



**ABRIDGED MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON  
WEDNESDAY 12 JULY 2017 AT THE DIGITAL MEDIA CENTRE, BARNSELY,  
COMMENCING AT 3.30PM**

**Present:** Ian Bennett Hague-Brown  
Jenny Davis (from Minute 16/17.101 onwards)  
Warwick Firmin  
Stewart Harper  
Hearl Lenton, Chair  
Michael Sanderson (to and including Minute 16/17.114)  
Mark Townley (to and including Minute 16/17.114)  
Dave Whitaker (from Minute 16/17.99 onwards)  
Mark Wilson, CEO

**In attendance:** Karen Froggatt, Clerk to the Board and Company Secretary  
Josh Greaves, Chief Operating Officer  
Mark Wood, Chief Finance Officer

**16/17.95 Apologies for absence**

The Board noted that apologies for absence had been received from Gordon Beever, Colin Booth, Yiannis Kouris and Dianne Murray.

The Chair congratulated Ian Bennett Hague-Brown on his appointment as a National Leader of Governance. The CEO indicated that the appointment had resulted in the Trust now having two National Leaders of Governance (NLGs) and three National Leaders of Education (NLEs)

**16/17.96 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.

**16/17.97 Minutes of the previous meeting**

The Minutes of the previous meeting were considered.

**RESOLVED** – That the Minutes of the meeting held on 17 May 2017 be signed as a correct record.

**16/17.98 Matters Arising**

**a Actions Log**

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

**b Minute 16/17.87 & 88 - Equality Impact Assessment Process**

The Board received and noted a paper relating to the process which had been developed in order to assess policies in respect of their equality impact.

It was further agreed that a checklist would be produced for future use when assessing draft policies. In addition, it was agreed that policies produced in the last six months should be reviewed in respect of any potential equality impacts.

**ACTION** – Checklist to be produced and policies adopted in the last six months to be reviewed to consider any impacts.

**c Other matters arising (if any)**

There were no other matters arising on this occasion.

**16/17.99 Governance Committee**

**a Highlights of meeting held on 12 July 2017**

The Chair provided a verbal report regarding key aspects of the Governance Committee meeting which had been held prior to the Board meeting, further to it having been deferred from 28 June 2017.

It was noted that the Minutes of the meeting would be circulated when available.

**ACTION** – Minutes of Governance Committee meeting held on 12 July 2017 to be circulated.

**16/17.100 Standards Committee**

**a Minutes of Standards Committee meeting held on 5 July 2017**

The Minutes of the Standards Committee meeting held on 5 July 2017 were received and noted. Michael Sanderson, Chair of the Committee, drew attention to highlights from the meeting.

**16/17.101 FRR Committee**

**a Minutes of FRR Committee meeting held on 5 July 2017**

The Minutes of the FRR Committee meeting held on 5 July 2017 were received and noted. On behalf of Gordon Beever, Chair of the Committee, the Clerk drew attention to highlights from the meeting.

**16/17.102 CEO's Report**

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

- planned meetings with Regional Schools Commissioners to inform his thinking regarding future strategic planning
- Wellspring's ongoing focus
- the Trust's internal structure continuing to evolve to meet the needs of the current business operation and also to prepare for the future
- the intention to develop an Assurance Framework to provide an enhanced Trust-wide map of effectiveness, compliance and

performance for the attention of the Board, Governing Bodies, the Trust itself and for Academy leadership teams, integrating all measurable aspects into one place

- the Support Centre's capacity having been challenged due to a leadership change at Ebor Gardens/ Victoria. The CEO recorded his appreciation to all members of the Support Centre team and Sam Bailey and her team at The Forest Academy, who had worked hard to ensure the effective operation of Ebor Gardens and Victoria Academies
- an update regarding Elements Primary Academy (free school) in Leeds, where the anticipated opening date continued to be September 2018
- the Lincolnshire Free Schools programme continuing to be on track, as planned
- a high level update regarding each Academy
- further to Brighter Futures MAT having expressed a desire to join Wellspring, the Governing Body of a Special School in Sheffield had passed a resolution to seek Academy status, identifying Wellspring as their Trust of choice
- the Trust's input to the Vision 2022 event staged by Leeds City College on 3 July.

### **16/17.103 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. It was noted that colour-coding had been used to highlight any changes (positive or negative) since the last report.

With regard to Victoria and Ebor Gardens Primary Academies, the CEO reported that improvements needed to be made to the physical environment at both schools, therefore an application for a loan from Trust Reserves would be submitted in this regard.

**ACTION** – Application for a loan from Reserves to be submitted for approval.

In response to a question regarding potential Ofsted inspections, the CEO gave an update regarding expected timings. With regard to Ebor Gardens and Victoria Academies, it was noted that they would be inspected individually.

#### **b Director of SEND & AP Report**

The Board received and noted a report relating to SEND and AP from Dave Whitaker, in his capacity as Director of SEND & AP. 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.

**16/17.104 Business Planning**

In preparation for the Board's planned discussions regarding the next Three Year Strategic Plan, the Board received and noted a copy of the 2016-2019 Plan.

The CEO indicated that any observations from the Board regarding the format or content of the next Business Plan would be welcomed. A Director proposed that a table listing all KPIs for the three year period be incorporated within the Plan, with an indication of process so far, from which the Board could consider the 'direction of travel' and the speed of the 'journey'.

**ACTION** – Proposed Three Year Plan to be considered at the next Board meeting.

**16/17.105 Management Accounts & Budget monitoring**

The Board considered the Management Accounts and Budget Monitoring Report for the Trust overall, the Support Centre and all Academies. It was noted that this had been considered in detail by the FRR Committee at its meeting on 5 July 2017.

The CFO highlighted key aspects of the report provided for the Board's consideration.

**16/17.106 Approval of proposed budgets**

The Board considered in detail the proposed Consolidated Trust budget, the Central Office budget and the high level budgets for each Academy. Three years' statistics were included, with years 2 and 3 being indicative. It was noted that the FRR Committee had proposed the adoption of these at its meeting on 5 July 2017.

The CFO responded to a number of questions from Directors and highlighted key aspects of the report provided for the Board's consideration, including reference to deficit budgets being approved by LGBs in some instances, though on condition that recovery plans be adopted to address the shortfalls.

A Director (the Chair of Ebor Gardens and Victoria LGB) referred to the deficit budgets considered by the LGB and indicated that the LGB wished to be consulted regarding any proposal to draw on the schools' reserves to fund the shortfalls.

In response to a question the CFO indicated that the DfE permitted individual schools having in-year deficits, though Trusts were not allowed to submit deficit budgets overall.

Within the CFO's report, the Board noted details of loans from reserves (approved and pending), capital investment required by Academies over the next ten years and future arrangements regarding Condition Improvement Funding (CIF), which would be allocated in future, rather than the Trust being eligible to apply for grants.

With regard to the projected shortfall in the Central Office budget for 2017/18, it was noted that this had been agreed previously by the Board, with an understanding of the associated risks and opportunities.

In response to a Director's question regarding whether the projected Central Office costs and capacity were sufficient to support the Trust's projected

growth, the CEO indicated that most of the senior positions were in place, therefore additional central personnel costs would be limited.

With regard to opportunities, the Board noted the positive financial impact of further schools joining the Trust, none of which had been factored into the budgets submitted to both the FRR Committee and the Board. It was noted that (as was customary in the Trust), the budgets assumed zero growth (both in terms of the number of schools and any commissions) and were consciously prudent in approach.

**RESOLVED** – The Board approved the Trust’s consolidated budget for 2017/18. With regard to years 2 and 3, it was agreed that the indicative budgets would be considered in detail next year.

In addition, it was agreed that the presentation of different scenarios would be beneficial in future, in order to provide further reassurance in respect of longer term sustainability.

**16/17.107 Investment in the business from Reserves**

The Board considered a paper proposed by the CEO, seeking a one-off investment from Trust Reserves in order to deepen organisational resilience and add required management capacity at senior level. It was noted that the investment would fund posts for a maximum of one year and that there was substantial revenue generation potential in each of the development .

In response to a question the CEO indicated that positions would be advertised internally as well as externally.

**RESOLVED** – The Board supported the proposed investments from Reserves, inclusive of on-costs.

**16/17.108 Proposed Investment Policy**

The Board considered a proposed Investment Policy, noting that this had been considered by the FRR Committee at its meeting on 5 July 2017, further to which its adoption had been recommended to the Board.

The CFO responded to questions regarding other MATs’ practices in respect of investing funds.

**RESOLVED** – The Board agreed to the adoption of the proposed Investment Policy with immediate effect.

**16/17.109 Risk Management**

The Board received and noted a revised version of the Trust’s Risk Register, which had been updated to reflected previous comments. It was noted that the Risk Register would be considered at the next meeting of the Audit Committee.

**ACTION** – Revised Risk Register to be considered at the next Audit Committee meeting.

**16/17.110 Conversion approval – Holy Family Catholic Academy**

**a Due Diligence financial implications**

The Board considered a paper which outlined projected baseline finances for the school for the next five years. The paper also referred to financial modelling which had been carried out and consideration having been given to mechanisms for improving the school's financial position, taking account of requirements in respect of premises maintenance and development.

The Board noted that the school's financial sustainability was reliant on the Trust securing additional funding. It was noted that it had been concluded that if the funding was secured in the manner proposed, the school would be in a strong, sustainable position by September 2020 if a minimum of 350 pupils were on roll.

In response to a question, the CEO indicated that there were currently no plans for other secondary schools to join the Trust and that Beacon Academy would be rather 'niche' compared to the majority of secondary schools. He reported that it was intended that the school would have a natural affinity with other schools in the locality and should therefore benefit from productive interaction with its peers.

**b Approval request**

The Board considered a detailed paper relating to Holy Family Catholic Academy and the extensive due diligence which had been conducted. The information reported included reference to the following: an overview of the school, planned removal of its faith designation, HR and risk matters, buildings/premises information, health and safety matters, finances, payroll and pensions, teaching and learning, safeguarding, governance, re-branding to Beacon Academy and community engagement.

**RESOLVED** – The Board agreed to Holy Family Catholic Academy joining the Trust as Beacon Academy with effect from 1 September 2017, operating under Scheme of Delegation 2, depending upon the funding package (as outlined in the previous Minute) being secured.

**16/17.111 Policy approvals**

The Board received an updated from the Clerk regarding the widespread review of the Trust's policies, further to which the Board agreed to delegate consideration of all draft policies to a small group of Directors and to delegate final approval of the policies to the Chair of the Board, with the aim of adopting the policies and uploading them to the SYPRO system by the start of the Autumn term.

It was noted that the Clerk would contact members of the Board to seek their involvement in the sub-group.

**RESOLVED** – The Board agreed to delegate responsibilities relating to the development and adoption of policies.

**ACTION** – The Clerk to contact Directors regarding their involvement in the sub-group which would consider proposed policies.

**16/17.112 Board and Committee compositions and proposed actions**

The Board considered information relating to its current composition and profile, which comprised 13 members and an agreed maximum of 18, including the CEO.

The Board also received and noted updated information regarding the membership of each of the Board Committees, noting that appointments from the Board to these would be considered at the next Board meeting.

It was noted that Jenny Davis' term of office on the Board would cease on 31 August 2017. On behalf of the Board the Chair expressed appreciation to Jenny for her service since joining the Board in 2013.

The Board noted that Stewart Harper planned to stand down from Victoria / Ebor Gardens LGB in coming months, as a result of which he would no longer be eligible to occupy one of the five Board places which had been allocated to LGB Chairs. Further to discussion regarding Stewart's position, it was agreed that he would remain on the Board in a different capacity and that this would take effect from 1 September 2017, in order that both Board vacancies for LGB Chairs could be declared at the same time.

The Board noted the diversity profile of the Board and Board Committees (particularly in respect of gender balance) and agreed that this needed to be further considered in the medium term.

**RESOLVED** – It was agreed that Stewart Harper's position on the Board as one of the five LGB Chairs would cease on 31 August, further to which he would be appointed as a Trust appointee to the Board with effect from 1 September 2017.

**ACTION** – Appointments from the Board to Board Committees to be considered at the next Board meeting.

**16/17.113 Appointment of new Trustees and Co-optees**

The Board considered detailed information relating to people who had been identified in response to various activity undertaken to recruit potential co-optees to the Audit and FRR Committees.

The Clerk reported that there had been no response to efforts to also recruit a Member of the Trust.

It was noted that Stephen Holloway and Elliott Turnbull would be joining the Springwell Lincolnshire and Ebor Gardens/Victoria LGBs respectively, both potentially being appointed as LGB Chairs at a future stage. A Director suggested that both be allocated mentors if appointed as LGB Chairs.

**ACTION** – Consideration to be given to providing mentors to support Stephen Holloway and Elliott Turnbull if they were appointed as LGB Chairs.

Biographical details were noted regarding Andrew Tomlinson, Richard Owen and Kevin Hanlon. The Board agreed the following:

- to appoint Andrew Tomlinson as a co-optee to the FRR Committee (noting that he had already been interviewed by the Chair and CEO, further to which his DBS check had been conducted and references received)
- to appoint Kevin Hanlon to the Audit Committee and/or Board, subject to interview and the completion of DBS checks and receipt of references
- to appoint Richard Owen to a Committee and/or Board, subject to interview and the completion of DBS checks and receipt of references.

**RESOLVED** – The Board agreed the actions outlined above in respect of appointments as co-opted members of Board Committees and/or appointments to the Board.

**ACTION** – Update on outcomes to be provided at the next Board meeting and consideration to be given by the Governance Committee regarding other potential co-options to Board Committees.

**16/17.114 Board skills and effectiveness survey / Board Development/ Governance action Plan**

Further to most Directors completing a Skills Audit (relating to skills, behaviours and competencies), with reference to the DfE's recently launched 'Competency Framework for Governance', the Board noted the combined feedback, which was colour-coded to assist in determining priorities for consideration.

The Board also received and noted the combined feedback from Directors' completion of the NGA's 'Twenty Questions for Multi-Academy Trusts', which aimed to assess Boards' effectiveness.

The Board received and noted a schedule providing key extracts from the 'Competency Framework for Governance', which would be an ongoing reference document within the Trust.

**ACTION** – The following next steps were agreed:

- that completion of the two self-assessments by new and existing Directors would be pursued by the Clerk
- that proposals would be put to the next meeting of the Board, highlighting key outcomes from the surveys and proposing actions which could be taken in response to these
- that actions agreed by the Board would be incorporated within an updated Governance Action Plan.

**16/17.115 Financial Awareness Session**

Further to discussion at the last Board meeting, the CFO provided a range of information relating to each Academy, ie, a profile overview and projected information for 2017/18 relating to the following:

- funding per pupil
- expenditure per pupil
- expenditure analysis (%)
- staffing expenditure per pupil

- staffing analysis (%)
- pupil/staff ratios
- Academy balances.

It was noted that this had been uploaded to The Trust Governor for further reference.

It was acknowledged that 'raw' data required explanation in some instances, including in respect of the differing funding arrangements at Special and Alternative Academies compared to mainstream schools.

The Board expressed appreciation to the CFO for producing the data and for its format. The value of developing future reports in similar formats in respect of benchmarking was welcomed by the Board, in addition to which it was agreed that further benchmarking information would be valuable to LGBs, providing greater context in respect of the performance of individual schools.

**ACTION** – Further consideration to be given to providing comparative information regarding key financial measures, supplementing the plan to increase the focus on providing benchmarks in respect of other areas of performance.

**16/17.116 Referrals from LGBs (if any)**

There were no referrals from LGBs on this occasion.

**16/17.117 Any other relevant business**

None on this occasion.

**16/17.118 Meeting arrangements**

It was confirmed that the next Board meeting would be held on Wednesday 18 October 2017, commencing at 4.00pm.

The meeting closed at 6.45pm