



**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON WEDNESDAY 17
MAY 2017 AT THE DIGITAL MEDIA CENTRE, BARNSELEY, COMMENCING AT 4.00PM**

Present: Gordon Beever
Colin Booth (from Minute 16/17.77 onwards)
Jenny Davis
Warwick Firmin
Ian Bennett Hague-Brown
Stewart Harper (in the Chair)
Yiannis Kouris
Dianne Murray
Mark Wilson, CEO

In attendance: Karen Froggatt, Clerk to the Board and Company Secretary
Josh Greaves, Chief Operating Officer
Kate Storr, Cluster Co-ordinator
Mark Wood, Chief Finance Officer

Due to the unavailability of the Chair and Vice-Chair, Stewart Harper chaired the meeting. On behalf of the Board he congratulated Ian Bennett Hague-Brown on his recent wedding.

16/17.74 Apologies

The Board noted that apologies for absence had been received from Hearl Lenton, Michael Sanderson, Mark Townley and Dave Whitaker.

16/17.75 Declarations of interest

No interests were declared other than those disclosed on an ongoing basis. Members of the Board reserved the right to declare interests at any time during the meeting.

16/17.76 Minutes of the previous meeting

The Minutes of the previous meeting were considered.

RESOLVED – That the Minutes of the meeting held on 15 March 2017 be signed as a correct record.

16/17.77 Matters Arising

a Actions Log

The Board received and noted an update regarding matters arising from previous Board meetings.

With regard to item 16.81, the Clerk advised that some expressions of interest had been received in relation to co-options to the Audit Committee and Finance

Committee. It was noted that a meeting had already been arranged between the Chair, CEO and a potential co-optee to the FRR Committee.

ACTION - Update to be provided at the next Board meeting.

With regard to minute 16/17.70 the Clerk advised that a skills and effectiveness audit would be circulated for completion by Directors.

ACTION – Skills and effectiveness audit to be initiated between Board meetings.

b Update re the arrangements for the Academy Safeguarding Audits

The CEO reported that he would be meeting Jenny Davis, who would be leading the Safeguarding Network, to discuss progress so far. Arrangements would then be made for communication with individual Academies regarding the completion of the audits.

It was noted that Safeguarding reporting was a matter which was currently being considered by the Standards Committee.

c Update re the creation of Teachwell infrastructure

The CEO reported that development work had been completed regarding the design of the website and App and that this was now at the testing stage.

The COO advised that discussions had been taking place regarding an appropriate contract of employment for teachers wishing to register with Teachwell. It was intended that 5-10 staff would be recruited initially and that this would be evaluated in advance of any further recruitment.

ACTION – That the Board be updated regarding Teachwell as developments take place.

d Other matters arising (if any)

There were no other matters arising on this occasion.

16/17.78 Audit Committee

a Minutes of the Audit Committee meeting held on 3 May 2017

Stewart Harper introduced the Minutes of the Audit Committee meeting held on 3 May 2017, further to which the Minutes were received and noted.

b Consideration of proposals re appointment of External and Internal Auditors

The CFO provided a verbal update on the selection process undertaken by the Audit Committee in respect of both the internal and external auditors.

The Board considered a recommendation that KPMG be appointed as the Trust's external auditors and that RSM be re-appointed as the Trust's internal auditors, each for a period of two years, with the option to extend the appointments for a further two years, depending upon a review of performance in the first two years.

Stewart Harper thanked the CFO for leading on the process on behalf of the Audit Committee and Board.

RESOLVED – The Board approved the appointment of KPMG as external auditors and RSM as the Trust’s internal auditors, each for a period of two years with the option to extend.

c Revised Risk Register

The revised Risk Register was received and noted by the Board. It was noted that it had been considered in detail by the Audit Committee, further to which the Board was satisfied that positive measures were in place to manage risk on an ongoing basis.

16/17.79 Governance Committee

a Minutes of Governance Committee meeting held on 21 March 2017

The Minutes of the Governance Committee meeting held on 21 March 2017 were received and noted.

The resignations of Chris Webb and Cheryl Hobson were noted. On behalf of the Board the Chair expressed his appreciation of their work and support.

It was noted that the composition of the Board and Board Committees would be discussed at the July Board meeting.

ACTION – composition of all Board and Committees to be considered at the July Board meeting.

The Board noted that Dave Whitaker had applied to be reappointed to the Board Member for a further four year term.

RESOLVED – That Dave Whitaker be appointed to serve on the Board for a further four year term.

16/17.80 FRR Committee

a Minutes of FRR Committee meeting held on 5 April 2017

The Minutes of the FRR Committee meeting held on 5 April 2017 were introduced by Gordon Beever, Chair of the Committee, further to which they were received and noted.

The Board noted the FRR Committee’s approval, on behalf of the Board, of a 1% pay award to non-teaching staff with effect from 1 April 2017 for all spinal column points that sit outside any locally agreed increases in the National Living Wage.

The CEO provided background information regarding the FRR Committee’s decision (within its delegated authority) to approve a loan to the Forest Academy from the Trust’s reserves.

16/17.81 CEO's Report

The Board received and noted the CEO's Report, which included reference to the following:

- the political context, including the impact of the General Election on the timing of conversion decisions (including in respect of Holy Family Catholic Academy) and on the Government's focus and priorities post-election
- the focus on embedding the Wellspring name within the teaching profession and the wider professional community
- the successful conversion of Greenacre School in Barnsley on 1 April and the creation of Springwell Lincoln City Academy on the same date
- that - further to a widespread consultation process - Holy Family Catholic Academy would be renamed Beacon Academy. The CEO advised that the biggest challenge at the school would be increasing pupil numbers. It was anticipated that there would be between 70 and 75 students in Year 7 in September 2017, which was in line with the financial model. He indicated that, in line with a national trend, a substantial number of children were being electively home educated in NE Lincolnshire and that discussions were taking place regarding facilities being made available at Beacon Academy to encourage their reintegration into mainstream education. Other options were also being explored
- Wellspring's ongoing focus, including reference to pursuing bid funding and contract opportunities within the Trust's key areas of work; networking in key geographical areas and with key stakeholder groups; actively engaging with special schools in the North and with maintained schools (particularly in Barnsley and Leeds); taking the traded services offer to the market; building capacity and strengthening resilience within the Trust's teams and systems; developing internal and external systems and methods and concentrating on doing a good job in partnership with the Trust's Academies
- ongoing engagement with schools, the DfE and Local Authorities, which it was noted was extensive and included a number of successful meetings across the region. The CEO reported that he would shortly be meeting the Regional Schools Commissioners for the two regions in which the Trust operates, in response to a request from them to discuss WAT's future capacity and other related matters
- a small number of additions to the Trust's Support Centre Team, in order to further build capacity and provide enhanced support to Academies. Reference was made to the appointment of Michelle Sault as Head of Extended Services, on secondment from Springwell. Michelle would be developing networks, links and strategic partnerships with NHS funders, research funders others, leading towards development projects, particularly around SEMH/early Mental Health
- a high level report on each of the Academies within the Trust, with specific reference to Leadership and Management
- Dave Whitaker's additional Executive Principal role at Springwell Lincolnshire. It was noted that there was strong leadership in place and that relationships with the Local Authority continued to strengthen
- that thorough two day quality assurance reviews had been undertaken by senior colleagues at further Academies. It was noted that these had been supportive and developmental processes and had featured a number of Trust personnel, providing professional development opportunities and also resulting in valuable feedback being given to the Academies

concerned. It was noted that a review had taken place at Greenacre, in order to support the Leadership Team in preparation for any Ofsted inspection, which could be imminent

- two successful recent events (one in Doncaster and one in Wakefield) aimed at people interested in future career opportunities within the Trust
- an event held in Barnsley in April, where representatives from eight schools/Academies/Trusts attended to hear about the Trust's 'Vision 2020'
- an update regarding the development of Free Schools, ie, the aim of launching Elements Primary Academy in Leeds in September 2018 (subject to the DfE's agreement) and an update on the Lincolnshire Free Schools programme, which was progressing as planned
- an update regarding the development of Springwell Leeds' three new sites, which were also progressing as planned
- an update regarding the development of technology to support the launch of 'Teachwell', to provide the Academies within the Trust (and external schools/academies) to access high quality supply staff without incurring excessive agency fees.

16/17.82 Other Reports

a Director of Primary Report

A report produced by the CEO in his capacity as Director of Primary was received and noted. The report referred to school improvement, curriculum quality and pupil standards at each Primary Academy. In addition, it referred to the anticipated Ofsted rating and current attendance levels, supplemented by additional information where appropriate.

The report was received and noted by the Board.

b Director of SEN & AP Report

The CEO gave a verbal update on Dave Whitaker.

Reference was made to the recent two day quality assurance visit to Phoenix Park and Sevenhills Academies, which had involved Sarah Wilson, Principal of Joseph Norton Academy and a SEN specialist from Talbot School in Sheffield. The Academy's self-evaluation rating had been endorsed.

16/17.83 Management Accounts – May 2017

The Board:

- considered the Management Accounts and a related report for May 2017
- noted that proposed budgets for the Trust centrally and for each Academy would be submitted to the Finance, Resources & Remuneration (FRR) Committee at its next meeting, for subsequent approval at the July Board meeting.

ACTION – Proposed budgets to be considered at the next Board meeting.

The CFO highlighted a national audit report which referred to the financial challenges faced by schools over the coming year. It was noted that an 8% reduction in funding (in real terms) needed to be achieved, amounting to £3bn

cuts by 2020. It was anticipated that c£1.7bn would need to be generated by cuts in staffing.

The Board considered the likely implications of there be a majority Conservative Government and the anticipated policy of converting all schools to Academies, with a new national funding formula being introduced. It was acknowledged that staffing costs would need to be identified, primarily through a reduction in the number of support staff. The Trust would actively support Academies in making decisions locally.

The CEO reported that the work currently being undertaken by Michelle Sault, Head of Extended Services, would assist Academies by identifying additional funding streams.

16/17.84 Board's views re revised format of reports and future requirements

The Board considered the current format of financial reports and agreed that no changes were required for the foreseeable future.

16/17.85 Planning of Board session relating to financial management & reporting

The Board agreed that a specific discussion / development session regarding financial management, planning and reporting would be included on the agenda of the next meeting, led by the CFO.

Further to previous discussions regarding staffing costs being the largest item of expenditure in schools, a Director indicated that the following information would be beneficial:

- an analysis of school staffing costs in each Academy (overall and by staff category) and in the Trust overall
- a calculation of the average cost per teacher for the Trust as a whole and by individual Academy
- the teacher to pupil ratio for the Trust as a whole and by individual Academy
- the support staff to pupil ratio across the Trust as a whole and by individual Academy.

The CEO indicated that some of the information requested was available to LGBs on the Data Dashboards but acknowledged that overall data would provide a useful context.

ACTION – The CFO to lead a finance session at the next Board meeting.

16/17.86 Proposed formation of a Community Interest Company (CIC)

The Board received and noted a paper from the COO proposing the establishment of a Wellspring Community Interest Company (CIC) to further business innovation and income generation opportunities for the Trust and individual Academies. It was proposed that the CIC would be an appropriate vehicle to oversee a range of projects, including in relation to those involving strategic partners such as the NHS.

The Board sought clarification on how the CIC would be staffed. The COO advised that initially there would be three Directors, ie, the CEO, COO and Head of Extended Services. In the event of a project being offered on a commission

basis, eg mental health outreach, additional staff would be employed on a fixed term basis. Opportunities for staff to be seconded from Academies would also be considered. It was acknowledged that additional external funding opportunities could be developed through the CIC and all running costs would be attributed to the CIC.

RESOLVED - The Board approved the proposal that the Trust establish a Community Interest Company (CIC) and agreed that further information regarding the proposed governance and reporting arrangements would be considered at the next meeting of the Governance Committee.

16/17.87 HR Policies requiring Board approval

The Board noted that a wide range of Trust policies were under review, including HR-related policies, which aimed to adopt best practice consistently across the Trust.

The CEO indicated that reference had been made to ACAS model policies and that the revised policies would enable speedier resolution to HR issues. The Board noted that Principals and Executive Principals had been consulted regarding the drafts, further to which consultation with Trade Unions would take place imminently.

It was noted that in the event of any changes being requested by the Trade Unions, Chair's action would be sought in order to make progress, further to which any material changes would be reported to the Board retrospectively.

The Board agreed to adopt the following, subject to any outcomes from the planned engagement with the relevant Trade Unions:

- Grievance Resolution Policy
- Disciplinary Procedure Policy
- Managing Change Policy
- Managing Sickness Absence Policy
- Probation Policy
- Performance Appraisal and Capability Policy - Support Staff
- Performance Management and Capability Policy - Teaching Staff
- Whistleblowing Policy.

A query was raised regarding the 5 days' notice of a lesson observation to be given to teaching staff. The CEO advised that following consultation with Academy Leaders it had been agreed that the programme of lesson observations in relation to performance management would be set in the individual Academy calendar and therefore teachers receive in excess of 5 days' notice. It was noted that follow up observations and 'drop-ins' would fall outside of this requirement.

ACTION – Consultation to take place with Trade Unions and Chair's action sought regarding any required changes.

A Director asked whether an Equality Impact Assessment review had been undertaken for each policy. In response it was noted that this had been planned retrospectively and would be undertaken prior to consultation with the Trade Unions.

ACTION – Equality Impact Assessments to be conducted regarding each draft policy, further to which an Equality Impact Assessment Process would be developed.

16/17.88 General Policies requiring Board approval

a Whistleblowing Policy

The Whistleblowing Policy was approved subject to Equality Impact Assessment.

16/17.89 LGB Chairs and Vice-Chairs Meeting held on 21 March 2017

The notes of the Local Governing Body Chairs and Vice-Chairs meeting held on 21 March 2017 were received and noted.

16/17.90 Proposed dates of meetings in 2017/18 academic year

The Board adopted the proposed calendar of Board, Board Committee and other meetings for the 2017/18 academic year, including two meetings of Chairs and Vice-Chairs and two Cluster Network Meetings involving all members of LGBs.

16/17.91 Update re meeting between Trust and Barnsley College re Apprenticeships

Yiannis Koursis declared a conflict of interest regarding this agenda item.

A verbal update was received from Dianne Murray regarding discussions between the Trust and Barnsley College in respect of the provision of apprenticeships across the Trust. The Board welcomed the ongoing discussions.

The CFO advised that Greenacre Academy had previously worked successfully with Barnsley College in this respect.

16/17.92 Referrals from LGBs (if any)

There were no referrals from LGBs on this occasion.

16/17.93 Any other relevant business

None on this occasion.

16/17.94 Confirmation of timing / arrangements for Board meeting scheduled for 12 July 2017

The Clerk advised that the agreed purpose of the next meeting would be to consider the routine Board business and to also to carry out a review of the Board's performance over the current year and plans for next year. She proposed that the next meeting would ideally start earlier and have a longer duration.

Private and Confidential

RESOLVED – The Board agreed that the Board meeting to be held on meeting on 12 July 2017 would commence at 3.30pm (rather than 4pm), with the aim of concluding by the later time of 7.00pm.

The meeting closed at 5.40pm