



**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
HELD ON WEDNESDAY 16 MARCH 2016 IN THE DIGITAL MEDIA CENTRE, BARNSELEY,
COMMENCING AT 4PM**

PRESENT: Gordon Beever
Colin Booth
Jenny Davis (excluding for Minutes 16.01-16.04 inclusive)
Stewart Harper
Cheryl Hobson
Hearl Lenton, Chair
Dianne Murray
Michael Sanderson (excluding for Minutes 16.20 onwards)
Mark Townley (excluding for Minutes 16.20 onwards)
Dave Whitaker (excluding for Minutes 16.01-16.04 inclusive)

IN ATTENDANCE: Karen Froggatt, Clerk to the Board & Company Secretary
Claire Jones, Interim CFO (excluding for Minutes 16.21-16.27 inclusive)

APOLOGIES FOR ABSENCE

16.01 Apologies were received from Chris Webb, Director and from Mark Wilson, CEO. It was noted that Mark was involved in an Ofsted Inspection at Lincolnshire Teaching and Learning Centre.

DECLARATIONS OF INTERESTS

16.02 The Chair invited members to declare any interests in the Agenda items. Standing declarations from Directors were noted and Directors reserved the right to declare interests at any stage during the meeting.

MINUTES OF THE PREVIOUS MEETING

16.03 The Minutes (Part I) of the meeting held on 17 December 2015 were agreed as a correct record and were signed by the Chair.

MATTERS ARISING

16.04 a) Matters arising - as reported by the Clerk

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

With regard to Minute 15.197 (E governance), it was noted that a presentation by the suppliers of 'Virtual Boardroom' was in the process of being arranged.

Action: It was agreed that the Clerk would advise Directors of the date and time of the presentation, in order that they could attend if they wished to do so.

b) Any other matters arising

No additional matters were raised by Directors.

APPOINTMENTS AND RESIGNATIONS

16.05 The appointment of Stewart Harper as a Director of the Trust was ratified by the Board, further to which the Chair formally welcomed Stewart to the Board.

STANDARDS COMMITTEE BUSINESS

16.06 Minutes of meeting

The draft Minutes of the Standards Committee meeting held on 3 February 2016 were received and noted.

Michael Sanderson, Chair of the Committee, referred to discussion regarding the desire for a 'dashboard of dashboards' to be produced for consideration by the Board, which it was agreed was a matter which would be revisited.

Action: Board to consider the matter at a future stage.

Reference to the omission of a word between 'format' and 'in' in the first paragraph of Minute 16.04 of the Minutes of the Standards Committee meeting was referred to.

Action: It was noted that the draft Minutes would be amended accordingly.

16.07 Terms of Reference

Proposed changes to the Standards Committee's Terms of Reference, as recommended by the Committee, were considered.

Resolution: The Board resolved to adopt the revised Terms of Reference with immediate effect.

GOVERNANCE AND SEARCH COMMITTEE BUSINESS

16.08 Minutes of meeting

The draft Minutes of the Governance and Search Committee meeting held on 15 February 2016 were received and noted.

16.09 Terms of Reference

Proposed changes to the Governance and Search Committee's Terms of Reference, as recommended by the Committee, were considered.

Resolution: The Board resolved to adopt the revised Terms of Reference with immediate effect.

16.10 LGB Constitution / Schemes of Delegation

a) **LGB Constitution & Standing Orders**

Proposed changes to the Local Governing Body (LGB) Constitution and Standing Orders, as recommended by the Governance and Search Committee, were considered.

It was noted that in most instances the proposed changes represented minor 'tidying up', though in others they aimed to provide greater clarification, eg, in respect of the size of LGBs.

Some specific proposed changes were highlighted by the Clerk, ie:

- that in order to be consistent with reference in the current Standing Orders to a LGB Chair or Vice-Chair being required to cease to hold that position if they become appointed by the Trust, it would be stated that LGB members who are employed by the Trust were ineligible to be appointed as Chair or Vice-Chair, though they could be appointed *'in exceptional circumstances'* for *'a maximum of one academic year without a break'*
- clarifying the procedure to be followed in the event of a LGB wishing to remove its Chair from office
- the introduction of a cap on the number of years (six) for which an LGB Chair could hold the office of Chair without a break of at least one academic year, *'other than in exceptional circumstances agreed by the Board'*
- that in the event of a member of a LGB member having served two consecutive terms, if they wish to serve a third term the Board's approval would need to be obtained in advance of the appointment.

It was noted that at a previous Governance and Search Committee meeting discussion had taken place regarding the appointment of LGB Chairs, ie, whether appointments should in future be made by the Board (based on recommendations from the LGB), or whether they should be made by LGBs, as at present. The Board agreed that the current practice of Chairs' appointments being made by LGBs should continue.

It was agreed that there should be a review of section 3.5.2 of the Constitution, further to the legality of the reference to LGB members ceasing to hold office if *'incapable by reason of mental disorder'* being questioned.

Action: Clerk to review section 3.5.2 to take account of the matter raised.

Regarding the introduction of caps on governors' continuous service on a LGB and on the number of years a governor could occupy the post as LGB Chair, it was agreed that it should be clarified that these would refer to service from the date of the adoption of the new practice, rather than taking service to date into account.

Action: Clerk to clarify accordingly.

Resolution: *Subject to the Clerk taking the actions referred to in the previous two paragraphs, the Board resolved to adopt the revised Local Governing Body Constitution and Standing Orders with immediate effect.*

b) Schemes of Delegation

With regard to the Schemes of Delegation, proposed changes to section 10.3 of Schemes 1 and 2, as recommended by the Governance and Search Committee were considered. At present, Section 10.3 of Scheme 1 indicated that *'The LGB has the authority to dismiss, in line with the Disciplinary and Performance Capability Policies'*. Section 10.3 of Scheme 2 indicated that *'The LGB has the*

authority to dismiss, in line with the Disciplinary and Performance Capability Policies. The advice of the CEO must be sought if a decision to dismiss is to be considered.

The Governance and Search Committee had agreed that whilst it was appropriate for a LGB to have the authority to dismiss, it wasn't appropriate for this to extend to dismissing Principals without the support of the CEO.

The Board agreed the following changes to section 10.3 of the Schemes of Delegation, as recommended by the Governance and Search Committee:

- a change to Section 10.3 of both Schemes of Delegation, to be revised to read as follows: *'The LGB has the authority to dismiss, in line with the Disciplinary and Performance Capability Policies. The advice of the CEO must be sought if a decision to dismiss is considered. If the dismissal relates to the Principal, the CEO must be in agreement with the proposal.'*
- the insertion of the following into both Schemes of Delegation: *'In the event of the CEO potentially dismissing a Principal it would be intended that the Chair and the full Local Governing Body would be party to and partners in the process.'*
- the insertion of the following into Scheme of Delegation 2: *'Were a situation to arise whereby the CEO did not feel that the Local Governing Body was acting in the best interests of the Trust in both their support and challenge to the Principal, the CEO would be able to insist on a course of action'*

Resolution: The Board resolved to adopt the revised Schemes of Delegation 1 and 2 with immediate effect.

16.11 Composition of Board Committees

The Board noted that at its last meeting the Governance and Search Committee had discussed the size and composition of Board Committees. The Committee had agreed the following:

- that the minimum size of each Committee (as per their Terms of Reference) should remain unaltered, though efforts should be made to increase their size, in order to have broader representation and to reduce the likelihood of meetings being inquorate
- an expectation that Board members would sit on at least one Board Committee
- to ask Board members to consider whether they wished to nominate themselves to join (or remain on) any Board Committees, with the aim of increasing each committee beyond its minimum size
- to propose that after the composition of each committee is reviewed, the Chair of the Board and Chairs of Committees would consider whether any co-optees should be sought order to complement the skills, knowledge and experience of existing members.

Further to the Clerk communicating with each Director regarding this matter, a summary of Directors' responses was received and noted. The Clerk confirmed that the Trust's

Articles prevented more than a third of Trust employees being members of a Board Committee, or of the Board itself.

Further to Jenny Davis' interest in joining the Standards Committee, it was noted that it wasn't possible for Jenny, Dave Whitaker and the CEO to serve on the Committee at the same time given the cap on Trust employees.

Action: It was agreed that the Clerk would consider a mechanism for Jenny to have input, particularly in respect of safeguarding.

It was agreed that Dave Whitaker would remain a member of the Finance, Resources and Remuneration Committee, as well as the Standards Committee.

Action: It was agreed that any Directors wishing to change the Committees they would be members of would notify the Clerk at the earliest opportunity, further to which the outcome would be reported at the next Board meeting and any further action (such as possible co-options) considered.

With regard to Committee Chairs, it was agreed that the current Committee Chairs would remain in post until the next annual appointment of Chairs unless they wished to stand down from the role.

16.12 Policy on attendance at meetings and access to information

The Committee considered a proposed policy regarding attendance at meetings and access to information. It was noted that this had been produced by the former Clerk to the Board, further to it being referred to at a previous meeting.

Resolution: The Board resolved to adopt the policy on attendance at meetings and access to information with immediate effect.

AUDIT COMMITTEE BUSINESS

16.13 Committee meeting

Mark Townley, Chair of the Audit Committee, provided a verbal report regarding the Audit Committee meeting which had been held directly prior to the Board meeting. It was noted that the Minutes of the meeting would be circulated to the Board for reference at the next Board meeting.

16.14 Review of Risk Register and format of financial information

Mark Townley referred to his recent meeting with the CEO and Interim CFO regarding the format and content of the Risk Register, which he had re-designed to reflect the format proposed by RSM. This had been further discussed at the Audit Committee meeting, as a result of which the next iteration produced by the Interim CFO would be in a revised format and would include further areas of potential risk, such as cash flow and safeguarding.

Action: Format and content of Risk Register to be revised by Interim CFO.

It was noted that an internal audit risk management exercise would be carried out in mid May.

16.15 Internal Audit Progress Report

The Board received and noted an Internal Audit Progress Report regarding Business Continuity Planning, which had been considered by the Audit Committee at its meeting earlier in the day.

16.16 Risk Register – update as at October 2015

The Board received and noted an updated Risk Register, which had been considered by the Audit Committee at its meeting earlier in the day. Discussion referred to in Minute 16.15 was noted.

16.17 Benchmarking Report

The Board received and noted a Benchmarking Report which had been provided by UHY Hacker Young, external auditors. It was noted that the report sought to benchmark a range of data for each academy (income, expenditure, pupil/teacher ratios etc) against 'averages'. The Report had been considered at the Audit Committee meeting earlier in the day.

The Board supported the Committee's view that such reports were of little value, as they lacked context and commentary and were not comparing 'like with like' in respect of some of the Trust's Academies. Dave Whitaker reported that collation of various data in respect of Special Schools / Alternative Provision was extremely difficult and that the Trust would increasingly be developing internal comparisons.

It was noted that the Audit Committee had asked the Interim CFO to feed its comments back to the auditors.

In reviewing the report, reference was made to the varying levels of income being received per pupil in different academies and the rationale for this was questioned. Detailed discussion ensued regarding the high cost incurred in providing for children in independent schools compared to in the Trust's Special and Alternative Provision Academies – much of which was not easily identifiable in Local Authorities' overall expenditure on education.

It was noted that the Trust would increasingly be seeking to influence the future practice in this area and that there was the possibility of an increase in the number of free schools providing Alternative Provision.

Action: It was agreed that the Board would give further consideration to this area at a future meeting.

EBOR GARDENS PRIMARY SCHOOL

16.18 The Board considered the CEO's recommendation regarding conversion of Ebor Gardens Primary School to academy status with Wellspring, as Ebor Gardens Primary Academy. A Due Diligence Report was received and noted.

It was noted that Scheme of Delegation 2 would apply.

With regard to governance, it was noted that the Victoria Primary Academy's Governing Body had agreed to a federated arrangement whereby they would oversee both Victoria and Ebor Gardens Academies, at least in the short term.

Resolution: The Board resolved to support the proposal that Ebor Gardens Primary School join Wellspring academy Trust.

MANAGEMENT ACCOUNTS – JANUARY 2016

- 16.19 The Board considered the management accounts for January 2016. It was noted that the format of these had been revised in response to changes requested at the December 2015 Board meeting. The revised format was welcomed by Directors.

The Interim CFO referred to key aspects of the accounts and responded to Directors' questions and comments.

The Interim CFO referred to work which was being undertaken in respect of streamlining the academies' financial processing and the Central Team aiming to undertake more routine work on behalf of the academies.

Further to a request it was agreed that it would be beneficial for future management accounts to distinguish between expenditure which had not been (or couldn't have been) budgeted for and expenditure which was planned.

Action: format to be revised by the Interim CFO.

A schedule showing grant income and expenditure was noted, including sums received from the Capital Improvement Fund. The Board noted that the income received would be offset by expenditure to be undertaken, though there could be a balance at the year-end in the event of any expenditure being outstanding at that stage.

CEO'S REPORT

- 16.20 A detailed report from the CEO was received and noted by the Board.

Three Year Plan

Reference was made to the key elements of the Trust's Three Year Plan, ie:

- to achieve scale
- to offer sector specialism
- to grow the Trust's presence in Barnsley
- to grow Clusters around the Trust's current commitments/interests
- to link the Clusters together geographically and achieve economies of scale.

Staffing

An update regarding staffing appointments was noted, ie:

- Karen Froggatt's appointment as Clerk to the Board/Company Secretary
- Josh Greaves' appointment as Business and Operations Director
- Debra Simpson's appointment as Consultant Principal in Leeds
- the following temporary appointments: Steve Tighe as Associate Principal in Leeds, Wayne Parkes as Executive Principal in Lincolnshire and Andy McBurnie as Vice Principal in Lincolnshire
- Shona Campbell and Paul Carney being appointed (from April and May respectively) to join the Leeds PRU/SEMH/Springwell satellite provisions as Associate Principals
- Victoria Hall being appointed (with effect from September) to join the growing SEMH/PRU team in the role of Associate Principal.

Other matters

The CEO's Report also referred to:

- the Academies' political landscape
- initiatives being pursued in order to achieve the Trust's Three Year Growth Plan
- financial matters relating to the Trust's expansion
- the conversion of Ebor Gardens Primary School on 1 April 2016 and reference to the school currently having a budget surplus
- details of the Trust's commissions in Leeds (SEMH/PRU) and Lincolnshire (PRU) to manage schools on the Local Authorities' behalf
- a tender being submitted to operate the Lincolnshire Behaviour Outreach Support Service (BOSS) – a five year programme aimed at reducing the rate of exclusions from schools, better equipping schools to manage challenging behaviours locally and developing an infrastructure to better manage interventions, support and challenge to schools in Lincolnshire
- the Academy Order for Elmete SEMH Special School in Leeds having been signed, with an anticipated Academy conversion date of 1 September
- Governors at Nortonthorpe Hall SEMH Special School in Kirklees and Littlecoates Primary in Grimsby having voted to join Wellspring; the Academy Orders being outstanding in both cases
- an update regarding Free Schools, noting the Government's commitment to achieving its target of building five hundred Free Schools during its current term. It was noted that applications had been submitted by Wellspring for six Wave 11 Free Schools.

Number of Academies

The Board noted that (pending Board approval in three instances), Wellspring Trust would operate ten academies and that other possible conversions which could result from dialogue taking place in a number of locations.

OTHER REPORTS

16.21 DIRECTOR OF PRIMARY UPDATE

The Board received and noted an update from the CEO regarding the Trust's Primary Academies.

16.22 DIRECTOR OF SEMH REPORT

Dave Whitaker provided a verbal report in his capacity as Director of SEMH provision, including reference to the following:

- Springwell having undergone a detailed review by Wellspring and the Barnsley Alliance, involving eight head teachers. The outcome had been very good, though some areas for improvement had been identified
- Northonthorpe Hall being a SEMH School and plans being underway in respect of the due diligence process
- his involvement in the plans regarding the Leeds SEMH provision.

16.23 LGBs – COMPOSITION, SUPPORT PROVIDED BY TRUST ETC

The Board received and noted a report from the Clerk which provided an update regarding the current composition of Local Governing Bodies (LGBs) and action to be taken in order to fill vacancies, the need for succession planning in the academies and the request that all Academies appoint Vice-Chairs. The report also referred to a review of clerking arrangements at the Academies, the plan to introduce a requirement that all governors undertake Wellspring-specific induction training, that all Chairs and Vice-Chairs undertake Chairs' training if they haven't already done so and the planned development of a suite of governor training and development opportunities.

Action: It was noted that these matters would be discussed at a meeting of LGB Chairs which was planned to take place in the near future.

REFERENCE TO ANY MATTERS REFERRED BY LGBs

16.24 It was noted that no matters had been raised by LGBs for the attention of the Board on this occasion.

BARNSELY MUSEUMS & HERITAGE TRUST

16.25 Discussion took place regarding the creation of the Barnsley Museums and Heritage Trust, which was chaired by Josie Teasdale. With regard to Wellspring (and Barnsley College) being approached to become supporters of the Trust. Discussion took place regarding the matter, which it was acknowledged was a benefit accessible to the Trust's Barnsley Academies, rather than those in other areas.

Action: Further to it being agreed that it would be preferable for there to be a support package geared to schools, facilitating an educational relationship with the Museums and Heritage Trust, Dave Whitaker offered to liaise with the Museums & Heritage Trust in this regard.

BOARD, COMMITTEE AND OTHER MEETINGS

16.26 The Board considered a schedule which outlined proposed dates of Board and Board Committee meetings for the remainder of the current school year and for the entire 2016/7 school year. It was noted that where possible it was proposed that Board committee meetings be held 'back to back', which would hopefully be more convenient for those Directors who were members of multiple committees.

It was also noted that it was proposed that some Board meetings be held in locations other than Barnsley in future, in order to provide opportunities for Board members to visit academies.

The Board agreed the schedule of proposed dates.

The Board also agreed the following additional meetings / interactions:

- an annual meeting of the Board, focusing on reviewing the Trust's (and Board's) performance and on forward-planning, incorporating an informal 'team building' element. It was agreed that this would be held on Thursday 14 July 2016, commencing at 2pm to accommodate routine Board business, strategic discussions and an informal element
- a meeting in late April or early May involving all LGB Chairs, primarily to discuss the matters referred to in Minute 16.23. The date would be arranged in consultation with the LGB Chairs

- meetings involving the Chair of the Board, Chairs of Board Committees and Chairs of LGBs at least once a year focusing on strategic issues, with the CEO in attendance and the possible attendance of some or all Principals. It was agreed that the first of these would be held on Monday 20 June, commencing at 6pm.
- annual meetings of all Governors within each 'cluster' within the Trust, to facilitate interaction between Governors. These would incorporate updates on strategic issues, cultural issues, discussion regarding specific LGB matters etc. It was envisaged that these would take place in September each year (dates to be agreed with LGBs)
- the creation of a network of LGB Chairs, communicating electronically on an ongoing basis
- the intention to start to provide reports to all LGB members after each Board meeting, referring to matters discussed by the Board and any additional news from the Trust, which it was hoped would significantly improve communication between the LGBs and the Trust. LGBs would be asked to refer to these on their meeting agendas.

Action: Dates and outstanding arrangements to be determined.

PART 2 OF THE MEETING HELD ON 17 DECEMBER 2015

16.27 The Minutes of Parts 2A and 2B of the meeting held on 17 December 2015 were agreed as a correct record.

16.28 There were no matters arising from the Minutes of the meeting.

NATIONAL LIVING WAGE / LIVING WAGE FOUNDATION'S LIVING WAGE

16.29 The Board considered a paper produced by the Interim CFO regarding the National Living Wage and the Living Wage Foundation's (LWF's) Living Wage.

Further to detailed discussion the Board agreed that individual Local Governing Bodies should be left to determine whether it was felt there was a need to pay the LWF rate, as opposed to the Living Wage, with any changes in approach being reported to the Board.

DATE AND TIME OF NEXT MEETING

16.30 The next meeting would be held on Wednesday 25 May 2016, commencing at 4pm, in the Digital Media Centre

The meeting concluded at 6.50pm.