



MINUTES OF THE MEETING OF THE WHITE ROSE ACADEMIES TRUST (WRAT) BOARD OF DIRECTORS HELD VIRTUALLY ON THURSDAY 9 DECEMBER 2021, COMMENCING AT 5.00PM

Present: Colin Booth, Lydia Devenny (from Minute 21/22.11 inclusive), Annie McMaster, Margaret Parkes, Helena Phillips (**Chair**), Kate Pearlman-Shaw (Vice-Chair), David Strachen (Minutes 21/22.09-11d and 21/22.14a-j inclusive) and Craig Williams (excluding Minute 21/22.13d)

In attendance: Sam Bradley, Trust Business Director (TBD) (excluding Minutes 2021/22.16a-d), Sam Corbett, Clerk to the Board, Stuart Jolley, Chief Financial Officer (CFO) (excluding Minutes 2021/22.16a-d) and Christian Wilcocks, Executive Principal (EP) (excluding Minutes 2021/22.16a-d)

21/22.09 Apologies & Welcome

a. Apologies for absence & welcome

The Chair welcomed everyone to the meeting. Apologies were received from Caroline Gruen and Andrew Whitaker, Chief Executive Officer (CEO). It was noted that the CEO was absent due to illness.

b. Declarations of Interest with regard to any Agenda items

Craig Williams declared an interest in Minute 21/22.13d in respect of his re-appointment to the Board for a second term of office.

21/22.10 Board minutes and matters arising

a. Minutes of the Board meeting held on 3 November 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 3 November 2021 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.

Two actions were highlighted which required a progress update as follows:

- 21/22.04ai. regarding adding data relating to the performance of EAL pupils in future EP Reports, further to which the EP advised that the data already existed though explicit reference would be made at future meetings. It was noted that another term used for EAL pupils was international global students
- 21/22.04aaii. regarding a detailed analysis of key pupil groups which was to be provided at a future Board meeting, further to which the EP advised it would be covered under his report later in the meeting.

21/22.11

ii. Any other matters arising

No other matters were discussed.

Strategy and Implementation

a. WRAT Governance Report

i. Action Plan

The Vice-Chair summarised progress made since the last meeting. The Board celebrated the amount of work undertaken during the past month which reflected the dedication of the Board to make improvements to their practice. The Vice-Chair requested that the Board now agree the plan, which would be reviewed and updated three times per year moving forward.

Resolved – the Board approved the Governance Action Plan

The Clerk reported that she had discovered an organisation, Academy Ambassadors, that supported Trusts to recruit high calibre board members motivated by their desire for utilising their skills for good. She emphasised that Academy Ambassadors did not lead the interview process, they simply provided a number of potential candidates which they believed to be a potential match.

The Board were supportive of making contact with Academy Ambassadors.

ii. Annual review of compliance with Trust's Articles

The Board noted the report. In response to a comment regarding the delay with recruiting new Members, it was acknowledged that the Director of Governance continued to explore opportunities to recruit suitable new Members.

b. Policies Update

The Board was asked to approve the following revised policies in accordance with the changes outlined in the report:

- Anti-bullying policy
- Exclusion Policy
- Supporting Pupils with Medical Conditions Policy
- Primary Relationships and Sex Education Policy

Resolved – the Board approved the policies listed above

The Board were also asked to extend the review period of the Disciplinary and Capability Policies to March 2022 to enable a review to be undertaken by the Senior HR Business Partner prior to consultation with unions.

Resolved – the Board approved an extension to the Disciplinary and Capability Policies to March 2022

c. Update re ESFA response

The CFO provided a brief verbal update, indicating that the Education Skills and Funding Agency (ESFA) had continued to liaise with the Trust, in respect of the IT services contract though disappointingly no progress had been made. The ESFA had provided assurance to the Trust that it would be dealt with in a timely manner. It was acknowledged that the request to initiate a pathfinder project was likely to be a significant contributing factor to the delay. In response to the Board offering to support any escalation process to senior management within the ESFA, it was noted that it may not be beneficial to escalate the matter at this stage.

d. WRAT Away Day Strategy Update

The Board welcomed the summary of the Board's Away Day, which had been a worthwhile experience for the Board and senior managers in the Trust.

A comment was made regarding engaging with key external stakeholders, which the EP agreed to action as part of his next steps.

Action – the EP would engage with key external stakeholders

21/22.12

Executive, operational and communication updates

a. Executive Principal's Report

The Board received and considered the EP's Report.

The EP responded to a question regarding the role of the SEND link governor given the proposal regarding a mandated deep focus on SEND at LAB level (to be completed three times each year). He explained that the level of detail expected wasn't generally produced by the link governors currently.

Positive feedback regarding the Arbor data management system was provided by Board members, who had witnessed the efficiency of the system from their visits into school.

Further to detailed discussion regarding granting an additional wellbeing day on Friday 11th February 2022 for all staff across the Trust, the Board expressed their concerns; the drive on pupil attendance and the impact it may have on family childcare arrangements. The Board decided not to approve the wellbeing day and requested that the EP consider alternative options.

Action – the EP to consider alternative options to the staff wellbeing day

Resolved -

Board members supported a mandated deep focus on the performance of Disadvantaged Students and SEND at LAB level to be completed three times each year.

The Board supported the proposal for LAB link governors to focus on the impact of interventions for SEND students to ensure value for money and impact on academic/wider outcomes.

b. Academy Improvement Partner (AIP) Reports and action log produced by EP

The EP introduced the reports produced by the Academy Improvement Partner (AIP) and highlighted key points from the action log.

The Chair reported that the AIP had ten unallocated days to which the Board needed to approve areas of focus. A number of suggestions were made including a LAB effectiveness review, school led tutoring activities, careers information, advice and guidance and relationships and sex education and how this could drive an increased understanding of sexual harassment in schools.

The Board asked the EP to circulate further information regarding the scope of the work being suggested and the length of time needed for each review.

Action - the EP to circulate further information regarding the scope of the work being suggested and the length of time needed to review each area

c. Equality and Diversity Update

The Board received and considered the Equality and Diversity Update.

Board members provided feedback in respect of areas absent in the key themes being proposed, specifically gender pay gap analysis and other protected characteristics. The TBD informed the Board of the issues currently being worked through in respect of the availability of data needed to complete some of this work. He agreed to include these areas on the scope of the consultants work as well as considering how to gather the data not readily available.

Action – the TBD to include Board members suggestions into the scope of the consultants work as well as considering how to gather the data not readily available

The Board expressed their disappointment with the lack of progress made in respect of equality and diversity and urged management to prioritise taking specific action to make improvements which included a review of policy and procedures. Detailed discussion took place in respect of practical ways to tackle diversity. The Board welcomed a presentation at the next meeting regarding proactive steps being taken by the Group and the Trust in addition to the work expected by the consultant.

Action – the Clerk would add an equality and diversity presentation on the next meeting agenda

a. Matters referred by LABs

The Chair of the Leeds East LAB reported that there were increasing reports of knife crime and group criminal activities, asking the Trust if they were aware of the issue and if anything was being done to tackle the problem Trust-wide. The EP responded explaining that it was currently under review, with the Trust engaging with a project called Safe Task Force. Board members welcomed the proactivity around the issue. Further information regarding the project would be fed back in due course.

Action – the EP would provide feedback regarding the Safe Task Force

b. Governor applications for approval

There were no governor applications requiring approval.

c. Group Feedback

The Chair asked the Board for their preference in respect of feedback from the Group. It was agreed that a written summary report would be included on all future agendas.

Action - the Clerk to include feedback from the Group (written report) on the Board's workplan

d. Term of Office renewal (CW)

Craig Williams left the meeting at this juncture

The Clerk advised the Board that Craig William's term of office was due to expire on 31 January 2022. She informed the Board that Craig had expressed a desire to continue for a further term (4 years) prior to the meeting.

Resolved – the Board approved a further 4 year term of office for Craig Williams

The Chair reported that given a successor had yet to be found, she would extend her tenure as Chair until 31 January 2022. The Board thanked the Chair for her flexibility.

Craig Williams re-joined the meeting at this juncture

21/22.14

Audit, Risk and Finance Matters

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

The Board received and noted the draft Audit, Risk and Finance Meeting Minutes from 30 November. The Chair of the ARF Committee provided a brief verbal summary of the matters reviewed during the meeting, a number of which were being recommended for Board approval.

In response to a question regarding the pre-meeting discussion focused on comments from the auditors in respect of concerns (raised by the Trust's

CEO) relating specifically to governance arrangements and related party transactions with its Sponsor, Luminate Education Group, the Chair of the ARF meeting explained that the Committee had discussed how management had been open and transparent to the Board as well as the ESFA regarding related party transactions and that the Board were fully aware of the WRAT's governance structure and the responsibilities of each body within it as well as the Memorandum of Understanding the WRAT had with the Group.

It was noted that following these discussions, the regularity statement contained within the annual report and Accounts had been adjusted, with members of the Committee informed of the subsequent changes, prior to it being sent to the Board. Those Directors that sat on the ARF Committee confirmed they were satisfied with the changes made to the regularity statement as well as other minor changes to the Annual Report and Accounts.

The Chair of the Board thanked the Chair of the ARF Committee for her leadership of the Committee during her tenure, which had provided a significant amount of re-assurance around all matters under the committee's remit. It was noted that a replacement Chair who was a qualified accountant was needed and work remained ongoing to source a suitable replacement as none of the existing members had the capacity to step into the role. The Vice-Chair of the Committee indicated that whilst he would be willing to support as a short term measure, it was not a viable longer term solution.

b. CIF Bid (reviewed by Committee)

The TBD provided a brief verbal summary of the report provided to the Board, which had the ARF's Committee's endorsement.

In response to a Board members questions regarding its impact on reducing the Trust's carbon footprint, the CFO and TBD explained that the replacement boiler would be more energy efficient but further work would be needed in the medium to long term to further enhance this, i.e. air source heat pumps and specific objectives linked to procurement arrangements.

Resolved – the Board approved the CIF bid proposal

c. Annual Internal Audit Report (reviewed by Committee)

The Board received and considered the Annual Internal Audit Report, a summary of which was provided by the Chair of the ARF Committee, indicating the Committee's endorsement.

The Board supported the change made to the audit calendar for 2021/22, noting that the governance and risk audit had been brought forward so that it was the first audit to be completed during the year.

Resolved – the Board approved the Annual Internal Audit Report

d. Annual External Audit Report/Statement (reviewed by Committee)

The Board received and considered the Annual External Audit Report and Statement which the ARF Committee had recommended for Board approval.

The Chair of the ARF Committee highlighted key points including significant audit findings from both the current year and prior year, in respect of increasing the number of Trust Members as well as regulatory assurance engagements findings. It was noted that the first observation, regarding the absence of a particular interest being declared, had been actioned immediately and was now resolved.

Resolved – the Board approved the Annual External Audit Report/Statement

e. Annual Report & Accounts (reviewed by Committee)

The CFO introduced the Annual Report and Accounts, which was endorsed by the ARF Committee.

The Board were satisfied with the Committee's recommendation and therefore approved.

Resolved – the Board approved the Annual Report & Accounts

f. ARF Committee's Annual Report

The Board received and considered the ARF Committee's Annual Report. The Chair of the ARF thanked those Directors serving on the committee as well as a co-optee Chris Blythe for their dedication and commitment to the role over the past year.

Likewise those serving in the Committee thanked the Chair of the ARF for her leadership of the committee which had certainly had a significant impact of the committee's overall effectiveness.

The Board noted the positive work undertaken by the Committee over the year.

Resolved – the Board approved the ARF Committee's Annual Report

g. Annual Risk Report (reviewed by Committee)

Further to the ARF Committee's review of the Annual Risk Report, it was approved by the Board.

Resolved – the Board approved the Annual Risk Report

h. Financial Performance Report (reviewed by Committee)

The Board noted Financial Performance Report, which had been reviewed by the ARF Committee.

i. Performance Management & Remuneration of teaching and support staff

Further to detailed consideration of the report regarding Performance Management & Remuneration of teaching and support staff, the EP provided a brief summary of the process followed.

Resolved – the Board approved the recommendations set out in the paper arising from the outcome of annual performance review processes.

j. Pay award for teachers and officers (support staff)

The Board received and considered paper regarding a pay award for both teaching and support staff. The TBD explained the rationale for proposing a 1% unconsolidated lump sum payment for teaching staff despite the Government's announcement regarding a public sector pay freeze earlier this year, as well as a 1% pay increase for support staff in lieu of agreement between Unions and National Employers, which remained ongoing.

Following questions by Board members, it was confirmed that if the national award to support staff was more than 1%, the Board would need to agree any further payments.

Detailed discussion took place in respect of budget forecasting, with the CFO providing an explanation of how modest pressures were worked through on an ongoing basis.

Resolved - the Board approved the following pay awards:

- a 1% pay award applied to all employees on the NJC pay scale
- an unconsolidated 1% lump sum payment for teaching staff

21/22.15

Any other business

a. CEO's update & communications sent to the Board between meetings

No update was provided on this occasion.

b. Any other business

i.

Clerking

The Chair reported that following the Clerk to the Board securing employment with another Trust, Wellspring Academy Trust had served notice on the contract providing governance services to the WRAT, ending 31 January 2022. Given it was the Board's responsibility to appoint the Clerk to the Board, she proposed progressing this with the Group's Director of Governance and the Trusts CEO Andrew Whittaker to put forward options, details of which would be circulated to the Board as soon as possible.

Action – the Chair to circulate an options paper to the Board in respect of future governance arrangements

c. Date and time of next meeting

It was confirmed that the next meeting would be held on Thursday 3 March 2022 at Leeds City at 5.30pm.

Sam Bradley, Stuart Jolley and Christian Wilcock left the meeting at this juncture.

21/22.16

Confidential

Some items were deemed confidential and were minuted seperately.