



**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON MONDAY
5 FEBRUARY 2018 AT THE DIGITAL MEDIA CENTRE, BARNSELY, COMMENCING
AT 5.00PM**

Present: Gordon Beever
Molly Beever
Warwick Firmin
Ian Bennett Hague-Brown (by telephone)
Stewart Harper
George Krawiec
Hearl Lenton, Chair
Richard Owen (by telephone)
Mark Townley
Mark Wilson, CEO

In attendance: Karen Froggatt, Clerk to the Board and Company Secretary
Josh Greaves, Chief Operating Officer
Jonny Wathen, Chief Information Officer
Mark Wood, Chief Financial Officer

The Chair thanked Directors for their participation in the additional meeting, which had been convened due to the need for the Board to consider three items of business prior to the date of the next scheduled Board meeting.

17/18.58 Apologies for absence

The Board noted that apologies for absence had been received from the following Directors: Colin Booth, Yiannis Koursis, Dianne Murray and Michael Sanderson.

17/18.59 Declarations of interest in any matters

In addition to than the interests declared by Directors on an ongoing basis, reference was made to those Directors who also hold office as Chairs of Local Governing Bodies.

17/18.60 Proposal for the Trust to enter into procurement contracts

Further to reports to previous meetings of the Board and the FRR Committee, consideration was given to a proposal for the Trust to enter into procurement contracts on behalf of multiple Academies.

It was noted that Board approval was required in respect of the contracts, in line with the Trust's Financial Regulations.

The proposal was for cleaning services to be provided by Enviroserve and catering services by Sodexo. It was noted that participation was optional for all Academies.

With regard to the provision of grounds maintenance work, it was reported that options for joint procurement would be pursued at a future stage.

The proposed terms of each contract were noted. It was noted that the proposed contracted costs of each were significantly lower than the present cost. Details of the like for like saving over three years were reported to the Board.

It was noted that the Trust had engaged the services of LITMUS, a professional consultancy, regarding the procurement process.

The COO responded in detail to questions regarding the following:

- the short-listing of contractors and selection process
- contingency plans in the event of the contractors ceasing to trade
- the responsibility for the provision of the equipment used by contractors
- existing staff being subject to TUPE arrangements
- the extent of the financial risk involved
- the nature of the consultation which had taken place with Academies
- the arrangements for the Trust monitoring the quality of service provided by the contractors and addressing any under-performance
- Any additional schools joining the Trust having the option of participating in the contracts.

Resolved – The Board voted unanimously to approve the Trust entering into contracts with Sodexo and Enviroserve on the terms outlined in the paper presented to the Board.

17/18.61

Proposal for the Trust to proceed in implementing revised operating model

Further to reports to previous meetings of the Board and the FRR Committee, consideration was given to a proposal for the Trust to proceed in implementing a revised operating model relating to finance (all aspects), estates management and related back-office functions. The Board noted the case for change, financial considerations and other implications, as outlined in a paper presented by the CFO.

With regard to the case for change, it was noted that the prime motivation was to obtain greater assurance for the Trust and Academies. In addition, the proposals would generally result in greater expertise of those undertaking the roles, as well as efficiencies. It was noted that the financial efficiencies were outlined in the Board paper, relating to a five year period and taking account of estimated redundancy costs.

It was noted that the Board's support was being sought for the proposals outlined in the paper, further to which detailed discussion would take place regarding Academy-specific arrangements. Subsequently, formal consultation with trades unions and employees would formally commence on 26 February and close on 17 April, with the aim of the new model taking effect from 23 July 2018.

The CFO responded in detail to questions regarding the following:

- the basis of the financial projections outlined in the paper
- the proposed new model needing to take account of the need for Academies to retain general administrative resource
- the dialogue which had already taken place with all Academy leaders and their discussion with LGB Chairs
- the proposal that, if supported, the plans be shared by the LGB Chairs with other Governors on a confidential basis, (with the exception of Staff and Parent Governors), until 26 February
- redundancy terms (which it was noted would depend on local arrangements)
- the arrangements to be put in place to ensure that Academies were assured of financial services support during the course of the restructuring
- those providing the services not necessarily being located at DMC and the commitment to providing high quality services across the Trust's operating region
- the proposal that school-based estates staff would in future report into the Trust's Head of Estates
- proposals to share certain services across Academies in some instances, eg, Greenacre and Springwell Learning Community sharing the services of a HR Officer.

Favourable comments were made by some Directors regarding the greater consistency of the new model, the improved assurance and the financial efficiencies which would release funds for other purposes, particularly given increased financial challenges across the sector.

A Director expressed substantial concern regarding the proposals for a number of reasons, ie, questions regarding the depth of dialogue with Academies and LGB Chairs, the lack of consultation with other LGB members to date, the view that other options did not appear to have been considered, the important and varied role played by Business Managers in some Academies and the possibility of the revised operating model being a deterrent to other schools / trusts who may be considering joining Wellspring.

The CEO acknowledged the Director's comments and emphasised that autonomy continued to be a key tenet of the Trust's operations. However, he believed that the case for change was compelling and was confident that detailed dialogue had taken place with the Leadership Team, with further details to be finalised subject to the Board approving the proposal.

Resolved – The Board voted to support the re-organisation proposals outlined in the Board paper, with 9 votes for and 1 against.

17/18.62 Brighter Futures Multi-Academy Trust:

a Consideration of Due Diligence Report

The Board considered a Due Diligence Report relating to the Brighter Futures Academy Trust. The CEO referred to key aspects of the report and gave an insight into the Brighter Futures Trust and the three primary schools within it.

The CEO responded to questions regarding financial matters, the deployment of Brighter Futures Trust's central team and the capacity to generate cost savings in order to improve the schools' in-year financial positions.

The CEO referred to there being the potential to grow Wellspring's presence in Calderdale in the future.

The Board noted the information provided.

b Approval of Brighter Futures MAT joining Wellspring Academy Trust

Resolved - The Board voted unanimously in favour of Brighter Futures Trust joining Wellspring on 1 April 2018 and noted that the three schools within the Trust would operate in accordance with Scheme of Delegation 2.

17/18.63 Date of next meeting

It was confirmed that the next Board meeting would be held on Wednesday 14 March 2018, commencing at 4.00pm.

The meeting closed at 6.40pm.