



**MINUTES OF THE SPECIAL MEETING OF THE SPECIAL BOARD OF DIRECTORS HELD
ON WEDNESDAY 4 JULY 2018 AT THE DIGITAL MEDIA CENTRE, BARNSELEY,
COMMENCING AT 6.00PM**

Present: Gordon Beever (part)
Molly Beever
Ian Bennett Hague-Brown
Colin Booth (by teleconference)
Warwick Firmin
Stewart Harper
Heal Lenton (Chair)
Dianne Murray
Richard Owen (by teleconference)
Michael Sanderson (by teleconference)
Mark Wilson, CEO

In attendance: Karen Froggatt, Chief Governance Officer and Company Secretary

The Chair welcomed Michael Sanderson's participation in the meeting and reiterated the Board's good wishes to Michael and his wife for a speedy recovery.

17/18.119 Apologies for absence

The Board noted that apologies for absence had been received from Yiannis Koursis, George Krawiec and Mark Townley.

17/18.120 Chair's introduction

The Chair thanked Directors for their participation in the additional Board meeting, which had been called in response to a meeting between the CEO and John Edwards, the East Midlands & The Humber Regional Schools Commissioner (RSC). The meeting related to the Trust's proposal to convert / sponsor additional schools, as agreed by the Board at the Board meeting held on 16 May 2018.

The Chair confirmed that the purpose of the additional Board meeting was to enable the CEO to outline the RSC's requests and to enable Directors to ask questions and make comments. The Chair indicated that due to the end of the academic year being imminent, the decision had been taken to arrange the additional meeting at the earliest opportunity, in order that the matter could be considered as a formal agenda item at the Board meeting to be held on 18 July 2018.

It was noted that Chairs of Governing Bodies had already been advised of the RSC's requirements, either at a short meeting convened directly after the close of a meeting of LGB Chairs and Vice-Chairs held on 19 June, or

subsequently in the two instances where LGB Chairs were unable to attend that meeting.

17/18.121 Report from CEO & Board discussion

The CEO referred to the letter sent by the Chair to all Directors on 20 June, which had outlined the RSC's requests in respect of changes to the Trust's governance arrangements, ie:

- increasing the number of Members to five (which was already in progress)
- increasing Board-level provenance in 4-16 school standards/improvement
- a smaller Board (a Board of ten being assumed to be the DfE's aspiration)
- the removal of representative Academy LGB Chairs as Trustees.

The CEO indicated that the requirements were consistent with the DfE's increased scrutiny of Academies, in direct response to excesses and failures in governance elsewhere in the sector. Whilst not being representative of Wellspring's practice, the perceived conflict of interests existed and needed to be addressed. It was noted that Damian Hinds, Secretary of State, appeared to be driving change within the DfE.

The CEO referred to the increased rigour within the new Academies Financial Handbook, including the Secretary of State being able to require an Academy Trust to remove a Member of Trustee in future (paragraph 1.2.7), as well as being able to prohibit individuals from being involved in the management of a Trust. He confirmed that it had been made clear that the conversion or sponsorship of additional Academies was conditional upon the Trust making the required changes to its governance arrangements.

In response to a question, the CEO indicated that the requests were not uncommon and that they were being applied to those Trusts which wished to expand, rather than to all Trusts. The Company Secretary indicated that at a recent governance conference which she had attended two Trust CEOs had referred to having responded to the DfE's requests relating to their governance arrangements.

The CEO provided clarification in response to questions. With regard to Board Committees, he indicated that the DfE would perceive LGB Chairs' ongoing membership of these to be unacceptable, as would LGB Chairs stepping down to the role of Vice-Chair in order to be able to retain a role on the Trust Board. However, the CEO felt that it would be acceptable for a Director to retain membership of a LGB, provided they didn't hold office as Chair or Vice-Chair.

With regard to the Chair of a LGB applying to become a Member (rather than a Director); though this was not explicitly prevented, it was noted that it could be seen as presenting a conflict. In addition, it was noted that the Members' role was by nature extremely 'hands off' and may therefore not be appealing to people who had already served on the Trust Board.

Discussion took place regarding the current gender imbalance on the Board, which could reduce further unless corrective action was taken. This led to

discussion regarding other aspects of diversity, including in respect of geography.

The following was agreed:

- that it was essential that any new Directors and Members shared the Trust's values, culture and objectives
- that efforts would be made to promptly identify potential Directors with provenance in 4-16 school standards/improvement
- that despite the need to reduce the size of the Board, reducing it significantly in one stage was likely to be problematic, particularly given the agreed need to improve the Board's diversity profile, as well as the need to bring in Directors with school standards/improvement expertise
- that the re-constitution of the Board needed to take account of individuals' skills and experience, which would subsequently be subject to collective analysis, with any gaps being addressed over time
- that consideration would be given to further enhancing the level of the Trust's engagement with LGBs and LGB Chairs and Vice-Chairs, which was considered to be one of Wellspring's attributes. It was noted that dialogue with LGB Chairs and Vice-Chairs could be arranged in the near future
- that arrangements could be made for LGB Chairs to observe Board Meetings by rotation (further to discussion at the May Board meeting regarding observers)
- that each of the five Directors who were also LGB Chairs would advise the Company Secretary at the earliest opportunity of whether they wished to retain their role as LGB Chair or whether they wished to seek re-appointment to the Trust Board, which would be conditional upon them not holding the office of LGB Chair or Vice-Chair during their term as a Director.

It was further agreed that a formal proposal outlining the required changes would be put to the Board's next meeting.

ACTION: Proposals regarding the constitutional changes discussed would be submitted to the Trust Board meeting to be held on 18 July 2018.

17/18.122 Meeting arrangements

It was confirmed that the next Board meeting would be held on Wednesday 18 July 2018, commencing at 4.00pm.

The meeting closed at 6.58 pm.