

**ETHOS ACADEMY TRUST  
BOARD OF TRUSTEES MEETING MINUTES**

Thursday 15<sup>th</sup> September at 4pm at Reach Academy and via MS Teams

<b>Present:</b>	Victoria Del Giudice (VDG)	Chair & Trustee
	Karen Bennett (KB)	Trustee
	Alison Black (AB)	Trustee
	Gary Cox (GC)	Trustee
	Jem Greenwell (JG)	Trustee
<b>In Attendance:</b>	Dewi Bennett (DB)	CFOO
	Lesley Conway (LC)	HR Manager
	Jayne Foster (JF)	CEO
	Melanie Nightingale (MN)	Clerk to the Board

Item		Action
<b>1</b>	<b>Appointment of Chair and Vice Chair</b>	
	<p>The Clerk reported that Victoria Del Giudice had expressed an interest in continuing as Chair of the Board. VDG left the room to enable a vote to be taken.</p> <p><b>Resolved:</b> Trustees unanimously approved the appointment of Victoria Del Giudice as Chair of the Board of Trustees.</p> <p>VDG returned to the meeting and was informed of the outcome. The meeting continued with VDG as Chair.</p> <p>The Chair reported that Graham Dewhirst had expressed an interest in continuing as Vice Chair of the Board. GD was not present at the meeting and a vote was taken.</p> <p><b>Resolved:</b> Trustees unanimously approved the appointment of Graham Dewhirst as Vice Chair of the Board of Trustees.</p>	
<b>2</b>	<b>Welcome, Apologies &amp; Declarations of Interest</b>	
	<ul style="list-style-type: none"> <li>The Chair welcomed everyone to the meeting, including Katie Stevens, one of the Members, who was observing the meeting to keep in touch with Board developments.</li> <li>Apologies were received and accepted from Graham Dewhirst, Jayne Clarke and Ann-Marie Oliver.</li> <li>There were no declarations of interest for this meeting. The register of interests had been updated for 2022-23. The Chair asked Trustees and Members to advise the Clerk of any further changes to their declarations of interest throughout the year.</li> </ul>	
<b>3</b>	<b>Previous Minutes &amp; Matters Arising</b>	
	<p><b>Resolved:</b> The minutes of the meeting held on 7<sup>th</sup> July 2022 were agreed as an accurate record.</p> <p><b>Resolved:</b> The minutes of the extraordinary Board meeting held on 20<sup>th</sup> July 2022 were agreed as an accurate record.</p>	

Agreed as an accurate record

Signed: ..... Print Name: .....

Dated: .....

**ETHOS ACADEMY TRUST**  
**BOARD OF TRUSTEES MEETING MINUTES**  
 Thursday 15<sup>th</sup> September at 4pm at Reach Academy and via MS Teams

STRATEGY & PLANNING

**4 Executive Summary**

The Chair reflected on the achievements in the last academic year.

- Evolve Academy joined EAT on 1<sup>st</sup> September 2021, which was a huge step forward and the first piece of Trust growth. EAT had supported Evolve on its school improvement journey.
- Approval of offsite provision for the vulnerable cohort in Reach to support reintegration / re-engagement with learning.
- Capital improvements.
- Launched big moves ready to focus further in 2022/23.
- Ofsted training, safeguarding training, EDI training and supported the first staff day.
- Approved due diligence on Elements Academy in Rotherham.
- Approved expansion of Central Team.
- Formed first tier of local governance to support Evolve.

The Chair thanked the Executive Team and also the Trustees for their time and commitment. Trustees thanked the Chair for doing an excellent job of leading the Board.

The Chair handed over to the CEO for a verbal executive summary.

Springfield Centre Update

- The conversion date for Springfield had originally been set for 1<sup>st</sup> November 2022 but there had been a delay in the information sharing required for due diligence over the summer and further work was required on arrangements for the satellite site. As a result, the final recommendations to Trustees on due diligence would need to be delayed, along with the conversion date.
- The Chair explained that she was part of the project steering group overseeing the conversion of Springfield and wished to remove the burden on the Executive Team of meeting an unrealistic conversion date.

**Trustees asked if there was anything that could be done to mitigate the situation or if there were specific issues causing delay.** The CEO noted that EAT was legally much further on than it had been at the same point in the process with Rotherham and the main issue had been awaiting information to inform due diligence. A working group meeting with the LA and DfE had been held this afternoon (15<sup>th</sup> September).

- The CEO recommended delaying the extraordinary Board meeting to discuss the Springfield due diligence findings to 13<sup>th</sup> October (originally the date for Trustees safeguarding training, which would be re-arranged) and delay the conversion date to 1<sup>st</sup> December 2022. **Trustees agreed with this recommendation.**

Agreed as an accurate record

Signed: ..... Print Name: .....

Dated: .....

**ETHOS ACADEMY TRUST  
BOARD OF TRUSTEES MEETING MINUTES**

Thursday 15<sup>th</sup> September at 4pm at Reach Academy and via MS Teams

Elements Academy Update

- EAT was thrilled that Elements Academy was now part of the Trust and had children in the building every day.
- Staffing had been a challenge. Appointments made in July were: 5 Teaching Assistants (TAs), one of which withdrew, 4 Learning Support Mentors (LSMs) and 1 Site Manager.
- HR support had been outsourced over the summer to enable a further recruitment drive. Vacancies as at September were noted. This reflected the original staffing model for 118 pupils. There were currently 106 pupils on roll, which provided some flexibility for staffing. Plans were in place to increase to 135 pupils by the end of the year with further recruitment. The CEO reported that she was delighted with the quality and amount of applications received. There was excitement about and a lot of interest in and support of Elements in the Rotherham area.
- LC reported that 6 of the 10 vacancies for LSMs had been recruited to and two of these were internal appointments. There was a total of 11 TA positions (6 substantive and 5 temporary one to one roles). EAT had recruited to 3 full time permanent TA roles, 1 part time and 1 temporary and there would be a need for a third round of recruitment to fill these roles. Two of the candidates interviewed for the LSM roles would be suitable for TA roles if they were happy to accept. Overall, recruitment had been positive.

**Trustees asked if there would be natural progression from TA to LSM roles over time.**

LC confirmed that this would be an opportunity as and when vacancies come up.

**Trustees noted the significant number of staff to induct and asked how this would be managed.**

LC explained that she had spoken to the Head at Elements about this. New starters in September had the benefit of inset days. The Head was hoping to bring some new starters in the week before October half term to train them up before starting after half term.

**Trustees asked if Elements would still be on track with proposed student numbers after this round or the next round of recruitment.**

The CEO confirmed that following the current round of recruitment and planned further recruitment, proposed student numbers were achievable.

**Trustees asked if one member of the HR team would lead on recruitment.**

LC reported that the Operations Manager would potentially lead on recruitment and would also be looking at streamlining recruitment processes to make them more efficient.

- The Elements building had been a building site for most of the summer holiday with lots of staff and contractors on site to support this. In a very short timeframe, it has become a warm and welcoming provision. There had been an open invitation for staff to help with moving furniture for two days prior to opening and this had resulted in good team building between staff, which had continued as the term started, creating an inclusive, collaborative environment. The staff were thrilled with the building and it had been a very positive start.
- Week one of the term had been set aside for staff training and parent / carer / pupil visits (with 86 families visiting) and the second week was now in progress with pupils

Agreed as an accurate record

Signed: ..... Print Name: .....

Dated: .....

**ETHOS ACADEMY TRUST  
BOARD OF TRUSTEES MEETING MINUTES**

Thursday 15<sup>th</sup> September at 4pm at Reach Academy and via MS Teams

starting on site, initially two days per week (apart from Y11 who were full time from the outset). Parents had been supportive about part time phased integration. Y10 would be full time from week 4 while the lower year groups would be on site three days per week in weeks 4-7, building up to full time from w/c 31<sup>st</sup> October 2022 subject to successful recruitment.

- JG shared her experience of visiting the school for the first time and the Chair wished her luck with the first APRC meeting next week in her new role as Elements APRC Chair.

**Trustees asked about the progress of the building work at Elements.** DB reported that he did the last snagging list on the Friday before opening to staff. There were no major issues and the building was very close to being exactly as EAT wanted it to be. There had been some feedback from unions about some areas to consider, which would be taken into account. The CEO explained that the snagging work would take place over October half term.

Trust Updates

- The CEO reported that quite a few new staff had started, including a Senior HR Advisor and HR Operations Manager.
- EAT had been successful with its TCAF (Trust Capacity Fund) application for £260k, which would predominantly fund the central team growth, covering appointments between April 2022 and April 2023. A small amount of the funding would be used for a new management information system. EAT had only budgeted for receiving 50% of this funding.
- Ethos College had achieved strong GCSE outcomes and performance outstripped predictions. 26% of pupils received 5 or more GCSEs at grade 5 or above and 31% achieved grade 9 to 5 in English or Maths. Pupils, parents / carers and staff were very pleased.
- Capital works had been undertaken at Reach Academy and Ethos College to improve the entrance.
- Redecoration had been carried out at Engage
- Various works had taken place at Elements to ensure readiness for pupils.
- The CEO recorded her thanks to the site staff for carrying a lot of responsibility while other staff were on leave.

Trust Growth

- EAT had started with 129 pupils in September 2018, increasing to 189 pupils from September 2021 and to 354 in September 2022. The aim was to increase to 454 pupils by January 2023.
- Whilst EAT had doubled in size in terms of academies, it had more than tripled pupil numbers.
- The CEO suggested a consolidation period for 2022-2023.

Agreed as an accurate record

Signed: ..... Print Name: .....

Dated: .....

**ETHOS ACADEMY TRUST  
BOARD OF TRUSTEES MEETING MINUTES**

Thursday 15<sup>th</sup> September at 4pm at Reach Academy and via MS Teams

Looking Forward

- Ofsted inspections for the three founding academies were expected this academic year and the Director of Education was working with Heads and senior leaders to prepare.
- The Kirklees tender for all strands of provision would go out this academic year and the potential implications of this were discussed.
- A window of opportunity for AP free school applications was approaching and the expectation was that a Trust and the LA would work in partnership from the outset and submit an expression of interest in the next month. EAT had been approached informally by two local authorities about this. This was likely to be a three-year process. The deadline was 17<sup>th</sup> October 2022 for initial expressions of interest. The CEO welcomed thoughts from Trustees. **Trustees thought it was a fantastic opportunity and were supportive of this. Trustees noted the need to consider what would happen if EAT didn't express an interest, given their specialist expertise in AP. The more partnerships EAT could form, the better. AP free schools fitted with the Trust strategy and the long-term nature of the process would help with decision making for future opportunities.**

**Action 4.1: CEO to progress discussions with a view to submitting the initial expressions of interest for the AP free schools with the two local authorities.**

- The CEO noted EAT had been formed due to the need for more high quality alternative provision and the approaches from the two local authorities were a positive sign.
- According to the government White Paper all schools would be part of a Trust by 2030 with at least ten schools or a minimum of 7,500 pupils. Two consecutive judgements of below "good" in Ofsted would result in the expectation to join a Trust. The CEO noted the need to be ready for the opportunities from the White Paper and to be ambitious. **Trustees proposed the idea of positioning EAT as an employer of choice in this context.**

**The Chair congratulated the Executive Team on their resilience in achieving everything last year.**

*LC left the meeting at 16:47.*

JF

GOVERNANCE

**5 Board Self-Evaluation and Governance Planning 2022/23**

New Governance Structure

EAT had a new governance structure for 2022/23 with the Academy Performance Review Committees (APRCs) for Evolve and Elements, chaired by Karen Bennett and Jem Greenwell respectively, providing a local layer of governance and supporting stakeholder engagement. There was a plan to develop tier of governance for the founding academies in the future.

Agreed as an accurate record

Signed: ..... Print Name: .....

Dated: .....

**ETHOS ACADEMY TRUST  
BOARD OF TRUSTEES MEETING MINUTES**

Thursday 15<sup>th</sup> September at 4pm at Reach Academy and via MS Teams

The CEO presented the list of proposed APRC representatives for Elements Academy following a recruitment process over the summer. JG and the CEO had met applicants following receipt of expressions of interest and CVs. There were three external candidates (two community representatives and one LA representatives) who were high calibre colleagues who could bring a high level of support and challenge to strengthen Elements. They would all be good ambassadors for the academy and would add value. The Chair suggested that an induction plan be discussed outside of the meeting.

**Action 5.1: CEO and Chair to discuss induction plan for new APRC representatives and feed back to PA and Clerk.**

JF /  
VDG

**Resolved: Trustees approved the membership of the Elements APRC as follows:**

- Jem Greenwell (Chair)
- Sue Wight (staff)
- Alison Ward (staff)
- Pam Ward (LA representative)
- Margaret Marshall (community representative)
- Rebecca Thompson (community representative)

The CEO suggested that the Evolve APRC needed to be strengthened further in line with Elements. The Chair noted that she had spoken to three potential Trustees / governors and they all questioned the level of commitment required to be a Trustee or governor at EAT. This had led the Chair to reflect on the need to streamline processes to reduce the workload for Trustees and governors. **Trustees noted that the ability to take part in meetings remotely was helpful and enabled Trustees to contribute more and save time.**

Appointment of Committee Chairs and Committee Membership

The Clerk reported that the existing post-holders had expressed an interest in chairing the same Committees this year and the Chair noted that it was good to have continuity whilst a succession model was put in place.

**Resolved: Trustees approved the membership of the Committees, including Chair roles as follows:**

Finance, Audit & Risk Committee

- Gary Cox (Chair)
- Graham Dewhirst
- Victoria Del Giudice
- Jem Greenwell

People & Culture Committee

- Karen Bennett (Chair)
- Alison Black

Agreed as an accurate record

Signed: ..... Print Name: .....

Dated: .....

**ETHOS ACADEMY TRUST  
BOARD OF TRUSTEES MEETING MINUTES**

Thursday 15<sup>th</sup> September at 4pm at Reach Academy and via MS Teams

	<p><u>Learning &amp; Achievement Committee</u></p> <ul style="list-style-type: none"> <li>• Jayne Clarke (Chair)</li> <li>• Victoria Del Giudice (to provide quoracy in the interim)</li> </ul> <p>There was some discussion about the membership of the Learning and Achievement Committee. Now that JG was chairing the Elements APRC as well as being a member of FARC, it was suggested that she stand down from the Learning and Achievement Committee and VDG would attend in the interim to provide quoracy. JG noted that she had the L&amp;A dates in her diary and could attend if needed.</p> <p><i>Katie Stevens left the meeting at 17:03.</i></p> <p>The Chair stated that more Trustees were needed to add capacity at Board and Committee level. <b>Trustees asked if all of these committees were needed and if there was another way of achieving the required level of oversight.</b> It was noted that the local committees (Evolve and Elements APRCs) did not cover HR, H&amp;S, Finances, Estates etc. However, there may be less need for a Learning &amp; Achievement Committee in future if the local governance tier was developed further. There was some discussion around whether L&amp;A should become part of the local tier of governance or whether there could be some education focus within Board meetings. However, it was important for the Board to retain its strategic focus. The CEO noted that the next Board meeting had a focus on learning and Achievement. <b>Trustees suggested recruiting a co-opted Committee member to support the Learning &amp; Achievement Committee.</b></p> <p><b>Action 5.2: Chair and CEO to discuss the Learning and Achievement Committee with the Director of Education outside of this meeting and come back to Trustees with a proposal.</b></p> <p><b>Action 5.3: Chair to speak to Academy Ambassadors about co-opted committee members.</b></p> <p><u>Setting / Allocation of Priorities for Committees</u></p> <p>The Chair asked Committee Chairs to take away an action on setting priorities for their respective Committee linked to the strategic development plan. The Executive Team member on each Committee would have objectives that were linked to the Committee’s priorities.</p> <p><b>Action 5.4: Clerk to add priority setting to the first agenda for each Committee and the first Chairs’ forum.</b></p>	<p>VDG / JF</p> <p>VDG</p> <p>MN</p>
<p><b>6</b></p>	<p><b>Governance Documentation, Policies &amp; Statutory Documents</b></p>	
	<ul style="list-style-type: none"> <li>• The Register of interests had been updated for 2022-23 and the Clerk thanked Trustees and Members for their input.</li> <li>• Governance Code of Conduct – this had been amended in line with NGA guidance.</li> </ul> <p><b><u>Resolved:</u> Trustees approved the updated Governance Code of Conduct.</b></p> <ul style="list-style-type: none"> <li>• Trust Scheme of Delegation – there had been some minor changes to the delegation table.</li> </ul>	

Agreed as an accurate record

Signed: ..... Print Name: .....

Dated: .....

**ETHOS ACADEMY TRUST  
BOARD OF TRUSTEES MEETING MINUTES**

Thursday 15<sup>th</sup> September at 4pm at Reach Academy and via MS Teams

	<p><b><u>Resolved:</u> Trustees approved the updated Trust Scheme of Delegation.</b></p> <ul style="list-style-type: none"> <li>Board Terms of Reference – there had been some minor changes.</li> </ul> <p><b><u>Resolved:</u> Trustees approved the updated Board Terms of Reference.</b></p> <ul style="list-style-type: none"> <li>Learning &amp; Achievement Terms of Reference – significant changes had been made to section 2 (scope), following input from the Director of Education and Committee Chair following the summer term meeting.</li> </ul> <p><b><u>Resolved:</u> Trustees approved the updated Learning and Achievement Terms of Reference.</b></p> <ul style="list-style-type: none"> <li>Finance, Audit and Risk Committee Terms of Reference – no significant changes.</li> </ul> <p><b><u>Resolved:</u> Trustees approved the Finance, Audit and Risk Committee Terms of Reference.</b></p> <ul style="list-style-type: none"> <li>People &amp; Culture Committee Terms of Reference – no significant changes.</li> </ul> <p><b><u>Resolved:</u> Trustees approved the People &amp; Culture Committee Terms of Reference.</b></p>	
7	<p><b>Appointment of Link Trustees</b></p>	
	<p>The Clerk had requested expressions of interest in the statutory and non-statutory link Trustee roles in advance of the meeting, which were discussed by Trustees.</p> <p><b><u>Resolved:</u> Trustees approved the appointment of the following link Trustees:</b></p> <p><u>Statutory Roles</u></p> <ul style="list-style-type: none"> <li>Vulnerability (encompassing SEND, behaviour, safeguarding and mental health) – Alison Black</li> <li>Compliance (H&amp;S / Risk) – Jem Greenwell</li> <li>Parent Trustees – Alison Black and Victoria Del Giudice</li> </ul> <p><u>Non-Statutory Roles</u></p> <ul style="list-style-type: none"> <li>Finance – no expression of interest received.</li> <li>Curriculum &amp; Data (including Pupil Premium) – no expression of interest received.</li> <li>Careers – Gary Cox</li> <li>HR – Karen Bennett</li> </ul> <p>The previous post-holders of the link Trustee roles for Finance and Curriculum &amp; Data were not present at the meeting and it was suggested that the Clerk contact them via email to ask if they would be happy to continue in these roles. If they were happy continue they would be duly appointed to these link Trustee roles.</p> <p><b>Action 7.1: Clerk to contact Graham Dewhirst and Jayne Clarke to ask if they were happy to continue in their roles as Link Trustee for Finance and Link Trustee for Curriculum and Data respectively.</b></p>	MN

Agreed as an accurate record

Signed: ..... Print Name: .....

Dated: .....

**ETHOS ACADEMY TRUST  
BOARD OF TRUSTEES MEETING MINUTES**

Thursday 15<sup>th</sup> September at 4pm at Reach Academy and via MS Teams

	<i>Clerk's note: following the meeting, the Clerk emailed GD and JC. JC confirmed that she was happy to continue in the role of Link Trustee for Curriculum &amp; Data and was duly appointed.</i>	
<b>8</b>	<b>Meeting Reflections</b>	
	This was not discussed due to it being the first meeting of the year, which was more of a business meeting.	
<b>9</b>	<b>Any Other Urgent Business</b>	
	There being no further business the meeting closed at 17:15.	
<b>10</b>	<b>Date of Next Meeting</b>	
	<ul style="list-style-type: none"> <li>Thursday 13<sup>th</sup> October 2022 at 4pm – extraordinary meeting re Springfield due diligence</li> <li>Thursday 20<sup>th</sup> October 2022 – Meeting of Trustees</li> <li>Safeguarding training to be re-arranged</li> </ul> <p><b>Action 10.1: Clerk to circulate updated meeting invitation for the extraordinary meeting on 13<sup>th</sup> October.</b></p>	<b>MN</b>

<b>Action Points</b>	<b>Responsibility</b>	<b>Completion</b>
• Action 4.1: CEO to progress discussions with a view to submitting the initial expressions of interest for the AP free schools with the two local authorities.	JF	30/09/2022
• Action 5.1: CEO and Chair to discuss induction plan for new APRC representatives and feed back to PA and Clerk.	JF / VDG	30/09/2022
• Action 5.2: Chair and CEO to discuss the Learning and Achievement Committee with the Director of Education outside of this meeting and come back to Trustees with a proposal.	VDG / JF	30/09/2022
• Action 5.3: Chair to speak to Academy Ambassadors about recruiting co-opted committee members.	VDG	14/10/2022
• Action 5.4: Clerk to add priority setting to the first agenda for each Committee and the first Chairs' forum.	MN	19/10/2022
• Action 7.1: Clerk to contact Graham Dewhirst and Jayne Clarke to ask if they were happy to continue in their roles as Link Trustee for Finance and Link Trustee for Curriculum and Data respectively.	MN	16/09/2022 (completed)
• Action 10.1: Clerk to circulate updated meeting invitation for the extraordinary meeting on 13th October.	MN	16/09/2022 (completed)

Agreed as an accurate record

Signed: ..... Print Name: .....

Dated: .....