

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

Thursday 6<sup>th</sup> December 2018 at 5.00pm

<b>Present:</b>	Graham Dewhirst	Trustee
	Andrew Rawson	Trustee
	Victoria Del Giudice	Trustee (Chair)
	Jane Acklam	Trustee
	Lorraine Absalom	Trustee
	Marcus Newby	Trustee
	Charles Haygarth	Trustee
	Rob Whitehouse	Trustee
<b>In Attendance:</b>	Jayne Foster	CEO + Head Teacher (Ethos College)
	Tracy Jackson	CFO
	Jane Viney	Clerk to the Committee

Item	Action
<b>1 Welcome and Apologies for Absence:</b> The Chair welcomed everyone to the meeting including potential new Trustees. There were no apologies.	
<b>2.1 Minutes of Previous Meeting 11<sup>th</sup> October 2018:</b> These were unanimously agreed as an accurate record and signed by the Chair.	
<b>2.2 Matters Arising:</b> All covered on the current agenda, including action points. <u>Confidential Minute from Last Meeting</u> – the matter is now closed and the member of staff is on a phased return. Kirklees HR have been invited in to do refresher training with the DSLs and HTs on Safeguarding procedures and the role of the LADO in relation to the effective management of allegations with key strategic partners etc.	
<b>3 Welcome to Engage Academy</b> The CEO informed Trustees that as the meetings rotate around the 3 academies the Head Teacher will give an overview of the setting and the work being done to support young people. The Head Teacher had prepared a slide presentation with photographs to show to Trustees. Engage is a Primary Pupil Referral Unit and takes up to 20 pupils from Reception, Key Stage 1 and Key Stage 2. It delivers Alternative Provision for up to 8 pupils with EHCP (Education/Health Care Plan). Most of the pupils in the academy have been permanently excluded from primary schools usually for persistent disruptive behaviour. Currently there are 5 pupils with EHCP's, most for SEMH issues. The Local Authority funded the building modifications to accommodate these pupils and funding is also received for each pupil with an EHCP. Engage is a nurturing, safe and friendly environment. There are 3 classrooms and a very high staff/pupil ratio. Staff have high expectations of all the pupils. The curriculum provides basic skills such as reading, writing and Maths to help the pupils feel more confident to go back into mainstream school. In the afternoon there is a creative curriculum. The photographs on the slides showed a day in the life of the academy. With pupils being transported to the school in minibuses, driven by staff (this means attendance is good). When students arrive there is a period of settling down when they play games and have social interaction. They then have breakfast and collective worship which gives more opportunities to develop social skills and manners etc. There is personalised learning and/or 1 to 1 reading for the first half hour. This is followed by a whole class English lesson	

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(usually based on a book). There is a supported playtime where staff are outdoors with the pupils and then a Maths lesson. At lunchtime pupils learn table manners, use of cutlery and healthy eating. Packed lunches are not allowed. In the afternoon there is the creative curriculum which includes history, geography and outdoor experiences in the outdoor classroom and once a week there is a cooking session where they learn to cook meals and bake. All pupils have PE sessions when sports coaches come in and all pupils go swimming. There is also animal therapy with Poppy the dog and this has an amazing impact on some of the pupils. The outdoor classroom is also a very important part of the curriculum. Tog 24 have donated 16 sets of outdoor clothing to ensure the pupils are warm and can use the facility all year round.

The academy also now has its own uniform with the Engage logo – the school provides this for each pupil.

The outcomes in 2017/18 were:

30 pupils have gained an EHCP

18 pupils returned to mainstream primary schools

12 pupils were allocated places in Special schools

2 pupils went to the Alternative Provision at Engage and

13 pupils remained in the PRU.

**Trustees thanked the Head Teacher for the very informative report.**

**Trustees asked how transition back to school was handled.** It was reported that there is no one size fits all so transition is always tailored to the individual pupil and Engage and the primary school works very closely with all stakeholders to make sure the transition is personalised so that the pupil can be successful.

**Governance and Compliance**

**4 New Trustees Introductions / Recruitment/ Induction**

The Chair informed the board that there will be a skills gap audit shortly. Currently new Trustees are found using Academy Ambassadors, the trust website and referrals. Interested parties must submit a CV to the Chair and CEO. They will then be invited into school to meet separately with the Chair and CEO for an interview to ascertain level of skills and commitment to the role. On completion of a successful interview references would be requested. They will then do site visits and finally be invited to a Trustee's meeting.

Trustees were asked if the process was sufficiently robust. **The process was unanimously approved.** Any further feedback to the Chair would be welcomed.

The Chair reported that resignations had been received from Andrew Holmes and Sarah Lou Noble – both felt they did not have the capacity to do justice to the role. Two new prospective Trustees were introduced and invited to outline their skills and experience. Charles Haygarth – his experience is in Financial Services Regulation with 15 years in Compliance and as a Risk Director. He is registered with the Financial Conduct Authority and has been a part time consultant for the last 2 years. He is semi-retired and has travelled and written a book.

Rob Whitehouse – he has worked for 30 years in education including 10 years for the Church of England. He was part of the working party that wrote the guidelines for Safer Recruitment. He then went into teaching mainly in special schools. He is also semi-retired and has had a consultancy for the last 3 years and also written a book.

Both were asked to leave the meeting to allow Trustees to discuss the appointments.

**Trustees unanimously approved the appointment of Charles Haygarth and Rob Whitehouse as Trustees of the Ethos Academy Trust.** They returned to the meeting and

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	<p>were welcomed to the Board.</p> <p>The Chair commented that a Trustee Induction Checklist was being formulated to ensure a compliant and robust induction was completed. In addition, Trustees were asked to consider what would have been useful to them during their induction period and let the chair know.</p>	
<b>5</b>	<p><b>Link Trustee Roles: Reflections/Feedback following initial meetings</b></p> <p>Specific areas of work had been assigned to Trustees and the Chair asked if anyone had made an initial visit to monitor their area.</p> <p>MN reported that he had made a visit to monitor the KS 3 curriculum and was most impressed by the staff and pupils.</p> <p>JA had visited to monitor data. Focussed on attendance which is above national average. The lowest attendance is at Ethos but there are students with medical needs. Another meeting is set for March. A risk had been identified with the LA commissions for exclusions. The Chair asked that Governor Visit reports be completed and these are available from the Trustee secure area on the website. The monitoring schedule (under development) will require termly visits and the Chair encouraged Trustees to ensure that their visits add value, have focus and are linked to the SDP/link trustee roles.</p> <p>Trustees requested that the Executive Team write role descriptors for link governor roles so expectations were clear. JA to share some templates.</p> <p>Trustees asked that the Executive team give feedback on the visits also.</p> <p>The Chair stated that this area was a work in progress and requested feedback from Trustees on what works and what needs amending.</p>	<p><b>CEO</b> <b>JA</b></p>
<b>6</b>	<p><b>Statutory Documents and Policies</b></p> <ul style="list-style-type: none"> <li>• <b>KCSIE 2018</b> – Trustees were reminded that they must read the whole of this document and a deadline of February was given. Trustees would need to sign and return the slip to say they had done this. Clerk to email out slip.</li> </ul> <p>Online Training had been completed by all Trustees apart from those newly appointed.</p> <ul style="list-style-type: none"> <li>• <b>Safeguarding and Child Protection Policies</b> – these have come back for approval following changes recommended at the last meeting. There is still more work to be done but peer on peer abuse, sexting and gender segregation have now been included. The policies are compliant.</li> </ul> <p><b>Trustees asked if all the policies were the same with just a different front cover.</b> It was explained that the overarching policy follows the LA model policy but was individualised to each academy with staff names / roles.</p> <p><b>Trustees requested that the use of the term ‘Governor’ be replaced by ‘Trustee’ in the policies.</b></p> <p><b>Trustees asked if there were any training requirements for the Safeguarding Trustee.</b> There were none currently but going forward training would be needed to keep up to date with current legislation.</p> <p><b>Trustees unanimously approved the Safeguarding and Child Protection Policies.</b></p> <ul style="list-style-type: none"> <li>• <b>Behaviour Policy</b></li> </ul> <p><b>It was suggested that the Trust Behaviour Principles need to be on the website linked to the behaviour policy.</b></p> <p>The policies presented reflected the different settings. Ethos had been previously approved Engage and Reach needed approval.</p> <p><b>Trustees unanimously approved the Behaviour Policies presented. The Kirklees policy</b></p>	<p><b>Clerk</b></p> <p><b>CEO</b></p> <p><b>CEO</b></p> <p><b>CEO</b></p>

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	<p>needs removing from the website.</p> <ul style="list-style-type: none"> <li>• <b>Charging and Remissions</b></li> </ul> <p>A 3 year review period is proposed for this policy, <b>Trustees asked if this was standard as review periods seemed to differ across the policy suite.</b> The exec team, along with the Chair, will review the policy schedule and where each policy should sit for approval in the coming term. <b>Trustees asked that the policy mentions the free transport provided to and from school.</b></p> <p><b>Subject to the amendment above Trustees unanimously approved the policy.</b></p>	CFO
7	<p><b>Risk Register Update</b> (circulated prior to the meeting)</p> <p>This had been updated following the last FAR Committee and Board meeting recommendations and People had been included in Reputation and HR categories. All the review dates had been set to January to the Executive Team can look at it again. It is a work in progress. Individual schools are working on their own risk registers with a deadline of the end of term. These may then feed into the Trust risk register.</p> <p><b>Trustees asked if the red items were the biggest risks.</b> This was confirmed but some of the risks have already been mitigated and are no longer 'red' and other actions are planned to deal with the rest.</p> <p><b>Trustees noted that capacity had been discussed as an issue – where does that appear in the register.</b> Items 18/10 and 18/40 both mention this.</p> <p><b>Trustees asked how the numbering system worked.</b> It was explained that this was the year identified and the order in the Trust Development Plan. <b>Trustees requested that the risk register be printed in Risk Topic order rather than number order to make it easier to read.</b></p> <p><b>Trustees commented that some additional areas were needed and that perhaps there were too many risks identified. There had been previous discussions about Risk Appetite and this still needs to be decided upon. A document discussing risk appetite and how to score the risks is needed, along with a definition of what Red, Amber and Green means.</b></p> <p>CH to send some ideas to CFO as a starting point.</p>	<p>CFO</p> <p>CH/ CFO</p>
<b>STRATEGY AND PLANNING</b>		
8	<p><b>Committee Reports and Priorities</b></p> <ul style="list-style-type: none"> <li>○ <b>Finance Audit and Risk Committee</b></li> </ul> <p>Trustees had discussed the detail in the management accounts and will work with the CFO to ascertain the level of detail required.</p> <p>There had been discussion around the capacity of the CFO especially if the bid for the Bradford Free School was successful.</p> <p>The Auditors had attended the meeting to explain the key focus areas for the external and internal audits. Trustees had changed the order of the audit plan. The auditors gave positive feedback on the level of challenge they observed at the meeting.</p> <p>Summary of management accounts at end of October: budget v actuals +£26k, mainly due to an underspend in Educational Supplies but this is about timing as most orders are placed in the summer ready for the new year in September. The budget is therefore on track. There is a large variance on Exceptional Needs and this was explained.</p> <p>Trustees need to see the management accounts at least 6 times a year but this could be on the shared drive. Trustees suggested that the management accounts should</p>	

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be put into the Board 'pack' for information prior to each meeting, but would not necessarily be discussed.

○ **Curriculum and Standards Committee**

The committee reported that the schools were accepting of Trustee support. There had been discussion at the meeting on the need for a division between strategic and operational issues and the need for Trustees to be strategic.

Data – more consistency was needed in the formatting of reports across the settings.

Clarification was required on the language used in data reports i.e. what is meant by 'some progress', 'expected' or 'exceeding'.

It was decided that data would be looked at termly rather than half termly.

○ **Pay and Performance Committee**

The committee did not agree the terms of reference but made some amendments.

The pay award for teachers 2018/19 was approved. The NJC scales were approved and the committee adopted the School Teachers Pay and Conditions Document.

The committee received annual performance reports for all staff, presented by the 3 Head Teachers. In future this will be presented by the CEO.

The Performance Reviews for the HT and CEO will take place during the last week of term.

The committee reviewed the Safer Recruitment Policy, the Pay Policy and the Appraisal Policy. None were ready for approval, they were all Kirklees policies and need academising for Ethos.

The Chair of the committee had met the Head Teacher from Reach to discuss pay issues.

HR support at the PM reviews of HT and CEO was requested. Current Job Descriptions were also required. The CEO is to suggest objectives for self and other Head Teachers. The CEO had declared a conflict of interest.

The committee had agreed that policies and documents could be circulated electronically for approval, given the length of time that could elapse between meetings.

**9 CEO Report** (circulated prior to the meeting)

The CEO requested feedback from Trustees on the content of the report.

On page 6 of the report item 2.3 – KPI's - Appendix 1 is a table of proposed KPI's which have been RAG rated as a starting point. Trustee feedback is required by 18/12/18.

Trustees suggested more Finance based KPI's would be required. Benchmarking data will be needed around the following areas: contextual, curriculum, attainment and staffing.

**Trustees noted that Staff attendance and retention were included but asked that 'good' teachers be quantified. Also a KPI around staff workload could be added.**

**Trustees requested that the CFO provides some KPI's around Finance for the next Finance, Audit and Risk meeting.**

**CFO**

Page 10 3.1.9 Long Term Supply – this is mainly to teach exceptional needs pupils and across all 3 academies there has been an increased demand for these kind of placements. As it is need-led it means getting supply staff to deliver teaching and there are issues around quality assurance of this. The Trust had approached the LA to discuss an alternative approach to improve the quality of the provision for these students. The Trust would like to

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recruit high quality trained staff to give a high quality education to these exceptional needs pupils rather than using agency supply staff.

**Trustees asked if the academies had regular supply staff that were used.** The CEO confirmed that several agencies were used but there is a core of regular staff familiar with the settings. Currently the LA refund the cost of supply for the EN pupils but this does not cover the other costs of back office staff and training. The preferred option is to recruit to the trusts substantive staff to ensure the quality of provision for EN pupils.

Page 12 Item 3.4 CFO Role – currently there is a temporary contract in place to February 2019. The Trust need continuity and financial stability and 3 options are outlined in the report. Capacity has already been discussed as an issue, but part of the problem is due to the business support team being new and inexperienced necessitating the CFO undertaking operational as well as strategic tasks.

The Options are:

1. Extend the temporary contract to the end of the academic year
2. Make the contract permanent at 0.6
3. Recruit an external CFO

Discussion followed on whether the trust needs the CFO role to be full time now and may reduce to 0.6 in the future. Other matters such as not having any HR capacity, no H&S lead and reducing funding levels were causes for concern. The current CEO contract is also only 0.6FTE and this may not be sufficient. A clearer structure and business plan is needed.

**Trustees unanimously decided to go for Option 1 to extend the CFO's contract at 0.6FTE to the end of the academic year. The Trust would be in a better position to know what is required re: capacity by that time. This will be reviewed toward the end of the academic year.**

**Trustees asked the CFO how the new business support team were doing.** It was reported that training has been undertaken and the team meets weekly. Getting up to speed takes time but the team will get there.

**Trustees asked if more business support staff were needed.** This was confirmed and recruitment for admin/finance staff is currently underway. There may also be a need to recruit an Operations Manager.

**Trustees requested that a new proposal for a staffing structure for the central business support team be brought to the next meeting.**

Page 12 Item 3.4 CEO Role- it is evident that the 0.6FTE role is unsustainable in terms of capacity to fulfil CEO and effectively lead as HT at Ethos College. The new SLT at Ethos has the potential to be very strong and with mentoring could effectively lead the college.

**Trustees suggested that this needs to be part of the business plan as all the roles CFO, CEO Health and Safety and HR support need to be considered. Proposals to be brought to the next meeting.**

**CFO/  
CEO**

**10 Any Other Urgent Business**

**Term Dates 2019/20**

The CEO proposed that the Trust mirrors the Kirklees term dates for 2019/20.

**This was unanimously approved by Trustees.**

There being no further business the meeting closed at 7.45pm

**Date and Time of Next Meeting:**

- **Thursday 7<sup>th</sup> February 2019 at Reach Academy**
- Committees at 3.45pm**
- Board of Trustees at 5.00pm**

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**Agreed as an accurate record**

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

**Summary of Action Points:**

	<b>Who?</b>	<b>When?</b>
• KCSIE sign of slip emailed out, to be completed and returned	All	ASAP/Feb 19
• Review Performance Management Policy	Pay Comm	by July 19
• Draft Strategic Plan and reporting cycle – termly up-date	CEO	ongoing
• Trustees give feedback via email on Strategic plan to CEO	All	ASAP
• Risk Appetite Discussion / reduce size of risk register/definition	CFO/CH	Feb 19
• Provide role descriptors for link governors	CEO/JA	ASAP
• Trust Behaviour Principles on the website.	CEO	ASAP
• Amendment to Charging and Remissions policy (free home/school transport)	CFO	ASAP
• Risk Register presented in Topic order	CFO	Feb 19
• Finance KPI's presented to the next FAR meeting	CFO	Feb 19
• Business Plan/ Proposed staffing structure for central team	CFO/CEO	Feb 19