



**ABRIDGED MINUTES OF THE EXTRAORDINARY MEETING OF THE WHITE ROSE ACADEMIES TRUST BOARD OF DIRECTORS HELD ON WEDNESDAY 15 FEBRUARY 2023, COMMENCING AT 3PM**

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

**Present:** Annie McMaster (**Chair**), Caroline Gruen, Stewart Harper, Simon Flowers (joined 15:14pm), and Kelly Newby.

**Virtually Present:** Craig Williams, John Leach (joined 15:42pm) Karen Burns.

**In attendance:** Alice Ryan – Clerk

**PROCEDURAL MATTERS**

**22/23.40 PROCEDURAL MATTERS**

**a. Apologies for absence & welcome**

Apologies had been received from Claire Daniel, Liz Sandwith, and Firas Al Fadhili.

The Chair welcomed everyone to the meeting.

**b. Declarations of interest in any agenda items**

Simon Flowers declared that he is the CEO of Leeds Learning Alliance of which both Wellspring Academy Trust and White Rose Academies Trust (WRAT) are members.

A declaration was raised in relation to Stewart Harper previously serving as a Board Member at Wellspring Academy Trust (resigned June 2022).

The Board discussed whether Simon Flowers' declaration would represent a conflict of interest in relation to discussion of the merger due to Wellspring being an option. The Board was asked to vote on the matter.

**RESOLVED: That Simon Flowers' declaration in relation to Leeds Learning Alliance did not represent a conflict of interest and that he should have a vote on decisions in relation to the merger.**

**22/23.41 MINUTES OF PREVIOUS MEETINGS**

**a. Minutes from the Extraordinary Board Meeting on 26 January 2023**

The minutes of the board meeting on 26 January were considered and agreed to be a true and accurate record.

**RESOLVED: That the minutes of the board meeting on 26 January 2023 are an accurate record.**

**22/23.42 ITEM 1**

**a. The Merger**

*Simon Flowers arrived at the meeting at 15:14pm*

The Chair thanked Stewart Harper for leading and producing the work in relation to the merger so far and asked Stewart to provide any comments.

Stewart Harper provided an update in relation to the work including:

- The working group spent time considering all data which was compared and applied to the values of the trust.
- The paper sets out how the working group started from a list of 20 MATs, to a shortlist of five and finally down to 2 MATs.
- Meetings were held with the final 2 MATs as a panel of three which comprised of Claire Daniel, Simon Flowers, and Stewart Harper, who reported back to the working group.
- The working group believe there are two candidates that are plausible but only one which is right for the schools within the trust, which is Wellspring Academy Trust, for the reasons set out in the paper.

As a summary, the working group believed Wellspring were a better fit predominately because:

- its ability to match the WRATs values, particularly in relation to inclusion.
- they understood the challenge if presented with the schools
- they had a clearer understanding of the challenge, demographic and support they need to offer to the schools.
- they had a more realistic understanding of the City of Leeds and how to work with communities and officers in Leeds.

For the reasons listed, the working group unanimously recommended the WRAT Board to endorse an application to join the Wellspring Academy Trust.

A member of the working group explained it had been a rigorous and robust working group and feels confident that a significant amount of work sat behind the paper.

The working group expressed their concerns in relation to the short timescales presented by the DfE and suggests that a strong paper is put to the DfE's March advisory board.

The trustees outside of the working group raised a number of points and questions in relation to the report.

*John Leach joined the meeting virtually at 3.42pm.*

There was detailed discussion of questions raised and challenge. Following this, the Board voted on the merger decision recommended in the paper.

**RESOLVED: That Wellspring would be recommended as the Multi Academy Trust for White Rose Academies Trust to merge with.**

*Karen Burns left the meeting at 16:28pm.*

The Chair asked the working group if they have had any thoughts on the next steps in relation to the communication that needs to be provided to the DfE.

A detailed discussion took place in relation to this, and the working group confirmed that the deadline for the decision is today (15/02/2023) to inform the DfE by email, for inclusion in the February agenda for the March advisory board. The Board agreed to follow the process presented by the DfE and to provide a detailed proposal to send to the DfE's March advisory Board.

**ACTION:** The Chair to send an email later this evening (15/02/2023) to the DfE of the Board's decision to recommend Wellspring as the Multi Academy Trust for White Rose Academies Trust to merge with.

**ACTION:** The Board to submit a detailed proposal to the DfE for their March advisory Board meeting.

The Chair asked for comments from the trustees in relation to the communications plan at this stage to wider parties other than the DfE.

The Board discussed this in detail and it was agreed for the Vice Chair to pull together communications and timeline for Board approval following discussion with the Interim CEO of the WRAT in relation to communications to wider parties.

**ACTION:** The Vice Chair to discuss and plan a communication with the Interim CEO

#### **b. Update in relation to Luminate's withdrawal as sponsor**

The Chair confirmed that the Luminate Education Group Board had informed the Chair during the Members Meeting on 14 February 2023 that they are not withdrawing as a sponsor until there is an agreed MAT that the WRAT schools are merging with.

There were no further comments in relation to this.

#### **c. Background to ESFA key findings**

The Chair updated the Board in relation to the ESFA key findings and provided papers to support this. During a Members' meeting on 14 January, Members asked the Board to review and provide an update in relation to:

- Their update to ESFA on the governance review
- Asking ESFA to withdraw any threats in relation to the notice to improve.

The Chair asked the trustees to provide any feedback in relation to the papers provided.

The trustees discussed this in detail and several trustees agreed that they would like to seek the report from ESFA.

The Chair agreed to put together a review on the basis of the comments from the trustees before contacting ESFA.

**ACTION:** The Chair to provide a review document for Board approval in relation to the ESFA key findings.

**22/23.43 ANY OTHER BUSINESS**

**a. DfE Strategic Review**

The Chair informed the Board that there is a strategic review taking place with the DfE to review the WRAT schools' performance.

There were no further comments on this matter.

**b. CONFIDENTIAL ITEM**

This item is deemed confidential and is recorded separately.

The Chair thanked Board members for attending the meeting.

The meeting concluded at 17:03.