

**ABRIDGED MINUTES OF THE MEETING OF THE WHITE ROSE ACADEMIES TRUST
(WRAT) BOARD OF DIRECTORS HELD VIRTUALLY ON THURSDAY 8 JULY 2021,
COMMENCING AT 5.30PM**

Present: Colin Booth (from Minute 20/21.41a inclusive), Lydia Devenny (excluding Minute 20/21.42b), Caroline Gruen (excluding Minute 20/21.42c and 20/21.45b inclusive onwards), Erica Hiorns (up to Minute 20/21.45a inclusive), Paul Morrissey (excluding Minute 20/21.42c), Margaret Parkes (excluding Minute 20/21.42c), Kate Pearlman-Shaw (**Vice-Chair**) (excluding Minute 20/21.44b), Helena Phillips (**Chair**) (excluding Minute 20/21.44a), David Strachen (excluding Minute 20/21.42b), Andrew Whitaker, Chief Executive Officer (CEO) and Craig Williams

In attendance: Sam Bradley, Business Director (BD) (excluding Minute 20/21.47), Agnieszka Brewood, deputising for Annie McMaster (excluding Minute 20/21.42c), Sam Corbett, Clerk to the Board, Angela Dunkerley, NGA Consultant (for Minutes 20/21.39-20/21.41d inclusive), Stuart Jolley, Chief Financial Officer (CFO) (excluding Minute 20/21.47), and Christian Wilcocks, Executive Principal (EP)

20/21.39 Apologies & Welcome

a. Apologies for absence & welcome

The Chair welcomed everyone to the meeting. Apologies were received from Annie McMaster.

b. Declarations of Interest with regard to any Agenda items

No declarations were stated other than those disclosed on an ongoing basis. The Chair reminded the Board that an annual declaration form would be circulated over the summer and encouraged timely completion and return.

Caroline Gruen declared an interest in Minute 20/21.43e regarding the expansion to Leeds West Academy, given her role on the Planning Committee for the Local Authority.

20/21.40 Board minutes and matters arising

a. Minutes of the Board meeting held on 29 April 2021

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 29 April 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 19.20.20 regarding executive pay, the Chair reported changes to the current Senior Executive pay process proposed by Luminare Remuneration Committee and approved by the Group Board.

Taking effect from the next pay award cycle the WRAT Board in conjunction with the Group CEO, will be asked to put a recommendation to the

Remuneration Committee with the committee's role becoming one of moderation for the group. The remit of executive pay will also be widened to include to include all senior staff within the White Rose Academies Trust (those being the Executive Principal and Academy Principals in addition to the CEO).

A new Senior Pay policy will also be developed for the Group over the summer months.

Following questions, the Chair emphasised that despite a change in the process by which pay is determined the decision continues to be the responsibility of the WRAT Board.

In addition, the Chair reported that in order to further progress the action relating to a review of executive pay levels, she had met with the Clerk and Trust Business Director regarding engaging an external professional to seek advice about pay levels in this sector, working with the CFO and the Group's HR lead to support with this

Those matters that were noted on the log as being completed or due to be discussed later in the meeting were acknowledged.

ii. Any other matters arising

There were no other matters discussed.

20/21.41

Strategy and Implementation

a. Review of Evalu8 responses and consideration of future actions

The Chair introduced and welcomed Angela Dunkerley, who was facilitating the Board's Development Programme through the National Governors Association (NGA).

Angela provided a brief summary of the document, which included reference to:

- a comparison against the September 2019 questionnaire which showed the overall number of green ratings had decreased with the number of amber and red ratings increased. She continued to explain however, that her initial concerns about this had been immediately allayed after reviewing the comments, which demonstrated that the changes mainly appeared to due to greater awareness of what constituted strong and effective governance;
- areas of strength and weakness;
- suggestions for future development.

The Board thanked Angela for the summary which had given deeper insight into areas of strength and weaknesses, which would allow them to further enhance governance process and procedure over the course of the next twelve months. The Board agreed that responses had matured as compared to the previous version and were encouraged to see a wide-spread commitment to continuous improvement.

Discussion took place in respect of gathering feedback from all stakeholder groups, rather than just the Board. It was agreed to incorporate this into the Board development plan.

Action – to include feedback from all stakeholder groups in the Board's 2021/22 Development Plan

b. Governance Working Group Update

The Board received and acknowledged the notes from the last Governance Working Group meeting held on 23 June.

The Vice-Chair asked the Board to approve the following proposals:

- LAB Chairs remain on the Board for the 2021/22 academic year;
- work to commence regarding strengthening assurance process and 'adding value to academies' through redesigning meetings and meeting structures;
- work to commence on an overarching governance plan that would be overseen by the Board and the GWG, where needed;
- conduct a review of each respective boards' workplan, ensuring less repetition, less paperwork to have the confidence in the relevant committees to execute their responsibilities.

Detailed discussion took place, with the Board unanimously in agreement to all the proposals. The Board thanked everyone involved for their hard work and diligence to date.

c. WRAT Vision and Strategy update

The CEO provided a brief verbal update which included reference to working with an external consultant to reflect on the Group's priorities and shaping the agenda for the Board's Away Day scheduled in October. He indicated that members of the central team would be collaborating and sharing ideas during a session at the end of the summer, ahead of the Board's Away Day.

A full timeline, including mapping out stages of consultation would be shared with the Board over the summer months. Anticipated completion of the work was 1 January 2022.

Action – the CEO would provide a full timeline, including mapping out stages of consultation, over the summer

d. Group's Strategic Priorities

The Board received and noted the Group's updated strategic priorities.

Angela Dunkerley left the meeting at this juncture.

e. UTC Update

The CEO provided a brief verbal summary regarding UTC negotiations, indicating that strong relationships with colleagues at the UTC continued, with the Trust providing support in respect of a number of operational matters. He reported that he anticipated that a response from the DfE in relation to a financial package of support, would be received and ready to send to Ministers by 16 July. He reminded Board members that an extraordinary meeting to make a decision regarding the conversion would be taking place on 27 July 2021.

Following questions, the CEO and Business Director assured that Board that papers on 27 July would include risks and opportunities, timelines, future forecast and sustainability analysis.

Action – the Business Manager to ensure that the UTC conversion paper included the matters discussed

f. Leeds Learning Alliance Update (LLA)

A verbal update in respect of ongoing engagement with LLA was received. The CEO referenced a number of key points including:

- changes in the WRAT's membership of the LLA, which included future representation not including the Board Chair;
- anticipated changes to the LLA's leadership structure;
- 2021/22 workstreams.

g. Academy Improvement Partner (AIP) actions- progress update

The Board acknowledged the report detailing progress against each of the AIP's recommendations, which the Executive Principal summarised. The Board welcomed the update which provided assurance that matters had been followed up appropriately.

h. Specialist Provision Link Director Report

The Board considered a report produced by Craig Williams, Link Director for Specialist Provision. Craig summarised key matters from within the report. He conveyed his gratitude to Lee Garner who had invested a significant amount of time to providing updates and responding to his queries.

Detailed discussion took place in respect of matters detailed within the report.

Members of the Board expressed their appreciation to Craig for a detailed and insightful report.

i. Looked After Children Policy extension to review date (currently annual)

The Board agreed to the proposal to extend the review date of the LAC Policy by one year, therefore would be biennial rather than annual.

Resolved – the Board approved a biennial review of the LAC Policy

20/21.42

Trust Board and Committees governance related matters

a. Matters referred by LABs

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

b. Proposed appointment of Chair & Vice-Chair of A&F Committee

The Board considered and agreed to the re-appointment of Lydia Devenny, Chair and David Strachen, Vice-Chair, of the Audit, Risk and Finance Committee.

Resolved – the Board approved to the re-appointment of Lydia Devenny, Chair and David Strachen, Vice-Chair of the Audit, Risk and Finance Committee for the 2021/22 academic year

c. Appoint Chairs of LABs

The Board considered and agreed to the re-appointment of the following LAB Chairs:

- Paul Morrissey, Leeds City LAB;
- Margaret Parkes, Leeds East LAB;
- Caroline Gruen, Leeds West LAB;
- Annie McMaster, Mill Field LAB.

Resolved – the Board approved the appointment of LAB Chairs for the 2021/22 academic year

d. Governor application for approval (LWA LAB)

The Board ratified the appointment of Shaun Kiernan to the Leeds West LAB.

Resolved – the Board approved to the appointment of Shaun Kiernan to the Leeds West LAB.

20/21.43 Audit, Risk and Finance Matters

a. Audit, Risk and Finance (ARF) Meeting Minutes

The Board received and noted the Audit, Risk and Finance Meeting Minutes from 28 June. Lydia Devenny, Chair of the Committee, referred to highlights from the meeting, including scrutiny around the May 2021 Accounts, Budget and Three-year Plan and Strategic Risk Register.

On behalf of the committee, she proposed the internal audit plan be amended so that one contingency day was used for estates management.

Resolved – the Board agreed to use an internal audit contingency day for estates management

b. Management Accounts (reviewed by Committee)

The Board received and considered the May 21 Management Accounts.

The CFO referred to key factors contributing to the latest financial position, elaborating on the content of the paper.

c. Budget and three-year plan from 2021/22 (reviewed by Committee)

Lydia Devenny made a recommendation on behalf of the Audit, Risk and Finance Committee that the proposed Trust Central and Academy budgets for 2020/21 and three-year plan be approved.

The CFO indicated that he had taken a prudent approach to a range of key areas of income and expenditure.

It was noted that medium term financial projections remained strong and that only 1/4 academies, as well as the Trust's Central, were forecasted to be in deficit at the end of the next financial year. Reasons for the deficits were discussed.

Key areas of risk were discussed which included future conversions.

The Board agreed to the proposed Budget for 2022/22 and Three-year Plan.

Resolved – that the proposed Budget for 2020/21 and Three-year Plan was approved

d. Review of Trust Strategic Risk Register

The latest Risk Register was received and considered. It was suggested that the governance risk be updated as a result of the Evalu8 exercise and control owners be more explicit.

Action – the CFO to update the Risk Register in light of feedback received

e. Leeds West Academy (LWA) Expansion Plans

The Board received and considered a paper regarding Leeds West Academy's Expansion Plans, presented by Sam Bradley.

It was noted that due to timing, this matter was only able to be discussed verbally at the recent meeting of Audit, Risk and Finance Committee. Discussion had taken place at this meeting regarding ARF's lack of involvement with the project to date and it was confirmed that a working group had been established, with representation from the LWA LAB given their in-depth understanding of the matter.

In response to a query regarding delegated spend limits, it was agreed that further discussion be had outside of the meeting.

Action - a further discussion regarding delegated spend limits to take place and recommendation be sent to the Board via email

Resolved – the Board approved:

- **the contract award to Vision Catering Equipment to carry out refurbishment/replacement works on the existing servery/kitchen at a cost of £106,220;**
- **the agreed total fees contract value with Turner & Townsend of £337,031;**
- **the Trust Accountability Working Group to scrutinise the main scheme project and provide assurance to the Board regarding the key deliverables.**

It was noted that the detail of the tender strategy for the main scheme, with the agreement to approve a recommendation for contract award, would be sent via email following a tender evaluation around 2nd August.

f. Mill Field Primary School Backlog Maintenance Works

The Board received and considered a paper regarding Leeds West Academy's Expansion Plans, presented by the CEO.

It was noted that due to the timing of the confirmation from the DfE, this position was only able to be discussed verbally at the recent meeting of Audit, Risk and Finance Committee. The Committee noted the positive outcome of the tendering exercise and the formal approval of the grant by the DfE.

The Board was recommended to approve that the Trust appointed the Together Group Limited to undertake the funded backlog maintenance works at Mill Field Primary School and to note that AA Projects would continue to act as consultant and project manager for the scheme of works.

Resolved – the Board approved the proposal to appoint Together Group Limited to undertake the funded backlog maintenance works at Mill Field Primary School

20/21.44

Executive, Operational and Communication Updates

a. Executive Principal's Report

The Board received, discussed and noted the EP's Report. The CEO referenced a number of key points including:

- an operational update in respect of Covid 19 cases and bubble closures;
- student attendance rates;
- teacher assessed grades for Year 1;1
- a report into the reported/recorded instances of sexualised behaviour of all types, in order to provide a baseline on which to plan strategically to mitigate risk of this kind of behaviour prevailing in the Trust;
- Alternative Provision updates;
- progress regarding the implementation of Arbor, the Trust's new Management Information System.

Detailed discussion took place, with the EP responding to a number of questions.

Further to discussion around the validity of teacher assessed grades for Year 11, the EP provided a summary of how the integrity of data was measured. In addition, LAB Chairs further emphasised this point by explaining how the data and processes had been scrutinised at a local level. Erica Hiorns provided an insightful update as to Ofsted's expectations and what to expect during future inspections.

The Board noted their appreciation for the work undertaken regarding sexualised behaviour and celebrated the fact that appropriate action taken.

The Board requested that the Clerk and Chair consider rotating the position of the EP's Report on the Agenda given the importance of this matter.

Action – the Clerk and Chair to consider rotating the position of the EP's Report on the Agenda

b. CEO's Update and communications between meetings

The CEO thanked the Board for the resolutions agreed between meetings, as detailed in the paper.

20/21.45

Any other business

a. i Resignation

The Chair reported with great sadness, that Erica Hiorns had tendered her resignation from the Board effective immediately. Erica was thanked for her service by all Board members and Executive colleagues. It was noted that Erica played an instrumental part in driving educational improvement across the Trust.

ii Multi-functional devices contract

The Board confirmed they had received an additional paper relating to a Multi-functional devices contract, the day prior to the meeting. The Business Director apologised for the delay in circulating the report. Following discussion, the Board agreed to the proposal.

Resolved – the Board agreed to the procurement of the multi-functional devices for the Trust through the Everything ICT framework agreement. The lease and service agreement would be provided by Alto Digital for a five-year period with effect from 1st September 2021.

b. Appointment of Chair of Board

The Board considered and agreed to the re-appointment of Helena Phillips, Chair of the Board.

Resolved – the Board approved to the re-appointment of Helena Phillips, Chair of the Board for the 2021/22 academic year

c. Appointment of Vice-Chair of Board

The Board considered and agreed to the re-appointment of Kate Pearlman Shaw, Vice-Chair of the Board.

Resolved – the Board approved to the re-appointment of Kate Pearlman Shaw, Vice-Chair of the Board for the 2021/22 academic year

20.21.46

Meeting Arrangements

2021/22 meeting arrangements were confirmed.

The Board expressed their appreciation to the Chair and Vice-Chair for their dedication and hard work over the last twelve months.