



**ABRIDGED MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON THURSDAY 9
MAY 2019 AT LEEDS CITY ACADEMY, COMMENCING AT 5.00PM**

Present: Colin Booth, Lydia Devenny, Caroline Gruen, Erica Hiorns, Paul Morrissey, Jane Pither (Chair), Claire Rix, Darren Shickle, David Strachan and Andrew Whitaker (Executive Principal)

In attendance: Toby Cale (Vice Principal), Sarah Carrie (Principal) for Minutes 18/19.47 to 51 inclusive, Sam Corbett (observer), Darren Crawley (Leeds LA) for Minutes 18/19.47 & 48a only, Rachael Davidson (Leeds LA) for Minutes 18/19.47 & 48a only, Karen Froggatt (Clerk to the Board), Stuart Jolley (Chief Financial Officer) and Jon Zeb (Senior Vice-Principal) for Minutes 18/19.47 to 51 inclusive

The meeting was preceded by viewing part 1 of a MAT Governance Webinar. It was noted that consideration would be given to whether to view part 2 prior to the next Board meeting.

The Chair welcomed Sam Corbett to the meeting. It was noted that Sam would succeed Karen Froggatt as Clerk to the Trust Board and the Audit & Finance Committee.

The Chair also welcomed Darren Crawley and Rachael Davidson, who were attending to discuss the proposed expansion of Leeds East Academy, as well as welcoming Sarah Carrie and Jon Zeb to the meeting.

PROCEDURAL MATTERS

18/19.52 a Apologies for absence

Apologies were received from Kate Pearlman-Shaw and Craig Williams.

b Any declarations of interest

Colin Booth and Lydia Devenny declared their interest in the agenda item relating to the Luminare Group management fee due to their roles within the Group.

As a result of the planned discussion regarding the proposed expansion of Leeds East Academy, Caroline Gruen referred to her role as a Leeds City Councillor and Erica Hiorns referred to her being a Council employee.

There were no further declarations of interests, other than those declared in the Register of Interests.

LEEDS EAST ACADEMY EXPANSION

18/19.53 a Discussion involving Local Authority representative/s

As agreed at the Board meeting held on 14 March 2019, discussion took place regarding the proposed expansion of Leeds East Academy.

Darren Crawley referred to the background to the proposed expansion, which had resulted from an increase in the demand for school places in the catchment. However, a significant increase in the projected cost of the project, in addition to student numbers being lower than anticipated (partly due to some schools increasing their admission numbers), had led to a detailed re-evaluation of the plans and consideration of other options.

The Board noted that the Local Authority had decided not to progress the proposed expansion of Leeds East Academy at the present time, further to which consultation regarding next steps would commence in June 2019.

It was noted that a secondary Free School was being proposed on the former Burton's site in the city, in response to the increased demand for school places. Reference was made to White Rose Trust potentially applying to operate the new school.

Detailed discussion took place in response to the information reported. The Board expressed surprise and disappointment at the unexpected news. Darren Crawley expressed appreciation to the Academy Principal, Chair and others in the Trust who had been extremely supportive of the proposal and had committed significant time and effort to it.

Darren Crawley and Rachael Davidson left the meeting at this juncture, after being thanked for their attendance.

b Any other matters following discussion at Board meeting on 14 March

Further discussion took place regarding the matter. A Director stressed the importance of Management reflecting on lessons learned.

ACTION – It was agreed that the CFO would produce a summary of lessons learned.

BOARD MINUTES AND MATTERS ARISING

18/19.54 a Minutes

i Meeting held on 28 Feb 2019

The Minutes of the Board meeting held on 28 February 2019 were approved as a correct record, subject to the number '8' being removed from the eighth paragraph of Minute 18/19.39a on page 4.

ii Additional meeting held on 14 March 2019

The Minutes of the additional Board meeting held on 14 March 2019 were approved as a correct record.

b Summary of matters arising

The summary of matters arising to date was considered and the current status of each matter was noted.

c Other matters arising (if any)

No other matters were raised.

COMMUNICATIONS

18/19.55 a Chair's & Directors' communications

It was noted that there were no specific matters to report on this occasion.

b Executive Principal's communications, including update re Strategy Groups

The Executive Principal (EP) passed on the Regional Schools Commissioner's congratulations to Sarah Carrie and her team, the LAB and Board regarding the positive outcome from the recent Leeds East Academy inspection.

With regard to the two Strategy Groups which had been formed, the EP reported that details of meeting dates had been circulated to those Directors who had expressed a wish to join the groups. It was noted that it was envisaged that each group would meet twice during the Summer term. One group would be facilitated by the EP and the other by the CFO.

ACTION – Further to a query, it was agreed that details of the meeting dates would be re-circulated to members of the Strategy Groups.

OFSTED READINESS (standing item)

18/19.56 a LEA inspection

i Lessons learned

The Board congratulated Sarah Carrie and her team regarding the recent Ofsted inspection.

Sarah referred to learnings from the experience, ie:

- IDSR data having directly cross-related to the areas which the inspectors focused on during the inspection.
- The extent of inspectors' scrutiny on pupils' work.
- Scrutiny of the Academy's teaching and learning strategy and CPD records.
- Effective timetabling of stages of the inspection, ensuring inclusion of positive information from the outset.
- Fully preparing middle leaders for the inspection, including in respect of their data and the actions being taken.
- Having a central base during the course of the inspection, co-ordinating the Academy's response to requests, briefing of team members etc.
- Sharing learnings with Leeds West and Leeds City Academies without delay.

Darren Shickle, Chair of LEA LAB, referred to additional learnings, including the need for literacy and numeracy strategies to be evident. He also referred to reference in discussions with inspectors to the pastoral support provided by the Academy, as well as reference to recent community tensions and the Academy's and Trust's role in proactively seeking resolutions.

Reference was made to the excellent behaviour of pupils during the inspection and the exceptional commitment shown by the Academy's staff.

The EP referred to the importance of the inspectors being made aware of how the Trust's strategies had been developed and were evolving.

Discussion took place regarding inspectors requesting evidence regarding statements made, eg, 'how do you know that pupils in x are achieving y?' and questions asked regarding the Trust Board challenging Academy performance.

The EP indicated that he would circulate a detailed guide to inspections, which had already been circulated to LAB Chairs.

ACTION – Guide to inspections to be circulated to Directors.

ii The Ofsted interview – a guide

Appreciation was expressed to the Vice-Chair for her production of a Governors' and Directors' guide to Ofsted interviews, which it was agreed was extremely useful,

It was agreed that the Board would periodically consider questions 1, 2 and 3 within the guide, starting at the next Board meeting. In the event of further Ofsted inspections taking place prior to the next Board meeting Directors were asked to reflect individually on the questions contained within the guide.

ACTION – Questions 1, 2 and 3 of the Vice-Chair's paper to be considered at the next Board meeting.

b Ofsted governance preparation session

The EP referred to inspections of the Leeds West and Leeds City Academies possibly being imminent. He indicated that he would produce a concise briefing for all LAB members and Directors regarding key matters relating to Ofsted inspections.

ACTION – EP to produce a briefing document for reference by Directors and LAB members re future inspections.

Sarah Carrie and Jon Zeb left the meeting at this juncture, after being thanked for their attendance.

PERFORMANCE MANAGEMENT & SCRUTINY – SCHOOL IMPROVEMENT

18/19.57 a Key Changes Summary

Due to the volume of matters on the agenda the Board considered a summarised report regarding teaching and learning, outcomes and personal development, behaviour & welfare (PDB+W) at each Academy. It was noted that supplementary information had been uploaded to the Governance Portal.

A Director questioned the use of percentages in the Teaching and Learning section of the Leeds West report and questions were raised regarding the measures applied in respect of the reduction in fixed term exclusions across the Academies.

It was noted that a more detailed review of school improvement data would take place at the next meeting.

It was agreed that a review of the format and content of the dashboards provided to the Trust Board would take place at the next meeting.

ACTION – The format and content of dashboards would be reviewed at the next meeting.

b Academy Improvement Partner

i Resolution adopted re AIP's appointment & update from CFO re remuneration

The adoption of the following resolution between Board meetings was noted:

'The Board supports the appointment of Peter Whelan as Academy Improvement Partner for a two year period commencing in August 2019.'

It was noted that the contract involved 25 days' work.

ii Reports

Reports relating to the AIP's visits to each Academy in January/February 2019 to assess the predicted performance of the year 11 cohort had been circulated to Directors between meetings. The reports were received and noted, having already been circulated to Academy Management.

The Board requested that receipt of future reports be synchronised to the 2019/20 LAB and (subsequently) Board meeting calendar, in order to facilitate them being considered shortly after their production.

ACTION – The Vice-Chair to arrange that the timing of future AIP reports would be synchronised with LAB and Board meetings.

iii Workplan

It was noted that the new AIP would also be the Board's Safeguarding Link Governor. His reports regarding safeguarding would supplement the circulation of the Safeguarding Audit Reports provided to the Local Authority.

The AIP's Workplans to date had been circulated to the Board for reference, along with initial proposals regarding future work.

It was noted that LAB Chairs had been asked to propose any specific areas of focus which could be reflected on in the AIP's Workplan.

A Director suggested that consideration be given to considering pupil/parent voice and another Director suggested consideration of pupil behaviour.

It was agreed that the Vice-Chair would produce a specific 2019/20 Workplan for consideration at the next meeting.

ACTION – Proposed 2019/20 AIP Workplan to be considered at the next Board meeting.

PERFORMANCE MANAGEMENT & SCRUTINY – FINANCE AND AUDIT

18/19.58 a Financial Performance Report – 31 March 2019

The CFO drew attention to highlights from the Financial Performance Report, with particular focus on the year to date net deficit and a forecast annual net deficit, versus the budgeted deficit. The factors impacting on this (as outlined in the report) were elaborated on by the CFO, with particular focus on the impact of the change in funding arrangements from a 'lagged' to 'in-year' basis. It was noted that this had had a substantial negative impact on Leeds West Academy, further to the closure of the Academy's sixth form. It was noted that an appeal had been made to the ESFA regarding the matter, as had been discussed at the last Audit & Finance Committee meeting.

The CFO's report highlighted key risks, revenue and capital reports, year to date and forecast variance analyses, further details regarding financial projections for each Academy, forecasts regarding capital and reserves, the Balance Sheet, a cash flow forecast and key performance indicators.

The Board noted that LCA's recent CIF bid regarding the Academy's heating system had not been successful, further to which an appeal would be submitted.

The CFO responded to a range of questions and comments, including ones relating to the following:

- The small variance between the budgeted position and the year to date financial position.
- The level of awareness of Management regarding the sixth form funding arrangements prior to the closure of the facility.
- Bench-marking finances against similar schools and the DfE's Bench-marking Tool.

ACTION – It was agreed that the CFO would circulate a link to the DfE's Bench-marking Tool.

b Risk Register – April 2019

The CFO introduced the updated Risk Register, which had been considered in detail by the Audit & Finance Committee.

The challenge of forecasting future pupil numbers was acknowledged as an ongoing risk.

AUDIT & FINANCE COMMITTEE

18/19.59 a Minutes of meeting held on 29 April 2019

The Board received and noted the Minutes of the Audit & Finance Committee meeting held on 29 April 2019. The Chair of the Committee referred to highlights from the meeting, including the intention to assess potential internal auditors at the next meeting, in order that a specific proposal could be made at the next Board meeting.

ACTION – The awarding of the internal audit contract would be decided upon at the next Board meeting.

b Cleaning Services tender

The Chair of the Audit & Finance Committee referred to the Committee's consideration of proposed providers of cleaning services to the Trust, the contract for which aimed to be co-terminus with the Group-wide arrangement. The Board received and noted a copy of a paper produced for consideration by the Board of the Luminare Education Group.

It was noted that the Committee recommended the awarding of the contract to Bulloughs Cleaning Services.

In response to a question, it was confirmed that the provider paid its employees the 'real' living wage.

The Board supported the proposal.

RESOLUTION – The Board approved the awarding of the Trust's cleaning contract to Bulloughs Cleaning Services Ltd for a three year period, with effect from 1 August 2019.

c Energy procurement

The Board considered a proposal from the CFO relating to the Trust participating in the Luminare Education Group's appointment of an energy broker and its purchase of electricity and gas supplies. In response to a question it was noted that tenders would only be considered from 'green' energy companies and that all potential future providers to the Group and the Trust would be required to adhere to a definitive sustainability agenda.

The Board supported the proposal.

RESOLUTION – The Board agreed the following:

- to approve the proposed approach to utilities procurement
- to approve the appointment of Trident utility broker

- to delegate approval of the signing of the energy procurement contracts to the Executive Principal or CFO, in order to enable contract prices to be confirmed within a short timeframe.

ACTION – An update regarding energy procurement would be provided at the next Board meeting.

d Internal Audit Report

The Board received the Internal Control and Assurance Report provided by Armstrong Watson internal auditors. The Chair of the Audit & Finance Committee referred to this having been considered in detail at the Committee's last meeting and indicated that it had been agreed that Armstrong Watson would produce a revised report, further to some outcomes being questioned by the Committee.

It was noted that Safeguarding had been added to the Internal Auditor's Workplan for the remainder of 2018/19.

e Group Membership Fee

The Board considered a paper produced by the CFO regarding the Luminate Education Group's proposed annual membership fee.

It was noted that no charge would be made to the Trust by the Group in 2019/20, due to the off-setting of services provided to the wider Group by the Trust's EP.

f Internal & External Auditors – performance/contracts update

The Chair of the Audit & Finance Committee reported that the Committee would be assessing the performance of the current internal and external auditors at its next meeting.

The outcome re the former would be factored into the impending procurement process. It was noted that a tendering process regarding the external audit contract would be initiated after completion of the 2019 external audit.

POLICIES

18/19.60 a Proposed Policies Sub-group

The Chair referred to there being a significant number of non-statutory policies which required reviewing, further to the detailed process undertaken in recent months in respect of statutory policies.

It was noted that it would be appropriate for some policies to be considered and approved by Management, rather than requiring Board approval.

In response to a Director's comment, it was noted that it would be appropriate for some policies to be common across the Luminate Group in the longer term.

The next steps were agreed by the Board.

ACTIONS –

- The Clerk to the Board would produce a summary of remaining policies, including recommendations regarding those which it was felt required Board approval.
- The Board would determine approval arrangements at the next Board meeting, including the possible formation of a Board Policies Sub-Group.

GOVERNANCE MATTERS

18/19.61 a Re-appointment of Erica Hiorns

The Board noted with pleasure that Erica Hiorns had been appointed by the sponsor to serve a second term on the Trust Board.

b DfE Governance Handbook

The Board noted the publication of a revised DfE Governance Handbook, replacing the 2017 version.

The Clerk indicated that she would upload two related documents to the Governance Portal, ie, a summary re 'What's changed' and a 'Three Minute Read'.

c Summary of Skills Audit feedback

The Board received a paper which summarised the feedback from Directors' completion of the NGA's Skills Audit. It was noted that Directors were expected to reflect on their own self-assessment, identifying any areas for development.

With regard to the collective outcome, including reflecting on the average score and the number of scores of 4 or 5, it was noted that the Chair and Vice-Chair would review the summary and would include outcomes requiring action in the Board of Trustees' Development Plan, which had been circulated in draft form and would be re-submitted to the Board for consideration.

With regard to future arrangements, reference was made to the possibility of recruiting 'trustees in waiting' in some form and the desire to reinvigorate the recruitment of parent governors, as well as the desire for the composition of the current Board and LABs to be more diverse (including in terms of ethnicity).

ACTIONS –

- The Board of Trustees' Development Plan (including proposed actions from the skills audit) to be considered at the next Board meeting.
- Board Effectiveness Audit to be initiated in the near future.

d Update re Board Development Programme

The Chair reported that an application had been submitted regarding the Trust's participation in the DfE-funded Board Development Programme.

Private and Confidential

It was assumed that further details would be available by the date of the next Board meeting.

ACTION – An update would be provided to the next Board meeting if available.

ANY OTHER BUSINESS

18/19.62 a Gender Pay Gap Report

The Board considered the Gender Pay Gap Report for the Trust as at 30 March 2018.

Discussion took place regarding the report, including reference to a proposal that the position at each Academy be considered.

The CFO indicated that he intended to produce the report for the year to March 2019 in the near future, in order to assess the more recent position.

It was agreed that the data would be considered by the Board after circulation of the more recent data.

ACTION – The Gender Pay Gap Report relating to March 2019 would be considered at a future Board meeting.

b Proposed Annual Meeting Calendar

A schedule showing the proposed dates of Board and LAB meetings in the next academic year was considered by the Board.

It was agreed that it would be circulated electronically, further to which feedback would be provided to the Clerk by Friday 24 May, after which definitive dates would be confirmed.

ACTION – The programme of 2019/20 meetings would be confirmed between Board meetings.

MEETING ARRANGEMENTS

18/19.63 Thursday 4 July 2019 at Leeds East Academy, commencing at 5.00pm.

The meeting closed at 8.15pm.