



**ABRIDGED MINUTES OF THE VIRTUAL EXTRAORDINARY MEETING OF THE WHITE ROSE
ACADEMIES TRUST BOARD OF DIRECTORS HELD ON THURSDAY 26 JANUARY 2023,
COMMENCING AT 9AM**

Minutes have been abridged to take account of confidential and commercial interests.

Present: Annie McMaster (**Chair**), Craig Williams, Caroline Gruen, John Leach, Stewart Harper, Simon Flowers, Liz Sandwith, Karen Burns, and Firas Al Fadhili

In attendance: Kate Archer – Clerk

PROCEDURAL MATTERS

22/23.34 PROCEDURAL MATTERS

a. Apologies for absence & welcome

Apologies had been received from Claire Daniel. The Clerk had not been able to contact Kelly Newby due to the meeting having been convened at short notice.

The Chair welcomed everyone to the meeting and thanked everyone for attending at short notice.

b. Declarations of interest

Simon Flowers declared that he is the CEO of Leeds Learning Alliance of which both Wellspring and the WRAT are members.

22/23.35 Minutes from the Board Meeting on 15 December

The minutes of the board meeting on 15 December were considered and agreed to be a true and accurate record.

RESOLVED: That the minutes of the board meeting on 15 December 2022 are an accurate record.

22/23.36 The Merger

The Chair had circulated an email prior to the meeting. The Chair highlighted that the decision for consideration is pivotal to what happens next and that there is a risk of intervention if the Board does not provide a shortlist to the DfE. It is important for the Board to consider the interests of our children and staff. She then asked Stewart Harper, as the chair of the working group to give an overview of the work of the group to date.

a. Decision on compliance with DfE for requested shortlist information

Stewart Harper provided an update in relation to the work of the working group:

- A summary paper was presented to the Board meeting on 15 December. The Board agreed the need to be able to evidence that a robust process had been followed, and the working group was set up to do this.
- The working group met on 21 December, and again on 3 January.
- On 9 January, there had been a joint meeting of Trustees and Company Members at which the timescales agreed on 15 December had been confirmed. It was also confirmed we would not provide the DfE with the shortlist.
- The Chair circulated an email on 11 January to say that the DfE were not willing to accept the timeline set out by the trust Board. There was another meeting of the working group on the same day and the group agreed that the deadline of 27 January could not be met. The Chair then wrote to the DfE.
- The working group met on 22 January to discuss again whether 27 January was feasible to provide a shortlist and the risks if this could not be met. The working group is of the view that the Trust Board should not provide a shortlist and that it should provide a detailed business case as is normal practice.

Whilst there are risks in not complying with the Department's request, the view of the working group is that the risk is low. The DfE does not currently have the right to intervene. The Board should ensure the decision is right for the trust's community and schools.

An additional two weeks will allow for further desk-based research, interviews and for development of a business case. The Chair expressed concern about making a decision without the full facts and advised against giving a preferred option at this point in time.

Two other members of the working group confirmed that they were in agreement with the summary set out by Stewart Harper.

During the course of the conversation concerns were raised about some confusion and different conversations taking place, without full Board knowledge e.g. the meeting with the DfE in January which some Trustees were unaware of. It was recognised that there had been a high volume of emails and, although this would not be expected when in a steady state, this is not surprising given the situation.

There was discussion around what should be provided to the DfE.

A Trustee proposed that, as the Board has a robust process and a working group, that the Board communicates the process it is applying in detail to the DfE for the February advisory board.

The Chair reported that, from their perspective, the DfE has been trying to resolve this since July 2022 and they are not reassured that the Trust Board is acting. The Board needs to be clear about the risk. The

relationship with the DfE is important. Providing detail as to the process would offer some reassurance which may not be sufficient but may be as far as we can go at this stage. The DfE has always assured the Trust that they want the four schools to stay together and for the incoming trust to share the same ethos and values.

Issues underlying this include a concern that the Board is not acting as a sovereign Board due to the influence of Luminare. It is unhelpful that the Trust is still not able to confirm what is happening in relation to the sponsor and whether the sponsorship will be withdrawn in January. That is causing the DfE some concern.

A Trustee commented that withdrawal of sponsorship would represent a change of control which is a lever the DfE could use to break up the Trust. Therefore, they consider the withdrawal to be a risk in itself.

The Chair expressed thanks for the work the group is doing.

The Chair summarised options in relation to the response to the DfE:

- To provide one name
- To provide a shortlist of two or three
- To refuse to comply with the DfE
- To provide a process and reassurance that the preferred choice will be communicated at the next advisory board

Trustees voted on the options.

RESOLVED: The Board was unanimous that it should provide a short paper to the DfE that outlines some reassurance and the process.

ACTION: Stewart Harper to prepare a paper on the process being followed and share with all Trustees for submission to the DfE.

b. Communications to staff

The Chair summarised that one of the things said in the initial communications letter to staff around the merger was that a further update would be provided in January.

The Chair of the Working Group commented that it would be reasonable to say what was going to go to the advisory board in February for the March meeting. When information has been presented to the DfE, the Board will communicate this to staff.

The Chair added there have been a number of questions raised by staff. The Interim CEO was looking at a "you asked, we said" approach. The Chair proposed that the communication is prepared in this manner and sent to the Board for approval prior to issue.

RESOLVED: That the Board agreed with the approach described and that communications should be sent to the Board for approval prior to issue.

The Chair reported that the position in relation to Luminata's withdrawal is not known. The Chair said the WRAT needed formal notification of withdrawal and she understood that this was now contingent on other actions.

The following points were made:

- the Luminata Board is protecting the WRAT in not letting the withdrawal go ahead until the merger is agreed;
- Colin Booth, LEG CEO, has previously said that he would notify the WRAT in writing and that the process would happen in January;
- the withdrawal is linked in with a complaint made to the ESFA by Luminata which is outside of the direct control of the WRAT.

The Clerk reported that she has a telephone call with Mel Halstead, Luminata Director of Governance, later in the day.

22/23.38 Other items

a. CONFIDENTIAL ITEM

This item is deemed confidential and is recorded separately.

b. The ESFA letter and the Board's request to see the full report

The Chair highlighted that Trustees at the time took forward key findings raised by the ESFA, as they resonated with what was already known. There is a lot of information in the background which the Chair said she would pull together to provide the current Board a better understanding of the timeline, to provide reassurance about what was done previously and to inform decisions going forward.

At the Board meeting on 15 December, the CFO agreed to seek legal advice on behalf of the Trust Board on the legal advice that had been provided by Colin Booth (requested as Company Member). An update on progress was requested.

ACTION: The Clerk to find out progress in obtaining legal advice on behalf of the Trust Board.

22/23.39 Any other urgent business

One item was deemed confidential and a record is held separately.

Date of next meeting

It was agreed that an extraordinary board meeting would be required before the next deadline.

ACTION: The Clerk to organise an extraordinary board meeting prior to 17 February.

The date of the next ordinary board meeting is 2 March at 5:30. Apologies for absence were noted for Caroline Gruen.

The Chair thanked Board members for attending.

The meeting concluded at 10:35am