



Minutes of the Trustee Board Committee of the YES Trust – Part One		
Date	18 th July 2023 at 11am	
Venue	The Axis Academy	
Present:	Rob Halsall (RH) Belinda Logan (BL) Chris Whyatt (CW) Lisa Carden Doorey (LCD) Nic Brindle (NB) Sharon Bradshaw (SB) Helen Davis (HD)	Chair Vice Chair Trustee Trustee CEO Trustee Trustee
Apologies:	Tim Haselwood (TH) Wendy Bower-Choyce (WB-C)	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:

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The meeting commenced at 11am

AGENDA ITEM 1	WELCOME AND APOLOGIES FOR ABSENCE
Discussion:	The Chair welcomed the Trustees to the meeting. Apologies were received and accepted from TH and WBC. The Chair introduced HD and SB. The Trustees welcomed the new Trustees to the meeting.
Decision	Trustees accepted the apologies from TH and WBC. It was confirmed that the meeting was quorate.



AGENDA ITEM 2	DECLARATIONS OF INTEREST
Discussion:	The Trustees confirmed that there were no new declarations of interest. CHe confirmed that new declaration forms would be issued by IAG with an updated section to include the start date of the declaration.

AGENDA ITEM 3	DECLARATION OF ANY OTHER BUSINESS
Discussion:	There was nothing to declare.

AGENDA ITEM 4	PART ONE MINUTES OF THE LAST MEETINGS 30th MARCH 2023 and REVIEW OF THE ACTION LOG
Discussion	<p>Trustees reviewed the minutes from the meetings dated 30th March 2023 and confirmed that these were a true and accurate record.</p> <p>Trustees confirmed the following actions:</p> <ul style="list-style-type: none"> • For a review to take place with regards to the LA Governor induction package – Completed • Dates for the next academic year to be shared with the Board ASAP - Completed – The dates were on GVO and all agreed. SL will send outlook requests for all meetings (Trustees to let SL know if any additional emails are to be added) • For updated invites to be sent out for the Finance, HR & Premises for the new date/time - 19th June 2023 at 1pm – Completed • A thank you to be written on behalf of the Board for all the hard work for the Axis team with respects to the Ofsted inspection – Completed • For Governor training to take place at the Fermain in relation to Ofsted preparation – Ongoing - HP explained that they were due a mock Ofsted inspection mock in September 2023 • For qualifications of staff members completing outreach work to be investigated - Completed – NB confirmed that it was now just the managers and senior staff doing this work. NB is still looking at outreach qualifications for other staff members. • For an SEN audit tool to be drafted and for a trial audit to be completed - – Ongoing – BL/HP have met to discuss the audit. BL has reviewed other audits but wants a streamline version so will be meeting with HP to look at this. Need to ensure that this relates to the schools from an SEN perspective. • For a meeting to take place with WB-C/NB/CH/RH/HP to discuss a report for the people strategy - Ongoing – A meeting is in the process of being set. • For a review to take place of the Trustee visit forms – Ongoing - NB made a suggestion, of this being completed by IAG and docusign. A crib sheet could also be enclosed to look at what is required from each visit. • For Trustees to complete visit forms each time they visit/meet with a school - Ongoing – Visit forms to be sent to SL to be put on GVO • For an update on Trustee training requirements to be shared with Trustees once available - Completed – All Trustees have now completed relevant training. RH will



	<p>ensure that the new Trustees have completed all of theirs as well. RH confirmed that twice a year CW will report to the Board, any training requirements.</p> <ul style="list-style-type: none"> • For the wording on the SEFs to be amended to show 'in order to maintain our outstanding ethos' and to ensure that all SEFs were visible on the school websites – Completed • For the LSB Support Structure to be placed in Trust colours and shared with Head Teachers and LSBs - Completed – RH has shared with Headteachers, ready to start in September. RH will attend all LSB's in September to go through ToR, agenda, and structures. • For LSB Terms of Reference to be reviewed to sit in line with the schemes of delegation – Completed • For a review to take place of the LSB Support Structure – Completed • For a six-week report to be shared with the Trustees in relation to Ridgewood Academy High School - Completed – NB explained that the academy paperwork will go to the Academy Board in September. A company is being used for academy conversions. • For Brown and Jacobson to be contacted to discuss further support available from a conversion expert as Ridgewood Academy Highschool and Yes Trust both use their services – Completed • For further discussions to take place regarding the additional school who were interested in joining the Trust – To be discussed today • For a further Full Board Meeting to take place to discuss the updated position on Ridgewood Academy High School - To be discussed today • Recruitment for all LSB's - Ongoing – There are new members in place at most of the LSB's, however further member are still required. • For Clair to confirm that all safeguarding training has been completed – Completed • Upload training to GVO – Ongoing - To be tasked to Clair • Recruitment for Trustees to be shared via LinkedIn – Completed • Set up a 'Chair of Chairs' first meeting – Ongoing – RH is having difficulty with availability of one of the Chairs. RH will meet with the other chairs
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AGENDA ITEM 5	MAT DEVELOPMENT & STRATEGY
Discussion	<p>LSB's - RH explained that the LSB structure was in place for September 2023 and in line with the Trust strategies.</p> <p>Strategy - NB explained that there was a three-year strategy in place, looking at a transparent dashboard, ensuring that current systems were in place and robust. The two key factors to be focused on next year, were the dashboard to allow Trustees to see the data required as well as reviewing current systems to ensure that everything was in place. NB explained that there was more detailed work to undertake to look at the strategy and shared this with the Trust Board.</p> <p>NB shared the old 2021 Strategic Plan. NB went on to explain that this was completed before the new strategy plans were in place with the different strands. He gave an overview to the</p>



Trustees, regarding growth, how to measure success, and rational. RH explained that the Trustees were aligned to the strategy strands and moving forward, this would allow Trustees to challenge should they feel that the Board wasn't following the strategy plan in place.

Trust Growth - RH explained that the Trust received weekly invitations for schools wishing to join, as well as Regional Directors requesting, that other Trusts were taken over. NB explained that they have turned down 16 applications to join the Trust this academic year.

RH explained that the Trust have approached a company, J&G Marshall, to look at a full service with regards to academy conversions who have a speciality in PFI schools, having completed over 100 PFI schools' conversions. RH explained that there was a fixed cost in place of £11,500 per conversation, he also explained that the Trust would receive a grant of £25,000 per conversion, meaning that extra monies could be used for rebranding costs as well as media costs.

RH explained that the Trust had now entered due diligence with Ridgewood Academy Highschool, and that Raise was due to be open in September 2024, that within today's agenda the Board would discuss Lawnswood. He explained that there had also been free school bids made for a further three schools. RH suggested a Growth Audit was completed, to include reviews on financial stability, vision and growth plans, risk mitigation, and Trustee Governance. RH explained that he had received a quote from J&G Marshall for £3,500. He explained that experts in each area would be used, which would be a good independent review. It was explained that a sustainable Trust would be 10 schools, and the Board needed to know that the Trust was growing to the correct size at the correct rate.

NB explained that there would be an additional £5,000 of ESIF funding, which, as unexpected, was unbudgeted for and this would cover the cost for the Growth Audit.

RH confirmed that another element that would be looked at, would be the growth of the central team and the logistics of coverage for all the new schools. J&G Marshall also have knowledge of different funds available to growing Trusts.

RH invited any questions.

CW agreed that the growth audit sounded a good idea and that it would assist with monitoring the current systems as well as staff pressures.

SB confirmed that independent audits were crucial to look at the foundations prior to moving forward.

BL commented that the Trust have already committed to some growth areas and the report may not come in time for some current discussions as it was confirmed it would take 6 months to complete but would be beneficial for future conversations.

SB agreed that should risks be highlighted, they could be reviewed retrospectively to move forward.

RH said that once the dashboard was in place, he would require assistance from the Trustees to complete to make it relevant, this would also assist the Board in holding NB more accountable. BL stated that currently the Trustees request and receive a lot of evidence to support what NB says, however does feel that the dashboard may assist with this.



	<p>Reflections of the Board – RH stated that the Trust has had a busy year, lots of Ofsted inspections, a lot of new employment within senior roles, Cornerstone’s moving, Raise still being underway.</p> <p>He went on to explain that the Board were much stronger, with a better understanding, and more visits taking place. The relationship between the Head Teachers and the Trustees had grown, as well as Trustee and staff interactions. SB stated that on her initial visits there was a family feel, happy culture, with a feeling like they belong, strong connections throughout the staff and that Headteachers were open to assistance and support.</p> <p>Training – RH enquired if the Trustees required any additional there was any additional Training? He explained that LCD had completed more safeguarding training this year, which she found helpful. LCD explained that she had also met with WB-C which shared knowledge and different views which was helpful. SB agreed that there was a lot of training in house that could be completed both to the Trustees and to the schools. SB confirmed that the Head Teacher feedback regarding the work that LCD completed had been seen as beneficial.</p>		
Decision	There was a unanimous decision by all Trustees that the Growth Audit be commissioned by J&G Marshall		
	What	Who	When
Action	For J&G Marshall to be commissioned to commence the Growth Audit	CHe	ASAP
Action	For RH to be contacted to discuss any specific Trustee training requirements and for workshops/zoom meetings to be put in place to cover these	All Trustees	ASAP
Action	Trust Vision to be reviewed at the Next Full Board meeting	RH	Next Full Trust Board Meeting

AGENDA ITEM 6	FINANCE UPDATE & APPROVAL OF 2023/2024 BUDGET
Discussion	<p>2023/24 Budget - CHe explained that the Consolidated Management Report P9, was on GVO and taken as read. He explained that this showed the most up to date accounts for the Trust, with an in-year surplus of £120k.</p> <p>CHe confirmed that since the report had been created, the surplus had increased due to additional placements and income. CHe confirmed that the Trust was in a very good position as this also includes £400,000 for capital expenditures and unfunded pay rises. He explained that Keystone and Axis have increased pupil numbers which has assisted with this.</p> <p>The Trust central income depended on the pre-opening grant for Raise, which should have been received this year, CHe has requested a payment, however, was still awaiting confirmation on when this would be received. It was explained that should this not be received this year; it would be received next year. CHe was also awaiting confirmation from the solar panel projects as to if they will be completed over the summer holidays, if not these would be carried over into next year.</p> <p>CHe invited questions to be raised.</p>



Q: RH said that Cornerstone's had been very up and down over the year and asked for an explanation for this? **A:** CHe explained that there was now a £45k in year surplus due to there being two sites.

No further questions were raised.

CHe explained that the budget for 23/23 was on GVO and taken as read. He explained that there were two versions, the current version, including all current schools and Raise and one including Ridgewood High School Academy and Lawnswood. CHe explained that the current version would be submitted however the additional version was to allow the Trustees to have an oversight of the budget with the proposed additions.

CHe explained that with the larger schools the top slice be lowered from 9% to 5%. As part of the due diligence the top slice would be discussed and agreed. He explained that the budget included teacher pay rises but doesn't include the additional 3% which was passed last week since the budget was drafted. CHe explained this he was currently in discussions with the DFE with regards to grants in respect to the pay rise.

CHe explained that the other version of the budget included Lawnswood and Ridgewood Academy High School, should they join the Trust in January 2024. Grant monies have also been included that the Trust would be able to bid for, should the schools be taken on, which brings overall income to £13million. CHe explained that these were estimates and he had used the higher end of expenditure.

CHe stated that the budget included a new head office premises, conversion costs, HR works, pre audits, and due diligence works.

CHe stated again that he would submit the budget without the additional schools, due to timings the Trust wouldn't know if the additional schools would be joining at the time of submission.

It was confirmed that once the Trust grows to 660 pupils, different grants would be allocated, this would form part of the risk mitigation to taking on new schools.

The Trustees wanted to note that they were appreciative of CHe for the work he had completed on the 3-year budget.

ESFA Audit – CHe confirmed that this had taken place in June 2023, on Finance and Governance procedures. A lot of evidence and documentation was shared with the auditors, the audit finding were shared on GVO and taken as read.

The first point raised has since been removed from the Trust Handbook (need to have 6 meetings per year) so no longer needed to be addressed.

The other points were mainly to ensure consistency, the auditors were in agreement with CHe response and action plans, and all items would be completed by the year end accounts.

CHe invited questions to be raised.

Q: RH stated that all the points seem quite small was this correct? **A:** CHe confirmed that yes, they were minor admin amendments.



	<p>SRMA audit – CHe confirmed that this took place yesterday, CHe provided a verbal update. NB stated that he had opted for this audit, due to the requirement of Trusts to have an SRMA audit prior to taking on additional schools. CHe confirmed that the initial feedback was good, the Head Office function was in a good position and the budget setting, contracts, procurements, tenders, assumptions, income were all assessed. The report will go via the EFSA and will be sent to the Trust Board in due course.</p> <p>Capital projects – This academic year has seen a lot of capital improvements take place with the solar panel project, Axis seeing a new outdoor play area, arctic indoor room, and farm, Fermain seeing the new skill centre and the movement of the large porta cabin. The Finance Committee also approved the use of the reserves for smaller projects including music resources, toilets, gates, canteen improvements.</p> <p>Staff Pay Awards - Details had been shared on GVO and taken as read. CHe confirmed that in addition to the recent report there had been a recent update, the teachers pay award had been agreed by the Government for September. It wasn't a requirement for the Trust and therefore a further discussion needed to take place. NB explained that this was inflation pay.</p> <p>Support Staff Pay – Details had been shared on GVO and taken as read. CHe confirmed that there hasn't been agreement by the Government, as it wasn't funded. CHe explained that it was included within the budget and suggested to the Trust Board that this was given to staff now then should a further increase be agreed by the Government then the additional could be added at a later date.</p> <p>A discussion took place, and it was agreed that pay needed to reflect mainstream salaries.</p> <p>Investment opportunities – CHe explained that he had been looking into investment opportunities with interest rates increasing. Investment opportunities from Lloyd's bank had been shared on GVO and taken as read. CHe explained that investments could be made in varying amounts, however the Trust needed to be mindful of the EFSA limits. NB suggested the Trust made varying investments over short and longer terms, CHe made a suggestion that the total of investments made being £225K, examples of which had been provided on GVO.</p>
<p>Decision</p>	<p>The 2023/24 budget was approved unanimously by all Trustees.</p> <p>The support staff pay award was agreed unanimously by all Trustees, to be paid in September's payroll.</p> <p>The teachers pay award at 6.5% was agreed unanimously by all Trustees, to be paid in September's payroll.</p> <p>The investment opportunities of £225K was agreed unanimously by all Trustees.</p>
<p>AGENDA ITEM 7</p>	<p>INTERNAL AUDIT & RISK REGISTER</p>
<p>Discussion:</p>	<p>CHe explained that the risk register was reviewed by the Finance, HR and Premises Committee, and that the audit review for the upcoming 12 months were due to be reviewed at the next committee meeting. He explained that the Growth Audit would also review different areas.</p>



	<p>CHe confirmed that minor points have been raised and corrected on the risk register. RH stated that a deep dive needed to take place on the risk register.</p> <p>CHe confirmed that the internal audit for the Summer Term was on data protection, which was taking place on 8th/9th August this will be received by the Finance, HR and Premises Committee in the Autumn term.</p> <p>A discussion took place with regards to the audit plan for 2023/24.</p> <p>LCD wanted to ensure that the timelines linked up with other audits/reports in the schools.</p>		
Decision	<p>The following audit plan for 2023/24 was agreed:</p> <p>Autumn – Growth Audit Spring - H&S Audit Summer - TBC after the Growth Audit</p>		
	What	Who	When
Action	The criteria of the Growth Audit to be shared with all trustees	CHe	ASAP

AGENDA ITEM 8	REPORTS FROM COMMITTEES – Part 1 minutes		
Discussion:	<p>The reports were on GVO and taken as read.</p> <p>BL gave an overview of the Pay Committee and explained that a review had taken place on potential staff targets, NB's targets were now in place, and that there was possibility of bringing NB's review back in house moving forward. There is still some work required to align some of the policies/procedures, which is currently ongoing.</p>		

AGENDA ITEM 9	CEO REPORT		
Discussion:	<p>The CEO report was on GVO and taken as read.</p> <p>NB explained that most areas of the report had already been discussed within the meeting.</p> <p>NB invited questions to be raised.</p> <p>No further questions were raised.</p> <p>NB confirmed that the SIP report was included within an appendix to the CEO report. He explained that it was the first year that Trust have used this process and it worked well. The year-to-date meeting was due to take place in August to plan out the upcoming year. The SIP Kath Kitchen had attended LSB meetings as well as in school meetings. Head Teachers have found it a useful process.</p> <p>Within this, Axis have been classed as outstanding, Cornerstone, as secure good and Fermain, good with weaknesses. A review will now take place half termly with Fermain,</p> <p>Q: LCD asked why Keystone weren't mentioned on the report A: NB confirmed that the SIP work was undertaken by the DFE in the first year, and therefore will work with Kath Kitchen from September 2023.</p>		



Decision	There was a unanimous decision for the SIP Kath Kitchen to be approached to complete a Governance review.		
	What	Who	When
Action	When completing the SIP review for Kath Kitchen to include a governance review and discuss with LSB's where possible	NB	ASAP

AGENDA ITEM 10	TRUST GROWTH
Discussion:	To be discussed within Part 2.

AGENDA ITEM 11	BOARD GOVERNANCE		
Discussion:	LCD asked if anyone wished to step up to become the Chair of the Education Committee. It was agreed that SB would be happy to take over this role once she had had some time to get involved within the Trust. WB-C passed comments on to LCD for her to pass to the Board in her absence, regarding her visit. LCD explained that WB-C had found that the strategy document was being used across all schools and was tool to use. A meeting was due to take place with WB-C/NB/CH/RH/HP to discuss people strategy.		
	What	Who	When
Action	For CW/BL/RH terms to be discussed as they are coming to an end	RH/SL	Next Full Trust Board Meeting

AGENDA ITEM 12	SAFEGUARDING & MENTAL HEALTH		
Discussion:	LCD confirmed that the next step was now to embed the procedures created this year over the upcoming year. One aspect learned was to ensure that reports and audits were aligned with upcoming Trustee visits and LSB's		
	What	Who	When
Action	For a discussion on potential employee benefit schemes/flexi work for all employees to be placed on the next Full Board Agenda	SL	Next Full Trust Board Meeting

AGENDA ITEM 13	LINK TRUSTEES – REPORTS		
Discussion:	LCD confirmed that she had completed lots of visits this year. SB confirmed that she would be addressing the careers strategy across all schools.		

AGENDA ITEM 14	KPI DASHBOARD		
Discussion:	This has been discussed within the agenda items above.		
	What	Who	When



Action	For Trustees to provide RH with 4/5 measures to assist with their strand for the new KPI dashboard	All Trustees	ASAP
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AGENDA ITEM 15	HEALTH & SAFETY		
Discussion:	CHe confirmed that a report had been shared with the Finance, HR & Premises Committee, and confirmed that there was now a live dashboard in place which highlights the current status of any outstanding requirements.		

AGENDA ITEM 16	COLLABORATION TERMS OF REFERENCE		
Decision	There was a unanimous agreement that the ToR could now be shared with the LSB's		

AGENDA ITEM 17	GDPR UPDATE		
Discussion	CHe confirmed that there had been no GDPR or data leaks to report this academic year and that a GDPR audit was due to take place over the summer.		

AGENDA ITEM 18	POLICIES AND PROCEDURES		
Discussion:	The policies hadn't been reviewed prior to the meeting therefore no approval/ratification could take place.		
	What	Who	When
Action	For the following policies to be reviewed and placed on to the next Full Board agenda for approval/ratification: <ul style="list-style-type: none"> • Complaints • Pay & Performance Policy • Bonus Policy • Anti-fraud 	All Trustees/SL	Next Full Trust Board Meeting

AGENDA ITEM 19	SUCCESSSES & CELEBRATIONS		
Discussion:	This had been discussed within the agenda items above. The Trustees wanted to note their appreciation for NB/CHe/HP and all the staff teams for their hard work and commitment over this academic year.		

AGENDA ITEM 20	AOB		
Discussion:	There was nothing further to note.		

AGENDA ITEM 21	DATE OF NEXT MEETING/S		
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Decision:	The dates for the meetings for 2023/24 were on GVO and agreed by all Trustees.
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NB: SB and HD left the meeting at 1.55pm – no further approvals/decsions were sought after this time.

DocuSigned by:

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20-Dec-2023