



**ABRIDGED MINUTES OF THE MEETING OF THE WHITE ROSE ACADEMIES TRUST  
BOARD OF DIRECTORS HELD ON THURSDAY 3 NOVEMBER 2022, COMMENCING AT  
5.30PM**

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

**Present:** Annie McMaster (**Interim Chair**), David Strachan, Craig Williams (from minute 22/23.14), Caroline Gruen (from minute 22/23.15 b), Simon Flowers, Stewart Harper, John Leach and Liz Sandwith

**In attendance:** Kate Archer (Clerk), Sam Bradley (Interim CFO) and Sarah Carrie (Interim CEO)

**22/23.13 APOLOGIES & WELCOME**

**a. Apologies for absence & welcome**

The Chair welcomed everyone to the meeting and introductions were made. It was noted that Craig Williams and Caroline Gruen would be arriving late.

**b. Election of Vice-Chair**

John Leach was standing for election as Vice Chair.

**RESOLVED: John Leach was elected as Vice Chair for the 2022/23 academic year.**

**c. Trustee appointments**

It had been identified that the vote to co-opt Liz Sandwith at the board meeting on 15 October had been inquorate. Board members eligible to vote were asked to vote on the appointment of Liz Sandwith. All board members eligible voted to co-opt Liz Sandwith to the Trust Board.

**RESOLVED: That Liz Sandwith is appointed as a co-opted member of the Trust Board.**

**d. Declarations of Interest with regards any Agenda items**

There were no declarations of interest in relation to any agenda items.

Some amendments were noted in relation to the published register of interests.

**e. Annual declarations – progress update**

Trustees were reminded to confirm they have read and understood KCSiE guidance if they had not done so already.

*Craig Williams joined the meeting at this point. The Chair requested additional declarations; none were noted.*

**22/23.14 BOARD MINUTES AND MATTERS ARISING**

**a. Minutes of the Board meetings held on 7 July, 10 September and 27 September 2022.**

The Minutes of the previous meeting were considered.

**Resolved: That the Minutes of the meetings held on 7 July, 10 September and 27 September 2022 were agreed as an accurate record.**

**b. Matters Arising**

The summary of matters arising from previous meetings was received.

22/23.15

**STRATEGY & IMPLEMENTATION**

**a. IT Strategy**

The IT strategy update paper was received and considered.

The ICFO reported that, in relation to the ITSS agreement with Luminate Education Group (LEG), the related party transaction was rejected by the ESFA and so needed to terminate. An end date of 31 December was agreed with LEG. Since September, IT has been provided by a third-party managed services provider, Primary ICT, and this has been working well.

The ICFO proposed that the current arrangement is extended to 31 August. This had been discussed at the Audit, Risk and Finance Committee (ARF) and it was agreed that this should go to the board for decision.

Trustees were asked to vote on the proposal to extend the existing arrangement. The anticipated cost is £318k. Trustees voted unanimously in favour.

**RESOLVED: The Board approved the recommendation to appoint Primary ICT as the IT support service contractor for the trust until 31 August 2023.**

**b. Update following members' meeting**

The Interim Chair provided an update following a members' meeting on 27 October. The meeting was productive and long. Members spent time building trust and forming the basis for a good relationship.

A joint meeting between members and trustees is being considered. The meeting will have a specific objective and include how we work together and share information to support members to fulfil their role.

On 17 October, the LEG Board agreed to dissolve the sponsorship if the WRAT Board is sufficiently strong. The LEG CEO proposed two new trustees who were appointed by members and are undergoing checks. The LEG CEO and LEG Chair are confident that the dissolution will be formally agreed once new trustees are in place.

In relation to other recent trustee appointments, the LEG CEO agreed to ask one to resign due to a potential conflict and the new trustee has since resigned. The Interim Chair has emailed the ESFA who are comfortable with the approach.

In relation to a merger, members are keen that the Trust Board considers all suitable MATs. Members see it as something that should be driven by the Trust Board and not the ESFA.

*Caroline Gruen joined the meeting at this point.*

Members have requested sight of the full ESFA report. Members believe there may be content within the report that is inaccurate, and they would wish to highlight the inaccuracies.

An update to the ESFA on recommendations was sent on 1 November. All actions are now closed with the exception of two relating to monies due from Luminare.

The Board discussed whether a copy of the report should be requested and whether the report should be shared with members. Trustees agreed that a copy of the report should be requested and that the report should be shared with company members.

**ACTION:** The Interim Chair to request that the ESFA provide a copy of the full report and advise members that this has been requested.

#### **c. Away day update**

The Interim Chair thanked trustees for the day and follow-up. The Board now has a clear view about the 'must haves' and red lines in relation to a merger. A paper will be circulated summarising the outcome from the away day and trustee survey in the coming days.

A better and more full conversation is required, either by a sub-committee or a full board meeting within the next two weeks (due to the Chair's leave commitments and Christmas).

Trustees agreed that a full board meeting would be more appropriate.

**ACTION:** Clerk to arrange a virtual board meeting to discuss the merger.

A trustee asked what dissolution of the sponsorship means practically in terms of the day-to-day running of academies. The Interim Chair reported that the articles need to be amended and that there will be the need for communications.

The ICFO said that the organisations have been decoupled since receiving an email from Colin Booth in March. The ICEO reassured the Board that there is very little difference and no detriment for academies and students.

#### **d. Articles of Association**

The articles of association will need to change following the dissolution and this will be picked up as part of the dissolution.

#### **e. Scheme of Delegation**

The Draft Scheme of Delegation document was received and considered. The Interim Chair requested comments.

The document was discussed and some comments were made. The Interim Chair asked that comments are sent to the Clerk by the end of next week.

**ACTION:** Comments on the scheme of delegation to be sent to the Clerk by 11 November.

#### **f. Policies/Governance Documents**

Trustees made some general comments in relation to policy documents.

Six policies had been prioritised for board review and approval. The Board resolved to approve four policies subject to some minor amendments:

- Online safety policy
- Safeguarding policy
- Pay policy
- Positive behaviour policy

Comments were noted in relation to two policies which is was agreed would be reviewed:

- Staff code of conduct
- Whistleblowing policy

22/23.16

## EXECUTIVE, OPERATIONAL AND COMMUNICATION UPDATES

### a. Interim CEO's Report

The Board received and considered the Interim CEO's Report.

The ICEO highlighted the retention rates for early career teachers. Of 23, 20 have remained in the WRAT and 3 have continued teaching elsewhere. 100% have remained in teaching. The figures are positive.

Attendance is critical. When students attend, they perform well. There have been significant improvements, but the trust has to get it right. The trust is using data to support the school improvement framework. Network events have been established for attendance leads. The trust has secured support from North Shore Academy who have a similar percentage of pupil premium students. This is to support systems and processes to ensure these are robust. The DfE reference that it is about routine and habit and this has been broken due to the pandemic. In 2019, attendance for the trust was close to the national average but we are back at the start point. The trust has signed up for DfE attendance advisors.

In terms of attainment, there has been improvement, but progress has been impacted by higher grade boundaries. Where attendance is above 70%, progress is good.

In terms of pupil premium and disadvantaged, the trust is prioritising literacy to support students to become word rich.

SEND now features in academy planning and Principals' performance management targets. A SEND network leader event has been established. A wide evidence base is required through external review and support. Rachel Sharples, in the central team, is completing a SEND qualification. SEND policy has been reviewed and will be shared with trustees for approval.

**Comment:** The increase in fixed term suspensions is not something that they have seen in other settings.

**Response:** The trust has an increased number of students with emotional needs. There is a need to upskill the workforce to support students with SEMH needs. A lot of suspensions are from key stage 3 students who were affected from disruption caused by the pandemic. Looking at the three-year trend and removing COVID, suspensions have significantly reduced from 2018/19.

**Comment:** Suspensions had reduced significantly at previous data collection points, and it is disappointing to see that current figures show an increase.

**Response:** There is the need to explore who the students are, are they repeats and what is the re-integration and support on return. A reduction is expected.

**Comments:**

- People are struggling and schools are having to reflect on how they can adjust practice. There is a need to work hard.
- The trust should be getting through this now. From the community perspective, students who are not in school are causing damage. Joint work with the police is required.

**Response:** Working together to improve attendance is key. There is confidence in the systems and processes academies have in place. Attendance is well-resourced but is a real issue in the communities we serve.

**Comment:** There is a question around how we get young people to attend. For some, school may not be right for the individual at that stage. Comments relating to the alternative provision infrastructure are concerning as it indicates a lack of alternative means to learning.

**Question:** Does the Stephen Longfellow alternative provision academy work?

**Response:** The ICEO said she does not know enough about it. Things that need to be considered are the headline measure and whether the curriculum is right. The numbers sent to alternative provision has reduced. The trust is looking at what it can do to support children to be successful. The traditional progress 8 pathway is not for every child. How can we narrow the curriculum for those learners.

The Alder Tree Primary LAB Chair reported that Thrive Hive has been introduced at the academy. Four young people who have found accessing the curriculum difficult have been brought together to learn in a different and more supportive way for them and this has had a big impact on these children and minimised disruption for other children.

**ACTION:** Data on attendance and suspensions to be provided to the Board for discussion at another time.

**b. Academy Improvement Partner (AIP) Report**

The AIP report on outcomes was received and considered.

The ICEO explained that this had been a desktop review focusing on results.

**Questions:** There were some errors in data for LWA. Were errors corrected and did the report go to Principals before it was circulated?

**Response:** Errors have been corrected. The report had not been passed to Principals to check accuracy but this will be done in future.

**c. Safeguarding Report**

The safeguarding report was received and considered. Trustees appreciated the new format and noted that the report is helpful.

Annie McMaster is the safeguarding lead for the Board. It was noted that the Director of Safeguarding is getting all link governors together.

22/23.17

**TRUST BOARD & COMMITTEES GOVERNANCE RELATED MATTERS**

**a. Matters referred by LABs**

One matter referred by ATP LABs had been raised as part of other discussions (Thrive Hive).

The Chair of LCA LAB reported that the academy had been commended following a local authority safeguarding audit.

The Chair of LWA LAB reported that at an event she had attended as Councillor, four LWA students had participated as part of the BARCA Group (a charity that deals with challenging children). The students were inspirational.

#### **b. Governor applications for approval**

There were no governor applications for approval.

22/23.18

### **AUDIT, RISK & FINANCE MATTERS**

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

The Board received and noted the Audit, Risk and Finance Meeting Minutes from 11 October 2022.

The ARF Committee Chair highlighted:

- i. In relation to committee membership, the committee is in breach of the Academy Trust Handbook and feels exposed. Options were discussed.
- ii. In relation to the finance update, central costs are too high for a MAT of the current size.
- iii. A report was provided following an internal investigation into Nuffield Health referrals which the committee wanted to draw to the attention of the board.

#### **b. Financial Performance Report (reviewed by the ARF Committee)**

The Board received and considered the financial performance report.

The Board noted comments made by the Chair of the ARF committee about the deficit relating to Central.

**Questions:** What is the deficit for Central and what proportion of the deficit relates to things that should have been known?

**Response:** The ICFO reported that the reforecast position is a deficit of £344k. Of this, £60k relates to exceptional fees, £63k a reduction in income and £90k expected income that was not received.

**Question:** How was management allowed to recruit outside of budget?

The Interim Chair said that a review of central services and staffing is required as well as a clear process for recruiting.

**Comment:** Central services may not be over-staffed; the trust may be “under-academied”. The trust may need more resources at this particular time.

The ICFO confirmed that this had been the rationale. Colleagues are required to do the work to support growth, such as due diligence. However, the trust needs to be efficient to get ready for a merger.

**Question:** Do we need a restructure to get ready for the merger?

**Response:** The ICEO said that there have been some changes naturally and there are some deployments pending.

In response to a question about who is accountable, the ICFO said that this is the CEO.

**c. Academy Trust Handbook changes**

The Board received the paper summarising the changes to the Academy Trust Handbook for 2022/23.

**d. WRAT Financial Regulations and ARF committee ToR (recommended for approval by ARF Committee)**

The updated WRAT financial regulations and ARF committee ToR documents were received and considered.

A trustee said that they had some comments which could be picked up outside of the meeting.

**ACTION:** Liz Sandwith and the ICFO to discuss the draft WRAT financial regulations and ARF committee ToR documents.

**e. Trust Strategic Risk Register and Risk Heat Map**

The strategic risk register and risk heat map was received and considered.

It was noted that the trust does not have an agreed risk appetite.

**ACTION:** For risk appetite to be discussed and agreed at a future meeting.

**f. Revised Budget for 2022-23 and Draft 3-year Plan**

The revised budget for 2022-23 and draft 3-year plan was received and considered.

The ICFO requested board approval for:

- A review of central services;
- A focus on Alder Tree Primary to increase pupil numbers; and
- The reforecast model for the year.

The Board agreed to approve the above requests.

**RESOLVED: That the Board approved requests made by the ICFO including a review of central services, a focus on increasing pupil numbers at ATP and for the reforecast budget model for the year.**

22/23.19

**ANY OTHER BUSINESS**

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

The ICEO confirmed there was nothing to report.

**b. Any other business**

There was no further business discussed.

**c. Date and time of next meeting**

It was confirmed that the next meeting would be held on 15 December at 5.30pm.

22/23.20

**CONFIDENTIAL ITEM**

One item was deemed confidential and is recorded separately.