



**ABRIDGED MINUTES OF THE MEETING OF THE WHITE ROSE ACADEMIES TRUST
BOARD OF DIRECTORS HELD ON THURSDAY 15 DECEMBER 2022, COMMENCING
AT 5.30PM**

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

Present: David Strachan, Craig Williams, Caroline Gruen, Simon Flowers, Stewart Harper, John Leach (Vice Chair), Liz Sandwith, Firas Al Fadhili, Claire Daniel, Kelly Newby and Karen Burns (from Item 27 b, noted in minutes)

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

Apologies: Annie McMaster

22/23.26 PROCEDURAL MATTERS

a. Election of Chair

Stewart Harper and Annie McMaster had been nominated for Chair.

The Board voted to elect Annie McMaster as Chair for the remainder of the 2022/23 academic year.

RESOLVED: That Annie McMaster was elected as Chair for the remainder of the 2022/23 academic year.

b. Apologies for absence & welcome

The Vice Chair assumed the Chair, welcomed everyone to the meeting and introductions were made.

Karen Burns had phoned to say she was on her way but may arrive late.

c. Declarations of Interest with regards any Agenda items

Simon Flowers declared an interest as the CEO of Leeds Learning Alliance.

There were no other declarations of interest made.

22/23.27 BOARD MINUTES AND MATTERS ARISING

a. Minutes of the Board meeting held on 3 November and the extraordinary meeting on 15 November

The Minutes of the previous meetings were considered.

Some minor amendments were noted.

RESOLVED: That the Minutes of the Board meeting on 3 November and the extraordinary meeting on 15 November were agreed as an accurate record subject to amendments noted.

An update was provided in relation to the following:

- The withdrawal of LEG as sponsor

- The request for ESFA to provide the full report

Karen Burns joined the meeting at this point.

b. Matters Arising

The summary of matters arising from previous meetings was received and considered.

Some Trustees expressed concerns in relation to communications that had been issued to Governors in relation to the merger. It was agreed that future communications should be approved by the full Board.

In response to a question about staff communications, the ICEO reported that a different communication had been issued to staff. It was agreed for this to be shared with the Board.

It was noted that members of staff from Luminare had disclosed the information in relation to the merger to academy staff. The Board agreed that this should be raised with Luminare.

ACTIONS:

- **All future communications to be approved by the full Board.**
- **The ICEO to share communications sent to staff in relation to the merger with the Board.**
- **The Vice Chair to raise concerns with Luminare that the merger had been disclosed by Luminare colleagues to WRAT academy staff.**

The Board discussed when details of the merger will be in the public domain.

22/23.28

STRATEGY AND IMPLEMENTATION

a. Update following the extraordinary Board meeting, the meeting with the DfE and Members and the Members' meeting

The Vice Chair had circulated an email to trustees prior to the meeting.

The DfE has conceded that there is no 'notice to improve', therefore, trustees are responsible for decisions and members for overseeing the governance process.

The LEG CEO has taken legal advice from Stone King as a WRAT Member. The advice has been circulated with the board papers. The Vice Chair proposed that the Trust Board asks Browne Jacobson to review the advice or to undertake a similar exercise.

The reason for seeking advice was discussed and whether the Board would take further action to seek a copy of the full ESFA report. It was agreed that the Trust Board should seek independent advice.

ACTION: The ICFO to request Browne Jacobson review advice provided by Stone King to check its validity on behalf of the Trust Board.

b. WRAT Partnership Strategy Report

A number of trustees made a declaration of interest in relation to the partnership strategy report and, in particular, Wellspring:

- *Claire Daniel declared that her sister is employed by Wellspring*
- *Karen Burns knows the CEO of Wellspring*
- *Stewart Harper was previously a Director of Wellspring (resigned June 2022)*

- *Simon Flowers is the CEO of Leeds Learning Alliance of which Wellspring is a member (as is the WRAT)*

The Board agreed to note these declarations.

The Board received and considered the WRAT Partnership Strategy Report which included a number of recommendations in relation to the shortlist.

The Board discussed the recommendations and recommendations 1-4 were agreed.

RESOLVED: That recommendations 1-4 set out in the paper in relation to the merger were agreed. Remaining short-listed MATs should be given equal consideration.

The next step should be to establish a working group to progress due diligence. The Vice Chair proposed that this should be led by Stewart Harper with support from volunteers. The Chair of Trustees had expressed that she would like to be involved. Communications should be a standing item of focus for the group. The ICEO and ICFO are available to support work of the group.

ACTION: Stewart Harper to contact trustees and establish a group which should include the Chair of Trustees. The group does not have authority other than to recommend action to the full Board for approval.

Timescales were discussed and it was agreed that the deadline of the January advisory board was not feasible as there is a requirement for an undertaking from the incoming trust.

Although not essential, the internal timetable should be for a transfer for the June 2023 to enable a smooth start in September. The DfE advisory board in April would allow time to meet this timetable.

ACTION: The Vice Chair to communicate to the DfE that the Trust Board has a shortlist, is acting as a sovereign trust and will establish a working group. The aim is to transfer in good time for start of the next academic year.

Communication to academy LABs was discussed and agreed.

c. Policies Update

The Clerk provided an update in relation to policies.

There are approximately 12 policies remaining which require Board approval and will be circulated in the coming weeks. Policies are accompanied by a cover paper which provides the background, what has changed and why.

ACTION: Clerk to circulate further policies to trustees for approval by email.

22/23.29

EXECUTIVE, OPERATIONAL AND COMMUNICATION UPDATES

a. Interim CEO's Report

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

The ICEO highlighted attendance data. There is work to do in terms of the current position. The trust is looking at culture around PDBA and suspensions.

Question: In relation to attendance, what is the trust doing well in Year 7 that it is not doing in Y8?

The current Year 8 was similar in Year 7 to the current Year 7. The trust is starting to see an impact from strategy, including expectations and interventions.

The Children's Commissioner report highlights that students who have absence in the first week of term are more likely to be a persistent absentee later on. The trust is trying to identify those young people and break that cycle. The Academy Improvement Partner has commented on the robustness of processes.

Question: In relation to the rate of suspensions for 2022/23, the trust is close to exceeding the national rate from last year and is likely to exceed its own rate from last year. Is the behaviour policy the right policy?

Comment: The recent OFSTED visit suggests that policy is right. This may be in part a result of the pandemic.

The ICEO reported that there has been an increase in suspensions of 15%. There is a need to focus on this and review every case. Culturally, there is a teaching crisis and it is important that staff feel supported. The trust has a clear behaviour policy.

Comment: A trustee reported that they would advocate volunteering on a suspension panel. This is a valuable experience to support understanding of issues and to test the behaviour policy.

Comment: Attendance issues may in part be due to the fair access process in Leeds and it may be beneficial to look at this.

The Vice Chair reported that the WRAT is an inclusive trust and the Board has concern about the figures and the impact on the community. The Vice Chair asked that the ICEO prepare a short paper on what the action is to promote an inclusive approach.

The ICEO reported that the trust is doing more to keep young people in our schools and fewer at alternative provisions. There is the need to upskill staff.

ACTION: The ICEO prepare a short paper on action required in relation to attendance and suspensions to promote an inclusive approach.

b. Academy Improvement Partner (AIP) Report

The AIP report on HPL was received and considered.

22/23.30

TRUST BOARD & COMMITTEES GOVERNANCE RELATED MATTERS

a. Matters referred by LABs

The Chair of the LCA LAB reported that standard guidance for reporting back from LAB members' visits to academies had been prepared by Richard Chattoe and asked whether it would be helpful to share with other LABs.

ACTION: The ICEO to share guidance developed for LCA LAB for reporting back from LAB members' visits with other LABs.

b. Governor applications for approval

There were two governor applications for approval in relation to LEA LAB.

RESOLVED: That the Board approved the appointment of Joe Martin and the extension to the term of office for Orla Weaver, both LEA LAB.

c. ARF Committee Membership

Nominations for trustees to join the ARF committee had been requested.

Firas Al Fadhili has a financial background and had been nominated as Chair of the committee.

Three trustees are required, therefore, additional volunteers to join the committee were requested. Kelly Newby volunteered to join the committee.

RESOLVED: That the Board appointed Firas Al Fadhili and Kelly Newby to the ARF Committee. Firas Al Fadhili was appointed as Committee Chair following David Strachan's resignation.

The Chair of the ARF committee had met with Alison Kaye, the CFO at Moorlands Learning Trust, as a potential co-opted Committee Member. The next step would be for Alison Kaye to meet with the Chair of Trustees.

RESOLVED: That the Board approved Alison Kaye to be a co-opted member of the ARF Committee subject to a conversation with the Chair of Trustees.

d. Noting trustee resignation

It was noted that David Strachan had resigned as trustee with effect from the close of the meeting.

The Vice Chair thanked David for his contribution to the Trust Board.

22/23.31

AUDIT, RISK AND FINANCE MATTERS

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

The Board received and noted the Draft Audit, Risk and Finance Meeting Minutes from 29 November 2022.

b. Annual Internal Scrutiny Report (reviewed by the ARF Committee)

The Board received and considered the Annual Internal Scrutiny Report.

It was noted that the report had been drafted by Kate Archer in her role as Internal Audit Manager at Moorlands Learning Trust which was prior to her joining the WRAT.

c. Annual External Audit Findings

The Board received and considered the External Audit Findings Report.

The Board thanked the Interim CFO for the report which was positive.

d. Annual Report & Accounts (reviewed by the ARF committee)

The Board received and considered the Annual Report & Accounts.

It was noted that the report would be signed by Sarah Carrie as the Accounting Officer.

The Clerk confirmed that Sarah Carrie had been appointed as Accounting Officer by resolution of the Board on 10 September 2022. It was noted that the appointment had not been recorded on GIAS.

ACTION: The Clerk to record the appointment of Sarah Carrie as Accounting Officer on GIAS.

RESOLVED: The Board approved the annual report and accounts and for Sarah Carrie to sign the report as the Accounting Officer.

e. ARF Committee's Annual Report

The Board received and considered the ARF Committee's Annual Report.

A trustee asked about the arrangements for Internal Audit for September 2022 onwards. The Trust has appointed Clive Owen. An internal audit plan was presented to the ARF Committee which the Committee was satisfied with.

f. Financial Performance Report (reviewed by the ARF Committee)

The Board received and considered the Financial Performance Report.

The ICFO reported that figures are not re-forecast at this stage. The Trust remains in a precarious position at Year End with an overall deficit.

The Trust was successful in a CIF bid which offsets the £1million risk.

The Chair of the ARF Committee said that the key areas are central services and Alder Tree Primary. These are currently unsustainable which is unsatisfactory. This was discussed at the Committee meeting and is monitored as a standing item.

The ICEO reported that it has been agreed for a restructure for central services to be presented to the Chair in March 2023.

g. Performance Management & Remuneration of Teaching and Support Staff

The Board received and considered the report relating to performance management & remuneration of teaching and support staff.

RESOLVED: That the Board approved the recommendation relating to performance management & remuneration of teaching and support staff.

h. Pay awards for teachers and officers

The Board received and considered the report relating to pay awards.

The ICFO highlighted that the report recommends that, for teachers, pay remains aligned with the teacher pay award (which may be subject to strike action) and, for support staff, pay remains aligned to NJC.

RESOLVED: That the Board approved the recommendation in relation to the pay award for teachers and officers.

i. Financial Dispute Paper (reviewed by the ARF Committee)

The Board received and considered the financial dispute paper.

The ICFO highlighted that this is in relation to an ongoing issue between the Trust and Luminate in relation to two sums that are disputed which the paper makes a recommendation to settle.

The Chair of the ARF Committee said that this is a sensible commercial settlement subject to LEG agreeing.

RESOLVED: That the Board endorsed the recommendation made in the financial dispute paper and for the ICFO to approach LEG on a 'without prejudice' basis.

k. Contract Award Proposals

The Board received and considered the contract award proposals relating to the expansion projects at LCA and LWA.

RESOLVED:

- That the Board approved the proposed appointment for the expansion project at LCA.
- That the Board noted progress and approved the award as recommended in relation to the expansion project at LWA.

22/23.32

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

The Vice Chair reported that a doodle poll was in progress to identify a suitable date for a meeting between WRAT Members and Trustees in January.

c. CONFIDENTIAL ITEM

This item was deemed confidential and is recorded separately.

d. Date and time of next meeting

It was confirmed that the next meeting would be held on 2 March at 5.30pm.

Sam Bradley and Sarah Carrie left the meeting at this point.

22/23.33

CONFIDENTIAL ITEMS

Two items were deemed confidential and is recorded separately.