years. DB noted that this may not include the numerical aspects of the annual accounts report, although they would be included (but not essential) if available at the time of the FAR Committee meeting.</p> <p>Action 3.1: DB to speak to CEO regarding circulation of the performance data for the statutory accounts to the FAR Committee in future years.</p>	DB
4	<p>Member Q&A: Annual Accounts and Trust Strategic Priorities</p> <p>Approval of Annual Accounts by Trustees</p>	
	<p><u>Annual Accounts</u></p> <p>Members referred to their separate meeting prior to the AGM and noted the amount of effort put into the preparation of the accounts, particularly during a challenging year, and thanked the Executive Team for their hard work. Members asked if the Executive Team was comfortable that reserves would cover capital spend and that enough income had been spent on pupils this year. Members asked about the stress tests performed to confirm that the Trust was a going concern. DB explained that the forward planning on the use of reserves was central to discussions at the FAR Committee and business plans for these investments were carefully scrutinised. He confirmed that the Trust was not generating huge amounts of surplus each year and everything that was spent was for the benefit of the pupils. Trustees asked if it was savings in staffing that had increased reserves. The CEO explained that staff were not always immediately replaced when they left and supply staff were not routinely used due to the nature of the settings and the need to build relationships with pupils. This therefore resulted in some cost savings. GC noted the rigorous process involved in signing off the expenditure for the budget each year and the scrutiny of business cases in terms of how initiatives were funded with reasons provided for use of reserves if the expenditure was outside of the budget range. Capital was also considered by the FAR Committee. GC explained that the Trust was not accumulating funds to feel safe and was balancing reserves with spending appropriately to ensure expenditure was in accordance with Trust strategy. The FAR Committee was formulating a strategic financial framework to achieve objectives and how to resource and fund these. The FAR had held extraordinary meetings if decisions were required on particular expenditure and updated forecasts were provided to enable decision making.</p>	

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Resolved: Trustees approved the annual report and accounts, which had been received by Members.

Trust Strategic Priorities

The Chair handed over to Members for questions on strategic priorities.

Members asked about the SLA (service level agreement) with a neighbouring LA (local authority) and whether that was just for Evolve or for additional services with that LA. The CEO explained that the SLA was not for Evolve but related to another PRU (pupil referral unit) in Wakefield for KS4 provision, whereas Evolve was KS2 &3. **Members noted the basis of the Trust was for meeting SEMH (social, emotional and mental health) needs and asked if there could be more information about this in the annual report, e.g. what additional input or intervention EAT provided to enable these children to return to mainstream and be their best selves and how this was measured. Members asked how the Trust worked out what the best outcomes were for a 12-week turnaround placement and what success would look like. Members commented on how nice it was to see Emily at tonight's meeting to find out what the organisation meant to her and that it would be good to have some data to support that.** The Chair noted that this echoed some of the conversations in Board meetings. The accounts were produced too early to have brought to life a year of impact and accountability measures. This was a work in progress and Trustees noted the importance of this. The CEO reported that some elements of the value added impact of EAT was difficult to demonstrate in relation to standardised benchmarking data. However, EAT used, for example, Boxall profiles to measure the impact of SEMH progress and outcomes. These were very personalised and bespoke and difficult to collate into meaningful academy or Trust level data. What success looked like for one child would be very different from another. In some cases, children needed to be supported to become ready to re-engage with learning before thinking about progress and attainment. Where a child went after their time at EAT was an indicator of success, e.g. sustained successful transition to further education, employment, training etc. **Members referred to the SEMH objectives and suggested some measures be provided to add weight to them.** The CEO explained that attendance was a key indicator. Children often came with low engagement and low attendance and it was a measure of success how EAT improved and sustained this. **Members asked how Covid had affected engagement and attendance.** The CEO explained that it did have an impact but during the lockdown last year EAT was required to stay open due to being AP (alternative provision), although some families chose not to send their children to school. Whilst there was a drop in attendance overall during the last academic year, Engage had very high attendance and pupil attendance across the Trust was significantly higher than the national average. **Members asked about the sustainability of Trust growth.** DB explained that there would be further details on this later in the meeting but it was important for the Trust to achieve its ambitions for growth whilst being sustainable. There seemed to be a lot of opportunities available and it was important to choose the right ones without over-stretching capacity. The Chair noted that this was a discussion that frequently came to the FAR Committee in terms of committing to expenditure before revenue and identifying the most suitable growth opportunities. The Board hoped to offer some reassurance about growth and sustainability in this meeting but the FAR

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Committee was also monitoring the situation. **Members asked if there were any opportunities for post-16 education as part of EAT and if this could be explored.** The CEO explained that she had explored this on several occasions but there was not a viable financial model and currently it would be at the detriment of other academies. KS4 children generally seemed ready to move on after Ethos but a minority would benefit from extra support. However, there were no viable opportunities at present. **Members noted how powerful Emily’s story was and asked if case study evidence could be incorporated into the annual report so that the Trust could address the issues raised by Members in terms of grass roots examples and to give a full summary of Trustees’ involvement in driving improvement.** The Chair noted that this was a good idea. **Trustees commented that, whilst certain elements of the annual report were prescriptive, i.e. the accounts, the summary information at the front of the report was a selling opportunity to show to interested parties and it should reflect EAT’s achievements. Trustees highlighted the importance of publicising other achievements as well as financial results and it was agreed that this would be considered for next year. Members asked if there could be examples / quantification of some of the interventions showing success criteria from case studies and how much the interventions cost. Linking the cost to the success of the intervention would be useful for those responsible for commissioning AP services.** DB noted that it was common in industry to promote the organisation’s services via the annual report but in the education sector this tended to be different and there were other vehicles for this.

Action 4.1: CEO / DB to consider the use of case studies in future annual reports and the best way of showcasing the Trust’s achievements via the annual report or by using other methods.

JF / DB

External Auditors

DB explained that the current auditors had been in place for three years and with the agreement of Members and Trustees, he would now like to go out to tender for external audit services. Following the tender process, the Trustees would make a recommendation to Members, which could be approved via email.

Resolved: Members and Trustees agreed that DB could go out to tender for external audit services.

Members thanked Trustees and left the meeting at 18:11

RE left the meeting at 18:11.

TRUSTEES’ BUSINESS

5 Previous Minutes & Matters Arising

Resolved: The minutes of the meeting held on 21st October 2021 were agreed as an accurate record.

Some actions had been moved from the Board action log to the appropriate Committee logs.

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6	<p>Committee Recommendations / Outputs</p> <p><u>People & Culture Committee</u></p> <p>KB reported on the first meeting of the People & Culture Committee that she had chaired in November and thanked JA for her support as outgoing Chair.</p> <p>Priorities for the Committee were stakeholder voice, ethical leadership, wellbeing, coaching strategy, strategy for becoming an employer of choice and appointing a diversity lead.</p> <p>Membership of the Committee required consideration now that JA had stepped down as a Trustee and GC had stepped down from the Committee due to other commitments.</p> <p>The Chair thanked KB for taking on the role as Chair of the People & Culture Committee and the Evolve Academy Performance Review Committee (APRC).</p> <p>Trustees asked about the addition of Health & Safety into the remit of the People & Culture Committee and whether consideration had been given to linking up with the FAR Committee on H&S. LC explained that there were a couple of KPIs relating to H&S about children’s behaviour affecting staff wellbeing therefore the Committee was focusing on staff-related H&S rather than H&S as a whole.</p> <p><u>Finance, Audit & Risk Committee</u></p> <p>GC reported on the FAR meetings held in November and noted that the Committee was ensuring that all available income streams were being explored. Objectivity was exercised when looking at potential acquisitions and considering their fit with Trust values and financial viability.</p> <p>The FAR Committee had signed off £181k on unbudgeted spend based on business cases provided by DB including forecasts and the impact on reserves. The Committee was not considering business cases in isolation and was scrutinising their potential impact prior to agreeing expenditure.</p> <p>The CEO noted that the Committees were starting to interrelate and inform each other’s conversations.</p> <p>Trustees asked how the bespoke curriculum provision for Reach was progressing. The CEO reported that engagement had increased rapidly with forest schools, mountain biking and climbing enabling the children to re-engage with relationships, which it is hoped in time will support them to begin to re-engage in learning. The main base at Reach was more settled as a result but the breadth of special educational needs was more wide-ranging than ever.</p> <p>Trustees asked if the bespoke provision would continue to the end of academic year. The CEO explained that it needed to be considered as a continuously evolving offer.</p> <p><u>Evolve Academy Performance Review Committee</u></p> <p>KB reported on the APRC meeting held on 8th December, which was the second full meeting of this Committee. The overriding feedback was that the progress made so far was</p>
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outstanding. The focus of the meeting was on safeguarding and the improvements made since the 2020 Ofsted report. A lot of work had gone into this, including cultural changes. Building work taking place at the same time, which was quite disruptive. The integration with the Trust was progressing successfully. JF, DK and the team were doing an outstanding job. The LA rep from Wakefield took part in the meeting and noted how well things were going. It was good to see evidence of progress in this first acquisition.

The Chair commented on the positive feedback she had received separately from David Kiss, Headteacher of Evolve, about how well Evolve was operating.

KB left the meeting at 18:30

7 Executive Summary

The CEO referred to the Executive Summary, which had been available prior to the meeting and highlighted the following points:

Rotherham Free School

The opportunities associated with the potential new Special School for children and young people in Rotherham with SEMH difficulties were fully aligned with the EAT strategic development plan and the need for the Trust to grow. *[Confidential item redacted and included in a separate, confidential minute]*. The CEO presented the potential timetable involved, which would include starting the due diligence in December 2021 subject to Trustee approval. The CEO suggested an Extraordinary Board meeting in early March 2022 to report on the due diligence findings and secure Board approval. *[Confidential item redacted and included in a separate, confidential minute]*.

The CEO requested Board approval to progress to the next stage of the process.

Trustees discussed the “risks and mitigations” section of the Executive report.

[Confidential items redacted and included in a separate, confidential minute]

Resolved: The Board agreed it was in the interests of the Trust to progress forward to the next stage of the process and for Ethos Academy Trust to seek RSC (Regional Schools Commissioner) approval to become the preferred sponsor for Rotherham Special Free School. Subject to the outcomes of the final due diligence and detailed planning in the Spring term 2022, the Trust would intend that the school joined EAT by no later than **1st September 2022** (earlier if achievable).

Other Opportunities

The CEO provided a summary overview of potential, additional growth opportunities.

[Confidential items redacted and included in a separate, confidential minute]

Trustees encouraged the Executive Team to explore the opportunities further whilst being mindful of the potential workload involved.

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	<p><u>HR Update</u></p> <p>LC reported that the support staff pay increase had not been agreed with unions and although some Trusts nationally were paying staff a 1.75% increase, this was not the case locally. Trustees asked if any agreed increase would be backdated. LC confirmed that it would be backdated to April 2021. It was possible that a two-year agreement might be reached and LC would report back to Trustees.</p> <p>Action 7.2: LC to report back to Trustees on the support staff pay increase once further information was available.</p>	LC
GOVERNANCE & COMPLIANCE		
8	Board Reflections	
	<p>This was an opportunity to consider whether the Board had celebrated and made decisions aligned to the Trust core values, been effective as a Board and had courageous conversations. Trustees noted the importance of Emily’s presentation to gain an insight into the impact the Trust had on children which gave Trustees a stronger connection to the pupils and academies. Trustees noted that there had been more involvement from the Members at the AGM. The separation between the Chair and Members allowed more accountability for the Board to the Members. The Chair noted that the Board were working together really well.</p> <p>JG reported on her visit to Engage Academy today, which had helped bring the Board discussions to life and helped Trustees to live the values.</p>	
9	Any Other Urgent Business	
	<p>The Clerk noted the resignation of Jane Acklam as a Trustee on 30th November 2021 and her subsequent appointment as a Member on 9th December 2021, which was agreed in today’s Members’ meeting.</p> <p>The approval via the Every system of the updated Trust Scheme of Delegation and Terms of Reference for the Finance, Audit & Risk Committee, Learning & Achievement Committee and People & Culture Committee was ratified. These updates were to enable the co-opting of Committee members who were not Trustees to bring additional expertise to relevant Committees when required.</p> <p>Ideas for further Trustee engagement were discussed. There would be an equality, diversity and inclusion training session on 03/02/22 to which Trustees would be invited.</p> <p>Action 9.1: Chair and Vice Chair to follow up on Trustee engagement in January 2022 and hold one-to-one discussions with individual Trustees.</p> <p>Trustees suggested more frequent meetings of the Committees to drive engagement and accountability, possibly with shorter, more focused agendas.</p> <p>There being no further business, the meeting concluded at 19:25.</p>	VDG / GD

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10	Date of Next Meeting
	Thursday 24 th March 2022 at 5pm

Action Points	Responsibility	Completion
• Action 3.1: Speak to CEO regarding circulation of the performance data for the statutory accounts to the FAR Committee in future years.	DB	April 2022
• Action 4.1: Consider the use of case studies in future annual reports and the best way of showcasing the Trust’s achievements via the annual report or by using other methods.	DB / JF	April 2022
• Action 7.2: Report back to Trustees on the support staff pay increase once further information was available.	LC	February 2022
• Action 9.1: Follow up on Trustee engagement in January 2022 and hold one-to-one discussions with individual Trustees.	VDG / GD	January 2022

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