



**ABRIDGED MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON THURSDAY 4 OCTOBER 2018 AT LEEDS CITY ACADEMY, COMMENCING AT 5.30PM**

**Present:** Colin Booth, Lydia Devenny, Caroline Gruen (to Minute 18/19.10 inclusive), Erica Hiorns, Jane Pither (Chair), Paul Morrissey, Claire Rix, Darren Shickle, David Strachan, Andrew Whitaker (Executive Principal) & Craig Williams

**In attendance:** Karen Froggatt (Clerk to the Board)

**PROCEDURAL MATTERS**

18/19.01 The Board noted that apologies for absence had been received from Jane Dunkerley (Acting CFO) and Christine Smith. The apologies were accepted.

The Chair had expressed appreciation to Christine, who would be resigning from the Board in the near future.

18/19.02 **Declarations of interest in any matters**

None on this occasion.

**APPOINTMENTS / CONFIRMATIONS**

18/19.03 a **Proposed appointment of Executive Principal as a co-opted Director**

*Andrew Whitaker left the room for consideration of this item.*

The Chair proposed that Andrew Whitaker be appointed as a Co-opted Director of the Trust.

**RESOLVED** – Andrew Whitaker was appointed as a Co-opted Director with immediate effect.

*Andrew Whitaker re-joined the meeting.*

b **Appointment of David Maxwell Strachan as a Director**

The Board noted the appointment of David Maxwell Strachan to the Trust Board as a Trust Members' appointee with effect from 1 October 2018.

c **Appointment of Lydia Devenny to the Board and Audit & Finance Committee**

The Board noted the appointment of Lydia Devenny to the Trust Board as a Trust Members' appointee with effect from 1 September 2018.

The Board agreed to appoint Lydia to the Trust's Audit & Finance Committee.

d **Appointment of Craig Williams to the Audit & Finance Committee**

The Board agreed to appoint Craig Williams to the Trust's Audit & Finance Committee.

e **Appointment of an Audit & Finance Committee member to replace Simon Turner**

The Chair reported that efforts were underway to appoint a co-opted member of the Audit & Finance Committee to replace Simon Turner, who had resigned due to him joining a new employer.

**ACTION** – Efforts to continue to identify a co-opted member of the Audit & Finance Committee.

f **Appointment of Chair of the Audit & Finance Committee**

The Chair proposed that Lydia Devenny be appointed as Chair of the Audit & Finance Committee for the 2018/19 academic year. The Board supported the proposal.

g **Appointment of Link Governors: Safeguarding, SEND, Health & Safety and Equality & Diversity**

The Board appointed the following Directors as Link Governors for 2018/19:

- Craig Williams – SEND
- Claire Rix – Health & Safety and Safeguarding
- Darren Shickle - Equality & Diversity.

**ACTION** – Clerk to source Link Governor guidance for the roles, particularly re SEND.

h **Appointment of Chairs of LABs**

The Board agreed the following in respect of Chairs of Local Accountability Boards:

- that Paul Morrissey continue to Chair the Leeds City Academy LAB for 2018/19
- that Darren Shickle continue to Chair the Leeds East Academy LAB for 2018/19
- that Caroline Gruen be appointed Interim Chair of Leeds West Academy LAB pending an alternative appointment.

## **BOARD MINUTES AND MATTERS ARISING**

18/19.04 a **Minutes of meeting held on 19 July 2018**

The Minutes of the previous meeting were considered.

**RESOLVED** – The Minutes of the meeting held on 19 July 2018 were agreed as a correct record.

b **Matters arising**

i **Summary of matters arising from previous meeting/s**

The summary of matters arising was considered and the current status of each matter was noted.

ii **Other matters arising (if any)**

The Executive Principal (EP) responded to a question regarding the level of contribution expected by Government to the increased cost of teachers' pay. It was noted that this would be clarified by the time of the Board considering the budget re-forecast.

**COMMUNICATIONS**

18/19.05 a **Letter to Trust Accounting Officers**

The Board received and noted a letter to Accounting Officers dated 18 September 2018 from Eileen Milner, Chief Executive of the ESFA. The increased emphasis on related party transactions was noted.

b **Chair's, Directors' and Executive Principal's communications**

The following were reported and noted:

- the one-to-one meetings during Summer involving the Chair and each Director
- the Leeds City College (LCC) Cross-Group meeting held earlier that week to discuss strategic matters. A Director referred to the opportunity for input / expertise to be sought from other parts of the LCC Group where appropriate. The Chair recommended that Directors attend future meetings where possible
- the appointment of Wellspring Academy Trust to provide governance services to the Trust
- communications from Ofsted to the Chair regarding a safeguarding matter. The Chair reported that the matter was concluded though would be kept on file.

The Board congratulated Management on the Trust's high profile involvement in the recent Parliamentary Review.

A Director reported that he was aiming to facilitate a meeting with various partners, with the aim of brokering closer ties regarding young people in care.

c **Safeguarding issues and updates**

There was nothing to report on this occasion.

d **Frequency of future Link Governor reports**

It was agreed that the Equality & Diversity Link Governor reports would be provided to the Board annually. With regard to the frequency and timing of other reports, it was agreed that this would be further considered.

**ACTION** – Proposed schedule of Link Governor Reports to be considered at the next Board meeting.

e **Feedback from Local Accountability Board meetings**

LAB Chairs drew attention to current matters.

With regard to communications between the Board and LABs, it was agreed that the Clerk would produce reports after each Board meeting for circulation to LABs. It was also agreed that similar reports would be produced regarding Trust Audit & Finance Committee meetings.

**ACTION** – Reports of Board and Audit & Finance Committee meetings to be circulated to all LAB members on an ongoing basis.

## **BOARD COMMITTEE MATTERS**

### 18/19.06 a **Proposed disbanding of Remuneration Committee**

The Chair proposed that the Remuneration Committee be disbanded. The Board supported the proposal though agreed that consideration of remuneration matters needed to be accommodated in the Board's meeting calendar.

**ACTION** – Scheduling of remuneration discussions to be agreed by the Board.

## **PERFORMANCE MANAGEMENT & SCRUTINY – SCHOOL IMPROVEMENT**

### 18/19.07 a **Executive Principal's Presentation**

The EP gave a detailed presentation to the Board, referring to the following areas:

- 2017/18 student achievement and attainment performance
- external quality assurance reviews by Mark Feldman, School Improvement Partner
- Leeds City Council safeguarding reviews
- building inspection reviews
- the recent external governance reviews (*refer to Minute 18/19.09 a*)
- attendance strategy
- IT development
- LEA expansion
- the Trust's structure
- the Governance Portal (*refer to Minute 18/19.09 e*)
- the ESFA's recent letter to Accounting Officers (*refer to Minute 18/19.05 a*).

The EP reported that Trust-wide templates had been developed for all major reports to be presented to the Board and LABs.

It was noted that the presentation would be circulated electronically for Directors' attention. Key matters of note were as follows:

#### (i) **Student achievement:**

- headline measures in respect of Progress 8, which tracks progression in respect of eight GCSE subjects, were noted. Some improvement had been achieved compared to previous years
- Progress 8 maths results being in line with national averages
- a challenge being submitted to the Exam Board regarding 18 students having the same grade in English, which had impacted on LEA's overall result
- 'Basic Measures' re student achievement and attainment
- overall EBACC results improving year on year and 'Open Basket' measures (English, maths, geography, history & a modern foreign language) having achieved improvement in the Attainment 8 Open Category

- it was noted that no pupils had sat the ECDL qualification in 2017/18, unlike recent years
- reference to achievements by subject, demonstrating some strong results
- actions to be taken to result in a higher proportion of pupils achieving GCSE grade 4 in core subjects, increases in non-core subjects; EBACC subjects needing to be developed and the need to strengthen MFL (modern Foreign Languages) across the Trust.

The EP outlined a range of actions being taken to address these challenges, including increased staff CPD, the development of a Middle Leaders Competency Framework, greater sharing of practice between academies and specific literacy and numeracy strategies.

The EP responded to questions regarding:

- a summary highlighting the highest pass rates per subject (slide 9) only referring to the academy which had performed best in this subject, rather than all three
- the performance of sub-sections of cohorts, with particular reference to gender, ethnicity and Pupil Premium versus non Pupil Premium pupils
- the academies increasingly working in collaboration and sharing good practice and learnings
- the Trust's ongoing engagement with The Gorse Academies Trust.

(ii) **School Improvement Partner Reviews**

The EP reported that in addition to the reviews undertaken by the School Improvement Advisor, the North Yorkshire School Improvement Service had been commissioned to undertake two-day quality assurance reviews at each academy, involving observations, book reviews and other activities. Outcomes had been graded with reference to the Ofsted Framework. Gradings by academy and by category were reported to the Board – most being Grade 2, which equated to Ofsted 'good'.

The Board noted that it was hoped that Ofsted inspections would be carried out in the near future and noted that the Regional Schools Commissioner was supportive of early inspections taking place.

(iii) **Leeds City Council safeguarding reviews**

The EP reported that safeguarding standards had been assessed as good across all academies, with any actions arising from the reviews being captured in the Academy Development/Improvement Plans. LABs were being provided with copies of the reports for discussion.

(iv) **Building inspection reviews**

The EP referred to Gallagher Risk Management having undertaken building inspection reviews at each academy in June/July. Summarised outcomes were reported to the Board and would be considered by LABs. As with safeguarding, actions highlighted by the

reviews would be captured in each Academy's Development/Improvement Plan.

(v) **Attendance strategy (2% Club)**

The EP reported that attendance across the Trust was currently 94%, against a national average of c95%. He reported that the origin of the '2% Club' related to the objective of increasing attendance to a consistent 96%.

It was noted that attendance updates would be the subject of reports to LABs on an ongoing basis.

The various strategies/initiatives being employed to improve attendance levels at all academies were outlined to the Board. The positive impact on attendance of Romanian pupils of school premises being used by the Romanian Embassy to renew passports was welcomed by the Board.

The EP responded to questions regarding attendance levels per sub-section of students.

(vi) **IT development**

The EP referred to investment in the IT infrastructure as part of a 3-5 year strategy. It was noted that Leeds City College provided IT services to the Trust.

The EP responded to questions regarding the increasing demand for IT hardware in schools, which was reflected in the infrastructure strategy.

**ACTION** – Report to be provided to the Board in Spring 2019 regarding the investment in the academies' IT infrastructure.

(vii) **Trust structure**

The Board received and noted Trust structure charts and the highlighting of the four key areas of the Trust's central support functions (monitoring and improving standards, financial management, building and facilities management and the HR service) in addition to communications and marketing, the development of income generation channels and support in respect of the Trust's growth strategy, funded by a contribution of 5% of each academy's General Annual Grant (GAG). The EP referred to the roles of members of the Central Team and indicated that an intern had been appointed to the Operations Support Team.

The EP responded to questions regarding the potential to source interns from communities around the academies, details of the basis of the Apprenticeship Levy, the Trust's practice regarding tenders for the supply of catering and other services and suggested links with housing associations. With regard to third-party providers, the EP was asked to encourage these to employ former pupils where appropriate.

b **Academy Improvement Partner's Report /Work Programme for 2018/19**

It was noted that no reports from the Academy Improvement Partner (AIP) were available for review on this occasion.

It was also noted that the Chair, EP and Erica Hiorns would be meeting to determine Mark Feldman's work schedule for the remainder of his term in the role. Final reports should be available for the Board and LABs in January 2019.

**ACTIONS:**

- AIP's work plan for the coming period to be agreed shortly
- final reports to be available for consideration by the Board and LABs in January 2019
- plans to be put in place to appoint a new AIP.

**PERFORMANCE MANAGEMENT & SCRUTINY – FINANCE AND AUDIT**

18/19.08 a **Management Accounts Update**

As the Chair had advised prior to the meeting, the Board noted that a management accounts update wasn't available due to the Acting CFO's illness. It was noted that this would (as usual) be considered in detail at the forthcoming meeting of the Trust's Audit & Finance Committee, further to which there would be a full report to the next Board meeting.

**ACTION** – Management Accounts to be considered at next Audit & Finance Committee meeting.

b **Academies Financial Handbook**

The Board received and noted the Academies Financial Handbook 2018, which would be considered on the agenda of the Audit & Finance Committee meeting. The EP drew attention to key changes from the previous version, as set out on pages 6 & 7 of the Handbook.

It was noted that management accounts were required to be produced monthly in future, to be shared with the Chair of the Trust every month and other Board members six times a year.

**ACTION** – Compliance with this requirement to be actioned with effect from the production of the first management accounts of the new academic year.

c **WRAT Financial Regulations**

It was noted that the Trust's draft Financial Regulations would be considered at the forthcoming meeting of the Audit & Finance Committee, then circulated to the Board.

**ACTION** – Draft Financial Regulations to be considered at next Audit & Finance Committee meeting then submitted to the Board for approval.

d **Leeds West Risk Audit Report – July 2018**

The Leeds West Academy (LWA) Risk Audit Report produced by Gallagher was received and noted. The report would be considered at the forthcoming meeting of the Academy's LAB.

**ACTION** – Risk Audit Report to be considered by LWA LAB.

e **Scheduling of review of Risk Register**

It was noted that Academy Risk Registers would be considered at the forthcoming meetings of each LAB and at the Trust Audit & Finance Committee meeting.

**ACTION** – Risk Registers to be considered by each LAB and the Trust Audit & Finance Committee, which would highlight key matters to the Board.

**GOVERNANCE MATTERS**

18/19.09 a **Outcome of Governance Reviews**

The Board considered the reports of external governance reviews conducted by Terry Elliott NLG (Chair of The Gorse Academies Trust) and Mark Feldman, School Improvement Advisor. It was noted that the reports would be considered at the forthcoming LAB meeting.

It was agreed that matters highlighted in the reports would be considered at the Board Away Day in early 2019.

**ACTIONS AGREED:**

- Governance Reports to be considered at each LAB meeting
- Governance Reports to be further discussed at Board Away Day.

b **Register of Interests / disqualification**

The Clerk advised that she would communicate with each Director in the near future regarding updating the Trust's Register of Interests, highlighting changes to the requirements of charity trustees.

**ACTION** – Clerk to communicate with Directors regarding the matters outlined.

c **Keeping Children Safe in Education / Prevent Guidance**

The Board received and noted the revised 'Keeping Children Safe in Education' guidance (September 2018) for schools and colleges on safeguarding and safer recruitment. It was noted that Directors were required to confirm that they had read and understood the guidance.

Helpful information provided to the EP by a Director regarding the updated guidance was received and noted.

The Clerk referred to the Prevent Duty Guidance (July 2015) and indicated that an annual confirmation that this had been read and understood was also required.

**ACTION** – Clerk to seek confirmation of Directors' understanding of both sets of guidance by separate cover.

d **Director training and development**

Discussion took place regarding Director training and development. The Chair indicated that she had recently undertaken Safeguarding training and the Chair of Leeds City Academy LAB referred to his recent attendance at a Staff Safeguarding training session.

It was agreed that designated Safeguarding Link Governors on LABs should undertake safeguarding training if they had not already done so.

It was agreed that the Board would give consideration to engaging in relevant training and development and that confirmation would be provided of the sum budgeted for Director training.

**ACTION** – The following to be actioned:

- consideration of safeguarding training for Safeguarding Link Governors
- consideration of other training and development to be undertaken by the Board
- confirmation by the Acting CFO of the sum budgeted for Director training.

e **Allocation of Trust email accounts / update re iPads / development of portal**

The following was reported by the EP:

- all Directors and LAB members having been issued with Trust email accounts. It was agreed that passwords would be re-issued and that guidance would be provided to assist with accessing the accounts and also re-directing emails to their personal email address
- that arrangements would be made to issue Directors with Trust iPads (or equivalent) where required, to assist with the aim of progressing to largely paperless Board meetings. With regard to LAB members' electronic access to documentation at meetings, it was agreed that options would be considered
- reference to the development of a Trust portal, which should be completed by the end of the year. Directors and LAB members would be provided with ongoing access to the portal, in order to view meeting papers and various other data / documentation.

**ACTION** – The first two matters outlined would be actioned in the near future, with an update on the third matter to be provided at the next Board meeting.

## OTHER MATTERS

18/19.10 a **Proposals re recruitment of CFO**

The Board considered a paper produced by the EP regarding the recruitment of the Trust CFO, including a proposed job description and person specification.

It was noted that in addition to reporting to the Board, the appointee would report operationally to the EP and would have an ongoing relationship with Leeds City College's Director of Finance.

Discussion took place regarding the content of the paper, further to which a number of minor changes were highlighted to the EP. With regard to differing views regarding whether being a qualified accountant should be an essential requirement, it was agreed to proceed with this being a desirable requirement, rather than essential.

The Board approved the proposals subject to the changes requested.

**ACTION** – The position would be advertised on Friday 5 October, with the aim of interviews taking place in w/c 29 October and w/c 5 November.

b **LEA – Capital Expansion Project**

The EP reported that in response to demand the Local Authority wished to fund the expansion of Leeds East Academy (LEA). Discussion took place regarding the project, which would be the subject of discussion at the forthcoming LEA LAB meeting. It was agreed that the Chair of LEA LAB would be kept apprised of developments.

**ACTION** – Updates to be provided at future Board meetings regarding the progress of the proposed project.

c **Updated lists of Board, Audit & Finance and LAB members**

It was noted that an updated list of the composition of each body would be circulated by the Clerk in the near future.

**ACTION** – Details to be circulated to Directors by the Clerk.

d **Updated Annual Meeting Calendar / proposed Away Day date**

The Board received and noted the Board, Audit & Finance Committee and LAB meeting dates for 2018/19.

Reference was made to the Board Away Day, which would consider the governance reviews and Trust strategy. With regard to the date of it, it was agreed that the Chair and EP would liaise regarding Saturdays in January 2019, after which details of Directors' preference would be sought.

Two Directors indicated that they would not be available on 19 January.

**ACTION** – Directors' views to be sought regarding the date of the Away Day.

e **Any other business**

Access passes for Leeds City Academy were made available to the Directors in attendance, with the exception of Lydia Devenny and David Strachan, whose passes were outstanding. It was noted that passes would be required in order to give access to Leeds West Academy and Leeds East Academy and that the same pass would work at both.

**ACTION** – Outstanding access passes to be sourced and provided.

## MEETING ARRANGEMENTS

18/19.11      It was agreed that the next meeting would be held on Thursday 6 December 2018 at Leeds East Academy, commencing at 5.30pm.

The meeting closed at 7.45pm.