

ETHOS ACADEMY TRUST

BOARD OF TRUSTEES MEETING MINUTES

Thursday 14th September 2023 at 4pm at Enrich Academy

Present:	Victoria Del Giudice (VDG)	Chair & Trustee
	Gary Cox (GC)	Trustee
	Graham Dewhirst (GD)	Trustee
	Jem Greenwell (JG)	Trustee
In Attendance:	Dewi Bennett (DB)	CFOO
	Lesley Conway (LC)	People & Culture Manager (items 1-6)
	Jayne Foster (JF)	CEO
	Rajeev Gupta (RG)	Member (item 7 onwards)
	Emma McManus (EM)	Head of School, Enrich Academy (items 1-4)
	Mark Richardson (MR)	Executive Head, Evolve & Enrich Academies (items 1-4)
	Melanie Nightingale (MN)	Clerk to the Board

Item		Action
1	Appointment of Chair and Vice Chair	
	<p>The Clerk reported that Graham Dewhirst had expressed an interest in being re-elected as Vice Chair of the Board of Trustees. Prior to GD joining the meeting a vote took place.</p> <p>Resolved: Trustees unanimously approved the appointment of Graham Dewhirst as Vice Chair of the Board of Trustees.</p> <p>VDG explained that discussions between the Chair and Vice Chair had taken place over the summer regarding succession planning. It was agreed that the appointment of the Chair would take place later in the meeting when a quorum of Trustees would be present to vote.</p> <p>Following items 2 and 3, the Clerk reported that Victoria Del Giudice had expressed an interest in being re-elected as Chair of the Board of Trustees. VDG left the room to enable a vote to take place.</p> <p>Resolved: Trustees unanimously approved the appointment of Victoria Del Giudice as Chair of the Board of Trustees.</p>	
2	Welcome, Apologies & Declarations of Interest	
	<ul style="list-style-type: none"> Apologies were received and accepted from Sarah Corbridge and Andy Percival. Graham Dewhirst would be joining the meeting late due to connection problems. It was confirmed that Karen Bennett had resigned from her position as Trustee and Chair of the Wakefield APCR with effect from 7th September 2023. Trustees thanked Karen for her contribution over the last three years. There were no declarations of interest. 	
3	Previous Minutes & Matters Arising	
	<p>Resolved: The minutes of the Board meeting held on 6th July 2023 were agreed as an accurate record.</p> <p>There were no matters arising that were not already included in the agenda.</p>	

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STRATEGY & PLANNING		
4	Introduction to Enrich Academy	
	<p>Following the tour of the academy prior to the start of the meeting, Mark Richardson (Executive Head for Evolve and Enrich Academies) gave a brief presentation about Enrich Academy, which had joined the Trust on 1st May 2023.</p> <ul style="list-style-type: none"> The school was in a strong position with a resilient staff team, having worked with EAT for almost two years prior to academisation. Work was being carried out in conjunction with staff and pupils to embed the Trust values and consider the school's character and pupil profile. <p><i>GD joined the meeting at 16:18</i></p> <ul style="list-style-type: none"> MR highlighted the importance of spotting talent and helping pupils realise their potential. An anonymised parent letter was shared thanking Enrich Academy for the support it had given to their child. A new Assistant Head for behaviour and welfare had been appointed. The school development priorities would be focused on attendance, expectations, staff development and the new vocational learning centre and associated curriculum. <p>Trustees asked what type of resource was needed for the learning centre and if people would be specifically recruited. MR explained that tutors / instructors with industry knowledge and connections in specific fields would be recruited who also had teaching experience and he was already in discussion with some industry contacts, e.g. motor vehicle experts etc. Enrich planned to run a recruitment open day to attract staff to the new centre.</p> <p>Trustees suggested advertising via LinkedIn or sharing resource with a local college. MR noted the importance of the future education pathway from school to college. The new vocational learning centre would not be a teaching provision. It contained large lecture halls and training rooms.</p> <p>Trustees asked about the leadership structure at the vocational learning centre. MR explained that the same expectations and ownership would apply across both sites. MR and Emma McManus (Head of School, Enrich Academy) were considering different leadership models, e.g. head of provision / site roles as a TLR (teaching and learning responsibility) or an Assistant Head running the vocational centre as a separate site. The centre could potentially be used as a commissioned service to local authorities.</p> <p>EM explained that she started her career with Ethos Academy Trust as an Inclusion Worker at Ethos College 13 years ago (before the Trust was founded) and had been offered many opportunities for development, including becoming a Science teacher and leading on medical and exceptional needs. EM became Assistant Head at Ethos College and was seconded to Springfield two years ago. She was now the substantive Head of School and was building a stable leadership team.</p>	

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	<p>Trustees thanked MR, EM and the wider team for their hard work so far in setting up Enrich Academy and offered their support as required.</p> <p>Trustees asked if they could support staff in terms of improving their working environment. MR explained that some funding for building projects was coming through and he would consider improvements to staff rooms etc as part of the wider building work. However, he would think about any staff wellbeing initiatives that Trustees could support with.</p> <p><i>MR and EM left the meeting at 16:40.</i></p>	
5	Executive Summary	
	<p>The Chair explained that the executive summary had been shared via SharePoint prior to the meeting to enable Trustees to come prepared with questions. Normally 15 minutes would be allocated to this item for Trustee questions to enable other strategic items to be discussed in more detail during the Board meeting. However, today the CEO would highlight some key points from the report.</p> <p>The CEO highlighted the Trust-wide updates, particularly regarding the Kirklees tenders. Recommendations for each of the Kirklees academies in terms of finances and commissioned places had been shared as part of the FARC (Finance, Audit and Risk Committee) meeting pack in readiness for next week's meeting. Trustees agreed that FARC would continue to monitor the stabilisation and recovery plan.</p> <p>Trustees observed that the Kirklees schools could be losing £400k per year in the worst case scenario unless more income had been attracted and highlighted the need for a clear plan in the event of no further income. DB confirmed that there would be large losses if no action was taken and a more detailed plan would be discussed at FARC next week.</p> <p>Trustees asked if the budget could be confirmed at the other schools, as the situation was not as fluid as in Kirklees. DB confirmed that there had been similar uncertainties in Rotherham about pupil numbers and also at Enrich Academy, which was still new to the Trust. The finance team had been working hard with the schools to confirm budgets and there would be more detail at the FARC meeting next week. On a consolidated basis, the position was pretty much as predicted for the budget submitted to the ESFA (Education and Skills Funding Agency).</p> <p>Trustees asked for further information about the significant change process in relation to the request to increase the PAN (pupil admission numbers) at Enrich. The CEO reported that this was a formal process that had to be followed for any increase in PAN over 20%. This would be an operational piece of work for the executive team to carry out and was unlikely to be opposed. EAT was keen to discuss a phased approach with Wakefield LA rather than increasing to the full PAN in January to ensure that the academy was prepared for the growth in numbers.</p> <p>Trustees referred to the capital expenditure plans and asked when it had been agreed that a substantial amount of money would be put towards capital. DB explained this was either part of the due diligence process or the budget planning process. It had been agreed to ringfence money for the Wakefield schools to bring them up to the same standard as other</p>	

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	<p>academies in the Trust. Trustees referred back to a budget discussion on not committing too much capital expenditure when there were too many unknowns in terms of income, pupil numbers etc. They suggested it would be helpful to have a RAG-rated heatmap across the estate showing the status of sites in relation to health and safety, alignment with the Trust etc. The CEO and DB agreed to provide this information. DB clarified that the Wakefield academies had been asked to provide a business case for any capital expenditure before a commitment was made to spend the money.</p> <p>Action 5.1: CEO and DB to provide a RAG-rated heatmap of the Trust estate highlighting areas that required capital expenditure.</p> <p>Trustees asked if a capital expenditure request had been put in for the automatic gate at Evolve.</p> <p>Action 5.2: DB to report back to FARC on capital expenditure for the automatic gate at Evolve.</p> <p>The CEO reported that Trust development and growth opportunities were still being considered, e.g. a primary site for Elements and the free school applications.</p> <p>The Chair asked Trustees to provide feedback afterwards on the new format for the executive summary section of the meeting.</p> <p>Trustees queried the timing of the FARC after the Board meeting.</p> <p>Action 5.3: Chair / CEO to consider timing of initial FARC and Board meetings when planning next year's meeting schedule.</p>	<p>JF / DB</p> <p>DB</p> <p>VDG / JF</p>
6	Review of Strategic Priorities	
	<p>The CEO presented the strategic priorities for further discussion and approval.</p> <ul style="list-style-type: none"> EAT was two years into the five-year plan and there was now an opportunity to take stock of the key priorities in the light of other developments taking place nationally. Key pieces of DfE guidance, against which the DfE would judge Trust performance, had been taken into account when reviewing the strategic priorities; Commissioning High Quality Trusts, Trust Quality Descriptions (five pillars) and Trust Development Statements. EAT was operating in several education investment areas (Kirklees, Wakefield and Rotherham), which informed the growth plan and strategic priorities. <p><i>LC left the meeting at 17:09.</i></p> <ul style="list-style-type: none"> The proposal was for the current strategic priorities to become ongoing aims and to establish three new strategic priorities aligned to the five pillars, which would become part of the Board work plan and feed into the assurance cycle. The Trust mission, vision and core values would remain the same. Proposed new strategic priorities: <ul style="list-style-type: none"> Creation of aspirational learning environments 	

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- Rapid and sustained improvement of challenging schools
- Commercially viable Trust ready for growth

The CEO invited comments from Trustees and the main discussion points were as follows.

- The ultimate decision about Trust growth lay with the DfE Regional Directors therefore it made sense to align the Trust to DfE framework, particularly the five pillars.
- Trustees agreed with the need to build up rapid and sustained improvement and becoming commercially viable
- There was some discussion about having the people and capability to support the strategic priorities and recognition that the people / workforce underpinned all elements of the strategic priorities.
- Trustees suggested expanding on the creation of aspirational learning environments to quantify it in terms of vocational training, therapeutic elements, lifetime opportunities rather than just education.
- Trustees noted the importance of the strategic priorities being effective and being monitored.

Trustees asked how the commercially viable aspect of the strategic priorities could be achieved in the current economic climate. The CEO explained that considerable thought was being given to this. Special schools attracted a higher level of funding but there were significant differences between local authorities. Economies of scale were possible with larger schools.

Trustees asked how the EAT assurance framework linked into the APRCs. The CEO explained that it would need to align to the terms of reference for the APRCs, which would be school improvement, quality of education and outcomes for children. The APRCs could monitor this in more detail. Workforce, strategic governance and financial management would still sit at Board level.

Trustees asked how they could be assured that APRCs were carrying out their remit effectively. The CEO explained that an executive team member would be allocated to each APRC and would feed back to the Board via the executive summary. Trustees were encouraged to attend an APRC and this had been discussed in their 1:1 meetings with the Chair and Vice Chair over the summer. APRCs were a work in progress.

Action 6.1: Clerk to share the APRC meeting calendar with Trustees so they could each attend a meeting.

MN

The Chair explained that an APRC effectiveness review was carried out on an annual basis, which fed into the governance action plan and an external review of governance would take place in early 2024.

The Chair suggested that the impact of the Board-level Committees also needed to be considered and welcomed any suggestions outside of the meeting on this.

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	<p>Trustees asked if the five pillars had been received well by the wider executive team. DB reported that staff acknowledged that now was a good time to review the strategic priorities.</p> <p>Trustees approved in principle the proposal for new strategic priorities.</p> <p>Action 6.2: Executive Team to add further detail to the strategic priorities whilst keeping them within the five pillars. An update would be provided at the October meeting.</p>	JF / DB
GOVERNANCE & COMPLIANCE		
7	Governance Effectiveness	
	<p><u>Reflections on Board / Committee Effectiveness 2022/23</u></p> <p>The Chair highlighted the importance of quality assuring the governance of the Trust and reported as follows.</p> <ul style="list-style-type: none"> As noted in the paper provided in advance of the meeting, a number of pieces of work had taken place to work towards this, e.g. internal audit of governance, Board / APRC effectiveness review, Trustee 1:1s. The Chair thanked Trustees for sparing the time to participate in 1:1 meetings. The Chair had RAG-rated governance effectiveness and proposed some actions to enable the Board to improve further. This all linked in with the five pillars mentioned under item 6. <p>The Chair invited comments from Trustees and key discussion points were as follows.</p> <ul style="list-style-type: none"> How the Trust could capitalise on the important work of the APRCs in connecting the Board to individual schools, e.g. via the Chairs' Committee which linked up Board-level Chairs with APRC Chairs. Wider governance effectiveness, not just Board effectiveness, was being monitored and the work done at APRC level would be fed into the governance action plan, which was a work in progress. Improving communications between the Board and APRC but without duplication of effort where possible. The importance of the right information being circulated to the right people for assurance and decision making. Effectiveness was about achievement, progress and resource management. Discussion around whether KPIs or RAG ratings were required to monitor the performance of APRCs. The CEO noted that school improvement was being progressed by the strong school improvement team and the APRCs were already monitoring this. <p><i>RG joined the meeting at 17:53</i></p> <ul style="list-style-type: none"> Discussion about whether the Chair of the APRC should attend the school improvement classification meeting to enable the APRC to monitor this and decide when it should be escalated to the Board. 	

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- School Development Plan to form part of the discussion at APRC meetings and be reviewed termly.
- Trustee attendance at APRC meetings and the risk of duplication. The Chair clarified that Trustees would attend APRCs for information to build relationships not to become an active part of the APRCs. The allocation of an executive leader to each APRC would help ensure that a consistent process was followed in terms of reporting and communication.

Trustees suggested inviting APRC Chairs to the Board once a year once Trustees stopped chairing APRCs. The Chair explained that this had been considered and discussed with the CEO but it would be carried out in a managed way.

Action 7.1: CEO to consider how information was reported from APRCs to the Board in terms of progress against the school development plan.

JF

Succession Planning

The Chair explained the importance of succession planning for maintaining a strong Trust. She had discussed the potential of other Trustees stepping into the Chair role with the aim of providing shadowing / mentoring opportunities during this academic year. VDG was entering her sixth year as Chair of the Board and it was important to keep things fresh whilst maintaining continuity at present. Recruitment of an external Chair could also be considered.

Agree Committee Membership and appoint Committee Chairs

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

- *Finance, Audit & Risk Committee* – Gary Cox (Chair), Jem Greenwell, Graham Dewhirst, Victoria Del Giudice
- *Learning & Achievement Committee* – Victoria Del Giudice (Chair), Andy Percival
- *Rotherham Academy Performance Review Committee (APRC)* – Jem Greenwell to continue as Chair until a successor was identified in line with the plan to move away from Trustees chairing APRCs.
- It was noted that a successor would be found to replace Karen Bennett as Chair of the Wakefield APRC following her resignation and this would come back to the Board at a later date for approval.
- **It was ratified that Trustees had agreed the appointment of Eva Brooks and Michelle Ashby to the newly-formed Kirklees APRC via email on 14th August 2023.** Recruitment was ongoing and further appointments, including to the role of Kirklees APRC Chair, would come back to the Board at a later date for approval.

Appointment of Assurance Partners and Parent Trustees

The Chair explained that the role of Link Trustee was being replaced by assurance partners for Safeguarding and SEND (special educational needs and disabilities) linked to the Trust Professional Networks.

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	<p><u>Resolved:</u> Trustees approved the appointment of the following assurance partners and parent Trustees:</p> <ul style="list-style-type: none"> • Safeguarding assurance partner – Victoria Del Giudice • SEND assurance partner – Andy Percival (subject to his agreement) • Parent Trustees – Victoria Del Giudice and Sarah Corbridge (subject to her agreement) 	
8	<p>Governance Documentation, Policies and Statutory Documents</p>	
	<p>The Chair explained that significant changes to governance documents and policies had been highlighted in the executive summary and this process would continue in order to streamline approval by Trustees. Individual policies had also been included in the Board pack for information.</p> <p>Resolved: Trustees approved the following governance documents and policies</p> <ul style="list-style-type: none"> • Governance Code of Conduct • Trust Scheme of Delegation • Board Terms of Reference • Finance, Audit & Risk Committee Terms of Reference • Learning & Achievement Committee Terms of Reference • Academy Performance Review Committee (APRC) Terms of Reference • Allegations of Abuse Policy • Safeguarding and Child Protection Policy • Safer Recruitment Policy • Whistleblowing Policy • Suspension and Exclusion Policy <p>It was ratified that the Trust Equality Policy presented at the July 2023 Board meeting had been approved by Trustees via email on 11th July 2023.</p> <p>Trustees noted the following:</p> <ul style="list-style-type: none"> • Register of Interests, which had been updated for all Members, Trustees, APRC Representatives and Executive Leaders in September 2023 and uploaded to the Trust website. • Academy Trust Handbook 2023 • DfE Governance Handbook 	
9	<p>Any Other Urgent Business and Key Dates</p>	
	<p>Key meeting dates with confirmed venues had been included in the Board pack.</p> <p>The next meeting would be held on Thursday 26th October 2023 at 4pm at Evolve Academy.</p> <p>There being no further business, the meeting concluded at 18:15.</p>	

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Action Points	Responsibility	Completion
• Action 5.1: Provide a RAG-rated heatmap of the Trust estate highlighting areas that required capital expenditure.	JF / DB	November 2023
• Action 5.2: Report back to FARC on capital expenditure for the automatic gate at Evolve.	DB	21/09/2023
• Action 5.3: Consider timing of initial FARC and Board meetings when planning next year's meeting schedule.	VDG / JF	June 2024
• Action 6.1: Share the APRC meeting calendar with Trustees so they could each attend a meeting.	MN	21/09/2023
• Action 6.2: Executive Team to add further detail to the strategic priorities whilst keeping them within the five pillars. An update would be provided at the October meeting.	JF / DB	26/10/2023
• Action 7.1: Consider how information was reported from APRCs to the Board in terms of progress against the school development plan.	JF	October 2023

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