

**ABRIDGED MINUTES OF THE MEETING OF THE WHITE ROSE ACADEMIES TRUST (WRAT)
BOARD OF DIRECTORS HELD VIRTUALLY ON WEDNESDAY 4 NOVEMBER, COMMENCING
AT 5.30PM**

Present: Colin Booth (from Minute 20/21.03 inclusive), Lydia Devenny (from Minute 20/21.03 inclusive), Caroline Gruen, Erica Hiorns, Margaret Parkes, Kate Pearlman-Shaw (Vice-Chair), Helena Phillips (Chair), David Strachen (from Minute 20/21.03 inclusive), Andrew Whitaker and Craig Williams

In attendance: Louise Bowman, Wellspring Academy Trust Governance Officer (Observing), Sam Corbett, Clerk to the Board, Stuart Jolley, Chief Financial Officer (CFO) and Christian Wilcocks, Executive Principal (EP)

20/21.01 Apologies & Welcome

a. Apologies for absence & welcome

No apologies for absence were received. The Chair welcomed Louise Bowman to the meeting and introductions were made. The Clerk explained the type of support that Louise would be providing to the Trust.

b. Declarations of Interest with regard to any Agenda items

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

c. Appointment of Link Directors and agree reporting cycle

The Clerk reminded the Board of the Link Directors roles held during 2019/20 which met both statutory requirements as well as the needs of the Trust.

Following discussion, it was agreed that 2020/21 roles would be as follows:

- Safeguarding & Special Educational Needs & Disability (SEND) – Helena Phillips
- Specialist Provision – Craig Williams
- Standards – Academy Improvement Partner supported by Erica Hiorns
- Equality & Diversity – externally commissioned
- Governance – Kate Pearlman-Shaw

Resolved – that Link Directors roles for 2020/21 were agreed

The Clerk agreed to circulate the list of agreed roles and a reporting schedule following the meeting.

Action – the Clerk would circulate the list of agreed roles and a reporting schedule following the meeting

20/21.02 Board minutes and matters arising

a. Minutes of the Board meetings held on 9 July and 26 August 2020

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

Resolved – the Minutes of the meetings held on 9 July and 26 August 2020 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 19/20.16f, the Clerk indicated that an annual report relating to equality and diversity would be presented to the February Meeting.

The EP provided an update in relation to Minute 19/20.46, advising the Board that there had been engagement with various organisations in relation to uniform exchanges, all of which had been positively received.

In relation to Minute 19/20.52, the CFO advised that there was a commitment to resolve the allocation of costs related to the EP role from September 2021. In respect of benchmarking information relating to senior post-holders, the CFO indicated he would be able to use information obtained from the Clerk (related to a partner Multi-Academy Trust (MAT)), as well as publicly available information, to create a report for the next meeting.

Action - benchmarking information relating to senior post-holders would be added to the next meeting Agenda

It was confirmed that updates had been circulated between meetings with regard to the IT systems breach (Minute 19/20.56a) confirming that restoration work was now at an advanced stage and IT security systems had been significantly improved as a result. The CFO indicated that the outcome of the forensic investigation would be sent to the Audit, Risk and Finance Committee.

Action - that the outcome of the forensic investigation would be sent to the next Audit, Risk and Finance Committee meeting.

ii. Any other matters arising

The Clerk responded to a query regarding the progress made towards updating the Trust's Schemes of Delegation. She indicated that work remained ongoing and a progress update would be provided at the next meeting.

Action – a progress update relating to updating the Schemes of Delegation would be provided at the next meeting

20/21.03

Operational Updates

a. EP Report

The EP summarised key elements of his report which focussed on pertinent issues related to the re-opening of each academy, a

summary of lessons learned since the forced closure of schools on 23 March 2020, 2020 GCSE results and future academy conversions.

Detailed discussion took place in relation to attendance.

In response to questions relating to families that had been reluctant to send their children back into school post-lockdown and applications for home education, the EP advised that applications for elective home education had been relatively low and all academies were engaging positively with affected families, providing much needed re-assurance. Home learning was being offered in some cases, to keep pupils on roll.

The EP reported that Covid related absences were recorded using a x-code (a nationally agreed process), in response to questioning.

The Board considered the impact of closing bubbles, noting recently improved statistics. It was acknowledged that academies had adapted risk assessments quickly in response to changing guidance, which had clearly had a positive impact on the closing of bubbles.

Discussion took place regarding the significant numbers of staff absences, though acknowledged that this had also reduced recently. In response to questions regarding staff wellbeing, the EP reported that staff attitude had been overwhelmingly positive and it wasn't felt that the news of a second lock-down had increased anxiety levels. A question was raised in respect of union involvement, to which the EP confirmed there had been some dialogue with local union representatives in respect of risk assessments and with the National Education Union (NEU) regional representative regarding staff workload. Engagements with unions had been positive.

Responding to question regarding the possible roll out of the Covid rapid test scheme, a director with detailed knowledge of this matter, indicated that there was no plans currently to roll out more widely.

It was noted that Covid transmission within schools was widely considered to be low, based on publicly available data.

There was discussion around remote learning to SEND pupils following a question being raised. The EP confirmed that work was differentiated but remained an area requiring further refinement.

Detailed discussion took place in respect of Covid Catch up funding. The EP identified how the Trust had analysed where the most significant gaps were and how they had prioritised actions.

In response to questions regarding GCSE results, the EP provided clarity. The EP advised that he expected that the trajectory of improvement relating to attainment to continue, although the unknowns related to Covid made future predictions for progress measures difficult.

It was acknowledged that staff across the Trust would embrace plans for next year's GCSE's as set out by the government, and would support students to achieve. A director requested that information regarding onward destinations of Year 11 leavers be provided. The EP explained that this information had already been presented to the Local Accountability Boards, though would circulate following the meeting.

Action – the EP would circulate information relating to onward destinations for Year 11 leavers

The Board commended all staff for their incredible resilience during a difficult period, commenting that it was incredible to see the refinement of the remote learning offer.

Discussion took place in respect of Mill Field Primary. It was acknowledged that conversion was on track for 1 December 2020. In response to a question relating to HR matters, the CFO advised that there were no causes for concern.

The Board were asked to consider which Scheme of Delegation was appropriate for Mill Field, further to which it was agreed that they would be placed under Scheme 2.

Resolved – that Mill Field Primary would be placed under Scheme of Delegation 2

Discussion took place with regard to the University Technical College (UTC). The EP advised that the next step would be to complete due diligence, further to which a formal proposal would be sent to the Board. There was detailed discussion around the risks, specifically focusing on financial sustainability. The Board noted that conversion of the UTC would be hugely beneficial for many young people in the Leeds community. Colin Booth provided an update in relation to measures already in place that would mitigate some of the risks.

b. Nurturing Talent Programme

This item was deferred to the next meeting.

Action – the Clerk would add the Nurturing Talent Programme to the Agenda for the next meeting

c. Update relating to capacity for growth

It was agreed that the EP's presentation regarding the Trust's Capacity for Growth would be shared with a written commentary following the meeting. Any questions could be directed to the EP directly, or raised at a future meeting.

Action – The EP would circulate the Capacity for Growth update with a written commentary to the Board following the meeting

20/21.04

Strategy and Implementation

a. Strategy Update

The CEO summarised his paper which provided updates in relation to the Trust's Strategy, Vision and the Luminare Brand.

He summarised key milestones from 2014 to present, the next phases of school improvement, key projects in order to realise the Trust's Vision and the evolution of the Luminare Group model.

Detailed discussion took place in relation to the WRAT's position within the Luminate Group, further to which the Group's CEO provided additional information. The Board acknowledged the positive changes that were occurring within the Luminate Group. The Board indicated that due to the significant complexities around governance arrangements within a group model and the impact of the changes occurring within the Luminate Group on the capacity of the WRAT's executive team, further discussion was required. It was agreed that the Governance Working Group would consider at their next meeting.

Action – the Governance Working Group would consider the matters discussed above and feedback to the Board at the December meeting

The Board acknowledged the need to have a clear long-term strategy for the Trust, in the context of being a member of Luminate Group. It was agreed that an additional meeting would be required to discuss further. It was suggested that this be held virtually early in the new academic year.

Action – the Chair and CEO would liaise with the Clerk in respect of arrangements for an additional meeting early in the new academic year

b. Vision Development

This item was covered under Minute 20/21.04a.

c. Luminate Brand

This item was covered under Minute 20/21.04a.

d. Governance Review

The Vice-Chair reported that a Working Group was scheduled to take place on 10 November, to consider a number of governance matters, including governance arrangements within a group model and the impact of changes occurring within Luminate on the WRAT's executive team, as detailed in Minute 20/21.04a.

20/21.05

Audit, Risk and Finance Matters

a. Minutes of the Audit, Risk and Finance Meeting held on 12 October 2020

The Chair of the Audit, Risk and Finance (ARF), LD, expressed her thanks to Committee members for their support over the past year.

The Minutes of the ARF Meeting held on 12 October 2020 were considered and noted.

It was highlighted that the Annual Internal Audit Report was extremely positive with no significant areas of weakness were identified. LD praised the new audit firm, confirming that the audit process had been very rigorous.

b. Financial Performance Reports as at 31 August 2020

The Financial Performance Reports were received and considered. The reports were summarised by the CFO, who highlighted the positive outturn position, though it was acknowledged that this remained subject to audit.

A question was raised regarding the implication of Leeds East Academy (LEA) moving to funding on a lagged basis. The CFO confirmed that due to the overall financial position across the Trust, it could be managed without having a detrimental impact on LEA. The CFO reminded the Board of the significant improvements made in-year as a result of LEA's robust financial management processes. The LEA LAB Chair endorsed this comment.

The CFO advised that he remained hopeful that ongoing negotiations would enable LEA to continue with estimate based funding as a result of an increase in student numbers.

c. Risk Register

The Risk register report was presented and summarised by the CFO.

Following a question regarding assessing the success of mitigating actions, the CFO provided further detail.

A question was raised regarding the 'owner' of risks. It was acknowledged that, although many risks were assigned to the CFO, these were largely dealt with by Senior Leaders within academies. The CFO suggested that some risks, e.g. executive pay, should sit with a Board member. This was agreed.

Action – the CFO would revise risk owners, after discussion with the Chair and Vice-Chair

Following a question around the rating of the IT breach risk, the CFO provided an explanation which demonstrated the rationale behind the rating.

d. Academies Financial Handbook

The paper outlining the changes to the Academies Financial Handbook was received and acknowledged.

e. Draft WRAT Financial Regulations (recommended for approval by the ARF committee)

The WRAT Financial Regulations was received and considered. The CFO indicated that the updates had been minimal, details of which had been reviewed by the Audit, Risk and Finance Committee.

Resolved – the WRAT Financial Regulations was approved.

f. Consideration of the National Joint Council (NJC) and independent School Teachers' Review Body (STRB) pay awards

The paper relating to the pay awards for both teaching and support staff based on NJC and STRB recommendations was received and

considered. It was noted that the budget approved by the board in July 2020, whilst not exactly matching the distribution of increases set out, contained sufficient provision to accommodate the pay awards.

Resolved – the teaching and support staff pay awards were approved by the Board.

20/21.06

Communications

a

CEO's update

The Clerk highlighted resolutions that had been made between Board meetings as follows:

- Await a response from the ESFA prior to engaging Luminate Shared Services based on the risks associated with non-compliance
- Amendment to the risk assessment that related to student track and trace
- Tiered Continuity Plans

In respect of Luminate Shared Services, the CEO reported that disappointingly discussions remained ongoing with regard to approval from the ESFA though the project was on track to be finalised by the spring term.

The CEO indicated information relating to ongoing conversations with the DfE and Local Authority in relation to Mill Field had been circulated via email between meetings and the most recent information had been provided in the EP's Report, discussed under Minute 20/21.03.

20/21.07

Trust Board and Committees Governance related matters

a. Matters referred by the Local Accountability Boards (LABs)

No matters had been referred by LABs.

b. LAB membership including appointment of LWA LAB Chairs

The Clerk reported that the Leeds West LAB had proposed Caroline Gruen as Kate Pearlman Shaw's replacement, which was unanimously approved by the Board.

Resolved – Caroline Gruen was appointed as the LWA LAB Chair for the remainder of the 2020/21 academic year

c. Appointment of ARF Co-opted member

The Clerk reported that she had received an application to join the Audit, Risk and Finance Committee from Chris Blythe who was CEO of Leeds Heritage Theatres. The Board were in unanimous agreement regarding his appointment.

Resolved – the Board appointed Chris Blythe as a co-opted member of the Audit, Risk and Finance Committee for a period of year, to be reviewed annually.

d. Confirmation statements regarding Keeping Children Safe in Education (KCSiE) and Prevent

The Clerk provided an update in relation to the Board's statutory requirement in relation to KCSiE and Prevent.

20/21.08

Other Matters

a. Luminare's Risk Management Policy (Recommended for approval by the ARF committee)

The Board received and considered the revised Group Risk Management Policy. The CFO indicated that there were no material changes to the policy. The policy was approved by the Board.

Resolved – Luminare's Risk Management Policy was approved by the Board.

20/21.09

Any other business

No other business was discussed. Agenda items for the next meeting were considered and agreed by the Board.

20.21.10

Meeting Arrangements

It was confirmed that the next meeting would take place virtually on Thursday 10 December.

The EP and CFO left the meeting at this juncture.

20/21.11

Confidential

a. Senior post-holders objectives and remuneration (excluding the CEO)

The Board received and considered paper regarding the Academy Principals EP, and CFO's performance and remuneration, which was summarised by the CEO. Detailed discussion took place, outlined in a confidential Minute.

Resolved -the Board approved the proposals from the CEO regarding the Academy Principals, EP and CFO's 2020/21 performance objectives and performance related pay payments.

The CEO left the meeting at this juncture.

b. CEOs performance objectives

The Board received and considered paper outlining the CEO's performance objectives for the 2020/21 academic year, summarised by the Chair. Discussion took place, outlined in a confidential Minute.

The Board was satisfied with the objectives proposed.

Resolved – the Board approved the CEOs performance objectives for the 2020/21 academic year