

ETHOS ACADEMY TRUST BOARD OF TRUSTEES MEETING MINUTES

Thursday 8th December 2022 at 5pm at Reach Academy and via MS Teams

Present:	Victoria Del Giudice (VDG)	Chair & Trustee
	Karen Bennett (KB)	Trustee
	Gary Cox (GC)	Trustee
	Graham Dewhirst (GD)	Trustee
	Jem Greenwell (JG)	Trustee
In Attendance:	Dewi Bennett (DB)	CFOO
	Lesley Conway (LC)	People & Culture Lead
	Jayne Foster (JF)	CEO
	Shameeha Mohammed (SM)	Finance Lead
	Jane Acklam (JA)	Member (items 2-4)
	Katie Stevens (KS)	Member (items 1-7)
	Melanie Nightingale (MN)	Clerk to the Board

Item	Action
1	Welcome, Apologies & Declarations of Interest
<p>Apologies were received and accepted from Ann-Marie Oliver, Gillian Hughes and Alison Black.</p> <p>Rajeev Gupta was not present at the start of the meeting and did not join within the first half hour meaning that there was not a quoracy of Members to hold an AGM and the AGM had to be adjourned. The first part of the meeting would be an update to the Members who were present.</p> <p><i>Clerk's note: Rajeev Gupta sent his apologies via email after the meeting.</i></p> <p>There were no declarations of interest.</p>	
UPDATE TO MEMBERS	
2	Bringing the Trust to Life: Reach Academy
<p>The Chair introduced Hannah Lord, Head of Reach Academy to present on Reach and provide feedback on the investment in the alternative curriculum.</p> <p>HL highlighted the following points from her presentation:</p> <ul style="list-style-type: none"> The SEN profile and pastoral needs of the pupils had become increasingly complex and this, along with the time being spent at Reach (82 weeks in one case) before returning to mainstream or moving to another setting, had a significant impact on the curriculum offer and groupings. 23% of children had an EHCP compared with 17% pre-pandemic and 51% were awaiting a final EHCP. 50% of pupils had SEMH as their primary need and 34% had cognition and learning needs. The majority of Reach children returned to mainstream pre-pandemic whereas more than 50% were now going on to specialist provision or AP (alternative provision). 	

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- This academic year the number of nurture groups had increased from one to two, there were two mainstream (reduced from four) and one bespoke personal development curriculum.
- Staffing developments included an Outdoor Education Tutor, Forest Schools Tutor, Nurture Teacher, new DSL and additional Deputy DSLs.
- Reading strategy – 3 to 4 reading interventions per week were provided as required for those needing support.

JA joined meeting at 17:17

- Safeguarding – there had been an increase in young people becoming involved in criminal activity and the Police were working with the school to provide interventions.
- An alternative offsite curriculum was trialled last academic year with the cohort that was hard to engage but this only worked for a limited period of time and a longer term bespoke offer had now been developed, which included outdoor activities, life skills, community initiatives, social skills etc. As a result, suspensions were decreasing, attendance was improving and the majority of pupils were accessing full time offer.
- The positive impact of the wraparound care, including the daily nurture breakfast, was significant, in terms of developing children's sense of safety, belonging and engagement ahead of feeling and being ready to engage in more formal learning.
- The newly appointed SENDCO provided support and training to staff, was reviewing pupils' needs and had completed a course on SEND law, which had helped Reach challenge the LA on SEND funding.
- A video was presented, which featured pupils from Reach sharing their experiences of the school.
- HL noted positive feedback from visitors about how welcoming the school was. There was a good team spirit, which supported the children.

The CEO acknowledged the progress HL had made in the last year with staffing at Reach.

Trustees asked about progress with English and Maths and if anything different was being tried. HL explained that the literacy intervention specialist was making good progress, especially with daily phonics interventions. The curriculum was planned to support pupils with basic skills to make up for lost learning during the pandemic or time out of lessons due to isolation and suspension. Developing core skills was part of long and medium term plans. One of the English and Maths lessons each week took the form of a personalised intervention to reflect and target the range of individual needs within each class, e.g. punctuation, spelling, reading support. Flexibility in the timetable enabled a focus on addressing these needs.

Trustees asked whether the requirements of the national curriculum restrained Reach in any way or if there was enough flexibility. HL explained that there was sufficient flexibility in the curriculum requirements in AP to enable Reach to cover the national curriculum as a basis and build on it. A primary curriculum model was used where required, as well as the KS3 curriculum. The school focused on the areas where pupils needed the most support. The curriculum intent statements and long term plans were written with the pupils in mind. The

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	<p>main limitation was the children's willingness to engage in English and Maths and it could take time to get them back on board with this. School explained the holistic nature of learning to the pupils and how basic skills were needed to support them in the whole of life. Pupils were also being supported with individual needs.</p> <p>Action 2.1: KB to have a separate conversation with HL outside of the meeting to link in basic skills with apprenticeships.</p> <p>Everyone thanked HL for her presentation.</p> <p><i>HL left the meeting at the end of item 2.</i></p>	KB
3	<p>Presentation of Annual Accounts</p> <p>DB presented the high level numbers from the annual accounts to provide context and explained the format of the annual report.</p> <ul style="list-style-type: none"> • Total funds had increased due to the transfer of fixed assets from Evolve Academy and the reduction of the pension fund liability. (The latter was artificially much lower at the end of the financial year and was likely to reverse next year). • The acquisition of Evolve Academy had also increased tangible assets, capital spending (from Capital Improvement Funding), total grant funding and total operational expenditure. • Net movement in funds (profit & loss) was -£191k compared with £123k profit in 2021. • Funds were now displayed for the Trust as a whole rather than by academy. • Two minor items were missing from the accounts (staffing data and lease liabilities). Audit advice was that these were immaterial and that Trustees approve the accounts in lieu of this data. • All sections of the annual report apart from the financial statements had been presented to FARC and approved by them. • All actions from the previous years' audit had been completed, including improvement to the management accounts. The auditor had noted that two sets of management accounts had not been completed in the normal fashion but data had been presented to FARC in lieu of this. Significant improvements had been made since July 2022 and there was a timetable for circulating the management accounts. • Current year audit findings showed that the control environment was strong. The auditors identified a small issue with a wages reconciliation that was likely to be a timing issue and a small number of missing contracts or variations in employee files. • The timetable for finalising and submitting the accounts was presented (ESFA submission by 31st December and Academy Accounts Return submission by 19th January 2023) and DB was confident the deadlines would be met. <p>Members thanked the Executive Team for their hard work on the accounts. Members asked about the stress testing for going concern, given the changes to come next year with Trust growth and queried if there were sufficient reserves and cash flow. DB explained that the auditor concentrated on the underlying processes for forecasting forward, providing</p>	

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management accounts information and providing a long term view for decision making. The auditor had reviewed recent changes to management accounts and processes for annual budgeting and was satisfied that systems were robust and supported Trustee decision making. The auditor had looked at assumptions made in budgeting regarding inflation, wage awards and funding changes and was happy with these processes. The auditor had noted that some of the SLAs had increases in revenues linked to inflation therefore there was no need to re-negotiate funding to allow for additional costs. However, the Trust would need to negotiate funding accordingly with new LAs. The overall picture was a relatively healthy position for reserves, income and expenditure for the next two years but longer term by academy there would be significant pressures if extra funding could not be negotiated. However, there were currently no big issues. Work was needed on cost saving and bringing in additional funding from the new LAs.

VDG noted the cohesive approach between the Executive Team and FARC to future proof the budget. A lot of work had been undertaken on forecasting to enable robust decisions and to consider cost savings across the academies. GC referred to the strategy to expand the Trust and commented that there was robust decision making within FARC about this, along with mitigations. He noted the ageing estates of some of the buildings and the need to prioritise spending decisions accordingly.

Members asked if the Trust had considered splitting the Finance, Audit and Risk Committee into two separate Committees (one for finance and one for audit & risk). VDG explained that FARC was functioning as a cohesive unit and was currently able to have sufficient oversight of finance as well as audit and risk. As the Trust grew, splitting the committee could be considered. GC added that extraordinary meetings of the Board or FARC were held when required to deal with specific issues, e.g. finances for new schools joining the Trust.

Resolved: Trustees approved the annual report and financial statements for the year ended 31st August 2022.

4 Update to Members on Trust Impact Report and Strategic Priorities

The Chair reported that, following feedback from Members last year, an impact report had been produced to demonstrate the Trust's achievements to stakeholders. This would be produced annually and would evolve over time. Feedback was welcomed.

The Chair noted that Elements Academy had joined the Trust since the report was produced and potentially doubled some of the figures presented in the impact report.

Trustees asked about the staffing number, as 36 new appointments (out of 155 staff) seemed like a large number of people to integrate and presented a challenge. The CEO noted that there had been a higher turnover of staff since the pandemic, e.g. people preferring to work from home and seeking out alternative opportunities. The HR team had developed a robust induction programme for the first 12 weeks of new appointments. Feedback was elicited during the process, which was shared with the CEO and was acted upon. Robust

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	<p>recruitment processes were in place. As 100% of new recruits completed their probation period, this was no longer a KPI.</p> <p>Trustees noted how hard the Executive Team and the staff had worked to bring together all the staff as a team and make the achievements recorded in the impact report.</p> <p>Members thanked the Executive Team and Trustees for their hard work and commented that Trust's positive impact on stakeholders, particularly pupils, was apparent.</p> <p><i>JA left the meeting at 18:12.</i></p> <p>Trustees referred to the videos that had been made and asked how these could be maximised. They asked about the tangible numbers involved in supporting one member of staff to succeed within the team (e.g. the amount of training provided). Trustees asked how positive feedback from staff could be used in the report and if staff wellbeing could be included in the report. The CEO took this on board and agreed to include the staff perspective in next year's impact report.</p> <p>Action 4.1: CEO to include the staff perspective in next year's impact report.</p> <p><i>KB left the meeting at 18:16.</i></p>	JF
TRUSTEES' BUSINESS		
5	<p>Previous Minutes & Matters Arising</p> <p><u>Resolved:</u> the minutes of the extraordinary Board meeting held on 13th October 2022 and the Board meeting held on 20th October 2022 were agreed as an accurate record.</p>	
STRATEGY & PLANNING		
6	<p>Committee Recommendations / Outputs</p> <p>The Chair explained that she and the Vice Chair had met with Committee Chairs as a forum to talk about how Chairs report into the Board. This section of the meeting would evolve into key headlines that the wider Board needed to know.</p> <ul style="list-style-type: none"> FARC – GC referred to managing the first 12 months after a new acquisition and planning for growth whilst coping with the unexpected. He highlighted the importance of referring to the best forecasts available when making decisions and noted that the timing of decisions was key. FAR was not purely about finance and other factors were considered. Elements – JG reported on the second meeting of the APRC where there was an opportunity to meet the staff, which demonstrated the passion and commitment of the staff in the early stages of the academy. This brought the academy to life for the APRC. The high levels of safeguarding issues and the barriers to getting these resolved with local agencies were noted but work was being done to resolve this following a helpful safeguarding peer audit. The placement of children with needs that could not 	

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	<p>be met was having an impact on staffing. The support of the Executive team and Trust staff had been paramount in helping Elements reach the point it was at.</p> <ul style="list-style-type: none"> • Learning & Achievement – VDG explained that there had been a focus on reporting with RAG ratings across 12 indicators, comparing academies side by side, including SEMH and SEND. The aim was to refine the reporting further by January. School improvement reporting provided a helpful focus. <p>The CEO noted that there would be additional RAG rating criteria across all Committees from January to include HR, estates and finance in addition to education.</p>	
7	<p>Executive Summary</p> <p><u>School Improvement Capacity Business Case</u></p> <p>The Chair reported that in light of recent growth and challenges across the academies, more resource would be required in order to implement school improvement.</p> <p>The CEO explained that there was not enough capacity within the Director of Education's role to provide the operational aspect of school improvement on top of the strategic oversight and schools being brought into the Trust in the future were likely to need additional support. This had been learnt from onboarding new schools. The business case included in the Executive Summary outlined the support required, which was split into two roles:</p> <ul style="list-style-type: none"> • Role 1: School Improvement Officer: Curriculum, Pedagogy and CPD • Role 2: Behaviour & SEMH Leader. <p>Trustees asked about the CPD element of the School Improvement Officer role (role 1) working across the academies and asked if this person would be responsible for CPD and putting a structure in place across the Trust. The CEO explained that this role was responsible for strategy and co-ordination across the Trust and sharing expertise. Part of the role would be delivery of CPD and part of it would be identifying areas of expertise to deliver training.</p> <p>Trustees asked about measures of success for role 1 and what the SMART objectives were. The CEO explained that the measures of success would link to the school improvement RAG rating and where the priority areas of need were. There would be specific areas of focus and some intense support would be needed in some schools as well as some drip feeding. The Director of Education would have oversight of this.</p> <p>Trustees asked if there were other schools that already had these roles in place. The CEO confirmed that this was the case and a candidate for the School Improvement Officer role could be someone at Deputy Head level looking for more experience. There were a number of different routes that could lead into these roles.</p> <p>Trustees noted that the school improvement function had started to grow within Trusts across the country and was part of senior management.</p> <p><i>KS left the meeting at 18:33.</i></p>	

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Trustees asked how these roles supported the transition of new schools into the Trust. The CEO commented that the part-time Executive Head role at Elements had brought the school forward more quickly and helped it integrate into the Trust. There wasn't capacity to do this on an ongoing basis at present and the school improvement function was a key factor in this.

Trustees suggested there should be a model for onboarding new schools. The CEO explained that this was a work in process following the acquisition of Evolve and Elements to enable the Trust to see what work was required to integrate and improve new schools.

Trustees expressed concern that role 2 (Behaviour and SEMH Lead) was outwardly focused when the priority should be internal initially.

Trustees noted the size of Elements compared with other schools in the Trust and the need for additional capacity to implement the school improvement work. The CEO reported that EAT was buying in additional capacity where needed (e.g. Positive Regard Team support at Evolve) in order to plug gaps at present.

Trustees asked about the overall objective of role 2 and asked if they could carry out teacher assessment in line with the RAG ratings when undertaking due diligence of potential new schools. The CEO explained that one role would focus on curriculum and learning (role 1) and the other would be more focused on behaviour and culture (role 2). A teacher was not necessarily required for role 2 but it could be an experienced, senior support staff member. Both roles would be involved in due diligence and on-boarding of new schools in partnership with the Director of Education.

DB explained that the various resource allocation options were to demonstrate that the use of the resource was fair. **Trustees asked if the roles could follow the same pattern as the Director of Education in terms of being a central resource.** Trustees suggested paying centrally for the role.

The financial assumptions were presented in appendix 2. DB noted that there were a number of caveats and areas of uncertainty but overall it gave an accurate picture. **Trustees acknowledged this.**

Trustees noted that the educational case for these roles was clear and asked if EAT would be prepared to cut costs in order to spend this money in the event that increased income wasn't possible. CEO noted it was a number one priority for the Trust to cut costs in order to recruit to these roles.

Trustees asked how long the role would last. The CEO noted that it depended on the profile of schools joining, the complexity of need and the impact on existing academies. **Trustees asked if these two roles were what the Trust needed or what it could afford.** The CEO confirmed that these roles were what EAT needed now for the academies it had.

Resolved: Trustees approved the School Improvement Officer and Behaviour & SEMH Leader roles using resource allocation option 4 (re-alignment of additional funding / savings to create cost neutral roles).

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	<p><u>SEN points</u></p> <p>A paper was included in the Executive Summary, which highlighted the disparity across the Trust relating to SEN points. These points indicated allowances that were paid to teachers in special schools and pupil referral units. Trust SEN allowances currently differed based on the LA that the academy was based in. The paper set out four different options for Trustees to consider. HR and the Executive Team would provide further proposals for discussion at a future Board meeting.</p> <p>Action 7.1: HR and Executive Team to submit a further proposal on SEN points to the Board.</p> <p><u>Other Issues</u></p> <p>Trustees asked about the sustainability pot of money that had been announced. DB explained that this would filter through in the same way as devolved capital formula. It did not have to be used for a sustainability linked capital project but did have to be spent on capital. DB suggested identifying a sustainability project to use the money for.</p>	LC / JF
8	<p>Trustee CPD and Visits</p> <p>The Chair explained that this would be a regular agenda item so that Trustees could update each other on training carried out and link Trustee visits made. A summary was provided as follows:</p> <ul style="list-style-type: none"> Trustees had completed safeguarding training (30th November 2022). For those who were unable to attend the live session, the PA would issue a link to the NGA Learning Link module on safeguarding. Trustees had completed cyber security training. The Clerk had carried out some online training for Clerks on the NGA Learning Link and recommended the Learning Link as a useful resource for Trustees. Trustees (JG, VDG and GC) had visited Ethos College. JG had attended the thank you event at Elements, along with the CEO. The Chair noted that Trustees were aiming to be more visible by visiting schools and attending events so that staff and students were aware of who the Trustees were and how they could support the academies. The Chair had met with the Heads of the three founding academies who were all in the Ofsted window. Their passion and dedication was apparent. 	
9	<p>Meeting Reflections and Identifying Focus Area(s) for Next Meeting</p> <p>Trustees considered whether they had made a difference to a child's life tonight and concluded that they had by agreeing to the additional school improvement roles.</p>	
10	<p>Another Other Urgent Business</p> <p>Trustees asked about interviews for Executive Head role and the input required. The CEO explained it was a two day process, with further shortlisted candidates attending on the</p>	

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	<p>second day, which would include a buffet lunch and informal networking that could include Trustees but one Trustee was needed for the formal interview panel.</p> <p>The CEO reported that there would potentially be a requirement for an extraordinary meeting regarding Springfield depending on progress and if there were any significant changes to the parameters that had already been agreed by the Board. Otherwise an email update would be provided.</p> <p>There being no further business, the meeting concluded at 19:04.</p>	
11	Date of Next Meeting	
	Thursday 30 th March 2023 at 4pm	

Action Points	Responsibility	Completion
• Action 2.1: KB to have a separate conversation with HL outside of the meeting to link in basic skills with apprenticeships.	KB	January 2023
• Action 4.1: CEO to include the staff perspective in next year's impact report	JF	October 2023
• Action 7.1: HR and Executive Team to submit a further proposal on SEN points to the Board.	LC / JF	30/03/2023

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