

**MINUTES OF A MEETING OF THE YES TRUST FULL TRUSTEE BOARD HELD
 AT THE FERMAIN ACADEMY ON 3RD DECEMBER 2019 AT 4.00PM**

Trustees Present: Tony Smith (TS) Chair
 Nic Brindle (NB) CEO The Yes Trust
 Ian Carden (IC)
 Lisa Carden-Doorey (LC-D)
 Rob Halsall (RH)
 Tim Haselwood (TH)
 Chris Wyatt (CW)

Also in attendance: Chris Heptinstall Director of Business
 Claire Leslie Clerk to the Governors

PART ONE – NON CONFIDENTIAL BUSINESS

		Actions
1	<p>APOLOGIES AND ADDITIONAL OTHER BUSINESS</p> <p>Apologies for absence had been received from Martin Howlett and Belinda Logan; these were accepted by the board.</p> <p>Action: Clerk to check that the dates of all meetings were on the GVO and had been communicated to trustees.</p> <p>TS noted an item of any other business to consider the appointment of Jayne Lowe as education advisor to the trust.</p>	Clerk
2	<p>CONFLICT OF INTEREST</p> <p>TS is Chair of the Board of governors of Alderley Edge Community Primary School and interim CEO of The Collaborative Educational Trust of Wilmslow (TCET).</p> <p>TH is Business Manager at Tytherington School.</p> <p>LC-D is employed by Visyon in Congleton.</p> <p>IC is Head Teacher of Ridgeway Community High in Burnley. NB is on the governing body of that school.</p>	

3	<p>ELECTION OF CHAIR AND VICE CHAIR</p> <p>Trustees agreed that the term of office for the Chair of the FTB would be 1 year and until the autumn term 2020 FGB meeting.</p> <p>The following nomination for FTB chair had been received by the clerk in advance of the meeting: Tony Smith.</p> <p>TS accepted the nomination and was duly appointed as Chair of the FTB until the autumn term 2020 meeting.</p> <p>Trustees agreed that the term of office for the Vice Chair of the FTB would be 1 year and until the autumn term 2020 FTB meeting.</p> <p>The following nomination for FTB Vice Chair had been received by the clerk in advance of the meeting the meeting: Martin Howlett.</p> <p>MH had indicated that he would accept the nomination and was duly appointed as Vice Chair of the FTB until the autumn term 2020 meeting.</p>	
4	<p>MINUTES OF PREVIOUS MEETING AND MATTERS ARISING</p> <p>The Part One Minutes of the summer term Full Governing Board meeting of the Fermain Academy held on 2nd July 2019 were confirmed as an accurate record, signed by the Chair and retained by clerk to organise electronic storage on the GVO.</p> <p>The Part One Minutes of the Fermain Academy Standards Committee held on 18th June 2019 could not be confirmed as a result of the absence of members of that committee. These were held over for future approval.</p> <p>The committee reviewed the action log from the FGB meeting of the Fermain Academy held on 2nd July 2019.</p> <p>The following matters remained outstanding; all other actions had been completed.</p> <p>CW and LC-D felt that some training on the GVO might be helpful. School Leadership Systems (SLS) had offered training and suggested some dates:</p> <p>Action: CH to liaise with SLS, CW and LC-D regarding possible dates, Belinda Logan also to be invited.</p> <p>RH's notes on the induction process had been produced.</p> <p>Action: CEO and RH to work with these notes to produce an induction programme for new trustees. It was envisaged that a</p>	<p>CH, CW and L C-D</p> <p>CEO and RH</p>

	<p>version of this might also be used for the local scrutiny boards.</p> <p>It was felt that there was no pressing need for a skills audit at local scrutiny board level but that this would be useful at trust level. Action: TS to action a skills audit for the trust board to be conducted through the GVO.</p> <p>It was noted that some trustees needed to repeat Safeguarding and Prevent training. Action: CH to set up Educare logins for trustees. IC and LC-D to send proof of recent Safeguarding training to CH.</p> <p>It was felt that there was no need at this point for a safeguarding overview to be provided to trustees by Lee Cambray. Action: Agenda item on the next Educational Standards committee meeting to be placed by clerk to consider whether any further action is required in relation to safeguarding.</p> <p>The SEF document to be scrutinised at local scrutiny board level. Mark Robinson or Emily Archer to talk to local scrutiny board about the induction process. Action: Clerk to notify clerk to local scrutiny board to ensure that this is placed on the agenda.</p> <p>Parent ambassador to be considered by local scrutiny board.</p> <p>Steps to be taken to organise for a banner to be placed in the Tesco car park advertising governor and trustee vacancies at the Trust. Action: Lee Cambray to be asked to liaise with RH regarding a banner.</p> <p>A trustee handbook was required. Action: Clerk to undertake drafting.</p> <p>Internal school training sessions would be more helpful for the local scrutiny board. Action: Clerk to arrange for Lee Cambray to send out dates.</p> <p>It was agreed that it would be useful for trustees to see individual academies within the trust. Trustees agreed that the summer FGB meeting should take place in Crewe after a tour of the Axis site. Action: RH and the CEO to liaise and arrange for RH to book the training room at Tesco Crewe after the Axis tour. The FTB meeting to take place in that room.</p> <p>It was agreed that research into funding streams for counselling support would be useful. Action: MH to be asked by clerk about progress.</p>	<p>CH</p> <p>Clerk</p> <p>Clerk</p> <p>Lee Cambray and RH</p> <p>Clerk</p> <p>Clerk</p> <p>RH and CEO</p> <p>MH and Clerk</p>
5	MEMBERSHIP	

	<p>The elections of IC, Belinda Logan, LC-D and CW were noted and all were welcomed to the board. No terms of office of trustees are due to expire shortly.</p>	
6	<p>CHAIR'S POWER TO ACT</p> <p>TS had approved an overseas trip to Berlin for 11 students. He commended the school planning in regard to risk and safeguarding. The trip had been very successful and had been led by Emma Colley (EC). Three other members of staff had supported her. Trustees asked that their thanks be passed to EC and her team for their hard work and dedication in taking such a trip.</p> <p>It was noted that the Fermain Academy would look to organise further overseas trips. This was in line with the philosophy that no child at the school should be disadvantaged as against a child in mainstream provision in terms of the opportunities available to that child.</p>	
7	<p>FINANCIAL COMPLIANCE</p> <p>7a. Arrangements were in hand to publish the audited financial statements on the school website by 31st January 2020. 7b. The End of Year certificate for the 2018-19 academic year was submitted by 30th September 2019. 7c. Arrangements for the submission of the auditors' financial letter by 31st December 2019 were in place. The letter would be sent after this meeting assuming that trustees approved the accounts. 7d. The formal review and approval of the 2018-19 accounts was required from the meeting.</p> <p>TH spoke to the accounts circulated via the GVO in advance of the meeting. The auditors had produced compliant documents. It was noted that these were quite difficult to follow. They were required to conform with Charity Law, Companies Acts and requirements of the Department for Education. It was noted that the monthly accounts produced by CH were easier to understand. The Finance, HR and Resources committee had been through the accounts in detail with the accountants present and had approved them for submission to and formal approval by the FTB. They would be signed by TS as Chair and the CEO as Chief Accounting Officer. A management letter always accompanied the accounts and it was very reassuring to see that this confirmed that the internal controls were good and that no issues needed to be raised. CH was thanked for his hard work and good control. The accounts were approved.</p> <p>It was noted that from the main accounts there was a brought forward surplus of £105,000. This was made up by £72,000 from the Fermain</p>	

	<p>Academy and £32,000 from Axis. In the 2017-18 financial year there had been a carry forward surplus of £160,000 leading to a healthy overall surplus of £265,000. The bank balance was at £312,000 as a result of a number of pre-payments.</p> <p>Trustees noted that the surplus was bigger than had been projected at the beginning of the year.</p> <p>Reserves were at a healthy figure of between 2-3 months operating costs; that was ideal for a trust of this size. Trustees agreed that as the trust grows there is less likely to be a need for the reserves to be for such a long period of operation. The reserves policy will be open to review in the future.</p> <p>Q: Is the Trust subject to any claw back? A: No. The reserves policy is fully justifiable. This is particularly true of the schools in the trust that are funded in a different way from mainstream schools. Funding comes from top up and has to be invoiced so there is a delay between invoicing and payment when reserves are needed.</p> <p>It was noted that the operating surplus was after capital expenditure of £113,000. This related to the conversion of the balcony area to create another classroom, a new server and a range of IT purchases, the installation of astro turf and a contribution towards the new minibus.</p> <p>7e. The monthly management accounts are placed on the GVO. The most recent are for the period ended 31st October 2019. These had also been scrutinised at Finance, HR and Resources committee. The bank balance was standing at £537,000; the start to the year had been very successful and all schools were forecasting an in year surplus, meaning that the trust also expected to post an in year surplus.</p> <p>It was noted that CH had put forward some draft Key Performance Indicators (KPIs); the intention was that this would be refined to a one page KPI document for trustee scrutiny.</p> <p>Action: Trustees to look at the draft KPIs on the GVO under Key Documents. Clerk to place on the agenda for approval for the next FTB meeting.</p> <p>It was noted that the responsible officer audit had just taken place; the report had not yet been received.</p>	Trustees and Clerk
8	<p>COMMITTEES AND NOMINATED TRUSTEES</p> <p>8a</p> <p>It was agreed that LC-D would join the Educational Standards Committee and CW would join the Finance, HR and Resources Committee. It was the intention that the meetings would continue to</p>	

	<p>take place “back to back” and accordingly it might be convenient for LC-D and CW to attend both meetings on one or more occasions to ensure that they have a full view of the trust activity and to be confident that they are sitting on the right committees for them. In addition to these two main committees there is also a Strategy Committee meeting twice annually.</p> <p>8b The trustees need to hold the local scrutiny boards to account and consideration was given to any positions of responsibility that should be allocated at trust level. It was determined that there should be trustees with the following specific responsibilities; Health and Safety Safeguarding Mental Health and Wellbeing Whistleblowing Trustee</p> <p>The following trustees were confirmed in post: Health and Safety RH Safeguarding MH Mental Health and Wellbeing LC-D Whistleblowing Trustees CEO and TS</p> <p>Q: How were the trustees to be assured that the local scrutiny boards were holding the schools to account? A: The CEO would be doing some training and trustees should look at governor visit reports. Trustees were also encouraged to consider making school visits. There were good resources for tracking compliance. There was a Health and Safety online tool, CPOMS would be used shortly as a Safeguarding dashboard and consideration would be given to a mental health and wellbeing system.</p> <p>It was decided that careers would best be dealt with at local scrutiny board level: Action: Clerk to ask for it to be an agenda item for the local scrutiny board to consider whether to appoint a governor with oversight on careers.</p> <p>8c Draft terms of reference for the main committees were on the GVO for trustees’ consideration. It was agreed as an interim measure that these be adopted as drafted. Action: Trustees to look at drafts on the GVO and submit comments. Clerk to place final approval on the agenda for the next FGB meeting.</p> <p>8d There were not yet draft terms of reference for other committees. It was noted that the functions on Pay Committee would be carried out</p>	<p>Clerk</p> <p>Trustees</p>
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	<p>by the Strategy committee. The structure of other committees, details of where they should sit in the Trust structure and the terms of reference needed to be determined.</p> <p>Action: CEO to determine committee structure and place proposals and draft terms of reference on the GVO for comment. Clerk to place approval on the agenda for the next FGB meeting.</p>	<p>CEO and Clerk</p>
<p>9</p>	<p>PART ONE REPORTS FROM COMMITTEES AND REPORTS FROM TRUSTEES WITH SPECIAL RESPONSIBILITIES</p> <p>The draft minutes for the committees have been prepared and are with the chairs of committees for review. TH noted that he was unable to see the minutes for the Finance, HR and Resources Committee.</p> <p>Action: Clerk to check and identify the problem.</p> <p>TH noted that the accounting requirements for academies were being tightened by the Department for Education. CH had noted and complied with additional requirements.</p> <p>The CEO noted that the head of the Virtual School had attended the Educational Standards committee to make a one off request for a child to be placed on the roll for the Fermain Academy. On that one off basis this had been agreed.</p> <p>The Land and Building Collection tool had been completed by 31st October.</p>	<p>Clerk</p>
<p>10</p>	<p>PART ONE CEO REPORT AND MATTERS ARISING</p> <p>The CEO spoke about his report which had been made available to trustees on the GVO.</p> <p>The trust had placed bids for two new schools in “wave 2” of the bidding process for special and alternative provision schools. One was for Warrington and one for Halton. The general election had delayed the response to the bid.</p> <p>Q: How much work was involved in bidding? A: There was an 80 page limit on the bid document. The CEO and CH had done the work together. It had been possible to use much of the work from the successful bid for Axis.</p> <p>Q: Why was the trust looking to expand? A: The trust was classed as a “fledgling trust”. The Department for Education was looking for trusts to encompass at least 6 schools and if the trust did not look to expand it might experience pressure to do so and might be obliged to look at unattractive options for expansion. It was noted that it had been made clear that areas which had been awarded special or alternative provision schools in “waves 1 and 2” would not be awarded schools in “wave 3”. The bids in “wave 2” covered all local areas not already covered in “wave 1” accordingly</p>	

	<p>the participation by the trust in the bidding process was a way of “future proofing” its plans.</p> <p>Attendance at the Fermain Academy was at 90.4% if unauthorised holidays were removed from the statistics. A much wider curriculum was being taught in the current academic year. There had been some complacency at the Fermain Academy but this was now subject to rigorous scrutiny.</p> <p>The opening of Axis had now been pushed back by the Department for Education until January 2021. This caused some costs in relation to staffing and other issues, amounting to around £70,000; so far attempts by the school to recover those costs from the Department for Education had been unsuccessful but the CEO hoped for some compromise. Cheshire East Council (CEC) were also keen for the school to open before January 2021 and it might be possible to start in a limited way in some rented classrooms, this would also allow some recovery of the costs.</p> <p>This pushed back the recruitment of a deputy head teacher until Easter 2020 which was disappointing as the pool of applicants might be less strong.</p> <p>Steps were now underway to register Cornerstone as a separate provision. It had been taken by the Fermain academy as a pilot project and had been very successful. It was currently operating from two sites and work was underway to open a third provision in the north of the borough.</p> <p>Q: What steps were necessary to have the provision registered as a school? A: Paperwork including policies, Health and Safety information and site maps were required. A pre inspection by Ofsted was required and if that gave approval a registration number would be issued. The first full Ofsted report would be due in about 18 months. All documents would be submitted by Easter 2020 and it was hoped that the school would be registered by September 2020.</p>	
11	<p>TRUST DEVELOPMENT PLAN</p> <p>This was linked to the three-year strategy document. The key areas were school improvement, quality governance and financial accountability.</p>	
12	<p>TRUSTEE MONITORING TRAINING AND DEVELOPMENT</p> <p>It was agreed that this should be considered at the next meeting by which time TS would have been able to work on the skills audit so that the discussion would be informed.</p>	

	Action: Clerk to ensure that this was placed on the agenda for the next FTB meeting.	Clerk
	Action: Clerk to circulate Cheshire East Training to new trustees.	Clerk
13	<p>ACADEMY POLICIES</p> <p>A large number of policies have been placed on the GVO. Following the creation of the Yes Trust policies which had previously been approved for the Fermain Academy need to be approved again. It was agreed that all should be approved pending review.</p> <p>Action: Trustees to look at the policies and comment on them. CH to put together a schedule of recommendations of which committee should own which policy for the purposes of approval in subsequent years. This to be on the agenda for the next FGB.</p>	Trustees and CH
12	<p>DIRECTOR'S REPORT</p> <p>The report and precis were on the GVO. There was nothing further to be drawn to attention of the board.</p>	
13	<p>ANY OTHER BUSINESS</p> <p>It was noted that it was important for there to be external validation of schools. Jayne Lowe had been in this role for the Fermain Academy since its start. She had done an excellent job. She had been asked to put together a proposal whereby she would review and oversee practice in each school and support the performance management process for the executive team. Although her charges had not been budgeted trustees noted that a good learning partner was invaluable and approved her appointment.</p>	
14	<p>MEETINGS</p> <p>The next meeting was confirmed for 17th March 2020.</p>	

The meeting ended at 6.05pm.

Signed 

Date 10th March 2020