



Minutes of the Trustee Board Committee of the YES Trust – Part One		
Date	14 th July 2022 at 1.00pm	
Venue	The Axis Academy, Lodgefields Drive, Crewe CW2 8TU	
Present:	Rob Halsall (RH) Chris Whyatt (CW) Nic Brindle (NB) Wendy Bower-Choyce (WB-C) Lisa Carden Doorey (LCD) Tim Haselwood (TH) Belinda Logan (BL)	Trustee Trustee CEO Trustee Trustee Trustee Chair
Apologies:	Tony Smith (TS) Ian Carden (IC)	Trustee Trustee
Absent:		
In attendance:	Chris Heptinstall (CHe) Suzanne Lloyd (SL) Helen Philips (HP)	Director of Business Independent Clerk to Trustees Director of Education

For all sets of minutes and backing papers it is taken that all will have been pre-read and coverage will therefore be limited to: • **accuracy** • **action points** • **challenge**

Governance Handbook 2020: The board of trustees manages the business of the academy trust and should focus strongly on the three core functions of governance:

1. *ensuring clarity of vision, ethos and strategic direction*
2. *holding executive leaders to account for the educational performance of the organisation and its pupils, and the performance management of staff*
3. *overseeing the financial performance of the organisation and making sure its money is well spent.*

DOCUMENTS CIRCULATED/TABLED FOR MEETING:

- 1
- 2
- 3

AGENDA ITEM 1	WELCOME AND APOLOGIES FOR ABSENCE
Discussion	Trustees were welcomed to the meeting. Apologies were received and accepted from TS and IC.
Decision:	Trustees accepted the apologies from TS and IC

AGENDA ITEM 2	DECLARATIONS OF INTEREST
Discussion	TH explained that he was no longer a Business Director of Tytherington School having retired from there in April 2022, however, he was still Chair of Governors at Hurdsfield Primary School'. BL explained that she had been requested to complete paid mentoring work with AB. It was agreed that this would be further discussed within the agenda items below.
Decision	Trustees accepted the declarations.



AGENDA ITEM 3	DECLARATION OF ANY OTHER BUSINESS
Discussion	<p>The following items were requested to be included within the agenda:</p> <ul style="list-style-type: none"> • TS has resigned as Trustee with immediate effect – NB (to be discussed within this Agenda Item) • Safeguarding KPIs- RH/LCD (to be included within Agenda Item 11) • IT Contracts – CH (to be included within Agenda Item 5) • Sustainability and carbon reduction- CH (to be included within Agenda Item 5) • Approval for BL to complete paid works with AB– NB (to be discussed within this Agenda Item) <p>TS has resigned as Trustee with immediate effect -</p> <p>NB explained that TS had resigned as a Trustee with immediate effect. TS is currently away on business, so NB is yet to have a formal conversation with him.</p> <p>Nominations were sought and a unanimous decision was made that BL was to continue as Vice Chair and it was agreed that she would Chair for the upcoming meetings, until a replacement was sought. BL expressed that due to her location she wouldn't be able to take over the role on a permanent basis.</p> <p>LCD thanked BL for stepping in to support at short notice.</p> <p>NB confirmed that he would advertise for a new Chair of the Trust if no Trustee wished to be considered for the role.</p> <p>NB explained that TS also sat as a Director at Cornerstone and is unsure if this will continue, as TS was away on business and therefore no formal conversations had taken place.</p> <p>Q: BL asked if there would be any negatives for not having a Chair in place, with the opening of the new schools? A: NB explained that as BL was stepping in, this will not cause any issues within the short term but may have implications in the long term.</p> <p>NB went on to explain that in the long term he can't be a Trustee on the board, as he can't vote, due to his role as CEO. Therefore, recruitment is required for two additional Trustees. NB stated that one new Trustee would need an educational background, and then a skills audit would need to take place. It was agreed that a Trustee with a legal background would be advantageous, and someone who could bring a strategic element to the Board.</p> <p>LCD stated that her and HP were in discussions with someone regarding the possibility of them becoming a Trustee and would refer to the Board in due course.</p>



	<p>Approval for BL to complete paid works with AB -</p> <p>NB explained that AB had requested some additional mentoring from BL, this had previously been agreed however the Board had to confirm the costs relating to this. BL left the meeting.</p> <p>NB explained that the proposal was for 3 days work to prepare for the launch of the new school with the following being considered to ensure everything is in place for the DFE meeting: opening the new school, policies, and compliance. BL is proposing this be completed over 6 half days. BL's normal cost is £400 per day (plus expenses), BL has proposed a reduction to £300 per day.</p> <p>NB proposed that she is paid £400 per day with no additional expenses. NB invited questions from the Trustees.</p> <p>Q: WB-C enquired to what would happen after the support ended for AB? A: NB confirmed that they are looking at additional support for all Headteachers following this.</p> <p>Q: WB-C asked if BL could design a template so that it could be used again when opening new schools? A: CW agreed that as BL knows the Trust this would work well.</p> <p>CH explained that the conflict of interest would need to be noted on the DFE website.</p>		
Decision	<p>The declarations of other interest were agreed.</p> <p>Due to the resignation of TS, there was a unanimous decision that BL was to continue as Vice Chair and it was agreed that she would Chair for the upcoming meetings, until a replacement was sought.</p> <p>It was unanimously approved for BL to support AB, for 3 day (6 half days) at £400 per day with no expenses.</p>		
	What	Who	When
Action	A thank you to TS for all the support he has given the Trust was to be drafted.	BL	ASAP
Action	For the conflict of interest with regards to BL's paid work to be registered on the DFE website	CH	ASAP
Action	A discussion to take place regarding Trustee recruitment.	BL/NB	ASAP
Action	A further skills audit to be completed on GVO.	All Trustees	ASAP

AGENDA ITEM 4	PART ONE MINUTES OF THE LAST MEETING 4th April 2022 and REVIEW OF THE ACTION LOG
Discussion	<p>Trustees reviewed the minutes from the meeting dated 4th April 2022. TH confirmed he had been a Business Director and not the Head Teacher, apart from this, Trustees agreed that these were a true and accurate record.</p> <p>Trustees confirmed the following actions:</p>



Upload training to GVO – Claire is in the process of reviewing the data and will confirm that everyone has completed this.

Q: BL asked if this was just in relation to the Trustees **A:** NB confirmed it was the Trustees and LSBs. BL confirmed that everything needed to be logged on Educare and that Prevent/Safeguarding must be completed annually. **Q:** LCD asked if the Trustees have DSL training is there still a requirement to complete this. **A:** NB confirmed that yes it still had to be completed. - **Ongoing**

Consider new Trustees and Inspiring Governance – NB confirmed that TS had been looking into Inspiring Governance and therefore isn't sure on the current situation. RH explained that the information he had found on Inspiring Governance wasn't up to date and that recruitment may be better through LinkedIn and through the Trustees own networks. – **Ongoing**

Set up a 'Chair of Chairs' first meeting – This hasn't been set up as of yet, as TS has now stepped down this will now be on hold until a new Chair is in place. **Q:** LCD asked if there could be a link Governor meeting, as she would like to meet the Heads along with the Safeguarding/Mental Health Governors. **A:** This was agreed with all Trustees. It was agreed that WB-C could be the Chair for Axis. NB explained that he would like a link Trustee to attend LSBs, there would be no voting right, however this would assist the LSBs understand their roles and improve communication. - **Ongoing**

Recruit SIP and CEO PM support NB confirmed that Kath Kitchen has been approved as the schools SIP. In relation to CEO PM, there has been a proposal from the Federation of Schools Trust. The proposal was on GVO and taken as read. Some Trustees felt that the financial impact was high, and a breakdown of costs was requested. NB therefore read the overview of the proposal. WB-C then agreed that the costs seemed fair, for the process and BL suggested a review after one year. BL went on to explain that some organisations do a shorter version but agreed that in the first instance it would be beneficial to complete the full version, then assess what the Trust gains from this. **Q:** W-BC asked if it would be possible to meet the person completing this to assess further. **A:** NB agreed as the main caveat would be that the person understood the sector. RH stated that as a Board it needs to be outlined what they are wanting to gain from the exercise to ensure that the best outcome is achieved. LCD agreed, however stated that by being open, may have advantages. BL suggested that the company should be used to set new targets rather than review previous targets. NB stated that it would be beneficial for an external body to review his targets. TH stated that the proposal didn't seem to mention consultation of other Trustees, it was agreed that this would be the role of the Pay Committee. After a full discussion, it was agreed to complete the full process and a review would be had at the end of the process. – **Ongoing** (Until a formal agreement is made)

Review external marketing – CH explained that the Fermain website had been reviewed and updated to ensure consistency and that the Trust now has a new logo – **Completed**

Terms of Reference for a new HR & Pay Committees to be uploaded to GVO – **Completed**

Staff survey results to be uploaded to GVO **Completed.** NB has reissued the survey so this will be updated in due course – **Ongoing**

Work to be completed with staff to address areas of improvement following the staff survey – NB is still working on this – **Ongoing**



	<p>An advert to be placed in Tesco for new members – A banner has been agreed however, other benefits are being addressed – Ongoing</p> <p>Inspiring Governors to be looked at with the LA – Completed</p> <p>Visit reports to be completed after each visit and uploaded to GVO – It was agreed for these to be sent to Clerk/Ilona – Completed</p> <p>Visit report template to be forwarded to all Trustees – Completed</p> <p>Final costings for the Mill Building at Fermain to be ascertained and uploaded to GVO for Trustee consideration - NB confirmed that it is in the process of signing contracts. RH and CW are due to visit next week. Q: RH asked if the offices from Congleton would be moved there? A: NB confirmed that this would just be if it didn't work as extra space for the Fermain. – Completed.</p> <p>For the Strategic Development Plan to be shared with the Headteachers/other staff members. - NB confirmed that he moved Leading with Passion from a strand to their overall vision, therefore there are now 4 streams Q: WB-C asked if the plan was visible in schools. A: NB confirmed that it will sit with the Trustee poster - Completed</p>		
	What	Who	When
Action	For the Action of 'Consider new Trustees and Inspiring Governance' to be edited to 'Recruitment for Trustees to be shared via LinkedIn'	Clerk/All Trustees	ASAP
Action	Link Governors meetings to be arranged.	LCD	ASAP
Action	For Kath Kitchen's CV to be shared with all Trustees	NB	ASAP
Action	For contact to be made with the Federation of Schools Trust (CEO PM) to confirm timescales and to see if the Trust Board could meet the person prior to formally agreeing.	BL	ASAP
Action	To review the CEO PM at the end of the process.	All Trustees	Next Summer's Trust Board meeting.
Action	To review the CEO PM at the Pay Committee	Trustees of the Pay Committee	Next Pay Committee meeting.

AGENDA ITEM 5	FINANCE UPDATE & REVIEW OF 2022/2023 BUDGET
Discussion	<p>To agree the 2022/2023 Budget</p> <p>TH explained that the budget was discussed and approved at the Finance Committee. All the details were on GVO and taken as read.</p> <p>CH gave a verbal overview:</p>



The Raise project development grant should come through next year. Fermain, Cornerstone and Axis LSB's have set budgets with surpluses. A budget for forecasting the pay awards for teaching staff have been included, however this doesn't include any uplifts to funding, as this is yet to be agreed by the LA. There is a £112,000 surplus which would increase the Trust surplus to just over £750,000. CH confirmed that despite this seeming a lot, it is only a few months operating costs.

NB confirmed that whilst he has been at Fermain he has increased student numbers.

CH explained that most mainstream schools get monthly funding, however this is different for AP's and often comes in later due to income having to be invoiced. CH has included a cash flow forecast which is on GVO.

CH explained that there will be a slight uplift to ICT due to the new service level agreement being received. This is higher than last year, due to the extra schools and increase in costing. CH confirmed that a formal proposal hasn't been completed however different quotes have been obtained and cross checked.

Q: RH asked if the shortfalls Fermain's audit were discussed?

A: CH confirmed that a discussion had taken place. Some elements were planned to be completed over the summer; one issue that had been raised was due to the system having to be rebooted the morning of the audit.

Q: RH asked about the issues with the outdated policies?

A: CH confirmed that the auditors hadn't included some of the correct information, which is now in the process of being collated by CH. CH is happy following the meeting and happy with the action plans in place.

Q: RH asked if there would be similar concerns at the other schools?

A: CH confirmed that next year an ICT strategy is being considered to ensure that everything is in warranty and working correctly. NB explained that when the Fermain was set up there wasn't the standards and specifications in place, there is now a framework in place to work to, when opening the new schools.

CH invited the Trustees to raise questions relating to the budget.

CH explained that they are looking at an in-year surplus of £107,000

Q: CW asked what that was in %

A: CH confirmed that this was approx. 2%

Belinda thanked TH and CH for their work to complete the budget.

No further questions were raised.

CH wanted to discuss, that he had met with a company to look at energy savings and carbon reduction. A report has been completed and CH is due to meet with them again to look at how to reduce money and become a more eco organisation. Solar power will also be discussed. HP explained that as part of this, work will be completed with the teachers to deliver this to the students.

Decision	The 2022-2023 Budget was approved by all Trustees		
	What	Who	When



Action	Once further work is completed with regards to energy savings, a proposal will be brought to the Trustees	CH	ASAP
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AGENDA ITEM 6	BOARD GOVERNANCE		
Discussion	<ul style="list-style-type: none"> • Membership – Appointments/Re-appointment and Vacancies – Discussed within the Agenda items above • Trustee Link Roles/school visits – Discussed within the Agenda items above • Appointment of external advisors; School Improvement Partner/CEO PM support – Discussed within the Agenda items above • Board Committee Structure; Pay Review, Audit – NB explained that there is now a need for an additional Pay Committee. He explained that the process is that Headteachers make pay recommendations, this is then consulted with the SLT to quality assure. NB would like a Pay Committee to review these recommendations. The Committee would meet twice per year, and would complete the end of year pay review and the CEO PM. Then in September the pay reviews would be ratified, and CEO PM targets would be set. With regards to the Audit Committee, this doesn't need forming yet. A discussion was had as to the roles of the Audit Committee, and it was agreed that the Audit Committee would look at all areas not just finance. • Report from Director of Business following meeting with IT Consultants – Discussed within the Agenda items above • Staff Learning Strategy – This document had been provided Claire. 		
Decision	<p>It was agreed that an additional Pay Committee would be created, and the Audit Committee would stay as part of the Finance Committee at this time.</p> <p>The Pay Committee is to include, BL, WB-C and TH and the first meeting will take place on 21st July 2022.</p>		
	What	Who	When
Action	For WB-C to meet with Claire to discuss the Staff Learning Structure then discuss at the next Board Meeting	WB-C	By the next Trustee Board Meeting
Action	WB-C and LCD to meet with Claire together to review training.	WB-C/LCD	ASAP

AGENDA ITEM 7	REPORTS FROM COMMITTEES – Part 1 minutes		
Discussion	<ul style="list-style-type: none"> • Strategy Committee – 6th June 2022 – NB gave a verbal overview. He confirmed that the main strategy document had been discussed with all staff and the feedback received was positive. The next step is to look at the school strategic plans so that everything interlinks. Development of the Trust was discussed – this will be discussed as part of the CEO report. • Finance, HR and Premises Committee – 28th June 2022 – Discussed above. TH explained that there was a presentation from the external auditors and all points were discussed within the meeting. • Education Standards Committee – 28th June 2022 – LCD explained that herself and IC had completed school visits. IC has looked at educational standards, and met with HP, he was really impressed with the visits and the organisation of the curriculum and HP's 		



	<p>leadership, showing that the cultural shift is apparent. LCD reviewed safeguarding and mental health. As part of this, LCD reviewed the audits and processes in place. LCD explained that on the visits she looked at quality assured training as well as multi-agency working in light of the new staff being in place. The visit at Cornerstones was very positive, communication and relationships were evident. Fermain and Axis are in the process of completing the S175 Audit. HP confirmed that the S174 Audits have now been submitted. Fermain's processes aren't as co-ordinated but it is apparent that lots of work is being done.</p> <p>RH suggested that an overview be provided to the Trustees, as the Board had never received any data relating to this from Fermain.</p> <p>LCD explained that an action from the link visits was that all mental health/safeguarding leads would like more whole wide Trust approaches. It was agreed that there needs to be:</p> <ul style="list-style-type: none"> • An Audit list for Governors • A Trust wide model for the Single Central Register • Each LSB/Trust have an agenda item for mental health/safeguarding. <p>Q: BL asked if this could be included within the audit from Skyes? A: This was agreed by all Trustees</p> <p>BL stated that the link visits have been outstanding. HP reiterated this and went onto say that the visits had improved staff motivation.</p> <p>Q: RH stated that with safeguarding/mental health requirements increasing, could part of the surplus funds be utilised to improve on this? A: It was agreed that in the first instances the Trustees require more data so that they have the information to support decisions.</p>		
Decision	The reports from the Committee meetings were accepted.		
	What	Who	When
Action	A standing item with regards to Safeguarding/Mental Health to be placed on the Standards Committee Meeting which is then fed back to the full Trust Board	Clerk	The next Standards Committee/Full Board Meetings

AGENDA ITEM 8	CEO REPORT		
Discussion	<p>The report was on GVO and taken as read. NB gave a verbal update.</p> <p>NB explained that regionally there has been a split, however, the Trust remains within the West Midlands, as the predominant growth areas sits within this area. NB has been appointed to the advisory board for the Northwest and can therefore attend events from both areas.</p> <p>He went on to explain that they have been actively looking at the free school wave. NB has been looking at SEN/AP within the West Midlands and has also been looking at bids for the LA</p>		



	<p>funding, like the Fermain. NB has been approached by several LAs to write bids. The next step will be ranking these, and completing due diligence work to confirm which bids, will be made. NB is looking at Stoke as this comes with additional funding due to deprived children, but further due diligence needs to take place. NB will look at 2 schools and will look at SEN as well.</p> <p>Q: CW asked if this has this been discussed at the Strategy Committee? A: NB confirmed that it had, and that also discussions had taken place regarding federations. He explained that he required two link Trustees to assist with that. He explained that the input vs output needed to be assessed and the wider context of due diligence. Need to ensure that any federated schools have the same ethos and expectations as the Trust.</p> <p>With regards to the Risk Register, NB explained that it is looking like Raise will open in 2023, and temporary accommodation has been secured. Fermain/Cornerstone are doing well and have secure student numbers.</p>		
	What	Who	When
Action	For Trustees to contact NB should they wish to join the subcommittee to assist with Federation (CW/LCD showed interest in this)	All Trustees	ASAP

AGENDA ITEM 9	MAT DEVELOPMENT & STRATEGY		
Discussion	<ul style="list-style-type: none"> To review the MAT priorities for this academic year and if they were achieved. To consider how this informs the strategic work of the Board in 2022-23. To review the vision and values of the MAT and ensure these are shared with all academy stakeholders. To review strength of LGBs and areas for development in context of the SoD. <p>Discussed within the Agenda items above.</p>		

AGENDA ITEM 10	WHITE PAPER & GREEN PAPER		
	<p>NB explained that within the papers, National Academisation was highlighted. There will become a time when the Trust need to take on schools. NB explained he wants everything ingrained so that when new schools are taken on this doesn't have a detrimental impact on the current children.</p> <p>NB explained that there is nothing to discuss regarding this currently, however, Ofsted might request a DFE legal mandate order for taking over schools.</p>		

AGENDA ITEM 11	SAFEGUARDING UPDATE		
Discussion	<p>To receive an update on Safeguarding:</p> <p>Discussed within the Agenda items above.</p> <p>Q: BL asked if an audit is ever completed to review new employee references and qualifications etc?</p>		



	A: LCD confirmed that it is all covered within the S175 audit. NB also confirmed that references are all verbally checked. NB also confirmed that references were requested after an interview, however job offers are conditional to the pre-employment checks.		
	What	Who	When
Action	For Claire to confirm that all safeguarding training has been completed	NB	ASAP

AGENDA ITEM 12	STAFF & PUPIL WELLBEING UPDATE		
Discussion	Discussed within the Agenda items above. NB added that this needs to be constantly reviewed and constantly on the agenda for discussion. PP has increased and this will continue to increase. RH agreed as there have been issues with staffing this agenda item need to be constantly reviewed.		

AGENDA ITEM 13	HEALTH & SAFETY		
Discussion	NB confirmed that there was nothing new to report.		

AGENDA ITEM 14	GDPR UPDATE		
Discussion	NB confirmed that there was nothing new to report.		

AGENDA ITEM 15	POLICIES AND PROCEDURES		
Discussion	Trustees to approve the following policies reviewed and recommended by Committees during the reporting period: <ul style="list-style-type: none"> • Whistleblowing Policy • Attendance Management Policy (Reviewed at HR & Finance – 28th June 2022) • Leave of Absence and Time Off Policy (Reviewed at HR & Finance – 28th June 2022) • Parental and Family Leave Policy (Reviewed at HR & Finance – 28th June 2022) • Harassment, Bullying and Dignity at Work Policy (Reviewed at HR & Finance – 28th June 2022) • Pay and Performance Policy & Bonus Pay Policy (Reviewed at HR & Finance – 28th June 2022) <p>NB confirmed that the schedule will be changing so that two policies a month will be sent to all Trustees, for approval via GVO and then ratified at the Board meeting. RH confirmed that all new additions would be highlighted in green to ensure the process is easier.</p>		
Decision	All policies were ratified.		

AGENDA ITEM 16	SUCCESSSES & CELEBRATIONS		
Discussion	NB explained that the full training day was a huge success, the Trustees who had attended agreed with NB.		




AGENDA ITEM 17	CORRESPONDENCE WITH TRUSTEES		
Discussion	To agree the best way to correspond with Trustees prior to each meeting		
Decision	It was agreed that all key documents would be sent via GVO to Yes Trust emails, due to GDPR. However, reminders could be sent to Trustee's personal emails.		
	What	Who	When
Action	Trustees' personal emails to be collated	NB	ASAP

AGENDA ITEM 18	DATE OF NEXT MEETING/S		
Discussion	<p>To confirm:</p> <p>28th November 2022 – 2pm Finance, HR & Premises (Teams) – amended to 21st November 2022</p> <p>28th November 2022 – 4pm Education Standards (Teams) – amended to 21st November 2022</p> <p>23rd March 2023 – 2pm Finance, HR & Premises (Teams) – amended to 16th March</p> <p>23rd March 2023 – 4pm Education Standards (Teams) – amended to 16th March</p> <p>26th June 2023 – 2pm Finance, HR & Premises (Teams)</p> <p>26th June 2023 – 4pm Education Standards (Teams)</p> <p>7th November 2022 – 11am Strategy (Teams)</p> <p>Further dates to be confirmed on 7th November 2022</p> <p>15th December – 1pm Full Trust Board (At Axis)</p> <p>30th March 2023 – 1pm Full Trust Board (At Axis)</p> <p>13th July 2023 – 1pm Full Trust Board (At Axis)</p> <p>26th January 2023- 11am AGM (At Axis) (Confirmed) (Venue to be confirmed by NB)</p>		
Decision	All dates approved by Trustees		

The meeting closed at 3.20pm

*For the purpose of these minutes AB is Ali Bellaby (Headteacher)

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17-Jan-2023