



**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS  
HELD ON THURSDAY 14 JULY 2016 IN THE DIGITAL MEDIA CENTRE, BARNLSLEY,  
COMMENCING AT 2PM**

**PRESENT:** Stewart Harper  
Cheryl Hobson (for Minute 16.64 and Minutes 16.73 onwards)  
Hearl Lenton, Chair  
Dianne Murray  
Michael Sanderson  
Mark Townley  
Mark Wilson, CEO

**IN ATTENDANCE:** Karen Froggatt, Clerk to the Board & Company Secretary  
Phil Wilkinson, Management Accountant (for Minutes 16.55 - 16.73 inclusive)

**APOLOGIES FOR ABSENCE**

16.55 Apologies were received from Gordon Beever (holiday) and Colin Booth, Jenny Davis, Yiannis Kouris, Chris Webb and Dave Whitaker (work commitments)

**DECLARATIONS OF INTERESTS**

16.56 The Chair invited members to declare any interests in the agenda items. Standing declarations from Directors were noted, further to which they reserved the right to declare interests should any arise during the meeting.

**MINUTES OF THE PREVIOUS MEETING**

16.57 The Minutes of the meeting held on 25 May 2016 were agreed as a correct record and were signed by the Chair.

**MATTERS ARISING**

16.58 a) Matters arising - as reported by the Clerk

The Board received an update regarding matters arising from previous Board meetings. The following were noted:

- that Dave Whitaker's update re the request from Barnsley Museums and Heritage Trust would be deferred to the next meeting (re Minute 15.223)
- Stewart Harper's report that he and the Interim CFO had taken action to address the inconsistencies in respect of Living Wage payments at Victoria and Ebor Primary Academies (re Minute 16.34a)
- that Yiannis Kouris had joined the Finance, Resources & Remuneration (FRR) Committee (re Minute 16.48).

b) Any other matters arising

No other matters arising were raised by Directors on this occasion.

## **APPOINTMENTS AND RESIGNATIONS**

16.59 The Board noted that a number of appointments had been to the Central Support Team since the last meeting, including two Cluster Co-ordinators - Sam (Samantha) Corbett and Kate Storr and two Project Officers - Geoff Howsam and Adam McDermott.

## **AUDIT COMMITTEE BUSINESS**

### 16.60 Minutes of meeting held on 20 June 2016

The Minutes of the Audit Committee meeting held on Monday 20 June 2016 were received and noted. The omission of the word 'practice' after 'good' in the third line of Minute 16.20 d was highlighted.

Mark Townley, Committee Chair, highlighted key matters which had been discussed at the meeting, ie:

- the proposed Internal Audit Plan and the Risk Register (*to be referred to later on the agenda*)
- the proposed creation of a Risk Management Policy
- the proposal that the reviewing of cash flow forecasts and reserves should be incorporated into the FRR Committee's future meetings
- discussion regarding the raising of purchase orders, which was one of the matters which had been raised by the Internal Auditors.

### 16.61 Proposed Internal Audit Plan

The proposed Internal Audit Plan for 2016/2017 which had been significantly amended to reflect the views of the Audit Committee was considered.

The Board supported the increased focus on incoming academies, to ensure that Wellspring's processes and procedures (re financial matters and more broadly) were being adopted.

With regard to the number of days allocated to auditing due diligence, it was agreed that the Interim CFO would liaise with RSM to question whether this was excessive.

**Resolution:** The Board agreed to adopt the proposed Internal Audit Plan.

### 16.62 Updated Risk Register

The Board received and noted an updated Risk Register, which had been refined in recent months and was still evolving. Mark Townley indicated that any ongoing comments from Board members regarding the Register would be welcomed by the Audit Committee.

### 16.63 Appointment of Auditors

With regard to the appointment of auditors being referred to by the Audit Committee, the Clerk reported that she had had discussions with the CFO regarding the matter. It was noted that UHY Hacker Young, External Auditors, had been appointed in August 2015 for a two year period, therefore it was proposed that a tender process be considered prior to August 2017.

The Board agreed this and also agreed the CFO's proposal that regardless of the formal bi-annual appointment, the Board would schedule discussion each May/June regarding the re-appointment the External Auditors.

With regard to the Internal Auditors, It was noted that RSM had been appointed in June 2014 for a three year period, therefore it was proposed that their contract (and potentially a tender process) be considered prior to June 2017.

The Board agreed this and also agreed the CFO's proposal that regardless of the formal tri-annual appointment, the Board would schedule discussion each Spring regarding the re-appointment of the Internal Auditors.

## **FINANCE, RESOURCES & REMUNERATION (FRR) COMMITTEE BUSINESS**

### **16.64 Minutes of meeting held on 6 July 2016**

The Minutes of the FRR Committee meeting held on Wednesday 6 July 2016 were received and noted.

Cheryl Hobson, on behalf of the Chair of the Committee, highlighted key matters which had been discussed at the meeting, ie:

- the Committee's request for the Board to develop a three or five year Business Plan, against which future financial plans could be set in context
- the proposal that the Trust should adopt a reserves policy, after seeking advice from the Internal Auditors
- the Committee's discussion regarding the format of financial information, including the requirement that future budget proposals should include comparable statistics regarding the previous year's budget and the current year's forecasts.

The Board supported the Committee's view regarding each matter, further to which it was agreed that the matters raised would be communicated to the CFO by the Management Accountant.

## **STANDARDS COMMITTEE BUSINESS**

16.65 It was noted that the Standards Committee meeting had been deferred to 20 July 2016, in order that the Committee would be able to consider the latest SATs results.

## **MANAGEMENT ACCOUNTS**

16.66 The Management Accounts for June 2016 were considered by the Board.

A summary showing the forecast surplus / deficit of each Academy and the Central Office, as well as the Trust overall in comparison to the EFA budget was considered. The level of reserves at the commencement of the current academic year and at the end of the academic year were also shown.

A projected Trust-wide under-spend at the end of the academic year was noted. Discussion took place regarding the Central Office accounts, which were forecast to have an overspend by the end of the academic year. Factors impacting on this were noted by the Board, including costs relating to capacity-building, much of which had been met from grant income.

Discussion also took place regarding factors impacting on the forecast under-spend or over-spend at each Academy. Expenditure relating to the establishment of a Mental Health Team at Springwell Alternative Academy was noted.

Discussion took place regarding the format of the Budget Monitoring Reports. Further to comments raised by Directors the following was agreed:

- that inconsistencies in respect of the order and headings of the columns on the Trust-wide summary compared to the individual reports should be addressed, in order that the summary is consistent with the supplementary reports
- that there should be consistency across the reports regarding the use of brackets and red text, with the preference being for positive numbers being in black text and negatives in red text, as opposed to using brackets in respect of negative amounts
- that significant exceptional items impacting on the under-spends / over-spends should be specifically listed between the sub-totals and the 'bottom line'.

## **PROPOSED 2016/2017 BUDGETS**

16.67 The Board considered the proposed 2016/2017 budgets for the Trust overall, the Central Office and for each Academy. It was noted that the proposed budgets for Littlecoates Primary Academy and for the four schools which were scheduled to join the Trust on 1 September 2016 would be submitted to the Board for approval at its next meeting.

The Board noted that Local Governing Bodies had considered the proposed budgets relating to their particular Academy/ies and that each was recommended for approval.

With regard to the Central Office budget, it was noted that this had been considered in detail by the FRR Committee, which had agreed to recommend to the Board that it be approved.

Discussion took place regarding a number of matters which had been considered by the FRR Committee, including the proposed budget for Central Office, which projected a deficit in 2016/2017 and a deficit in the following two years. The Board noted the reason for this, ie, the prudent nature of the budgets. It was agreed that having the Business Plan (referred to in Minute 16.64) would be beneficial to the Board in providing context and a better understanding of the budgetary modelling being used.

In response to a question regarding specific aspects of budgeted expenditure (such as security costs), the CEO reported that it was planned to focus specific attention on savings which could potentially be achieved in respect of various costs, as well as making greater use of facilities at individual schools, such as school catering staff potentially supplying food to multiple schools.

In response to a question the Board noted that the EFA would focus on the projected budget for the Trust overall, rather than the forecasts in respect of the component parts of the budget. The EFA would also take into account the level of reserves within the Trust, which were at a consistently healthy level.

**Resolution:** After detailed consideration the Board approved the proposed budgets for 2016/2017.

## **DUE DILIGENCE REPORTS /APPROVALS**

### 16.68 Nortonthorpe Hall SEMH

The Due Diligence Report relating to Nortonthorpe Hall School was considered and noted.

### 16.69 Doncaster Road Primary School

The Due Diligence Report relating to Doncaster Road School (to be re-named as Oakwell Rise Primary Academy) was considered and noted. The strategic benefit of the school joining the Trust was agreed. It was noted that the school premises were likely to require future investment.

With regard to governance, it was noted that Oakwell Rise and Forest Academies would have a federated governing body, based on the current Forest Academy LGB.

### 16.70 Oakhill Primary Academy

The Due Diligence Report relating to Oakhill Primary Academy School was considered and noted. It was noted that Oakhill was the first existing Academy to join the Trust.

### 16.71 Elmete Wood SEMH

Discussion took place regarding the creation of Springwell Leeds, which would replace the multi-site Elmete Wood School. It was noted that the proposal had been discussed by the Board on a number of occasions at previous meetings and that Leeds City Council would be funding the development of new sites in three locations and the refurbishment of the fourth.

### 16.72 Formal approvals

**Resolution:** The Board agreed to Nortonthorpe Hall SEMH School (to become known as Joseph Norton Academy), Doncaster Road Primary School (to be known as Oakwell Rise Primary Academy), Oakhill Primary Academy and Elmete Wood SEMH School (to be known as Springwell Leeds Academy) joining Wellspring Academy Trust.

## **CEO'S REPORT**

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

The report included reference to the following, which the Board discussed:

- the political context, with continuity of the Government's current approach being anticipated, ie, increased focus on academy conversions, including Regional Schools Commissioners issuing Directed Academy Orders to under-performing schools and the Government's continued commitment to building c500 free schools during the current parliament
- the Trust's successful bid to develop five new free schools – one in Leeds and four in Lincolnshire, and outstanding bids for a SEMH free school in NE Lincolnshire and a primary school in Leeds
- consideration being given to four further free school bids
- Wellspring's focus continuing to be focused around the established priorities of achieving scale, offering sector specialism, growing the Trust's presence in Barnsley, growing clusters around current commitments/interests and linking clusters together geographically

- an update regarding Littlecoates Primary School, which had joined the Trust on 1 July 2016 and reference to other incoming schools (as referred to in the previous agenda item)
- the expectation that Lincolnshire Teaching and Learning Centre (TLC) would convert to an academy in February 2017, with Wellspring being identified as the named sponsor (subject to Board approval)
- staffing appointments, including expansion of the Central Team in order to be able to support the growing number of schools the Trust
- some services which incurred charges not previously included in the Trust's management fee now being included within the fee as a result of economies of scale starting to be realised. These included enhanced finance support, audit fees, some HR functions and clerking provision
- the commissioned service at Lincolnshire TLC continuing to bring additional capacity to the Trust pending expected conversion in early 2017. The same applied to the Leeds SEMH commission, pending conversion to Wellspring on 1 September
- Ofsted inspections being awaited at Springwell Academies and at Sevenhills and Phoenix Park Academies
- a recent Ofsted inspection at Lincolnshire TLC. It was noted that the inspection report was awaited but was expected to be disappointing, despite the positive report relating to the last inspection and significant focus on leadership capacity at the school.

The Board noted that by 1 October 2016 Wellspring Academy Trust would comprise the following schools:

<b>Barnsley</b>	<b>North East Lincs</b>	<b>Leeds</b>	<b>Kirklees</b>
Springwell AP Academy	Sevenhills AP Academy	Victoria Primary Academy	Joseph Norton Academy
Springwell Special Academy	Phoenix Park Academy	Ebor Gardens Academy	
The Forest Academy	Littlecoates Primary Academy	Springwell Academy, Leeds	
Oakwell Rise Primary Academy			
Oakhill Primary Academy			

Discussion took place regarding the Trust's expansion, further to which it was agreed that the vision of 20-25 Academies being the optimum number was still appropriate, enabling the Trust to be large enough to achieve critical mass yet small enough to retain close relationships with all its Academies.

## **OTHER REPORTS**

### **16.74 DIRECTOR OF PRIMARY UPDATE**

The Board received and noted a report from the CEO regarding the Trust's Primary Academies.

Reference was made to the SATs test results, which would be considered in detail at the forthcoming meeting of the Standards Committee.

### **16.75 DIRECTOR OF SEMH REPORT**

The Board received and noted a verbal update regarding each SEMH Academy from the CEO, on behalf of Dave Whitaker, Director of SEMH provision. The CEO paid tribute to Josh Greaves, Business and Operations Director and Claire Stevens, Strategic Business Manager at Lincolnshire TLC regarding the extensive support they were providing to the school.

The Board noted that the Trust was developing a network of capacity and excellence in respect of SEMH provision.

## **CHAIRS' MEETING HELD ON 21 JUNE 2016**

16.76 It was noted that the Minutes of the Chairs' meeting held on 21 June 2016 would be circulated at the earliest opportunity.

## **AMENDMENT TO LGB STANDING ORDERS**

16.77 Further to Ian Bennett-Brown, Chair of Littlecoates Primary Academy, raising concerns at the Chairs' Meeting regarding the current LGB Standing Orders precluding Parent Governors holding office as Chair or Vice-Chair of a Governing Body, the Board gave consideration to the matter.

The Board agreed that the current arrangements should be revised and that the key requirement was for the Chair and Vice-Chair to be people who the LGB consider to be the best suited to the roles, which could be Parent Governors.

**Resolution:** The Board agreed to make the following changes to the Local Governing Body Standing Orders with immediate effect:

- to remove the words 'Parent Governors are also ineligible ....' from Section 1
- to remove '... or a parent member' from the last line of Section 1.7.

## **REFERENCE TO ANY MATTERS REFERRED BY LGBs**

16.78 It was noted that the only matter which had been referred to the Board by Local Governing Bodies (LGBs) on this occasion related to Forest Academy's LGB expressing appreciation of the decision that further costs would be included within the Trust's management fee in future.

## **UPDATE RE E GOVERNANCE**

16.79 The Clerk gave a verbal update regarding the acquisition of 'Trust Governor'. It was noted that Stewart Harper was using the software on a trial basis at the meeting and that it would be introduced to the Board early in the new academic year, as well as being made available to Governing Bodies.

## PROPOSAL RE APPOINTMENT OF LGB CHAIRS TO THE BOARD

*Michael Sanderson and Stewart Harper declared an interest in respect of this matter, due to their role as LGB Chairs.*

16.80 Further to discussion at the previous Board meeting and subsequent discussion at the recent Chairs' Meeting, the Board considered the outcome of expressions of interest from LGB Chairs regarding the five Board seats which had been allocated to LGB Chairs.

The Clerk reported that five of the six current LGB Chairs (ie, all except John Cottingham) had expressed a wish to join the Board. She referred to the aims agreed by the Board in respect of the five Board places, ie, to achieve a geographic spread of appointees, a mix of backgrounds / experience and a mix of Chairs from the Trust's Primary and Special/Alternative Academies.

It was noted that the appointments would take effect from 1 September 2016 and that in order to be eligible to occupy one of the five seats the Chairs would need to be re-elected to their LGB at the first meeting of the new academic year and would need to retain the position of LGB Chair for the duration of the period for which they occupied one of the five seats.

It had already been agreed that in order to establish an electoral cycle in which at least one position would be subject to re-election in each year of the four year term, the length of the terms allocated to the five appointees would differ, though all future terms would be for the full four year term.

**Resolved:** The Board agreed the following appointments to the five Board places allocated to LGB Chairs:

- Ian Bennett-Brown - *NE Lincs - Chair of Littlecoates Primary Academy - 3 year term*
- Jenny Davis - *Barnsley - Chair of Forest Primary Academy - 1 year term*
- Warwick Firmin - *Kirklees - Chair of Nortonthorpe SEMH School - 2 year term*
- Stewart Harper - *Leeds - Chair of Victoria and Ebor Gardens Primary Academies - 4 year term*
- Michael Sanderson - *Barnsley - Chair of Springwell Special and Alternative Academies - 4 year term.*

## BOARD AND COMMITTEE COMPOSITION

16.81 Further to discussion at the previous Board meeting the Board considered a schedule outlining details of the Board's composition, including the addition of Ian Bennett-Brown and Warwick Firmin. It was noted that the Board comprised 15 members (including the CEO), which therefore left three seats unoccupied from its agreed maximum of 18.

In noting the number of Directors in each category, their location, profession and any additional matters, it was agreed that the Board collectively was in an increasingly strong position, with a broad skillset and improved geographic spread. It was also agreed that retaining a small number of vacancies on the Board could be beneficial strategically.

The Board also considered a schedule which outlined the composition of each Board Committee. It was noted that since the paper had been produced, Ian Bennett-Brown had opted to join the Governance Committee and Warwick Firmin had opted to join the Standards Committee. It was therefore noted that only two vacancies remained, ie, one

on the Audit Committee and one on the FRR Committee. It was agreed that future consideration would be given to co-opting appropriate people to these two positions.

### **BOARD EFFECTIVENESS – NEXT STEPS**

- 16.82 The Board received and noted the re-circulated outcomes of a Board self-assessment exercise which had been undertaken in 2015.

The Board also received and noted the re-circulated Governance Action Plan which had been produced by the former Clerk to the Board in December 2015.

It was agreed that the Clerk would circulate Board self-assessment material to Directors in the near future, further to which the outcomes and next steps would be considered at the next Board meeting, including updating the Governance Action Plan, which it had been agreed would be considered twice a year.

### **STRATEGIC UPDATE / VISIONING**

- 16.83 As agreed, the CEO detailed provided information and illustrations relating to detailed aspects of the Trust's expansion, in respect of architects' plans, various operational matters, management structures in the Academies and in the Support Centre. It was noted that similar information had recently been presented to the DfE by the CEO. The multi-site operations in Leeds and Lincolnshire were also explained.

Informal discussion took place regarding various aspects of the future plans, which the Board welcomed.

It was agreed that copies of key planning documents and similar information would be made available to Directors electronically in the near future.

It was further agreed that the Trust's future Strategy and Three Year Business Plan would be considered at the next meeting.

### **DATE AND TIME OF NEXT MEETING**

- 16.84 It was agreed that the next meeting would be held on Wednesday 19 October 2016, commencing at 4pm. It was further agreed that consideration would be given to the meeting being held at one of the Trust's Academies in Leeds.

The meeting concluded at 5pm.

Signed \_\_\_\_\_ Chair

Date \_\_\_\_\_