



Minutes of the Additional Trustee Board Committee of the YES Trust – Part One		
Date	19 th October 2023 @ 11am	
Venue	The Axis Academy	
Present:	Rob Halsall (RH) Lisa Carden Doorey (LCD) Nic Brindle (NB) Sharon Bradshaw (SB) Helen Davis (HD) Tim Haselwood (TH) Wendy Bower-Choyce (WB-C)	Chair Trustee CEO Trustee Trustee Trustee Trustee
Apologies:	Belinda Logan (BL)	Vice Chair
Absent:	Chris Heptinstall (CHe)	Director of Business
In attendance:	Suzanne Lloyd (SL) Helen Philips (HP)	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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AGENDA ITEM 1	WELCOME AND APOLOGIES FOR ABSENCE
Discussion:	The Chair welcomed everyone to the meeting. It was noted that WB-C and LCD were attending the meeting via Teams. The Trustees accepted apologies from BL and apologies from NBs for lateness. It was noted that CHe was not required to attend this meeting.

AGENDA ITEM 2	APPOINTMENT OF CHAIR
Discussion:	RH asked if there were any nominations for the position of Chair for the upcoming year 2023/24. It was noted that no new nominations were made, and that Trustees were happy for RH to continue in this role. RH confirmed that this item would normally be completed at the Board meeting in December 2023, however due to the additional meeting this had been brought forward. RH confirmed that he was currently unable to confirm if he was able to undertake the role for a further year and asked permission from the Trustees for this item to be reviewed at the next Full Board meeting.



Decision	The Trustees confirmed that they would all like RH to stay within this role however understood the significance and enormously of the role. It was agreed by all Trustees for this item to discussed at the next Full Board meeting.		
	What	Who	When
Action	For the appointment of the Chair to be placed on the agenda for the next Full Board Meeting.	SL/RH	15 th December 2023

AGENDA ITEM 3	APPOINTMENT OF CLERK		
Discussion:	For the Board to appoint a clerk for the Board of Trustees for 2023/2024.		
Decision	There was a unanimous decision for Second2None and SL to continue the clerking service for 2023/2024.		

AGENDA ITEM 4	DECLARATIONS OF INTEREST		
Discussion:	Trustees to advise of any new declarations of interest or any items in relation to the Agenda to be discussed.		
Decision	There were no new declarations to note.		

AGENDA ITEM 5	DECLARATION OF ANY OTHER BUSINESS		
Discussion:	<p>RH confirmed that BL's term was due to end within the upcoming months and therefore approval was needed for her term to be extended.</p> <p>RH stated that as the Trust was growing, additional Trustees were required. The skills gap that was required were those of an educational, law (commercial/Corporate) finance or audit background. Need to be looking at expanding the Board not just in skills but also in location due to the potential new schools to be taken on. Any potential Trustees need to be passed to RH for initial stages to be completed. NB confirmed that the Trust were aiming at 11 Trustees (not including himself) as when more Trustees were added he would be removed of voting rights. Q: WB-C asked what the plan was within the Trustee recruitment strategy, of where the recruitment was to take place? A: RH confirmed that WB-C was the only Trustee recruited through different channels, the rest had all been through personal links. RH confirmed that he would be looking at social media, LinkedIn, and recruitment Boards. WB-C suggested a job specification, and details on what the role may look like.</p> <p>RH confirmed that Martin Howlett had recently resigned as a Member of the Trust, due to personal circumstances. It was explained that Martin Howlett had started with the Yes Trust as a Governor at Fermain and moved to be a Member when the Trust grew. Q: SB asked what the Members role was and were new Members needed A: NB confirmed that they had certain powers to approve certain items like the annual accounts/auditors. He went on to explain that legally there were the correct number, however good practice would require more.</p> <p>It was confirmed that Axis had been nominated for SEN school of the year, and they had also received the quality mark for careers. The hard work of all involved was noted by the Trustees.</p>		



Decision	There was a unanimous approval for BL's term to be extended.		
	What	Who	When
Action	For a Trustee job specification to be drafted	RH/WB-C	ASAP
Action	For a thank you to be sent to Martin Howeltt for his work as a Member of the Trust.	RH	ASAP

AGENDA ITEM 6	ANNUAL DECLARATIONS 2023/24
Discussion:	It was noted that all declarations had been received. All DBSs were correct and in date, with the exception with BL's whose new DBS was in the process of being renewed.

AGENDA ITEM 7	OUT OF MEETING APPROVALS
Discussion:	<ul style="list-style-type: none"> • To Trustees noted the following: <ul style="list-style-type: none"> ○ The resignation of Trustee Chris Whyatt – RH confirmed that he had received CW's resignation to end his term as Trustee with immediate effect. The resignation had been accepted by the Chair on behalf of the Trustees. Therefore, a new link Trustee for Cornerstone was required. ○ The approval of the updated budget for 2023/24 – It was noted that the updated budget for 2023/24 was submitted, with out of meeting approval. This was due to extending the budget to include schools that the Trust might have within the academic year. This had been approved by RH/TH on behalf of the Board. It was noted that this didn't mean that the Trust have committed to take on the additional schools it was just a DFE requirement. The budget was due to be reviewed at the December's Full Trust Board meeting. The Board wanted to thank CHe for ensuring this was completed by the deadline, which was noted as a lot of work to undertake. ○ The KCSIE has been completed and understood by all Trustees – It was noted that this had been completed out of the meeting. RH explained that last year an audit took place for the training requirements for the LSB/Trustees. It had now been agreed for two audits to take place each annum, October/March, completed by CWA which would cover all LSB's/Trustees. The March audit had been put in place to ensure that anyone new joining the Trust had completed their training as well as covering any additional training. Q: TH asked if this included staff? A: RH confirmed that no, this would be reviewed by HP.
Decision	There was a unanimous decision for SB to become the link Trustee for Cornerstone

NB joined the meeting.

AGENDA ITEM 8	TRUST UPDATE
Discussion:	<p>Growth Audit – RH confirmed that the report should have been completed by 1st October 2023, due to some confusion this had been delayed but RH was hopeful this would be available to discuss within the December Full Trust Board meeting.</p> <p>LSBs – RH confirmed that TH had launched the new LSB structures at Fermain, and the others were due to launch within the November meetings. This would mean that the LSB's would be</p>



using the new agendas, structures and TofR moving forward. RH confirmed that an LSB Chairs meeting took place in September 2023, which gave a clear outline of how the Trust wanted the LSB's to be run, an update meeting had also been scheduled for March 2024, to ensure that the LSB's were operating in line with the Trust.

TH confirmed that the LSB handbook, and Tof R had been greatly received within the meeting. It was confirmed that when the Trust take on new schools, including Raise, the new LSB's would take on these structures, which would instantly align them to the Trust.

LCD confirmed that the Fermain felt it was a really good process, it was raised that some Governors from Fermain had requested further training. LCD asked if she could be part of any further discussions regarding the LSB structure, she also noted that she was in the process of creating a link role template for the mental health/safeguarding role.

RH confirmed that all documents presented to the LSBs had been brought to the Trustees first, the Headteachers had then been consulted, and any amendments were then brought back to the Trustees for final approval. RH confirmed that feedback would be sought from the LSB's, and a discussion would then take place with the Trustees to confirm if any amendments needed to be made.

Q: LCD asked if Governors could do further training above the standard list? **A:** RH confirmed that any Governors could complete any training with NGA, as this is paid for. Any training with additional costs would have to be approved first, RH went on to confirm that Governor training was on the agenda to be discussed at the December's Trust Board meeting. RH confirmed that there was no requirement to have LSB's this was a Trust decision.

NB confirmed that he was looking at additional training packages to ensure that the training was all held in one place, as well as a potential for internal training to be put in place as the Trust grew.

Ridgewood Community High School– NB confirmed that this had been approved with no conditions. NB confirmed that the process was due to commence on 13th October 2023, however on the 12th October an update had been received to confirm that there were further concerns with PFI and Lancashire Council. NB had since discovered that this was due to the render on the building which has affected all PFI buildings within Lancashire Council. Therefore, the process had been halted until further notice was received from the DFE. NB confirmed that he was still hopeful, the Trust would be able to take on the school from April 2024, as planned, and confirmed that alignment work would continue within the background. RH confirmed that once the final finance information was received from Jeff regarding the PFI, this would then be brought to the Board for a final decision to be made. RH confirmed that he was due to meet the Governing Board on 27th November 2023. RH went on to confirm that the delay was beneficial so that the Trust didn't undertake a financial liability which was higher than anticipated. NB confirmed that should any Trustees wish to visit they are more than welcome. He also confirmed that Ridgewood Community High School were due to open a not-for-profit coffee shop, near to the school, which was linked to post 16 training. It was agreed that this could be replicated throughout the Trust. SB confirmed that she had previous experience in setting up social enterprises and would be happy to assist with this within the Trust. It was agreed that this would be a great opportunity for post 16 students to learn skills that could be used to create a career.

Questions were invited by RH:



Q: WB-C confirmed that there was a lot of excitement from the staff about potential joining the Trust, with this current delay, how have we ensured that the staff have been kept engaged with the process? **A:** NB confirmed that he was due to go to Ridgewood Academy High School after November half term to update the staff and confirm that the Trust were still on track for a takeover in April. HP confirmed that after November half term Ian Carden (Head teacher) would be linked with all of the Trust Head Teacher meetings, and HP was due to visit the staff team.

RH noted that there was a Trustee expense form should Trustees wish to visit and would like to claim expenses.

Lawnswood – The condition report was on GVO and taken as read. Completed by Eddisons, this was a very thorough visual check. TH had completed a condensed report for the Trustees to review. It was confirmed that the immediate issues would cost approx. £3.3million not including demolishing part of the building, with the largest cost being the roof at £1.4million. Year two have approx. £35K costs and year 3 approx. £600,000 bringing in the total cost of approx. £6.2 million of costs for the first 5 years.

NB confirmed that this included approx. £400k of work that had been deemed as being required in areas which needed demolishing. NB confirmed that the LA have agreed to cover the costs for demolishing part of the building, cladding, and making windows safe. **Q:** NB asked if TH had included recommendations for heating and electrics within his figures. **A:** TH confirmed that he had. NB confirmed that he was in discussions with solar panel companies, where the profit margins were used to update the internal electrics, as opposed to extra income. NB confirmed he was still in discussions with the LA around the money that they would provide. It was confirmed that should Lawnswood join the Trust, they would be eligible to apply for capital funding. However, the main concern was the approx. £2.2million that the Trust were refusing to accept the liability for.

Q: W-BC asked if this was just the building costs and where would the people costs come from? **A:** NB confirmed that the Trust would be given funds (non-capital costs) which would include legal fees, staffing fees ect. RH confirmed that the number of redundancies would be fairly low, CHe and HP have been undergoing a lot of work currently and sharing the views of the Trust. **Q:** W-BC confirmed that it may be beneficial to budget for any other HR concerns. **A:** This was agreed. RH confirmed that the Trust have confirmed that they would not take under any liability for previous/ongoing HR concerns.

NB confirmed that this year, the in-year budgets were in deficient figures, which would be cleared to zero at the point of conversion RH confirmed that it had been made very clear that the Trust would not take over Ridgewood if the cost implications were too high. RH confirmed that there were two stories not being used, which required new windows to be replaced, and once completed had a huge potential. RH invited Trustees to visit should they wish.

Midpoint – The January 2023 Ofsted report was on GVO and taken as read. This acknowledges the work that had been undertaken and noted the positive improvements that had been made. The report also outlined improvements that were still required. Midpoint have received 4 out of 6 poor Ofsted inspections, and this report showed definite improvement. NB confirmed that the Trust were originally funded by ESIF funding, due to the proposed conversation the Trust were no longer enlisted as consultants to make improvements. NB confirmed that as they were an outside intervention, they couldn't be mentioned within the



Ofsted report. NB went on to explain that improvement structures were still in place and the management committee had also taken on other consultants, (at the recommendations of the Yes Trust) meaning that costs were incurred by the school and not the YES Trust, allowing NB,HP, and CHe to reduce their workload. RH was due in the upcoming weeks to meet the management committee (Governors) on the Trust Board's behalf. If they become part of the Trust the management committee would be converted to an LSB. NB confirmed that the CFO of Ormston Academy was on the management committee, and NB was in discussions with her about the potential of her joining the Yes Trust Board.

Nightingale and Orchard – The June 2023 Ofsted report was on GVO and taken as read. This report stated that the school was in a good place, and always has been. NB confirmed that he had shared these reports to show the improvements made at Midpoint, and also to show the good practices at Nightingale and Orchard.

Braybrook – NB confirmed that this was currently classified as good, however the Yes Trust felt that this may be at a 'requires improvement' level. NB confirmed that this was improving, and confirmed that it was a very new team, with only two out of sixteen staff being there for longer than one year.

NB confirmed that should the Trust wish to pursue the conversation, once all the finance concerns had been confirmed then September 2024 was more likely to be the conversion date than April 2024. RH invited any further questions; no further questions were raised.

Keystone – NB confirmed that the moving date had been confirmed as 6th November 2023, with snagging being completed next week. The school has a two week half term to assist with the move. WB-C confirmed that AB had been promoting Keystone via social media. NB agreed and confirmed that there was a buzz within the community, with the potential of free school bids and potential job vacancies. RH suggested that the school needed to look at some positive events to continue to build moral. NB confirmed that they will also need assistance with staffing, as the team would double over the next couple of years. It was agreed that funding was in place to assist with team building. WB-C confirmed that this should be outlined within the HR structure. HP confirmed that the feedback from the SIP visit (still in draft) was positive about the staff team. **Q:** SB asked if there would be a launch day for Keystone? **A:** NB confirmed that it was open however the launch day would be when they were all settled in.

Raise – On track to be ready for Easter 2024 to be open in September 2024. Recruitment would commence in January 2024.

Free School Bids – NB confirmed that he was hopeful the Trust would find out prior to Christmas 2023, if they had been successful. NB felt that the Trust might be offered the Stoke school however, the Trust wanted three building, however, feel that the bid would be returned as just one building. NB confirmed that he wouldn't place 150 children into one building, and at this point would recommend that the Trust not accept the offer.

Fermain – NB confirmed that he had now been able to formally increase Fermain's pupil numbers.

Cornerstone – It was confirmed that they would be providing outreach support to Shropshire and were currently looking at recruitment for this. The support would be linked to the local primary schools, to reduce permanent exclusions at this level. NB was still working on getting



this formally registered as an Academy. **Q:** LC-D confirmed that it was very exciting about the outreach work, and asked how the site would run with the additional work? **A:** NB confirmed that there was potential for a Deputy Head to be put in place, and he was currently in discussions around this. NB confirmed that the new staff (1 x teacher and 1 x TA) for the outreach work, would spend the first term within Cornerstone prior to them commencing the outreach work to ensure due diligence for these roles. L-CD confirmed that on her visit this week she had felt that the staff team were in a very positive space. NB wanted to thank the staff team for their hard work.

NB confirmed that SIF funding, for Cornerstone and Fermain was currently being sought, to increase the capital investment to expand the sites. NB has a meeting in the upcoming weeks to discuss this further.

Recruitment for the Central Team – NB confirmed that he would bring to the next Trust Board meeting the next phase of potential expansion of the Central Team. The recruitment that had been previously agreed to included an Assistant Director for Education, (who has been appointed and was due to start in January 2024), Finance Admin (Payroll), and a Finance Accountant which has recently been amended to a Management Accountant position, this would be interviewed for next week. Interviews had taken place previously for a Finance Accountant; however, no appointments had been made. NB confirmed that Management Accountant role, was more of a business position, and would expand the role. This would assist CHe and would reduce the risk on the risk register. HD suggested using Total Jobs/CV library to assist with more admin roles, explaining that searches could then be carried out for potential candidates. WB-C confirmed that she had spoken to CW previously, who had expressed concern over the time taken to complete. HD confirmed that CV Library completed automatic searches. It was agreed that the initial wave of recruitment was underway, NB would bring a proposal for the second phase to the next Board meeting for approval.

RH confirmed that in education there were set time scales for recruitment, and it was agreed a more strategic plan was required to ensure that the SLT weren't put in a tight situation, as the Trust want to be able to advertise for positions prior to other schools to ensure that the most amounts of suitable candidates were available.

RH confirmed that one item that the Trustees were accountable for, was to ensure that the staff team weren't put under pressure for the roles being asked to be completed. RH confirmed that the SLT completed long hours that needed to be reviewed with additional roles being put in place.

	What	Who	When
Action	For the Growth Audit to be placed on the agenda for the next Full Trust Board meeting	SL/RH	15 th December 2023
Action	At the next Chairs meeting a process for additional Governor training to be confirmed.	SL/RH	March 2024
Action	For the Trustee expense claiming process to be placed on the agenda for the next Full Trust Board meeting	SL/RH	15 th December 2023



	HD to speak to CW regarding different recruitment methods.	HD	ASAP
	For a recruitment plan including second phase head office/SLT growth to be discussed and reviews at the next Full Trust Board meeting.	SL/RH	15 th December 2023

AGENDA ITEM 9	STRATEGY PLAN		
Discussion:	<p>NB confirmed that he wanted to give the Board an executive summary for the Trustees to approve. The 3-year draft strategy plan was on GVO and taken as read.</p> <p>RH confirmed that this was an initial draft, with the next steps being for those aligned to the strands to have more information and feed this back to NB out of the meeting, this will then be discussed further at the next Trust Board in December. The SLT will then look at more detail plans, for the final version to be rolled out at Easter. It was agreed that Year 1 would commence January 2024-25. Q: RH asked if there was a reason that safeguarding and welfare wasn't on the plan? A: NB stated that he was working on this with LC-D as this wasn't a stationary item and was always evolving. NB confirmed he could add this into the plan. but felt this needed to be more reactive. It was agreed by all Trustees that it would be added in, to ensure that it wasn't missed or thought to be missed by people looking at the document.</p> <p>NB confirmed that it becomes less populated over the years as he wanted a discussion with the Trustees and wanted to use this document as a starting point for the Board to assess. It was agreed that the document was a really good starting point for the Trustees to assist with adding to. It was noted that without the Trustees input then the next part of the Trust action plans/strategy plan wouldn't be able to be completed within the time frames required. This plan links to the opening of all the new schools and therefore needs to be completed prior to the new schools joining the Trust. WB-C stated that the background information will then assist with goal settings, throughout the Trust.</p> <p>NB confirmed that the Trustees needed to review their own strands and could look at other strands should they have any further ideas around this.</p> <p>No further questions were raised.</p>		
	What	Who	When
Action	For safeguarding/wellbeing to be added to the 3-year draft strategy plan	NB/LCD	ASAP
Action	For feedback to be given by all Trustees to NB, regarding input to their own strands or any other ideas for the 3-year draft strategy plan.	All Trustees/NB	1 st December 2023 in order for full discussions to take place on 15 th December 2023 (Full Board Meeting)


AGENDA ITEM 10	CEO PERFORMANCE		
Discussion:	It was confirmed that NB's review had been completed by Anne Cassey (Consultant from CST) the report had been shared with the Pay Committee in order to discuss NB's pay increase.		



	<p>Performance measures had been put in place for 2024, which would be discussed at the Full Trust Board meeting in December. At the Pay Committee it was agreed for further consultants to be approached for quotes moving forward, as it was felt that the £5,500 costs for this were expensive. RH confirmed he had approached Anne Cassey to provide a quote for her personal services and was awaiting a response.</p> <p>It was confirmed that BL was looking at the targets for NB and draft targets had been put in place which will be reviewed at the Full Trust Board meeting in December</p>
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AGENDA ITEM 11	DATE OF NEXT MEETING/S
Discussion:	<ul style="list-style-type: none"> 15th December 2023

For the purpose of the minutes CW – Clair Watson Human Resource Lead

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20-Dec-2023