



| PART ONE MINUTES OF THE FULL TRUST BOARD | |
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| Date: | 7th December 2021 at 1:00 pm |
| Venue: | Axis Academy, Crewe and remotely via Teams |
| Trustees present: | Tony Smith - Chair Nic Brindle (NB)– CEO Belinda Logan (BL) – Trustee, via Teams Chris Whyatt (CW) - Trustee Ian Carden (IC)- Trustee Lisa Carden-Doorey LCD)- Trustee Rob Halsall (RH)- Trustee Tim Haselwood (TH)– Trustee, via Teams Wendy Bower-Choyce (WBC - Trustee elect) |
| Apologies: | There were none |
| In attendance: | Chris Heptinstall (CH)– Director of Business Helen Phillips (HP)– Director of Education Wendy Collyer – Clerk, via Teams |

*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***

Papers circulated before the meeting:

Part One Agenda The Yes Trust Board 7th December 2021, Agenda Trustee Board 07.12.21 - Part 2, Wendy Bower Choyce CV, Audited Financial Statements - 31.08.2021, F183 - Audit Completion Report, F183 - YEST Letter of Rep 2021, Sample Board Declaration Form, Part One Minutes Trustee Board 06.07.21, Part Two Minutes Trustee Board 06.07.21, The YES Trust FGB Action Log 06.07.21 Summer 2021, CEO Autumn term report to the board, Confidential Minutes Strategy Committee Part 2 June 2021, Part 1 Strategy Committee Mins June 2021_signed, Policy Review

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| AGENDA ITEM 1 | WELCOME & APOLOGIES FOR ABSENCE (standing item) |
| Discussion: | The Chair welcomed all to the meeting |

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| AGENDA ITEM 2 | APPOINTMENT OF CHAIR & VICE-CHAIR OF TRUSTEES 2021-22 statutory |
| Discussion: | Tony Smith confirmed he was willing to continue as Chair. TH nominated and NB seconded Tony Smith to continue as Chair Belinda Logan confirmed she was happy to put herself forward as Vice Chair. TS nominated and TH seconded her as Vice Chair. |
| Decision: | Resolved: That Tony Smith be appointed Chair and Belinda Logan Vice Chair for the year 2021 - 2022 |

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| AGENDA ITEM 3 | APPOINTMENT OF NEW TRUSTEE – Wendy Bower Choyce |
| | The Chair confirmed that Wendy's CV had been circulated before the meeting and had visited Axis and Fermain and met with Helen at Axis and Lee at the Fermain and also met TS. |



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| | <p>All of these personnel recommended Wendy as a potential Trustee</p> <p>Wendy's CV was circulated and shared on screen for those accessing remotely. It was agreed her strong HR background in the legal sector would bring valuable expertise to the Yes Trust Board.</p> <p>The Chair noted some Trustees had already commented on GVO, Trustees agreed that Wendy should be appointed as Trustee and welcomed her.</p> | | |
| Decision | Resolved: To appoint Wendy Bower Choice as Trustee | | |
| Action: | What | Who | When |
| | Update GIAS with WBC details, set up on GVO and provide training details | CH | ASAP |

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| AGENDA ITEM 4 | APPOINTMENT OF CLERK TO THE BOARD 2021-22 (Statutory) |
| | The Chair advised the clerking agreement with Second2None ran to the summer and asked Trustees if they were in agreement. Trustees agreed. |
| Decision: | Resolved: To continue with Second2None clerking agreement to summer 2022 |

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| AGENDA ITEM 5 | APPROVAL OF ANNUAL REPORT AND ACCOUNTS 2020-2021 |
| Discussion: | <p>The Chair introduced Nicola and Emma from Murray Smith LLP Chartered Accountants</p> <p>NT began by thanking those present for their support in preparing the accounts and commented as follows:</p> <p>The report was prepared in compliance with the new ESFA guidelines,</p> <p>For Key Audit Risks there were no issues,</p> <p>There had been a Full Substantive review of the balance sheet, the Trust was confirmed as a going concern,</p> <p>There was an operating surplus of £55k across the group,</p> <p>The balance sheet showed a net current asset of £523,000 an improvement on the previous year's £429,000,</p> <p>The pension liability had increased but this was reflected in other academies and was due to interest rate fluctuation; as the interest rate went up, liability would go down and that when the base rate increased things would change,</p> <p>The cash flow summary showed a £50,000 surplus after cash payments from £72,000 generated,</p> <p>There were no significant deficiencies in internal controls or errors although some minor adjustments had been made. There were therefore no unadjusted errors.</p> |



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| | <p>Policies had been tested and purchases reviewed and there were no issues.</p> <p>Nicola invited questions from Trustees</p> <p>Question: BL asked if the accountants normally find trusts have no issues or adjustments, was that normal</p> <p>Answer: Nicola responded that the accountants' role was not to test the trust's internal controls as there were internal audits for that. She confirmed it would be pointed out to the trust if there had been anything significant noticed.</p> <p>TH added that sometimes auditors did not confirm a clean report so it did happen. However, it was more common for auditors to find something needing attention even if they gave a clean report so he offered his congratulations to CH and the whole team for their hard work.</p> <p>Nicola added that there had been some very minor things to adjust as she had mentioned earlier but they had been adjusted in collaboration with CH meaning that there were now no unadjusted items.</p> <p>Question: TH asked if Cornerstone required separate accounts.</p> <p>Answer: Nicola responded that as of June 2021 Cornerstone was a subsidiary of The Yes Trust. So from June there would be a set of audited accounts giving two separate sets of accounts with The Yes Trust having consolidated accounts. Page 26 of the Trustees report was based on these consolidated figures but there was also a statement on P27 and P28 showing pre and post transfer figures. Notes on the balance sheet were similarly split. At the end of the report all funds were shown as consolidated so that it was possible to see the difference in the academies.</p> <p>The Chair asked if there were any questions</p> <p>TH confirmed that the accounts had been gone through in the finance committee.</p> <p>Nicola added that Trustees had been sent an FSA standard letter of representation that required signature with the accounts.</p> <p>The Chair asked Trustees if the accounts were accepted and approved on the basis of what Trustees had read beforehand and heard at the meeting. Trustees agreed that they were.</p> <p><i>Murray Smith LLP Chartered Accountants personnel left the meeting at this point – 1:27pm</i></p> |
| Decision: | Resolved: To approve the Annual Report and Accounts as presented for 2020 - 2021 |

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| AGENDA ITEM 6 | ANNUAL DECLARATION FORMS 2021-22 | | |
| Discussion: | CH confirmed that Trustees needed to each complete and sign an annual declaration (a blank copy of which had been circulated before the meeting) | | |
| | What | Who | When |
| Action: | Complete, Sign and submit | All Trustees | ASAP |



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| | Annual Declaration Form | |
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| AGENDA ITEM 7 | DECLARATION OF ANY OTHER BUSINESS (standing item) |
| Discussion: | There was none |

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| AGENDA ITEM 8 | PART ONE MINUTES OF THE LAST MEETING (6th July 2021) (standing item) |
| Discussion: | Trustees agreed to approve the part one minutes of the previous meeting as an accurate record of the meeting's proceedings. |
| Decision: | Resolved: To approve the minutes of the last meeting |

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| AGENDA ITEM 9 | REVIEW OF THE ACTION LOG |
| Discussion: | See separate action log |

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| AGENDA ITEM 10 | CHAIR'S ACTION |
| Discussion: | It was noted that there was nothing to report |

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| AGENDA ITEM 11 | BOARD GOVERNANCE |
| Discussion: | <ul style="list-style-type: none"> Membership – Appointments and re-appointments, vacancies <p>The Chair was pleased to confirm the appointment of the new Trustee, Wendy adding she would strengthen the trust's capacity and capability as it expanded. He confirmed that at the last meeting of the Strategy Committee it was agreed to attempt to recruit new board trustees with 11 being a good number and this was a step further towards that.</p> <p>He added that he had approached Inspiring Governance but this had not produced any candidates yet. He requested that Trustees consider those in their own circle who might make good trustees.</p> <ul style="list-style-type: none"> Trustee Link Roles <p>The Chair thanked all for completing the survey which had looked at 12 areas where trustees could establish themselves as individual link trustees and as links for the activities of the trust. For example school communications, marketing, HR, H and S etc.</p> <p>He added that there would be five academies ultimately and suggested links as follows:-</p> <p>RH – Fermain BL – Axis/Data and Curriculum IC – Raise when it comes on board TS – Cornerstone for now and external marketing LCS Keystone</p> |



CH – Training

The Chair reminded Trustees of their role in challenging the academies and seeking to meet with each person in order to be able to inform the board of activities and progress within the schools.

Trustees discussed the need to balance the workload, find a suitable link for WBC and ensure that link academies were appropriate for Trustees' location.

TS agreed to circulate the list of links governor roles as a draft and that there would be a rota of reporting back to the board and added that if the process could be made to work it would enhance the work of trustees and give another basis to engage with the academies and the trust.

- Board Sub Committees and Terms of Reference

The Chair asked if there were any areas that need to change.

Trustees agreed that they were happy with the Terms of Reference as far as the current committee structure went and approved them recognising that at some point the governance structure would be changed to introduce an audit committee so some responsibilities would change.

Trustees agreed to review and change the committee structure as follows

LCD to be Vice Chair of Education Standards Committee

BL to be co-opted on to the Strategy Committee

WBC to be added to the Finance HR and premises committee

Martin to be removed from Strategy Committee

- Development of Trustee Induction Programme

RH confirmed that the Trustee handbook was on GVO and asked how this was cascaded to Trustees.

CH confirmed that the handbook was emailed to Trustees with links to training and log in details for GVO. He added that presentation workshops he had done were also uploaded on to GVO. The LSB he said was different. The Trustees needed to meet the head and meet the school community.

The Chair added that as the trust expanded trustees had been recruited as members of LSB's but there was a perceived lack of induction for them. It was agreed to review this process and that NB, Claire (HR lead) CH and Ilona would update the process.

Trustees agreed there was a gap between recruitment of a trustee and them being made aware of their role in the school. Trustee activities were directed by the SLT but a trustee needed to be their own entity look at the school independently, that being the whole idea of having trustees. As Links Trustees they needed to look at how well the LSB is set up and



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| | <p>functioning.</p> <p>RH added that from the aspect of Fermain Academy each of the LSB members had done their training. All visits had been undertaken on 9th November and he felt as chair he could step away after 3-4 months of intense induction. He stressed the need for the induction process to enable the members to understand what their role was and that they are competent to undertake it. He added that supporting trustees in their induction and training was not necessarily easy or quick.</p> <p>CW agreed to join the Axis LSB and Trustees agreed on the need to streamline this process as the trust expanded.</p> <ul style="list-style-type: none"> • Governance Structure <p>The Chair advised that in order to separate roles and responsibilities both audit and pay committees needed to be set up and it was agreed this would be done by NB by September 22.</p> <p>Trustees also agreed to add an informal 'Chair of Chairs Committee' to ensure there is a link between LSBs so that good practice could be shared.</p> | | |
| | What | Who | When |
| Action: | Consider colleagues etc. who might become trustees | Trustees | ASAP |
| Action: | Chase Inspiring Governance | TS | ASAP |
| | Review induction of LSB Trustees | NB, CH, Claire, Ilona | ASAP |
| Action: | Update GVO with the committee changes and notify relevant trustees - apart from Martin - of the changes | Ilona | ASAP |
| Action: | Set up Audit and Pay Committees | NB/Trustees | Draft Terms of Reference by Spring, amendments at summer and ready to operate by September 22 |
| Action: | Set up a date for 'Chair of Chairs' committee first meeting | TS | ASAP |
| Decision: | Resolved: To approve terms of reference as outlined above | | |
| Decision: | Resolved: CW to join Axis LSB with RH as mentor | | |

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| AGENDA ITEM 12 | APPROVAL OF EXTERNAL EDUCATIONAL ADVISOR TO SUPPORT CEO PERFORMANCE MANAGEMENT PROCESS |
| Discussion: | <p>The Chair confirmed that this could not be approved as there was no external adviser as yet.</p> <p>It was agreed that it would be best if two individuals were sought, a SIP and a person to support CEO PM and that this item would be carried over to the next meeting.</p> |



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| | What | Who | When |
| Action: | Recruit SIP and CEO PM support | TS | By next meeting |

| AGENDA ITEM 13 | CEO REPORT |
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| Discussion: | <p>The Chair invited NB to present his report.</p> <p>NB presented his report and highlighted the following points:</p> <p><u>Cornerstone/Ofsted</u></p> <p>Cornerstone had been inspected by Ofsted,</p> <p>They had pointed out behaviour standards as needing attention. He commented he did not think the report had taken in to account the cohort of children, SEND and their deprivation,</p> <p>Trustee support under the current framework was good,</p> <p>Feedback on quality of education was good with children enjoying learning and being able to articulate what they were learning,</p> <p>He was aware 'Outstanding' school numbers were being cut under the new Ofsted framework,</p> <p>Another area that had been highlighted by Ofsted was the children's cultural capital where great progress had been demonstrated.</p> <p><u>Central Team</u></p> <p>Moving on to the central team he reported on the appointment of Ilona as administrator which had been very successful with her being an extremely valuable and efficient addition to the team. Clare had recently joined as HR lead.</p> <p>He reported that he had completed a consultation on Axis that now had 49 on roll with a possible two to be added. He advised that the roll could be increased to 52 or 53 but would revert to the board for approval if it proved to be the case. He added that the LA would fund the new students retrospectively.</p> <p>He reported on the trust inset day that would have recorded sessions to go in a slide pack. So far these had been well received.</p> <p><u>Keystone</u></p> <p>He went on to report that there would be a delay with the development of Keystone Academy so that temporary accommodation had been acquired at the Old Grange School with</p> |



approximately £500k being spent on improvements.

He confirmed that the trust were inviting new tenders for the work following parting company with the previous builders. The reason for this was that the school costs had jumped by £1.7M and the firm would not explain why this was, despite reminders.

Risks

NB went on to highlight key risks to the trust and mentioned:

The lack of a head for Axis,

Raise Academy being pushed back affecting 3-4 year forecasts.

Additional work

Moving on to other matters he confirmed that Halton Council had asked the trust to prepare a support plan for 30 learners for next year and advised they will put a proposal together.

Infrastructure, Teams

CH would be focussing on migration of Teams under one central Yes Trust platform,

The Intranet would provide in house one stop shop to share stories and successes across the trust.

ECTs

For Early Career Teachers there was now a two year framework of training for them. With NPQ there would be three sessions on senior leadership, one on behaviour and culture and one on headship.

Partnerships

With regards to external partnerships he reported the partnership had been wound up with Northwich.

Covid

On line learning would be running at Fermain from 8th December 2021 and the Swab Squad had been in to the school for PCRs and students would undertake on line learning whilst results were awaited.

Health and Safety, GDPR, Cyber security

NB confirmed there was nothing to report for Health and Safety or GDPR,

For cyber security he advised that the trust had been audited and there was some mandatory additional training required that would be arranged,

The Chair thanked NB for his report and asked Trustees if there were any questions – there



were none.

| AGENDA ITEM 14 | REPORTS FROM COMMITTEES |
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| <p>Discussion:</p> | <ul style="list-style-type: none"> • Finance HR and Premises Committee – 23rd November 2021 <p>TH reported as follows:</p> <p>That the committee had reviewed the draft annual report and accounts Trustees had had presented,</p> <p>The committee had also reviewed the budget prepared by CH and the committee members were happy with it,</p> <p>Members had agreed that the Risk Register would be carried forward and Internal Scrutiny would be moved to the audit committee when that was formed,</p> <p>He added members had also considered whether there should be an internal audit on expansion and how the trust deals with expansion and what should be the growth strategy,</p> <p>He confirmed the members had agreed the trust was good at introducing control to new schools but it is an area that should be looked at. Trustees needed to know what an internal auditor would do. He added he had an action to do that and report to the finance committee.</p> <ul style="list-style-type: none"> • Education Standards Committee – 23rd November 2021 <p>TS reported on IC's behalf due to the poor sound quality via Teams.</p> <p>TS reported as follows:</p> <p>The committee had discussed standardised data. NB and HS had both produced reports and members had discussed support for NB and HD and capacity within the schools.</p> <p>Committee members had agreed they were not entirely confident with data being produced so planned to dip sample in future making reporting back to the trust board easier.</p> <ul style="list-style-type: none"> • Strategy Committee – 30th September 2021 <p>TS confirmed that the following had been discussed:</p> <p>The broader strategic direction of the trust – the committee had agreed that there was a need to be more explicit about trust development beyond its academies,</p> <p>The meeting also touched on how we develop and acquire resources in order to support our strategy, for example how to recruit headteachers,</p> <p>The committee had also looked at NB's performance management. NB had talked through the changes he was making highlighting objectives that were aligned to the strategic development of the trust,</p> |



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| | <p>As well as adding schools the trust should continue to develop its existing schools, not acquiring new ones at the expense of the existing ones,</p> <p>The committee agreed it needed another member, NB is working on the strategic plan so an extra meeting had been arranged for 20th January.</p> <p>NB advised he had shared a draft strategic plan with the committee at the September meeting.</p> <p>Trustees commented that NB had a clear idea with educational strategy but overall strategy was a board function for NB to implement. The difficulty of planning and resourcing when circumstances and expansion might be unexpected was also noted. Trustees discussed the need to fill a position quickly and how that could be provided for in a strategic plan and communicated to the trust or to the school.</p> <p>CW offered to provide a business model aspect to the model and offered his help in drawing up the plan adding that capability and capacity were key.</p> <p>NB added that there were four main areas to consider: Quality of education, financial viability, leadership and governance, growth and development and added he was looking outside the sphere of education for sub elements to those areas.</p> <p>Trustees agreed that everyone on the board should be able to articulate the trusts direction and also questioned the need to grow the trust as there must be an optimum size there being plenty of examples of businesses and schools that had grown too large.</p> <p>RH added that from the staff survey it had transpired some staff did not know who the trustees were.</p> |
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| AGENDA ITEM 15 | POLICIES AND PROCEDURES | | |
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| Discussion: | <ul style="list-style-type: none"> Trustees to consider policy and procedure structure within the Trust including possible movement of some policies from LSB to Trust level <p>NB advised he had RAG rated the policies and it had transpired a number were replicated at local level. He had grouped them as follows:</p> <p>Amber – further work for the Trust Board to do Red – operation apart from admissions Green – recommended as central policies</p> <p>Trustees agreed that a calendar for policy approval needed to be drawn up with a spread of policies over the year and between trustees so that it did not fall on one group of trustees all at once, ideally with no more than two a month.</p> <p>It was agreed they would be approved by the end of term</p> | | |
| | What | Who | When |
| Action: | Approve policies | Trustees | By end of this term |



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| AGENDA ITEM 16 | SAFEGUARDING (standing item) |
| Discussion: | It was noted and agreed that this had been dealt with at local level. |

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| AGENDA ITEM 17 | STAFF & PUPIL WELLBEING (standing item) | | |
| Discussion: | NB reported that the trust had a policy of immediate response as regards mental health matters and had put in place prescriptions to be delivered to academies for teachers needing them. It was agreed the overall subject of wellbeing would be reviewed and wellbeing matters would be circulated on GVO | | |
| | What | Who | When |
| Action: | Review wellbeing practices and update on GVO | Claire/NB | By summer term |

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| AGENDA ITEM 18 | WEBSITE COMPLIANCE UPDATE – if not addressed in summer term | | |
| | NB confirmed the web site compliance review had been completed and all the web sites needed to be updated so that they matched. CW agreed to undertake a review of external marketing and branding and Trustees agreed that if necessary a developer would be paid to do the work on the web sites if necessary | | |
| | What | Who | When |
| Action: | Review external marketing | CW | ASAP |

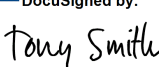
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| AGENDA ITEM 19 | SUCCESSSES & CELEBRATIONS |
| | NB reported the new mental health counsellor was proving very successful |

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| AGENDA ITEM 20 | ANY OTHER BUSINESS |
| Discussion: | There was none |

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| AGENDA ITEM 21 | DATE OF NEXT MEETING/S |
| Discussion: | Please refer to the Calendar on GVO for all details |

Key documents for trustees to be familiar with:

- Academy Trust Handbook (was Academies Financial Handbook)
Specifically – the top ten musts for chairs and other trustees (page 67)
- Governance Handbook 2020
- Academy Accounts Direction 2021

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27-Apr-2022