



WELLSPRING ACADEMY TRUST BOARD OF DIRECTORS

MINUTES OF THE MEETING OF THE DIRECTORS HELD ON 14 OCTOBER 2015

PART I

PRESENT:	G Beever	Director
	C Booth	Director
	J Davis	Director
	H Lenton	Director (Chair)
	J Miccoli	Director
	D Murray	Director
	M Sanderson	Director
	M Townley	Director
	M Wilson	CEO
	D Whitaker	Director

IN ATTENDANCE:

A J Oaks	Clerk to the Board & Company Secretary
C Jones	Interim Chief Financial Officer
C Webb	CEO/Principal, Barnsley College
J Cottingham	Chair of Sevenhills and Phoenix Park Academies.

15.131 The Chair welcomed Mr Mark Townley to his first meeting following his appointment as a Director in July 2015. Mr John Cottingham, Chair of Sevenhills and Phoenix Park Academies was welcomed to the meeting and in attendance to observe.

Mr Chris Webb, following his appointment as Principal of the sponsor College was welcomed to the meeting. Ms Claire Jones was welcomed to the meeting, having been appointed as Interim Chief Finance Officer whilst the CFO was absent due to maternity leave. Introductions were made.

APOLOGIES

15.132 Apologies had been received from Ms Cheryl Hobson.

DECLARATION OF INTERESTS

15.133 The Chair invited members to declare any interests in the Agenda items. Standing declarations from sponsor appointed Directors were noted. Directors reserved the right to declare interests at any part during the meeting.

MINUTES

15.134 The Minutes (Part I) of the meeting held on 15 July 2015 were agreed as a true and accurate record and signed by the Chair.

MATTERS ARISING

15.135 The CEO thanked J Davis for providing a copy of the national statutory guidance on the Administration of Medication which had been shared with all Academies. The Clerk

confirmed that the updated Whistleblowing Policy was in place across all Academies within the Trust.

APPOINTMENTS AND RESIGNATIONS

- 15.136 The Board noted the resignation of Mr Luke Sheriff, Director, on 18 August 2015. The Clerk confirmed that Companies House had been duly informed.
- 15.137 The Clerk advised that the sponsor, Barnsley College would resolve to appoint Mr Chris Webb as a Director of the Trust under Clause 46b of the Articles of Association at its Board meeting to be held on 20 October 2015. The Board noted the appointment, which would be for a term of office of four years, and subject to the resolution made by Barnsley College Board.
- 15.138 The appointment of the CEO as ex-officio Director was accepted, this being a requirement under the new Articles, and would be ratified by the Members in accordance with Clause 57.
- 15.139 Following his resignation as Principal of the sponsor College and appointment as CEO/Principal of Leeds City College, Mr Colin Booth's change in status was noted. The Chair congratulated Mr Booth on his new appointment, commenting that his support for the Trust provided opportunities that were mutually beneficial to both Leeds and Barnsley. Further to Mr Booth's consent to act as a Director, his appointment to the Wellspring Board for a term of office of four years was approved.

AUDIT COMMITTEE BUSINESS

- 15.140 The Board had received by email, a copy of the Minutes of the meeting held on 7 October prior to the meeting. A hard copy was tabled at the meeting. The Chair of Audit, Mr Townley, provided a brief summary of the business conducted, referring to the Annual Internal Audit Report for year ending 31 August 2015 and the updated risk register, both of which were presented for approval.
- 15.141 The Annual Internal Audit report confirmed that sufficient internal audit work had been undertaken to allow Baker Tilly to draw a reasonable conclusion on the adequacy and effectiveness of the Trust's control arrangements. In their opinion, the Trust had adequate and effective governance processes in place to manage the achievement of its objectives. There were areas for improvement in relation to the overall design of the risk management framework, at both Trust and Academy level; and there were areas where internal controls could be improved in relation to health and safety, and some aspects of key financial control. Further, the internal auditors did not consider that within these areas there were any internal control issues of significant concern.
- 15.142 To inform the governance opinion for 2014/15, the internal auditors had taken into consideration their review of the Governance Structure and Reporting Arrangements, which provided a reasonable assurance opinion. In addition, the auditors had also taken into consideration the governance and oversight related elements of each of the reviews undertaken as part of the 2014/15 Internal Audit Plan. All recommendations made by the internal auditors had been accepted by management, with the exception of three recommendations arising from the Governance Structure and Reporting Arrangements audit which had been partially accepted. The Auditors confirmed that they were satisfied sufficient management action was planned to mitigate the risks identified within the report.

RESOLVED 15.143 to approve the Annual Internal Audit Report for year ending 31 August 2015

- 15.144 Mr Townley commented that the focus of the meeting had been to review progress against the audit recommendations made in relation to the internal audit of H&S and Key Financial Controls (KFC). An overview of progress was provided. Due to concerns raised by the CFO and noted by the Committee in respect of implementation of the actions against the high priority recommendations within the KFC report, the Committee had agreed it would be prudent to write to the LGBs of two of the Academies to ensure matters were addressed

through the respective Governing Bodies and senior team. A letter from the Chair of Audit on behalf of the Committee had been sent to the Chairs of the two LGBS earlier that week and both had responded to confirm actions would be taken to address the issues raised.

- 15.145 Reference was made to the Risk Register, which was tabled to members. The Chair explained where amendments had been made to the residual scoring following consideration and discussion by the Committee. An updated copy of the Risk Register was tabled to members, and accepted.

RESOLVED 14.146 To approve the Trust's Risk Register.

MISSION STATEMENT

- 15.147 The Board received a report from the CEO requesting approval of the Three year Strategic Plan and the Mission Statement, the latter of which had been refreshed. It was proposed the Trust's Mission Statement should be clear, succinct and encapsulate the Trust's aims and values. The statement had been discussed at length by the senior leadership team which included the Principals of the Academies. The CEO commented that the team passionately believed that the Trust was '*Making a Difference*' and wished to capture this sentiment within the new statement. Following discussion it was agreed that the Trust's Mission Statement should become:

"Wellspring Academy Trust: Where learning matters for everyone. Empowering Academies to make a Difference".

THREE YEAR STRATEGIC PLAN

- 15.148 The Trust's expansion policy had been captured within the Three Year Plan. The CEO believed that the development of a region wide network and consequent specialism and expertise in AP, Special and PRU, would offer a significant advantage to learners in the sector, brought about by improved quality of and access to good leadership and enhanced quality of teaching provision. The development of regional hubs offered benefit to learners through the ability of the group to leverage economies of scale with positive implications for resources. The Plan focused on four key themes which had been set out in detail within the document. These related to extending the Trust's network, building the infrastructure that would underpin sustainable excellence in the long term, revenue growth and the furtherance of the Trust's regional and national influence. In order to fulfil the Plan, key challenges were outlined, which included maintaining the confidence of the DfE, defining the Trust's unique identity, and building capacity alongside growth. By 2018 the Trust aimed to have a network of 25 geographically discrete clusters of Academies in key areas, with a network of Special/AP Academies linking across the region.

- 15.149 Considerable discussion took place with regard to the strategy, particularly growth and where the Trust's current strengths lay.

MS left the meeting.

- 15.150 The CEO commented that an ongoing dialogue was in place between the Trust and the DfE and RSC, which was positive and that perception about the Trust from both departments was very favourable. Further to a question from C Booth regarding whether the Trust was any closer to having a secondary school join, the CEO stated that conversations with local schools continued, and that he believed the strategy provided for the Trust to be linked with a Secondary school that would add capacity to the Trust. C Booth emphasised that increasing capacity and securing a local secondary was an important step for the Trust.

- 15.151 Discussion took place with regard to capacity, following a comment by D Whitaker that taking on a secondary would require additional capacity. The Chair remarked that whilst he recognised the advantages of sponsoring a secondary school he would not wish to dilute the Trust's current areas of strength, and questioned whether the Trust was in a position to

take the strategy forward at the current time, without a secondary school being identified to partner the Trust and add the additional capacity to empower expansion. The CEO remarked that he was not uncomfortable with the current position and that he felt it prudent to continue the dialogue to position the Trust carefully. C Webb observed that from the sponsor's perspective it was interesting to note that the strategic plan did not articulate any revenue growth from secondary schools, which had been the main driver of the strategy initially, and that the proposal within the Plan was to secure a network of Primary/PRU/AP and Special of around 25 schools and suggested that the Board determine whether its Three Year Plan should include the secondary sector, and if so at what stage would this be appropriate.

MS returned to the meeting.

15.152 The CEO acknowledged the views of the Board, and agreed to amend the Plan accordingly to reflect that Secondary schools would be included within the 3 year strategy. Subject to the agreed amendments, it was:

RESOLVED 15.153 To approve the Three Year Strategic Plan

VICTORIA PRIMARY SCHOOL ACADEMY CONVERSION

15.154 The Board was asked to consider and approve the conversion of Victory Primary school in Leeds to Academy status with the Trust, post Due-Diligence. The CEO reported that the Academy Order had been signed, with a conversion date of 1 November anticipated. He believed the conversion represented an important strategic development for the Trust in Leeds, particularly in relation to further development work being undertaken. Key due diligence risks and commentary were provided to inform decision making.

15.155 The Board were informed that there was no impediment to the conversion other than issues around the Caretakers house and the Nursery building. Discussion took place with regard to the financial implications involved which could be met or partially met through the Condition Improvement Fund which the Trust was able to bid for and which it was hopeful of being successful. The school was currently carrying a budgetary surplus into the conversion which was a source for immediate repairs and refurbishment. Works required fell within the criteria for CIF funding. Following a question from the Chair on the deadline for submissions, the CEO was confident this would be achieved.

RESOLVED 15.156.1 to approve the applications from the Governing Body of Victoria Primary to become the Local Governing Body of Wellspring, post conversion.

RESOLVED 15.156.2 to approve the conversion of Victoria Primary Academy under Scheme of Delegation 2 with Wellspring Academy Trust.

LEEDS SOCIAL, EMOTIONAL, MENTAL HEALTH (SEMH) PROVISION, LEEDS CONVERSION

15.157 The Board received an update on developments with regard to the SEMH provision in Leeds. Plans had progressed and Architects appointed to build three new 100 place SEMH schools in the West, East and South of Leeds city to become Wellspring Academies. Both the CEO and Principal of Springwell, D Whitaker, were engaged with Leeds County Council (LCC), Leeds Local Enterprise Partnership (LEP) and the Architects in respect of the design of the schools.

15.158 A fourth school, Oakwood PRU and Specialist Inclusive Learning Centre (SILC) were also expected to become part of the Wellspring estate in Leeds. Details were provided of the condition of existing buildings, due diligence and the conversion of Elmete Special School. It was proposed all the schools would come together under one URN. The CEO continued, explaining the complex process going forwards to achieve the conversions. HMI and DfE

had confirmed their satisfaction with the plans and the Trust had proposed a Fresh Start Plan in ssorder for the process to commence. LCC had proposed a site in Morley, which was currently owned by Leeds City College.

- 15.159 Discussion took place with regard to the proposed sites for the three schools, the financial implications and number of pupils. An investment of £40m from LCC had been confirmed, in return for the Trust agreeing to LCC representation at Director and Member level to safeguard their investment and formalise the long term partnership between Leeds and Wellspring. Following a comment by C Webb, the Board noted the restrictions placed upon Directors and Members in terms of influence by LA associated persons with voting rights, which the Clerk confirmed was limited to 19.9% of the total number of votes exercisable by Directors and Members upon a resolution.
- 15.160 Discussions with Leeds City Council would continue and be taken forward by C Booth. The Chair commented that whilst he was very mindful that the Trust was established and rooted in Barnsley, working within the wider region would promote the Trust significantly and allow for further growth. Consideration was given to the impact of learners, which was positive, and the risks associated with the project. Further to full discussion it was:

RESOLVED 15.161 To support the principle of representation from Wellspring’s key regional interests at Board and Member level.

WELLSPRING TRUST POLICIES

- 15.162 The Board received a suite of Policies for approval and for implementation across the Trust. The CEO advised that these were the last of the Policy documents that were required to be implemented and aligned for consultation, particularly in respect of TUPE. In producing the Policy documents, consultation had taken place with the Trust’s HR Advisors Strictly Education and all Academy Principals. The Chair of Springwell Academy queried whether the new policies would have implications for the remit of the Governing Bodies, to which the CEO replied that this was unlikely as the majority of the policies were based on those already in existence at Springwell. All Academies would be requested to adopt the policies which had been significantly streamlined to reduce unnecessary bureaucracy.
- 15.163 J Davis referred to the DBS Policy suggesting that clarity be provided in respect of the frequency of checks for the Chair and Vice Chair of the LGBs, who were appointed on an annual basis. She added that in terms of DBS for ex-offenders, disclosures should only be read where candidates had been shortlisted and that this required clarity within the policy. Further queries were raised with regard to the pay scales in the Pay Policy which were required to align with the scales appended to the Changes to Teachers’ Pay and Conditions Policy. Subject to minor amendments to reflect the comments raised, the Polices were taken as approved.

RESOLVED 15.164.1 to approve the following Policies for implementation across the Trust:

- 15.164.2 1Ill Heath and Capability Procedure**
- 15.164.3 Performance and Capability Procedure**
- 15.164.4 Shared Parental Leave and Pay policy**
- 15.164.5 Teacher Pay Policy**
- 15.164.6 DBS Policy**
- 15.164.7 Complaints Policy.**

CHANGES TO TEACHERS’ PAY AND CONDITIONS

- 15.165 The Board received a report to update it on the recent release of the School Teachers’ Pay and Conditions Document 2015, specifically the September 2015 pay award. The Board was requested to consider implementation of the pay award. A 1% uplift had been applied to

the statutory minima and maxima of all pay ranges in the national pay framework, including allowances, with two exceptions: a 2% increase to the maximum of the main pay range and no increase to the maxima of the eight headteacher pay group ranges. The new ranges had been appended to the report to inform decision making.

15.166 The Interim CFO advised that the Unions had recommended increasing the pay of all teachers paid on all scale points from 1 September, with the exception of the top scale point for Head teacher groups. The Trust proposed to take forward the recommendation to implement 1% across all bands except for the maximum point on M6. The Board accepted that the recommendation was an agreed consensus across the sector and would aid administration of pay scales within all of the Trust's Academies. The 1% increase had been built into the budget for 2015/16 approved by the Board in July 2015.

RESOLVED 15.167.1 to award a 1% uplift to the bands M1 to M5 pay ranges in the national pay framework, including allowances, and

RESOLVED 15.167.2 to award a 2% increase to the maximum (M6) of the main pay range and

RESOLVED 15.167.3 that there be no increase to the maxima of the eight headteacher pay group ranges.

AMENDMENT TO THE SCHEMES OF DELEGATION

15.168 The Interim CFO advised the Board of some minor changes that were necessary to the Trust's Schemes of Delegation. The changes followed publication of the 2015 Academies Financial Handbook, defining references to the Trust's Financial Regulations and Handbook and would be incorporated into both schemes. The changes to the Schemes of Delegation were approved. Copies would be circulated to all Academies.

CEO REPORT

15.169 The CEOs report provided a summary of all developments within the Trust and the sector, some of which were covered in other reports. With the Government's drive to ensure all Schools converted to Academy status within the current Parliament, statistics had been provided of the position in England. The DfE and RSC were viewing the Trust favourably and actively brokering conversations between the Trust and prospective schools/ LAs that the Trust was well placed to support. The report highlighted the recent success of The Forest Academy which was the most improved School in the region and the seventh most improved school in the country this year, based on the year end KS2 SAT results. The Chair stated that this was a remarkable achievement and that he would write to Forest Academy to congratulate them on their outstanding success.

At this point J Davis declared an interest and declined to comment further.

15.170 Further discussion took place with regard to ways in which the Board might recognize the outstanding achievement and reward the staff. Following the advice of the CFO, it was agreed to gift a sum of £600 to the School.

RESOLVED 15.170.1 That the Chair write to The Forest Academy congratulating staff on the outstanding success, and to notify them of the Trust's intention to gift a one off sum of £600 to the School to be expended at the school's discretion.

15.171 The CEO advised the Board that Elements Free School would not be proceeding. A press release had been prepared for publication later in the week in the Barnsley Chronicle. Members had been informed. The Trust was now in preliminary discussions with an LA in

the Y&H region to act as a Free School proposer for a new Primary School to open in September 2017. A plot of land had been identified as a potential location for the school which was hopeful, however capacity to proceed with the Trust as the sponsor was uncertain.

- 15.172 An LA in the East of the country had also approached the Trust with a view to working in partnership with them for a number of their schools. This opportunity linked well to the schools in Grimsby. In order to break even at current operating costs, the Trust required one further school the size of Victoria to join. Further conversions would allow the Trust to review its core offer and expand services. Additional partner schools would help the Trust to become financially sustainable. The Board were fully supportive of the Trust continuing in discussion on all potential projects and noted and received the report.

REFERRALS FROM LGBs

- 15.173 The CEO confirmed there were no referrals from the LGBs.

DIRECTOR OF PRIMARY/SEN UPDATE

- 15.174 The Board received a verbal report from D Whitaker updating it on recent developments. A proposal from Springwell had been put to the LA/NHS to support children with mental health issues in Barnsley due to a rise in the number of young children with mental health problems. Funding available from BMBC had been identified to support the Children and Young Adolescent's Mental Health Services for all schools in Barnsley.
- 15.175 An overview was provided of further work and negotiations that were continuing with schools in Kirklees, NE Lincs and Rotherham. The Board were informed that the Heads from Sevenhills and Phoenix Park had visited Springwell as part of the Leadership placement programme. It was the intention to roll out this model to the schools in Leeds.

GOVERNANCE MATTERS

- 15.176 The Clerk to the Board presented a report which provided an overview of governance matters that were required to be taken forward by the Board under the new Articles of Association. The Clerk explained that consideration would need to be given to various aspects of governance and that this fell within the remit and responsibility of the Governance and Search Committee.
- 15.177 With the Trust expanding, it was necessary for the Board to determine its Constitution and composition going forwards and to define its governance model for accountability purposes. Significant changes highlighted when the Articles were adopted, such as category of trustee, were commented on and would form part of the ongoing discussions. The Clerk advised that it was timely to review membership and Chairmanship of Committees in the light of any changes to the structure as this had been in place for over a year. She explained why it was important that the Committee memberships were balanced with a majority of independent trustees. The Clerk's report also highlighted where Conflicts of Interest and /or loyalty may arise and how the Board could manage these to protect the reputation of the Trust and individual trustees more effectively.
- 15.178 The Board were content to task the Governance and Search committee with reviewing the governance structure and model, with a view to bringing proposals back to the Board in due course.

RESOLVED 15.179 that the Governance and Search Committee undertake a review of the Board's current constitution and composition under the new Articles of Association, its governance model, Committee memberships and Chairmanships, and bring proposals back to the Board for approval.

STANDARDS COMMITTEE

15.179 The Chair of Standards, M Sanderson, reported that due to an invitation received at short notice to attend the Schools Forum extended to both himself and D Whitaker, a decision was made to postpone the Standards Committee scheduled for 8 October 2015. The meeting had been rescheduled for 9 November 2015.

OTHER BUSINESS

15.180 The Chair reported that he had conducted the majority of the 1-1s with all Directors. As part of the Board's self-evaluation, he commented that the process had been positive, welcomed by all participants, and revealed some interesting suggestions for improving governance that would be captured in an action plan. One of the points raised had been to suggest that the Board might convene some of its meetings at different locations where its Academies were based.

15.181 As part of the self-evaluation process, Board members were tabled with a survey based on the NGA 21 questions for Trust Boards, and asked to complete it for analysis. The Clerk undertook to share the analysis with the G&S Committee on 9 November 2015.

15.182 Referring to the Board reports, the Chair suggested the Board wish to move to an e-governance model in the future and receive all papers online with access from laptop/ipad. Directors agreed this would be an appropriate way forward, and that the costs associated with the initial outlay of ipads / tablets be investigated.

C Jones left the meeting.

End of Part I.

Signed _____ Chair

Date _____