

ETHOS ACADEMY TRUST BOARD OF TRUSTEES MEETING MINUTES

Thursday 26th October 2023 at 4pm at Evolve Academy

Present:	Victoria Del Giudice (VDG)	Chair & Trustee
	Sarah Corbridge (SC)	Trustee
	Gary Cox (GC)	Trustee
	Graham Dewhirst (GD)	Trustee
	Jem Greenwell (JG)	Trustee
	Andy Percival (AP)	Trustee
In Attendance:	Dewi Bennett (DB)	CFOO
	Lesley Conway (LC)	People & Culture Manager
	Jayne Foster (JF)	CEO
	Matt Long (ML)	Head of School – Evolve (item 3 only)
	Mark Richardson (MR)	Executive Head (item 3 only)
	Lorna Ingram (LI)	Interim Trust Finance Lead
	Melanie Nightingale (MN)	Clerk to the Board

ltem		Action
1	Welcome, Apologies & Declarations of Interest	
	SC was welcomed to her first official meeting as a Trustee.	
	There were no apologies and no declarations of interest.	
2	Previous Minutes & Matters Arising	
	<u>Resolved:</u> the minutes of the meeting held on 14 th September 2023 were agreed as an accurate record.	
	The Chair had reviewed the action log and there were no matters arising requiring further discussion.	
	STRATEGY & PLANNING	L
3	Bringing the Trust to Life: Evolve Academy	
	Mark Richardson, Executive Head for Evolve and Enrich Academies, gave a brief overview of his vision for both schools:	
	 Two schools, one vision – enabling aspirational next steps for the young people. Evolve as a blueprint for the development of Enrich. 	
	 Continuum of provision – returning children to mainstream where appropriate. Embedding change. 	
	• Wakefield schools supporting each other and providing support to EAT as well as benefiting from the expertise within the Trust.	
	Matt Long, Head of School at Evolve, presented on Evolve Academy as follows:	
	• Evolve was a KS2 and KS3 provision for permanently excluded pupils.	

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- Pupils on step out placements were based at Revolve at Evolve, which was a separate site at Castleford. The aim was to bring Revolve in line with Evolve and raise the profile of step-out placements to reduce permanent exclusions.
- The location of the Revolve building was useful for step-out pupils travelling from the other side of the local authority area.
- A new staff team was being embedded and key roles were being developed.
- A new curriculum had been implemented from September following the set-up of the nurture model initial review scheduled at the end of the autumn term.
- A new rewards system had been introduced and was working well.
- There would be a focus on pupil transition points with the intention of Evolve being a stepping stone rather than a destination.

Trustees asked what the biggest challenge was that needed overcoming. ML reported that there were many initiatives in place, which presented a lot of change for staff and the challenge was to embed change without overwhelming staff. Evolve was working with Wakefield LA to prepare children for a return to mainstream education via the fair access process and changing the attitudes of the mainstream schools towards this could be a challenge.

Trustees asked how Evolve could influence the change in attitude. ML explained that the positive relationship with Wakefield LA, e.g. Abi Mulligan helped. MR added that he was working with secondary Heads to change attitudes and the good relationship with the LA fed into this. Transitions from KS2 to KS3 and KS3 to KS4 required additional focus, possibly via a city-wide event to support the return of these pupils back into mainstream. If the process could be started earlier prior to children taking their exam options it had a greater chance of success.

Trustees asked if Revolve had the Ethos branding or whether it was just another building that the Trust used. ML explained that big improvements had been made but more work was needed to bring it line with other Ethos buildings. Revolve had the same nurture model as other Ethos provisions. Negotiations were in progress with the LA about extending the lease. MR added that Evolve wanted clarity on the lease before investing further in the building.

Trustees asked if the lease negotiation was being dealt with centrally. DB reported that discussions with the LA had started about a year ago. The LA did not want the current Revolve building to be a long-term solution either and were looking for other buildings but there were not many options.

Trustees asked how Revolve was registered and if it presented an Ofsted risk. ML explained that Revolve was registered as part of Evolve and was an Evolve site. MR noted that Revolve was resource heavy but a good option to have for children who lived further away.

Trustees noted the tremendous change to the Evolve site and the curriculum. They asked if **ML** had reached the end of all the changes he wanted to make to staffing etc. ML noted he was mindful of staff wellbeing and the fact that there had been a lot of change. He would continue to review the situation and would only make further changes as appropriate.

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	Trustees asked if there were gaps in the Evolve staff team that needed to be filled. ML confirmed that there were still some staffing gaps but the vast majority of staff were a good fit.	
	Trustees asked if there were further opportunities for sharing staff across Wakefield and across the Trust. MR explained that this would be part of the journey once both schools had settled. The Executive SENDCO role presented an opportunity for cross-Wakefield academies working and the professional networks were also part of Trust-wide working.	
	Trustees thanked ML for his presentation.	
	The Chair invited Trustees to make suggestions for the "Bringing the Trust to Life" agenda item at future meetings.	
	MR and ML left the meeting at the end of this item.	
4	Executive Summary	
	The executive summary had been shared with Trustees prior to the meeting and questions were invited.	
	Kirklees Update	
	Trustees asked how close EAT was to filling the academies in Kirklees. The CEO reported that consultations had taken place with the LA and final decisions were awaited, which could take between a few days and a couple of weeks. The Trust was relatively close to knowing how many consultations would be successful but was not saying no to new consultations in the meantime until a cut-off point was reached.	
	Trustees asked how the out of area process was working. CEO reported that Wakefield was the main LA that was engaging with Kirklees. The message was getting out there and there had also been individual consultations received from Bradford, Leeds and Calderdale.	
	Trustees asked if these places were permanent. The CEO explained that these places would not be short stay and the pupils would not be returning to mainstream. There would be an annual review to check if the school was able to meet need. Even if it was later deemed that the academy could not meet a child's need, it could sometimes take two years for an alternative setting to be found.	
	Trustees asked if there needed to be robust admission process for EHCP (education, health and care plans). The CEO noted that this was covered in the revised admissions policies, which would be approved by Trustees at today's meeting.	
	Trustees asked if the low number of out of area placements was a cause for concern and if the Executive Team had expected a bigger influx. DB reported that there were five out of area consultations in progress for Reach Academy and a couple each for Ethos College and Engage Academy. Higher numbers were not necessarily expected. The CEO added that Wakefield LA was thinking strategically for the future about commissioning places as a block, which could feed into the next round of consultations. A large influx was not necessarily	
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expected, as placements for many children had already been secured for the current academic year and a number of children could not be placed within the EAT Kirklees academies due to their level of need (e.g. needing a more specialist placement, such as therapeutic residential provision).

Trustees asked if the EHCPs would be subject to an LA tender in Wakefield in future. The CEO explained that Wakefield LA had considered a tender process similar to the one carried out by Kirklees LA but were in discussion with their procurement team to find an easier solution for EHCP placements. DB added that the EHCP model was potentially more secure for EAT.

Trustees asked if it was best to present the worst-case scenario until there was more assurance about places. DB explained that the purpose of the financial reviews with the schools, particularly in Kirklees, was to receive an update about places that had been secured, what was pending and where the gaps were but it was difficult to predict.

Trustees asked if the time of year had an impact. The CEO reported that December / January was a key point at which annual reviews were being held in readiness for the next academic year (particularly end of phase reviews, e.g. end of Year 6 and Year 9). It was noted that the Kirklees schools were trying to act as one through school to make placements more secure and the SENDCOs (Special Educational Needs and Disabilities Co-ordinators) were working together to consider how pupil needs could be met long term to enable a longer stay.

Trustees asked how the Wakefield discussion could be replicated with other LAs to encourage similar thinking. The CEO reported that she had made several attempts to engage with other LAs but with limited success. She had followed up on a contact provided by Andy Percival in Bradford and was trying to contact more leaders at an operational level. Some consultations were starting to come through as a result but it was not having a big impact.

Trustees asked about balancing out costs centrally, e.g. will the additional management charge from Rotherham be sufficient to balance the EAT Central cost base? DB explained that this would support the central budget. However, the schools in Rotherham and Wakefield could only exceed PAN (pupil admission numbers) by a certain percentage (19%) before a significant change process was required through the DfE (Department for Education).

Trustees referred to the estimated £50k surplus from Engage and asked if this was on the basis of the additional 12 places being taken up by January. DB confirmed that this was the case.

Trustees asked for the best case and worst case figures for Engage and if the same principle applied at Reach with regard to the estimated loss of £75k per term. DB explained that the £75k per term loss for Reach was dependent on the five additional places being filled from Wakefield LA and if these places remained unfilled, the loss at Reach would be £125k per term. For Engage a loss of £70k per term was the worst case. The CEO noted that the majority of places awaiting confirmation at Engage were from Kirklees and were therefore more likely to convert. Engage was less of a concern than Reach at this stage. Ethos College was full.

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Trustees asked what the deadline was for filling the places. The CEO explained that there was no particular statutory deadline.

Trustees asked about the progress of Finance Lead recruitment. DB reported that the paperwork (job description etc) had been completed and an advert would go out early next term.

Potential Growth Opportunity

Trustees noted this was meant to be a year of consolidation and asked if there was enough resource to pursue the expression of interest to sponsor the special school in Sheffield and what the time frame was. The CEO noted that another Trust was potentially already involved in this school. It would probably take the majority of the current academic year to bring in the new school if the expression of interest came to fruition therefore there would still be the opportunity for consolidation this year. The CEO highlighted the importance of considering the long term future of the Trust and the need to show an interest when the DfE put forward opportunities. The special school in Sheffield was an SEMH (social, emotional, mental health) special school and was already known to EAT's School Improvement Team from their previous roles meaning there was some useful background knowledge that could result in an easier conversion. Having another school in South Yorkshire would enable the establishment of a South Yorkshire hub to facilitate the sharing of practice with Elements. The opportunity warranted further exploration.

<u>Risk Register</u>

Trustees noted the increased risk regarding the capacity of the central team on the risk register. They asked what the gaps were in the central team and why this risk increased, particularly relating to succession planning. The CEO explained that this was not a new risk but had increased due to the Director of Education currently being on maternity leave. She noted the careful balance between recruiting staff to prepare for growth and waiting for growth before recruiting. DB was currently researching the central team structure at other Trusts to propose an appropriate structure at EAT for further discussion with the Board.

Update on Elevate

Trustees asked if EAT was still trying to gain a better understanding of the Elevate provision and if this was part of Martin Ridge's remit. The CEO confirmed that Martin Ridge was supporting Elements Leaders to review the Elevate provision as part of his new role alongside MIS. DB added that Martin Ridge was facilitating the team to be more self-sufficient in determining what was required from that provision.

Trustees asked if Elevate made a contribution to the Trust and if it made a loss. DB confirmed that Elevate just about broke even. It currently took some resource from Elements, without which it would be below break-even.

Trustees asked it was known what kind of an asset Elevate represented. The CEO stated that the costs and income were known but the future provision and associated costs needed to be defined. Negotiation was ongoing with Rotherham LA about future income.

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	Mid-year performance management updates, pay awards & pay scales	
	An overview of teacher pay recommendations had been provided as part of the executive summary.	
	Trustees asked if it was a cause for concern that 13 colleagues at Elements Academy were at the top of their pay scale and asked what the implications of this were. LC confirmed that whilst these 13 colleagues were at the top of the pay scale, the staff at Elements represented the biggest teacher group (29) in the Trust. There were opportunities for these staff and TLR (teaching and learning responsibility) options were being explored. There would be some retirements in the next couple of years opening up further opportunities for those who wanted progression. Some of the 13 were happy where they were and some would be keen to progress so HR would make them aware of possibilities. LC reported that she had been discussing and mapping succession planning with Heads across the Trust.	
	Trustees asked about the value of the gender reporting within the pay report. LC noted that there was an obligation to report on the gender pay gap but the report that had been provided was different and showed the gender split across the Trust as a whole and by academy and central team. This was just for information.	
	Trustees asked if this report was a public document. LC confirmed that it was not but a gender pay gap report would be publicised on the Trust website.	
	It was agreed that in future the gender reporting would be taken out of the pay report.	
	Resolved: Trustees approved the teacher pay recommendations.	
	GOVERNANCE	
5	Update on Strategic Priorities	
	Th Chair explained that, due to the changing landscape of the Trust, there was a need to review the Trust strategic priorities. The Executive Team had worked on this further since the last meeting.	
	The CEO reported as follows:	
	 DfE guidance had been taken into account and some conclusions were reached at the September Board meeting, e.g. that the current priorities should become the ongoing aims of the Trust and there was a need to develop new priorities. It had been agreed that new priorities would be aligned to the DfE five pillars (Trust Quality Descriptors) The Executive Team had changed the RAG-rating of the "high-quality and inclusive education" pillar from green to amber based on the diversity of schools and their stages of development in the Trust. The CEO had discussed and further developed the proposed priorities with the CFOO, People and Culture Manager and the School Improvement Team. The importance of 	
	stakeholder involvement was also highlighted.	

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be considered further as part of the development of the priorities. Trustees agreed that the priorities were on the right lines and that time should be taken to finalise them with input from staff.	
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be considered further as part of the development of the priorities.	
Trustees asked if the strategic priorities enabled EAT to be ready when the Regional Director approached the Trust for further growth opportunities. The CEO explained that this would	
 of the priorities. Lead and lag approach. Consider behaviour and attendance within the school improvement section. Have a "year 0" where the strategic priorities are put together with a proposed launch in September 2024. 	
strategic priorities.Include risk register and finance elements, e.g. any factors affecting the achievement	
• Embedding the holistic development of children, as presented in the Learning &	
criteria.	
this?What will the impact be and how can it be measured?	
• Set milestones for each year of the plan, whilst noting that some work towards the priorities won't be achieved in year one.	
• Five years seemed too long and one year seemed too short. A three year plan could	
Development Plan, initial reflections on the first draft and thoughts on terminology, such as success criteria, milestones or KPIs.	
five pillars to the strategic priorities, development of KPIs to support Board assurance and development of a Trust assurance cycle.The CEO requested feedback on the realistic duration of a Trust Strategic	
	 and development of a Trust assurance cycle. The CEO requested feedback on the realistic duration of a Trust Strategic Development Plan, initial reflections on the first draft and thoughts on terminology, such as success criteria, milestones or KPIs. Trustee discussion included the following Five years seemed too long and one year seemed too short. A three year plan could be more suitable. Set milestones for each year of the plan, whilst noting that some work towards the priorities won't be achieved in year one. How do we know when we've reached milestones? What are the success criteria for this? What will the impact be and how can it be measured? What does good look like, e.g. evidence base? Include this in addition to the success criteria. Have a set of enablers with clear outputs. Embedding the holistic development of children, as presented in the Learning & Achievement Committee in terms of pathways for the children – translate this into the strategic priorities. Include risk register and finance elements, e.g. any factors affecting the achievement of the priorities. Lead and lag approach. Consider behaviour and attendance within the school improvement section. Have a "year 0" where the strategic priorities are put together with a proposed launch in September 2024.

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	 The assurance map included all the reports / information that were presented to the Board and Committees. DB noted this was a lot of information for Trustees to absorb and included a lot of lag indicators rather than lead indicators / enablers. Strategic KPIs and assurance RAG analysis cut across all areas but there were not many other reports that did. This highlighted the need to be more strategic and streamlined in reporting. 	
	Trustees queried how the proposed assurance framework aligned with the five pillars and how it demonstrated if EAT was a strong Trust. DB noted that the assurance framework could be moulded to fit in with the five pillars and strategic objectives.	
	Trustees asked how the Executive Team arrived at the RAG rating on each of the five pillars and what the evidence was for this. They suggested this evidence should be part of the assurance framework to enable the appropriate focus. The Executive stated that this would help them streamline the reports / documents that were listed in the proposed assurance framework and agreed that the evidence could be listed under each of the five pillars.	
	Trustees asked if the Trust quality descriptors could be used to support this, i.e. adding the information under each of the five pillars. DB noted that this work had been started but required further development.	
	Action 6.1: Executive Team to develop the assurance framework further.	JF / DB / LC
7	Post-Acquisition Review: Enrich Academy	
	The Chair explained that the purpose of the post-acquisition review was to enable lessons learnt from previous acquisitions to inform future acquisitions and DB added that it enabled the Trust to consider whether the acquisition was worth doing and brought value to both parties. A summary of the discussion was as follows:	
	 The issues relating to due diligence with the second site were highlighted by Trustees. Trustees noted the HR case, along with the need to explore indemnities in the future and consider delaying an acquisition if insufficient information had been provided the LA. 	
	• LC reported on a staff dismissal following a recent hearing. The staff member had 15 days to appeal and the deadline for initiating an employment tribunal was three months. The legal team had been involved in the process and any subsequent claim could potentially be covered by RPA (risk protection arrangement), subject to further discussion with the insurers. LC highlighted the potential cost and time investment.	
	Trustees asked if the costs accrued for the potential liability would remain unchanged. LC explained that it was prudent to keep the current provision until it was known whether there would be an appeal or tribunal.	
	Trustees highlighted the requirement for indemnities in the future. The CEO noted that this had been explored with Wakefield prior to the acquisition and it was refused, hence EAT progressing with the acquisition rather than exposing the Trust to the risk of not growing.	

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	Trustees emphasised the importance of saying "no" earlier in the process in future if	
	required.	
	Trustees asked why the potential teaching capability of staff was not included in the scope of this report. DB referred to the detailed document that this report was summarised from and stated that there was a section on education provision as part of the due diligence review within which this was covered. He had asked colleagues to review this following the acquisition and there was nothing that stood out from this to suggest there was a problem.	
	Action 7.1: DB to include education provision in the post-acquisition review summary report in future.	DB
	Trustees asked if there should be a due diligence tracker that FARC kept under review with an executive summary to enable any issues to be flagged up post-acquisition. The Executive Team agreed with this proposal.	
	Action 7.2: DB to produce a due diligence tracker for FARC to keep under review following each acquisition.	DB
	Trustees asked what the original plan had been for the South Kirby site at the point of due diligence. DB explained that the site was originally intended to be an additional teaching building for groups of pupils rather than the vocational centre that it was now being converted to.	
	Trustees noted that an ICT audit was needed at the due diligence stage as well as the work needed to bring acquired buildings in line with the Ethos standard.	
	Trustees asked about the integration update that was presented APRCs (Academy Performance Review Committees) and if this could be used as a due diligence tracker. The CEO explained the decision not to present an integration update in future at APRCs. DB stated that there would be one working document, which would be the integration plan.	
	Trustees noted that risk had not been picked up quickly enough from the due diligence for Enrich.	
	Trustees highlighted that EAT was quite vulnerable with the appointments of staff if they had already worked in partnership with the academy prior to acquisition and suggested setting up a school improvement SLA rather than sending EAT leaders in for a full year prior to acquisition, which affected the Trust's ability to negotiate.	
	Trustees asked if EAT was happy that the acquisition of Enrich had gone ahead. The CEO confirmed that the acquisition was of mutual benefit to the Trust and the new school and that the staff and children benefited from it.	
8	Management Accounts: Q & A	
	The management accounts for September 2023 had been received by the Board. DB and LI were available for further questions.	

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	Not discussed.
11	Meeting Reflections
	It was noted that the Trust paid for training resources from CST, the Key and NGA and it was important to make use of these resources and ensure that they added value.
	There was nothing to report. Training would be signposted within the executive summary at each Board meeting.
10	Trustee CPD and Visits
	<u>Resolved:</u> Trustees approved the Teacher Pay Policy, the admissions policies for all six academies and the further update to the APRC Terms of Reference.
	 Admissions Policies for all six academies APRC Terms of Reference
	Teacher Pay Policy
	The following policies / documents were provided with the meeting pack and significant changes had been included in the executive summary.
9	Policies & Statutory Documents
	Trustees asked if the budget information could be included alongside the actuals in the same table. DB noted that FARC would see this information in more detail when they attended the half-termly finance review meetings.
	Trustees asked about actual versus budget information. DB explained that the actuals were included in the management accounts and the budget was shown in a table above this information.
	Trustees asked if the regular finance review meetings would be a mitigation for the accuracy of budget forecasting. DB confirmed that there would now be fewer surprises as a result of these meetings.
	Trustees commented that they liked the "heat map" information about the buildings and estates within the management accounts pack.
	Trustees asked how the first monthly review meeting had gone. LI reported that it was helpful and provided useful information about pupil numbers and enabled small errors to be picked up. These meetings would take place within the month end process to enable corrections before publication of the management accounts. DB remarked on the high quality of analysis from the SBMs (School Business Managers).
	LI reported that a more rigorous monthly review had been implemented including Heads and SBMs to improve the quality of the management accounts.

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12	Any Other Urgent Business
	It was ratified that Trustees had approved the appointments of Sally Bridges-Wickham and Azhar Laher to the Kirklees APRC via email on 1 st October 2023.
	The CEO reported that Eva Brooks, one of the Kirklees APRC representatives, had agreed to take on the role of Chair of the Kirklees APRC, subject to Board approval. She had an education background including AP (alternative provision).
	<u>Resolved:</u> Trustees approved the appointment of Eva Brooks as the Chair of the Kirklees APRC.
	The Chair explained that she had stepped in as interim Chair of the Wakefield APRC following Karen Bennett's resignation whilst a successor was identified.
	<u>Resolved:</u> Trustees approved the appointment of Victoria Del Giudice as interim Chair of the Wakefield APRC.
	The Chair reported that Gary Cox would be stepping down as a Trustee with effect from 30 th November due to a career change. This would be his last Board meeting. The Chair thanked GC for his contribution to the Board and as Chair of FARC.
	There being no further business the meeting closed at 18:05.
13	Date of Next Meeting
	Thursday 7 th December at 5pm (AGM with Members) at Reach Academy.

Action Points	Responsibility	Completion
 Action 5.1: CEO / CFOO to present the strategic priorities to leaders for further discussion with involvement of Trustees, depending on availability. 	JF / DB	December 2023
 Action 5.2: Governance Day in summer term to be re-purposed as a strategy day to include the presentation of the priorities. 	VDG / MN	January 2024
• Action 6.1: Executive to develop the assurance framework further.	JF / DB / LC	December 2023
 Action 7.1: DB to include education provision in the post-acquisition review summary report in future. 	DB	January 2024
 Action 7.2: DB to produce a due diligence tracker for FARC to keep under review following each acquisition. 	DB	January 2024

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