



**ABRIDGED MINUTES OF THE VIRTUAL EXTRAORDINARY MEETING OF THE WHITE ROSE
ACADEMIES TRUST BOARD OF DIRECTORS HELD ON TUESDAY 15 NOVEMBER 2022,
COMMENCING AT 6PM**

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

Present: Annie McMaster (**Interim Chair**), David Strachan (from 18:20, noted in minutes), Craig Williams, John Leach, Simon Flowers, Liz Sandwith, Kelly Newby and Stewart Harper (from 19:30, noted in minutes)

In attendance: Sarah Carrie – Interim CEO, Sam Bradley – Interim CFO and Kate Archer – Clerk

PROCEDURAL MATTERS

22/23.21 PROCEDURAL MATTERS

a. Apologies for absence & welcome

Apologies had been received from Caroline Gruen and Stewart Harper. David Strachan would be joining the meeting late.

The Interim Chair welcomed everyone to the meeting and introductions were made.

The Interim Chair explained that there would be a further meeting in the week commencing 21 November for new trustees and trustees absent to ensure all opinions are considered.

b. Declarations of interest

No declarations of interest were noted.

22/23.22 Minutes from the Board Away Day on 15 October

The minutes of the board away day on 15 October were considered and agreed to be a true and accurate record.

RESOLVED: That the minutes of the board away day on 15 October 2022 are an accurate record.

22/23.23 To discuss the merger: the process for identifying suitable MATs

a. Shortlisting process

At the away day, the board discussed criteria to be used to inform decisions around a merger to ensure this meets the needs of the trust's schools and children.

The Interim CEO talked through a presentation. The need for a merger has come about following the ESFA investigation and as a result the priorities of the White Paper.

The criteria showing the 'must haves', 'must not haves' and wider considerations had been considered against the list of 22 MATs. This desk-top review indicated that four MATs met the criteria and did not cross any of the red lines.

The ICEO reported that a number of MAT leaders had written a letter discrediting the work of WRAT to the University Technical College (UTC). These MATs had been included in the due diligence work, and this information taken account of in considering the organisations values.

A trustee asked whether these MATs would be identified. The Interim Chair felt that the detail was not required, at this stage.

David Strachan joined the meeting at this point.

The Interim Chair asked that the board has sight of all MATs included in the work to date. A spreadsheet was shared on screen which detailed the 22 MATs considered and reasons for rejecting or shortlisting based on the criteria. The ICEO talked through each MAT.

The Interim Chair expressed that sharing the spreadsheet was helpful and asked that the spreadsheet is circulated after the meeting.

Action: The ICEO to circulate the spreadsheet listing the 22 MATs that were considered in reaching the shortlist.

A trustee commented that the intention of the White Paper is to create strong MATs and reduce the number of MATs to 150. If the WRAT merges with a smaller trust, there will be a further step required. Therefore, it may be less disruptive to look for the largest MAT that the WRAT aligns with in terms of values and a MAT that has a full range of schools including special, primary, secondary and alternative provision. There is the opportunity for the WRAT to become a hub for Leeds. The Board discussed the criteria around the size of trust and whether this should be amended to include larger MATs. The board agreed that size of MAT is less important than values and an understanding of communities.

The Board agreed that the list of MATs should be re-visited and larger trusts included if they met the other criteria.

Action: The ICEO to review the list of MATs to ensure none have been discounted due to size and re-visit the shortlist in light of discussions.

The option of a merger with a larger trust was discussed and whether this would result in a transfer rather than a sharing of values.

It was agreed that conversations would be required with any potential MAT further down the line, and that this should include conversations with both the CEO and academies that have been taken on by the trust, to understand their experience.

The role of trustees was discussed. The board agreed that trustees are responsible for the trust's students and for considering the communities served. It is important to ensure academies are not de-stabilised which could lead to a loss of staff and there is a need to manage the process.

b. Discussion of shortlisted MATs

The ICEO talked through a presentation of the four shortlisted MATs.

Information was provided for each MAT including the number of school and students, the revenue reserve position, the demographic, trust values, Ofsted areas for improvement and the central team.

Stewart Harper joined the meeting at this point.

The Board discussed the case studies.

It was agreed that trustees need time to consider these options, and any others that may be identified as a result of re-visiting the criteria.

A trustee commented that objective criteria are required to score MATs against and that the trust may need to justify decision making.

22/23.24 Practical considerations and timeline

a. Timeline

The ICFO shared a paper with a summary of the proposed timeline for a transfer. The trust is currently at the point of identifying and shortlisting MATs. A shortlist of two or three MATs will enable the trust to drill down in more detail. The DfE advisory board in February is proposed as a date for agreeing the final partner. Following this, an extended due diligence exercise will be performed to fully understand the trust and systems to support the delivery phase.

The Interim Chair expressed that the information had been helpful.

A trustee reported that the DfE advisory board is the point at which the transfer becomes public. This could mean that communications are required in early January. The trust should clarify what is expected in terms of prior notice. The Interim Chair reported that the panel is towards the end of February and the DfE has advised that they do not require significant advance notice.

b. Communications

The Interim Chair highlighted that there are already rumours and a need to reassure Principals.

Communication was discussed. A trustee reported that communications should be prepared for early in the New Year and the purpose should be to assure that it is business as usual, and trust values are driving the merger.

A narrative for communication to Principals was proposed: *to meet requirements of the White Paper in terms of size, the board is preemptively looking for other trusts that share our values. This is driven by the values of the trust.*

Communication with Principals should be 'in confidence' at this stage.

It was agreed that the Interim CEO should communicate to Principals.

Action: The Interim CEO to communicate to Principals in line with comments above.

c. Ongoing work in relation to the transfer

The Interim Chair thanked ICEO and ICFO for all their work to date on gathering and analysing information and asked whether a small working group should be established to progress work on the transfer or whether the ICEO and ICFO should progress work and come back to the full board.

Stewart Harper and Kelly Newby volunteered to be part of a working group.

Action: To form a working group to progress analysis and primary due diligence work to inform a Board discussion and decision.

The Interim Chair noted that a further conversation would take place next week with new trustees and Caroline Gruen to ensure all trustee opinions are heard.

22/23.25

Any other business

No further business was discussed.

The Interim Chair thanked board members for attending.

The meeting concluded at 20:10