

**ABRIDGED MINUTES OF THE MEETING OF THE WHITE ROSE ACADEMIES TRUST
(WRAT) BOARD OF DIRECTORS HELD VIRTUALLY ON THURSDAY 10 DECEMBER
2020, COMMENCING AT 5.30PM**

Present: Colin Booth, Lydia Devenny, Caroline Gruen (excluding Minutes 20/20.17b-e, 20/20.18, 20/20.19, 20/20.20a ii), Erica Hiorns, Paul Morrissey, Margaret Parkes, Kate Pearlman-Shaw (Vice-Chair), Helena Phillips (Chair), David Strachen (excluding Minutes 20/20.17b-e and 20/20.18), Andrew Whitaker, Chief Executive Officer (CEO) (excluding Minute 20/21.20) and Craig Williams

In attendance: Sam Corbett, Clerk to the Board, Mala Dhillon, Group Director of Development & Strategic Projects (for Minute 120/21.14.c only), Lee Garner, Associate Assistant Principal – Strategic Lead for Alternative Provision (for Minute 20/21.17d only), Stuart Jolley, Chief Financial Officer (CFO) (excluding Minute 20/21.20) and Christian Wilcocks, Executive Principal (EP) (excluding Minute 20/21.20)

20/21.12 Apologies & Welcome

a. Apologies for absence & welcome

No apologies for absence were received.

b. Declarations of Interest with regard to any Agenda items

No declarations were declared other than those disclosed on an ongoing basis.

20/21.13 Board minutes and matters arising

a. Minutes of the Board meeting held on 4 November 2020

The Minutes of the previous meeting were considered and agreed as a true and accurate record.

Resolved – that the Minutes of the meeting held on 4 November were agreed as a correct record.

b. Matters Arising

i. Summary of matters arising from previous meetings

The summary of matters arising to date was considered. The Board noted the updates against each item.

With regard to Minute 19/20.52, regarding benchmarking for senior post-holder pay, the Clerk highlighted that information had been provided within a report due to be covered later in the meeting (Minute 20/21.20).

The CFO provided an update in relation to Minute 19/20.56a regarding the IT system breach. It was proposed that an additional meeting of the Audit, Risk and Finance Committee was convened early in the new year, to review the final report detailing the finds of the Trust's solicitors.

Action – the Clerk would arrange an additional Audit, Risk and Finance Committee meeting

With regard to Minute 20/21.04a, relating to the arrangements for an additional meeting in the Spring term to discuss the WRAT strategy, the Clerk indicated that a doodle poll would be circulated by the end of the week.

The Clerk provided an update regarding progress made with revising risk owners (Minute 20/21.05c), indicating that the Chair, Vice-Chair and CFO would be meeting early in the new year.

ii. Any other matters arising

There were no other matters discussed.

20/21.14

Strategy and Implementation

a. Luminate and White Rose Strategy Update

The Chair provided a verbal update regarding Luminate's World Café Event taking place virtually on 22 January 2021, encouraging Board members to attend. The Chair explained that herself and the Vice-Chair are working with Luminate colleagues Mala Dhillon and Melanie Halstead to shape a session reflecting on the transition of Luminate Group, to include Luminate's strategy refresh, following which the Board would be reflecting on their own strategy refresh during an additional meeting in the Spring term.

The CEO thanked the Board for their feedback following the strategy update he provided at the last Board meeting.

He gave a update, summarising his initial thoughts in respect of the Trust's 'legitimacy phase.' He recommended that the Board procure an external facilitator who would shape the strategy refresh session and maximise the efficiency of discussions being had. The Board supported the recommendation. It was agreed that the Chair, Vice-Chair, Clerk and CEO would meet the facilitator prior to the planned session with the Board.

Action – the Chair, Vice-Chair, Clerk and CEO would meet the facilitator prior to the planned strategy refresh session with the Board

The Luminate Group's CEO informed the Board that the Luminate strategy was significantly focussed on 'place', explaining that this meant there was an ambition to have a co-ordinated and successful education system with Leeds, Keighley and Harrogate. The Board agreed that developing world class education locally and transforming the community was at the heart of their vision for the future.

The Board requested that the strategy was accompanied by a SMART strategic plan.

Action – the CEO to produce a draft strategy accompanied by a SMART strategic action plan which would be circulated in advance of the strategy refresh session

b. Notes of the Board Governance Review: scoping meeting

The Vice-Chair of the Board provided a verbal summary of the discussions held at the recent Board Governance Review meeting, as per the paper

received. She drew attention to a number of follow up actions, a number of which were already underway.

Detailed discussion took place, further to which it was agreed that:

- a Board Effectiveness Review facilitated by an NGA Consultant, using the time remaining from last year's funding to review these issues, would be commissioned
- the same group of Board members, plus a LAB Chair, were endorsed as a Governance Working Party and would begin to consider all issues identified
- the Governance Working Group would explore and clarify the relationship between the WRAT Board and the Luminate Group.

Resolved - that a Governance Working Group was endorsed to consider and progress the matters detailed above

c. Luminate Group's Corporate Social Responsibility (CSR) Strategy

Mala Dhillon, Group Director of Development & Strategic Projects, was welcomed to the meeting.

The Board considered the paper, which was summarised by Mala. She outlined the process that was followed to create a Group CSR Strategy, in line with the Group's Strategic Priority 3. She provided information about the localised WRAT plans that were underway in order to create an annual CSR Action Plan, i.e. working collaboratively with a central CSR Lead, with ideas being generated by a Special Interest Group (SIG) formed of staff from across each Academy and the Central Trust team.

Mala emphasised that CSR required stakeholder investment to be able to enhance the life chances of students through engagement with social action projects, significantly support the group's most vulnerable students and communities and provide staff with opportunities to connect and make a difference, outside of their job role and support their wellbeing needs.

In response to a question raised regarding the task of engaging with the full staff body, Mala explained how this would be achieved.

A number of comments were made around recognition and celebration for young people's voluntary contributions, engagement with local organisations and further development of the curriculum, which were noted by Mala.

Following a question regarding if a policy was currently in place in respect of volunteering, Mala advised this was being considered and formed part of the action plan.

The Board endorsed and welcomed the Group's CSR Strategy, which aligned perfectly with the Trust's ethos and values.

The Chair encouraged Board members to send further comments and suggested areas of focus following the meeting. The Clerk agreed to circulate Mala's contact details following the meeting.

Action – the Clerk would send Mala’s contact details for Board members to send further comments/suggestions following the meeting

Mala indicated that a further report would be sent to the Board in the summer term.

d. UTC Due Diligence Report

The Board considered in detail the Due Diligence Report relating to the University Technical College (UTC), Leeds.

The EP and CFO responded to questions regarding:

- the legal transfer of pension liabilities
- pupil number projections against capacity
- negotiations with the ESFA
- devolved formula capital funding
- short-term business plans including sensitivity analysis following conversion
- current capacity within the WRAT’s Senior Leadership Team to develop and enhance the curriculum offer
- post-16 onward destinations and how this was marketed
- flexibility within the model
- ongoing negotiations with the Regional Schools Commissioner (RSC) and ESFA.

The Group CEO advised the Board that within Leeds the demand for places (for pupils aged 11-16) was increasing. He went on to explain that the current 11-16 educational providers within Leeds would struggle to satisfy the increasing demographic as it currently stood (many already being oversubscribed) and therefore encouraged the Board to consider how the UTC’s offer could help to alleviate this issue, whilst benefitting from increasing pupil numbers.

The Board discussed the importance of successfully marketing the UTC’s unique selling points (USP).

The Group CEO reminded the Board, as per discussions at a previous Board meeting, that additional support around leadership/ specialist staff as well as financial aid, could be provided by the Group, if required.

The CEO reminded the Board of successful pre-conversion negotiations with the RSC and ESFA for academies that had joined the Trust.

The Board thanked the CFO and EP for the detailed report, acknowledging it was a good strategic opportunity though noting points raised.

Resolved – that the Board agreed to proceed with the UTC conversion, in principle, to enable further due diligence work to be undertaken (including commissioning a building conditions survey) and negotiations around financial support with the DfE to be explored, with the following caveat:

- a short-term business plan including sensitivity analysis be presented to the Board prior to a final decision is made to convert

a. Matters referred by LABs

It was noted that no matters had been referred to the Board by Local Accountability Boards on this occasion.

b. Review of ARF Committee's Effectiveness

The report detailing the Audit, Risk and Finance effectiveness during 2021/20 was received and noted.

c. Annual review of compliance with the Trust's Articles

The Board received, discussed and noted the Annual Review of Compliance with the Trust's Articles.

d. Marketing campaign update

The Clerk provided an update regarding actions taken to date in order to attract potential Members and Directors and increase awareness of the Trust within Leeds.

e. Policies for approval

i. ICT Acceptable Use Policy

Further to consideration of the ICT Acceptable Use Policy at the Audit, Risk and Finance Committee, the Board approved the revised policy.

Resolved – that the revised ICT Acceptable Use Policy was approved

ii. Charging and Remissions

Further to consideration of the Charging and Remissions Policy at the Audit, Risk and Finance Committee, the Board approved the revised policy.

Resolved – that the revised Charging and Remissions Policy was approved

20/21.16 Audit, Risk and Finance Matters

a. Update following the Audit, Risk and Finance Meeting held 30 November 2020

The Chair of the Audit, Risk and Finance (ARF) Committee gave a brief verbal update following the meeting held on 30 November 2020. She highlighted that the Committee had been pleased with the progress the Trust made within the last two years, which resulted in minimal actions being highlighted within internal and external audit reports.

It was noted that the addition of a new co-optee with a vast amount of finance experience would further strengthen what was already a high functioning Committee, giving greater assurance to the Board.

b. Audit, Risk and Finance Committee's Annual Report

The Board noted the Audit, Risk and Finance Committee's Annual Report which summarised the Committee's activities during 2019/20 and provided an opinion on the adequacy and effectiveness of the Trust's assurance

arrangements. The Board thanked the Committee for their diligence which had provided them with significant assurance.

c. External Audit Report and Annual Report and Accounts

Further to consideration of the Annual External Audit Report and Annual Report and Accounts by the Audit, Risk and Finance Committee, the CFO gave the Board a brief overview.

Further to discussion, the Board approved the Annual External Audit Report and Annual Report & Accounts, which would be signed of electronically by the Chair of the Board and CEO following the meeting.

Resolved – the Annual External Audit Report and Annual Report & Accounts were approved for submission to the ESFA

d. Annual Internal Audit Report

Further to consideration of the Annual Internal Audit Report by the Audit, Risk and Finance Committee, the Board approved the report for submission to the ESFA.

Resolved – the Annual Internal Audit Report was approved for submission to the ESFA

e. Financial Performance Report as at 31 October 2020

The Board received and noted the Financial Performance Report as at 31 October 2020, which had been reviewed by the Audit, Risk and Finance Committee.

f. Annual Risk Report

The Board received, considered and approved the Annual Risk Report, which had been reviewed by the Audit, Risk and Finance Committee.

Resolved – the Annual Risk Report was approved

g. Performance Management and Remuneration of teaching staff

The Board received and considered a paper relating to performance management, detailing recommendations for the remuneration of teaching staff, which was summarised by the EP. The EP advised that all proposals had been recommended by Local Accountability Boards.

The EP responded to questions regarding the process for reviewing remuneration for staff being managed through capability procedures.

The Board acknowledged that the DfE had strongly recommended that no staff member should be in any detrimental position with regards to performance due to the impact of Covid-19.

LAB Chairs re-assured the Board that robust processes were in place with regard to reviewing pay proposals.

Resolved – all recommendations regarding teaching staff pay outlined in the report were approved

h. Student Management Information System (MIS) Procurement

Further to the update provided at the last Board meeting, further work had been undertaken to explore the potential replacement of the student records system across the Trust, details of which were presented for consideration.

The CFO recommended that the Board approve the proposal that the Trust ended the current contract and replaced with Arbor.

The CFO responded to questions regarding costs associated with the overlap of the two systems, overall net savings and other potential efficiencies, further to which the proposal was approved.

Resolved – that the Board approved the proposal to end the current contract with the current MIS provider and replace with Arbor

20/21.17

Executive, Operational and Communication Updates

a. Executive Principal's Report and proposed amendment to Covid-19 risk assessment

The Board received, discussed and noted the EP's Report.

Executive Leaders welcomed suggestions around ways in which the Trust could sustain a healthy workforce as the COVID-19 pandemic continued to impact.

The Board were asked to consider if the Trust should close its academies a day early before the Xmas break, using the day as a training day. The Board suggested that executive leaders explore matter further, given the impact it would have on staff, pupils and parents.

In response to a question, the EP outlined the plans for the pre-scheduled training days (totalling five days). The Clerk confirmed that Trusts have the freedom to mandate any number of additional closure days.

The Board agreed that that the CEO and EP should explore the matter further and determine the outcome which would have the least impact on staff, pupils and parents.

Resolved – that the Board delegated responsibility to the CEO and EP in respect of making an informed decision regarding closing academies on 18 December 2020

The Board received and considered a change to the Covid-19 risk assessment, which was supported by the Board.

Resolved – a change to the Covid-19 risk assessment was approved

b. Nurturing Talent Programme

The presentation relating to nurturing talent was deferred due to time constraints. It was agreed that a specific session focussed on this matter would be beneficial.

Action – the Clerk would arrange a separate session focussed on nurturing talent

c. Academy Improvement Partner (AIP) Reports

The AIP Reports were received and noted. Erica Hiorns advised the Board that the process to source a new AIP would begin in the new year, given the recommendation to replace every two years.

d. Alternative Provision Annual Report

The Alternative Provision Annual Report was received and considered. The Board expressed their appreciation to the Associate Assistant Principal – Strategic Lead for Alternative Provision for a comprehensive and detailed report that demonstrated that the Trust had vastly improved the provision.

The Board welcomed further updates following research into attendance levels.

e. CEO's Update

The CEO thanked the Board for the resolutions agreed between meetings as follows:

- the additional inset day in January 2021
- the appointment of a new Principal at Mill Field Primary.

An update was provided in respect of a letter from the Secretary of State, confirming that all documentation relating to the formal transfer of Mill Field Primary had been signed.

20/21.18

a. Any other business

No other business was discussed. The Chair, on behalf of the Board, wished staff a restful and well deserved break. The CEO expressed his appreciation for the support provided by the Board.

b. Agenda items for the next meeting

The Clerk advised the Board of the matters to be discussed at the February meeting.

20.21.19

Meeting Arrangements

It was confirmed that the next meeting would take place virtually on Thursday 25 February 2021.

20/21.20

Confidential

a. CEOs remuneration

The Board received and considered a paper regarding the CEO's remuneration, taking account of relevant benchmarking information and good practice guidance from the ESFA.

The Group's CEO provided an overview of the Group Remuneration Committee's processes when determining CEO pay across the group.

The Board was recommended to:

- approve the recommendations of the Remuneration Committee regarding the pay award
- approve the proposed change of job title to Deputy CEO Teaching and Learning and CEO WRAT.

The Group CEO and Chair of the WRAT Board responded to questions relating to the proposed job title and responsibilities.

The Board was satisfied with the recommendations proposed.

Resolved – that the Board approved the recommendations in the paper relating to the CEO's remuneration and change of job title

The Board discussed the value of having an external review commissioned to support the Board in determining fair pay levels based on revised job descriptions and review of executive pay.

Action– The Board would commission an external review to determine fair pay levels based on revised job descriptions and review of executive pay