



**ABRIDGED MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON THURSDAY 28
FEBRUARY 2019 AT LEEDS WEST ACADEMY, COMMENCING AT 5.30PM**

Present: Colin Booth, Caroline Gruen, Erica Hiorns, Paul Morrissey (for Minutes 18/19.34-42 b inclusive), Jane Pither (Chair), Darren Shickle, Andrew Whitaker, (Executive Principal) excluding for Minutes 18/19.46 b & c and Craig Williams

In attendance: Toby Cale (Vice Principal) for Minutes 18/19.34 – 39 inclusive, Karen Froggatt (Clerk to the Board), Stuart Jolley (Chief Financial Officer) excluding for Minutes 18/19.46 b & c, Richard Lewis (Director of Student Recruitment & Marketing, LCC Group) for Minutes 18/18.34 – 36 inclusive and Christian Wilcocks (LWA Principal) for Minutes 18/18.34 – 37 inclusive

The meeting was preceded by a Board development session focusing on Trustees' /Directors' responsibilities in Charity and Company Law, led by Gerry Morrison of Rollits Solicitors.

PROCEDURAL MATTERS

18/19.34 a Apologies for absence

Apologies were received from Lydia Devenny, Kate Pearlman-Shaw, Claire Rix and David Strachan.

b Declarations of interest in any matters

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

BOARD MINUTES AND MATTERS ARISING

18/19.35 a Minutes of meetings

i Board Meeting held on 6 December 2018

The Minutes of the Board meeting held on 6 December 2018 were approved as a correct record.

ii Board Away Day held on 12 January 2019

The Minutes of the Board Away Day held on 12 January 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 Composition of Vision & Strategy Groups / next steps

The Executive Principal (EP) reported that he would be making contact with those who had volunteered for each of the groups. He envisaged that meetings would take place half-termly and that a total of three meetings of each group would be required.

ACTION - The EP would communicate with members of each group regarding next steps.

d Other matters arising

No other matters arising were raised.

PRESENTATION RE LUMINATE GROUP

18/19.36 Richard Lewis, Director of Student Recruitment & Marketing for the LCC Group, showed a promotional film relating to Leeds City College's adoption of the Luminare brand. It was noted that the different versions had been produced for different audiences and that various channels would be used to promote it.

It was noted that Leeds City College Group Corporation would continue to be LCC's legal entity, though Luminare, or Luminare Education Group, would be commonly used in future. Richard indicated that the new website would be live by mid April.

With regard to the Trust referring to Luminare in future publications etc, it was noted that where formal reference was being made to the sponsor it was appropriate to continue to refer to Leeds City College Group, though in less formal instances reference could be made to Luminare Education Group, which it was felt was preferable to only referring to Luminare.

It was noted that the creation of Luminare Education Group as an entity would provide the opportunity for other Trusts to join it in future, whilst retaining their independence.

The Board thanked Richard for his attendance.

INPUT FROM PRINCIPALS

18/19.37 Curriculum development with Trust-wide implications – Christian Wilcock

Christian Wilcocks presented a detailed presentation regarding the 'curriculum conundrum', outlining the challenge of having a curriculum which prepared students for examinations whilst also having the breadth and depth to prepare them for adulthood, the world of work and broader life experiences.

It was noted that the new OFSTED Inspection Framework would have a broader focus, which should provide the opportunity for a different approach to the curriculum by the Academies.

Discussion took place regarding the challenge of striking the balance between the focus on achieving strong results whilst also providing a broader and developmental education.

Christian was thanked for his stimulating presentation. It was noted that the presentation would remain on the Governance Portal for Directors' future reference.

The EP was asked to consider how the Board and LABs could engage with Management's thinking regarding the review of the curriculum.

ACTION – EP to arrange for engagement with the Board and LABs at the appropriate stage regarding the review of the curriculum.

COMMUNICATIONS

18/19.38 a Chair's & Directors' communications

The Chair gave an update on her attendance at termly meetings with DfE officials.

The Chair indicated that if any Directors wished to have discussions with her in advance of the more formal one-to-one discussions in Summer she would be happy to do so.

b Executive Principal's communications

The EP provided a detailed report to the Board regarding anti-social behaviour in the vicinity of LEA, which included threats and acts of violence towards some pupils. Discussion took place regarding the preventative action being taken, including the involvement of the Police.

Directors asked to be updated between meetings regarding the matter.

ACTION – EP to update Directors between Board meetings regarding the difficulties being experienced.

c Any feedback from Local Accountability Board meetings

Reference was made to topical matters relating to each LAB. The ongoing focus on financial matters at LWA was noted.

With regard to the Principal's vacancy at LCA, it was noted that interviews were scheduled to take place on 12 and 13 March.

It was noted that Directors were able to access all LAB Minutes filed within LAB meeting papers on the Governance Portal.

PERFORMANCE MANAGEMENT & SCRUTINY – SCHOOL IMPROVEMENT

18/19.39 a EP's Report & Data Dashboards

Reference was made to the circulation of Data Dashboards and narrative reports as follows:

- i Outcomes dashboard
- ii Outcomes narrative
- iii PDBW dashboard
- iv PDBW narrative
- v SEND dashboard
- vi SEND narrative

Toby gave a presentation which summarised key aspects of each Dashboard / report.

Reference was made to the use of each academy's brand colours within the graphs contained within the reports, which it was hoped was beneficial.

With regard to Personal Development Behaviour & Welfare (PDBW), reference was made to the strategies being adopted to increase pupils' attendance, including the extent of visits to LEA pupils' homes in half-term 1.

Reference was made to Jon Zeb transferring to Leeds East Academy until August 2020 in order to provide support regarding PDBW in particular.

Discussion took place regarding fixed term exclusions and the significant decrease in these. School leaders were congratulated on this achievement.

With regard to seclusion, the intention to phase out isolation booths during the 2019/20 academic year was reported. Reference was made to a successful pilot which had taken place at LCA. The Board welcomed this news, agreeing with the EP that the use of isolation booths was not in keeping with the Trust's values.

With regard to SEND data, the need to improve SEND provision across all three Academies was acknowledged. It was noted that Mark Feldman, Academy Improvement Partner, had been focusing time on this area.

Discussion took place regarding need for focus on some subject areas, particularly English was a concern at LEA and LWA, Science at LWA and Attainment 8 at LCA. It was noted that there would be increased focus on outcomes in Key Stage 3 in future, in preparation for Key Stage 4.

In response to a question regarding the relative performance of boys, it was noted that a specific strategy was being developed in this respect. Further details would be provided at a future meeting.

With regard to the ongoing focus on the quality of teaching, it was noted that teaching was of a good quality in all subjects in all academies, which was a significant improvement in the last 12 months or so.

The Board thanked Toby for his input to the meeting. It was noted that his presentation had been uploaded to the Governance Portal for reference.

With regard to a previous discussion regarding accessing the Portal using tablets or phones, it was noted that only devices with a six digit pin number should be used, in the interests of security.

b Academy Improvement Partner's latest report & update

The Vice-Chair reported that Mark Feldman, Academy Improvement Partner (AIP), had undertaken recent visits to academies and that reports would be available to LABs and the Board in the near future.

It was noted that following the presentation regarding the curriculum, his areas of focus could include a review of the curriculum from an OFSTED perspective.

The Vice-Chair asked LAB Chairs to advise her of any other areas which they felt would benefit from the AIP's input.

It was noted that preparations for the appointment of a new AIP would be commencing in the near future, with the new appointee occupying the role with effect from the new academic year.

ACTION – AIP's latest reports to be available in near future.

PERFORMANCE MANAGEMENT & SCRUTINY – FINANCE AND AUDIT

18/19.40 a Financial Report as at 31 December 2018

The CFO drew attention to highlights from the Financial Report, with particular focus on the current financial position. The factors impacting on this (as outlined in detail in the report) were elaborated on by the CFO, with particular reference to a shortfall in pupil numbers in the Autumn term.

The CFO's report highlighted key risks, revenue and capital reports, capital forecasts and reserves.

The CFO responded to questions regarding the impact on timing differences on the current financial position.

In response to questions regarding the impact of deficits on the Trust's reserves, it was noted that reserves were reviewed on a monthly basis and would be apparent in each Finance Report.

In response to a question, it was noted that costs relating to supply staff were included in the overall staff costs, though data relating to some specific KPIs could be separately reported if required.

Appreciation was expressed to the CFO for the quality of the report provided.

b Proposed template for LAB Finance Reports

The Board received and welcomed the template for LAB Finance Reports, which it was felt would be welcomed by LABs.

c Risk Register as at 12 February 2019

The Risk Register was considered in detail. Reference to Brexit and the loss of key personnel was noted. With regard to inclusion of reference to reserves, it was noted that the Reserves Policy had been adjusted in 2018.

It was agreed that a close scrutiny of cash balances and working capital needed to be maintained. The CFO reported that he planned to introduce a rolling 12 month cash flow forecast.

The Board welcomed the format and clarity of the Risk Register.

OTHER KEY MATTERS

18/19.41 a Ratification of decision re catering contract

Further to consideration of a detailed paper produced by the CFO regarding the proposed catering contract, the Board ratified the decision taken between Board meetings regarding the awarding of a catering contract for a three year period, with an option to extend for a further two one year periods thereafter.

RESOLUTION – The Board ratified the following resolution adopted between meetings: *'The Board approved the awarding of a contract for catering services across White Rose Academies Trust to Mellors Catering Services'*.

b Decision in principle re LEA expansion

Further to a request from the Local Authority, it was agreed that an 'in principle' decision be taken regarding the proposed expansion of LEA. The following was agreed:

'At its meeting on Thursday 28 February the Board of White Rose Academies Trust confirmed its support in principle of the proposed expansion of Leeds East Academy, subject to the Board's consideration of detailed options at its meeting on 14 March 2019, subject to all necessary information being available by that date'.

c OFSTED readiness (standing item)

The Chair indicated that she had asked for there to be a standing item relating to OFSTED readiness. She referred to a recent report of a multi academy trust being inspected and suggested that this would be repeated in future.

It was agreed that the Vice-Chair would give a presentation on MAT governance prior to the May Board meeting and that Directors would be asked if they were able to attend 30 minutes before the usual start time to accommodate the session.

ACTION – Session re MAT governance to be held at 5.00pm prior to the May Board meeting.

POLICIES REQUIRING APPROVAL OR RATIFICATION

18/19.42 a Ratification of policies approved between meetings

The Board ratified the adoption of the following policies:

- Complaints
- Data Protection
- Freedom of Information
- SEND
- Supporting Students with Medical Conditions
- Careers
- Competitive Tendering.

It was noted that the latter repeated some content from the Trust's Financial Regulations, though it was agreed that the separate policy should be retained, as the policy was on the DfE's list of statutory policies.

b Approval of other statutory policies/documents

Discussion took place regarding a number of proposed policies/documents which required the Board's approval. A number of actions were agreed.

In response to a question regarding the Code of Conduct for staff, it was confirmed that the same policy had customarily applied to Senior Post-holders.

ACTIONS –

- It was agreed that the proposed Modern Slavery Statement would not be adopted as it wasn't yet a statutory requirement given the Trust's size.
- That future consideration would be given to the Trust adopting Group-wide policies which may be relevant in whole or in part.
- That any comments from Directors regarding the draft policies would be communicated to the Clerk within 7 days of the meeting, after which the Clerk would liaise with the Chair regarding adoption of the policies. In order to reduce Directors' workload, certain Directors agreed to consider specific draft policies.
- It was noted that that HR policies would need to be approved subject to liaison with the relevant trades unions.

GOVERNANCE MATTERS

18/19.43 a Proposed Annual Business Calendar

It was noted that the Chair, EP and Clerk were liaising regarding the production of an Annual Business Calendar, scheduling all key business to be considered across the year.

b Link Governors: appointment of Safeguarding Link Governor/reporting cycle & guidance

It was confirmed that the following Directors had agreed to adopt Link Governor roles:

- Craig Williams – SEND
- Darren Shickle – Equality & Diversity
- Claire Rix – Health & Safety (tbc).

With regard to the intention to appoint a Safeguarding Link Governor, it was agreed that the Academy Improvement Partner would be asked to fulfil this role on behalf of the Board.

With regard to the Link Governors' reporting cycle, it was agreed that a report on each subject area would be provided to the Board annually. The timing of these would be staggered within the Board's Annual Calendar of Business.

ACTION – Link Governor reporting schedule to be incorporated within the calendar and notified to Link Governors.

With regard to guidance to Link Governors, it was noted that the production of guidance for each LAB Link Governor role was nearing completion. This would include reference to role-specific training and development available to Link Governors. Consideration would also be given to 'connecting' Link Governors who have the same area of responsibility across the Trust.

ACTION – Link Governor guidance and next steps to be addressed in the near future.

c Appointments/vacancy :

i Appointments to LEA LAB

The Board approved the appointment of Derek Whitehead and Susan Wynne as Board appointees to Leeds East Academy LAB with immediate effect.

It was noted that discussion had taken place with Debbie Danks, a former Trust employee with regard to her also joining LEA LAB as a Board appointee. The Board supported the appointment.

It was noted that efforts would be made to appoint a Chair at Leeds East Academy, to succeed Darren Shickle.

RESOLUTION – The Board agreed to appoint Derek Whitehead, Susan Wynne and Debbie Danks to Leeds East LAB

ii Vacancies on Audit & Finance Committee

Further to previous consideration of vacancies on the Audit & Finance Committee, the Board agreed to appoint David Strachan as a Board appointee to the Committee. It was noted that the vacancy for an external co-optee was yet to be filled.

RESOLUTION - The Board agreed to appoint David Strachan to the Audit & Finance Committee.

d Plans re Board self-evaluation/subsequent development

Further to discussion at the Board Away Day, a skills audit questionnaire which had been developed by the NGA had been circulated for completion. It was noted that this directly related to the DfE's Competency Framework for Governance and was made up of 16 competencies grouped into six themes. Directors were asked to complete the questionnaire in order that collated feedback could be considered at the Board meeting in May.

ACTION – Directors to complete skills audit questionnaire at the earliest opportunity.

The Clerk reminded Directors of the online learning modules available on an ongoing basis via the NGA Learning Link.

It was also noted that the Clerk was making enquiries regarding DfE-funded Board development activity delivered via the NGA. An update would be provided in the near future.

ACTION – Clerk to provide an update re possible engagement in DfE-funded Board development activity.

ANY OTHER BUSINESS

18/19.44 a Any other business

There was no other business on this occasion.

MEETING ARRANGEMENTS

18/19.45 The following arrangements were confirmed regarding forthcoming meetings:

- Additional meeting to be held on Thursday, 14 March 2019 at LEA, commencing at 5.30pm.
- Scheduled meeting to be held on Thursday, 9 May 2019 at LCA, commencing at 5.30 pm.

The Executive Principal and CFO left the meeting at this juncture.

CONFIDENTIAL MATTERS RE REMUNERATION

18/19.46 a NGA Guidance re Executive Remuneration

The Board received and noted a guidance document produced by the NGA regarding Executive Remuneration.

b Executive Principal's remuneration

Confidential discussion took place regarding the Executive Principal's remuneration for 2018/19, further to which an outcome was agreed.

The meeting closed at 8.20pm.