



**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON WEDNESDAY 15th MARCH 2017
AT THE DIGITAL MEDIA CENTRE, BARNSELY, COMMENCING AT 4.00PM**

Present: Ian Bennett-Brown (from Minute 16/17.57a onwards)
Colin Booth
Jenny Davis (excluding Minute 16/17.62 onwards)
Warwick Firmin
Stewart Harper
Yiannis Kouris (excluding Minute 16/17.69 onwards)
Hearl Lenton, Chair
Dianne Murray
Michael Sanderson
Chris Webb
Dave Whitaker
Mark Wilson, CEO

In attendance: Sam Corbett, Cluster Co-ordinator
Karen Froggatt, Clerk to the Board & Company Secretary
Josh Greaves, Chief Operating Officer
Joanna Hague, Chief Finance Officer
Mark Wood, Chief Finance Officer Designate

The Chair welcomed Sam Corbett and Mark Wood to the meeting. Mark introduced himself to the Board, having recently been appointed as Chief Finance Officer.

16/17.52 Apologies for absence

The Board noted apologies for absence had been received from Cheryl Hobson and Mark Townley. It was noted that Gordon Beever was also absent from the meeting.

16/17.53 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.

16/17.54 Minutes of the previous meeting

The Minutes of the previous meeting were considered.

RESOLVED – That the Minutes of the meeting held on 14th December 2016 be signed as a correct record.

16/17.55 Matters arising

a Actions Log

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

With regard to Minute 16/17.30, ie, the proposal initially received from Barnsley Museums and Heritage Trust; it was noted that shortly after the meeting further communication had been received. After considering the updated proposal, the Board agreed that it would not take any further action as the financial implications of the support were difficult to justify, particularly in the current economic climate.

It was agreed that a letter from the CEO would be sent to the Trust at the earliest opportunity.

ACTION – The Board’s decision would be communicated to the Barnsley Museums and Heritage Trust at the earliest opportunity.

With regard to minute 16/17.32a, it was noted that confirmation had been obtained that the change of name of the Finance, Resources & Remuneration Committee was not mandatory, therefore this name could be retained.

b Other matters arising (if any)

There were no other matters arising on this occasion.

16/17.56 Audit Committee

a Minutes of the Audit Committee meeting held on 5th February 2017

The Minutes of the last meeting of the Audit Committee were received and noted.

Stewart Harper (on behalf of Mark Townley, Committee Chair) drew attention to key matters considered by the Committee.

There were no questions or comments from the Board on this occasion.

b Revised Risk Register

The Board considered the revised Risk Register. It was noted that the format and content of the Risk Register had been a key topic of discussion at the meeting, further to which the Audit Committee would be keeping this under review.

c Feedback from Directors re key questions relating to risk

Stewart Harper thanked those Directors who had responded to the four questions regarding risk which had been posed by the Audit Committee, ie:

- what would be the worst thing that could happen to the Trust?
- what is the greatest fear for The Trust in the next 12 months?
- what is the greatest challenge faced by the Trust in the next 12 to 24 months?
- what is the greatest opportunity faced by the Trust in the next 12 to 36 months?

It was noted that the feedback would be reflected upon by the Audit Committee.

d The Trust's risk appetite

It was noted that reference had been made at the meeting to the Trust's risk appetite. It was proposed that risk appetite be considered by the Board when considering the Trust's Three Year Strategic Plan in future.

ACTION – The Trust's Risk Appetite to be considered by the Board at the time that the Three Year Strategic Plan is considered.

e Timing and process re appointment of Auditors

The Board considered the proposed timing and process for the tendering of internal and external audit services, as previously considered by the Audit Committee.

The proposals were supported by The Board, further to which it was noted that the Board would formally consider the appointment of both the internal and external auditors at its meeting scheduled for 17th May 2017, considering the proposals resulting from the Audit Committee meeting on 3rd May.

f Review of size of Audit Committee

Further to difficulties experienced in respect of attendance levels at Audit Committee meetings it was agreed that consideration would be given to making further appointments to the Committee, potentially in the form of co-optees. It was agreed that this matter would be considered at the forthcoming meeting of the Governance Committee.

ACTION - Governance Committee to consider appointments to the Audit Committee at its forthcoming meeting.

16/17.57 Standards Committee

a Minutes of the Standards Committee meeting held on 6th February 2017

Michael Sanderson, Committee Chair, drew attention to key matters considered by the Committee.

Michael responded to a question regarding the intention to develop a 'dashboard of dashboards'.

There were no further questions or comments from the Board on this occasion.

b Safeguarding requirements of Academies

The CEO referred to minute 16/17.14 of the Standards Committee meeting, which referred to the Committee asking that the CEO submit separate reports regarding Safeguarding in future, reflecting the importance of the issue.

The Board considered a paper produced by the CEO in response to the request, in which he referred to the wide range of aspects of Safeguarding, eg, safer recruitment, health and safety, internet filtering, incident reporting and many more facets.

The CEO recommended that the Board require each Academy to commission an annual safeguarding audit that is overseen by the Local Governing Body, with the outcomes being reported to the Board. He recommended that the Board afford individual Academies the freedom to commission an auditor of their choice and to undertake the audit at the time of their choosing.

The CEO's proposals were discussed in detail.

A Director indicated that all schools should already be required by their Local Authority (LA) to undertake a Section 11 Safeguarding Audit annually, therefore this could be the basis of a more extensive audit requested by the Trust. However, it was noted that not all LAs rigidly require such audits, therefore this approach may not be appropriate in some instances.

Another Director proposed that it would be more cost effective and have greater consistency of approach for the audits to be commissioned centrally, rather than each school commissioning their own. In the discussion that ensued it was agreed that the Trust should determine the specification/framework of the audits but should also take account of LA requirements/reports in all cases.

Discussion also took place regarding peer-based audits, which it was noted could be valuable. A Director proposed that a Safeguarding Network be established, which it was felt could be extremely beneficial, though it was noted that internal auditing of Safeguarding needed to be undertaken objectively, regardless of it being conducted by colleagues.

Further to the Board noting that networking of Safeguarding Leads was becoming a more high profile matter within the Trust, it was agreed that the three lead members of the Safeguarding Network should consult, then would liaise with colleagues in all the Academies to consider the next steps in respect of developing the audit mechanism, with a view to 'RAG' (red, amber, green) rated reports being submitted to LGBs and to the Standards Committee.

It was agreed that the transparency of the process was key and that the LGBs should consider the outcomes, as should the Standards Committee, which would have scrutiny of them on behalf of the Board. It was proposed that one of the Network's leads would provide reports to the Committee on behalf of the Network. The importance of any issues emerging from the audits being acted on quickly was noted.

It was agreed that the audits should be timetabled annually and synchronised with each LA's approach. It was also agreed that Wellspring's specification and assessment criteria for the Safeguarding audits should exceed any standard approach and should adhere to best practice, being reviewed at least annually.

It was agreed that the next steps in respect of the audits would be reported to the Principals' Network by the CEO.

ACTION – Jenny Davis, in her capacity as one of the three founding members of the Safeguarding Network, would liaise with the CEO to determine the next steps, further to which names of people designated by Principals would be obtained and a timeline and process agreed in respect of the internal audits. An update would be provided to the next Board meeting.

The Board acknowledged that as the Trust grows the Network could become very large, therefore it may be appropriate to ultimately operate within geographic clusters, with a designated lead in each cluster, who would be the person reporting the outcomes to the Standards Committee.

16/17.58 Review of Committee Terms of Reference

It was noted that the Terms of Reference for Board Committees were scheduled for their annual review. Board members considered copies of the Terms of Reference for the Audit Committee, Standards Committee, Finance, Resources & Remuneration Committee and Governance Committee, with proposed changes highlighted in the form of tracked changes.

The rationale for each of the changes had been highlighted on the Board paper by the Clerk to the Board.

RESOLVED – The Board agreed that each of the Terms of Reference for the four Board Committees would be amended as proposed by the Clerk, to take effect immediately.

Reports

16/17.59 CEO's Report

The Board considered the CEO's Report. It was noted that appended to the report was an updated organisation diagram and an infographic, which provided current data and information relating to the Trust. Further to this, copies of maps were circulated for information, highlighting the location of the Trust's existing and pending Academies.

The CEO's report included reference to the following:

- The political context, including reference to: the DfE's policy of requiring newly-forming MATs to be at least five schools in number, the Secretary of State signalling interest in Academy Trusts forming as 'spin offs' from Local Authorities and the Regional Schools Commissioner for the East Region announcing her retirement.
- A recent meeting convened by Barnsley LA for all schools and academies on 9th March, at which they sought views regarding the LA's priorities for education in the future. It was noted that the Trust was closely monitoring developments in this respect.
- The criteria for teaching schools having changed and the Trust having made two teaching school applications - from Sevenhills / Littlecoates (Grimsby) and The Forest Academy (Barnsley).
- Wellspring's focus, including: reference to pursuing bid funding and contract opportunities within the Trust's key areas of work, networking in key geographic areas and with key stakeholder groups, actively engaging with special schools in the North and with maintained schools (particularly in Barnsley and Leeds), taking the traded services offer to the market, building capacity and strengthening resilience within the Trust's teams and systems and developing internal and external systems and methods.
- The restructuring of Finance management and reporting, which was leading to substantial performance gains centrally and in Academies. It was noted that Mark Wood would formally take up his post as Chief Finance Officer on 1st April 2017, after the conversion of Greenacre School. The CEO thanked all Directors for responding to communication between Board meetings to indicate their support of Mark Woods' appointment.
- The appointment of a Payroll Manager to oversee the move towards in-house management of payroll, with a further role to support both the central Payroll and HR functions currently being advertised.
- Reference to engagement with schools, the DfE and Local Authorities, which it was noted was extensive and included a number of successful initial meetings

across the Region. The CEO reported that a regional meeting for Special/AP schools held in Wakefield on 10th March had been successful and had resulted in a number of follow up arrangements being made.

- With regard to Free Schools, it was noted that the planned Elements Primary Academy in Leeds was starting to progress, further to the final element of the site acquisition proceeding after a lengthy delay. It was noted that it was planned that the school could be launched in September 2018.
- With regard to the Lincolnshire Free Schools programme, it was noted that this had also been a complicated process. It was intended that two of the schools were scheduled to open in September 2017 and two in September 2018. The Government's renewed interest in developing further Free Schools (in addition to Grammar Schools) was further noted by the Board.
- With regard to conversions, the CEO referred to the proposed conversion of Greenacre School and Lincolnshire Teaching and Learning Centre, which would be further considered later on the agenda. In addition, he referred to the due diligence process at Holy Family Catholic Academy in Grimsby having commenced.
- The CEO provided a high level report on each of the Academies within the Trust, with specific reference to Leadership and Management.
- It was noted that detailed reviews had been undertaken by senior colleagues at five of the Trust's Academies and Greenacre School. It was noted that all had been supportive and developmental processes and had involved a number of Trust personnel, providing key professional development opportunities in addition to providing expert feedback to the Academies themselves.
- Reference was made to plans to develop 'Teachwell', which would be a supply staff agency operated by the Trust, building a team of extremely competent supply teachers and charging a modest operating fee for their deployment in both within and outside the Trust. It was noted that this would not be a separate legal entity. The CEO reported that it would require capital in order to develop the infrastructure required, including an App. Discussion took place regarding the business case for incurring the development cost. It was noted that a maximum cost of £20k was envisaged, which was substantially below the level of expenditure which required Board approval. The Board supported the matter being progressed and noted that an update would be provided at the next Board meeting.

ACTION – Update re the creation of the 'Teachwell' systems infrastructure to be provided at the next Board meeting.

16/17.60 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.

The CEO reported that Sam Golia, who had been Acting Head of School at Oakhill Primary Academy, had been formally appointed to the position.

The report was received and noted by the Board.

b Director of SEN & AP Report

Dave Whitaker, in his capacity as Director of SEN and AP, provided a verbal report relating to SEMH and AP Academies, including reference to there being a number of active discussions regarding further schools joining the Trust.

Reference was also made to the creation of a development programme focusing on talented individuals who aspire to progress to school leadership positions within the Trust.

Proposed Conversions

16/17.61 Due Diligence Reports re proposed conversions

a Greenacre School, Barnsley

The Board considered in detail the due diligence report relating to the proposed conversion of Greenacre School. Consideration was given to the various sections of the report, ie, the overview, governance arrangements, health and safety, HR, ICT, land and buildings, safeguarding, financial projections, management, teaching and learning and potential risks.

Directors raised a number of questions regarding the information provided, which were responded to the CEO and the CFO Designate. With regard to a question relating to the Trust's reserves, the five year budget projections were noted, as was the explanation of the current projections.

It was noted that the Trust's growth resulted in there being increased data available to enable there to be greater bench-marking between (and across) its Academies.

With regard to a question relating to Greenacre School's data, it was noted that this would be a valuable addition to the range of data already being collated in respect of the Trust's existing Academies, distinguishing between mainstream Academies and Special/Alternative Academies.

Discussion also took place regarding the adoption of policies on schools joining the Trust. The CEO reported that each school's policies are generally re-adopted by the LGB on joining, though work was underway to review the Trust's policies, with a view to there being a suite of generic policies for adoption by LGBs where appropriate.

RESOLVED – The Board of Directors resolved that Greenacre School should join the Trust on 1st April 2017 and would operate under Scheme of Delegation 1. It was also agreed that the school would retain its current name.

b Lincoln City site of Lincs TLC

The Board considered the due diligence report relating to the proposed conversion of Lincolnshire Teaching & Learning Centre (TLC) to Academy status within Wellspring Trust with effect from 1st April 2017, operating under Scheme of Delegation 2.

It was noted that it was proposed that the Academy would be known as Springwell Lincoln City Academy.

The CEO outlined the next steps regarding the Lincolnshire TLC, elaborating on the content of the Due Diligence Report in respect of the various other sites, which would

continue to be operated on commission from the Local Authority pending the development of the Lincolnshire Free Schools.

Discussion took place regarding the healthy budgetary position, staff turnover (and substantial recruitment recently) and the considerable improvement and stability at the TLC since it started to be operated by the Trust in Spring 2016.

RESOLVED - The Board of Directors resolved that Lincolnshire TLC should join the Trust on 1st April 2017 and would operate under Scheme of Delegation 2. It was also agreed that the school would be known as Springwell Lincoln City Academy.

16/17.62 Holy Family Catholic Academy, Grimsby

Further to reference earlier in the meeting to the Board's support for Holy Family Academy in Grimsby joining Wellspring, it was noted that the Due Diligence Report would be submitted for consideration to the Board at its next meeting.

The CEO referred to the range of documentation and information which had been circulated to Directors between meetings, as a result of the DfE requiring a speedy response to its offer to the Trust. He expressed appreciation to Directors for their prompt responses and for their unanimous support for the Academy joining the Trust, subject to due diligence being formally considered.

ACTION – Due Diligence Report to be considered at the next Board meeting.

Finance Matters

16/17.63 Management Accounts – January 2017

Management accounts for January 2017 were considered by the Board. It was noted that detailed financial reports would be submitted to the forthcoming meeting of the Finance, Resources and Remuneration Committee, further to which discussion would take place regarding the format of future reports.

It was noted that dialogue was underway with Principals regarding the production of revised reports for LGBs, further to which support would be provided to LGBs to support the introduction of the new reports.

ACTION – Additional financial reports to be provided to the FRR Committee for further consideration on behalf of the Board.

16/17.64 Proposed Trust Reserves Policy

The CEO referred to a draft Reserves Policy which had been circulated to the Board, further to the adoption of a Reserves Policy being referred to at previous meetings of the Board and the Audit Committee.

The Board approved the Policy and noted that the Academies within the Trust would be able to apply to the Board to take out loans against a proportion of the Trust's overall reserves, which would be further considered by the FRR Committee.

RESOLVED – it was resolved that with immediate effect the Board would adopt the Reserves Policy as proposed, further to which the FRR Committee would consider next steps in respect of the ability of Academies to apply for loans from reserves.

16/17.65 Three Year Budget for Oakwell Rise Academy

The Board received and noted the three year budget for Oakwell Rise Academy, incorporating the seven months to 31 August 2017 and the following two academic years.

RESOLVED – the Board agreed to adopt the three year budget for Oakwell Rise Academy, as presented.

Governance Matters

16/17.66 Dianne Murray's retirement from Barnsley College

The Board noted that Dianne Murray would be retiring from her position at Barnsley College in June 2017.

Further to Dianne being one of the three sponsor-appointed Directors appointed to the Wellspring Board by the College, it was noted that the College had reviewed the matter, further to which the College Board had agreed that it wished Dianne to continue as one of their appointees to the Board for the remainder of her term of office.

16/17.67 Consideration of new format of Management Accounts

Further to it previously being agreed that a session would be run for the Board to outline the changed format of the new management accounts (in addition to sessions for LGBs and for Finance Link Governors), it was agreed that the FRR Committee would be asked to propose an appropriate time to schedule a session for the Board.

ACTION – the Finance, Resources and Remuneration Committee to be asked to consider the timing of a management accounts review session for the Board.

16/17.68 Proposed changes to Terms of Reference of LGB Panels

Further to the December Board meeting considering changes to the Terms of Reference of LGB Pay Committees and Panels, it was noted that a further review of the arrangements for convening panels for hearings and appeals had been proposed by the CEO, primarily as a result of difficulty being experienced in forming LGB panels in a number of instances recently and of a wider review of key HR policies and processes.

The Board considered the changes proposed by the CEO. It was agreed that the matter would be deferred for consideration at the Chairs' Meeting the following week, further to which the decision would be taken by the Chair of the Board on the Board's behalf.

ACTION – it was agreed to consider this matter further at the forthcoming Chairs' meeting, after which Chair's action would be taken. *(It was subsequently agreed that the matter would be referred to the forthcoming Governance Committee meeting, as opposed to the Chairs' Meeting).*

16/17.69 Review of Schemes of Delegation 1 and 2

It was noted that the annual review of the Schemes of Delegation was due, therefore minor changes were proposed to Schemes of Delegation 1 and 2, details of which were highlighted to the Board in the form of tracked changes.

Differing opinions were expressed regarding Section 9 – Staffing and Resources, primarily regarding LGBs' involvement in appointment of Academy Leadership Teams, including sub-section 9.2, relating to actions delegated by the Board and LGBs to the Principal/Executive Principal.

ACTION – it was agreed to consider this matter further at the forthcoming Chairs' meeting, after which Chair's action would be taken. *(It was subsequently agreed that the matter would be referred to the forthcoming Governance Committee meeting, as opposed to the Chairs' Meeting).*

16/17.70 Review of outcomes of Board effectiveness survey and development of Action Plan

The Board noted the circulation of a paper produced by the Clerk to the Board, making observations regarding the feedback received from Directors in response to their completion of the NGA's Board Effectiveness survey. The Board agreed to note the matters which she had highlighted, pending further consideration of the Board's effectiveness at its meeting in July 2017 (which would require a survey being conducted in advance of that date).

The Board also supported a proposal that a skills audit be undertaken, enabling feedback on both skills and effectiveness to be considered at the July 2017 Board meeting.

It was noted that this would be an opportune time for consideration to be given to identifying resources and training and development channels which were available to Board members (both collectively and individually).

It was also agreed that a new Governance Action Plan would be produced following the July Board meeting and reviewed mid-year.

ACTION – the agreed actions would be taken after the May Board meeting, followed by discussion at the July 2017 Board meeting.

Other Matters

16/17.71 Referrals from LGBs (if any)

There were no matters to report on this occasion.

16/17.72 Any other relevant business

None on this occasion.

The meeting closed at 7pm.