

**Minutes/Action Notes from Board Meeting 7th November 2024**

In Attendance: Dr Sue Davies (SD) (Chair)
Tegwen Ellis (TE) (Chief Executive)

Martin Price (MP)

Mike James (MJ)

John Graystone (JG)

Dr Debbie Nash (DN)

 Paul Marshall (PM)

 Katie Phillips (KPH)

 Yusuf Ibrahim (YI)

 Kirsty Payne (KP) (Staff)

 Dr Chris Lewis (CL) (Staff)

 Mark Isherwood (MI) (Staff)

 Gaynor Ace (GA) (Secretariat)

Invited: Georgina Haarhoff (GH) – WG

 Awen Penri (AP) – WG

1. *Welcome, confirmation of minutes and actions from previous meeting*

SD opened the session and welcomed everyone to the meeting. There were no apologies.

There were no conflicts of interest and no gifts or hospitality to be reported.

The minutes from the previous meeting were agreed as a true and accurate record.

SD referred to the Action Log from the previous Board meeting and noted that all the actions had now been completed or would be dealt with later in the agenda. It was noted that Action 248 which related to holding shorter but more frequent Board meetings was already being implemented.

1. *Finance and HR Committee Report*

MP provided an overview of matters discussed at the last committee meeting. There were no staff issues to report and the budget was being carefully managed by KP who had reallocated some monies to different budget lines as required.

KP had provided contingency plans for closure of the organisations, considering contract liabilities for the Uned facility, IT support and other matters. It transpired that there were only a small number of contracts which would carry on past 31 March 2025 so there was a low level of risk. WG had confirmed that they would cover any redundancy costs for staff that exceeded the Leadership Academy’s available funds.

MJ referred to the legal process involved in transferring contracts from one body to another. KP pointed out that the new body would not be a new legal entity, setting up new contracts with suppliers should be a simpler process than originally envisaged. It had been agreed that the Leadership Academy would need more frequent meetings with suppliers to monitor progress and any new developments.

TE reported that everything had moved on since the last committee meeting. Staff would not now need to be TUPE’d into the new body as the employer would remain the same. All staff would remain in the organisation through the transition but would be subject to a restructure in the summer. TE explained that this will be more of a ‘repurpose’ than a merger.

SD confirmed for the record that the last ARAC meeting had been postponed due to the timing and the uncertainty. This meeting will be rescheduled this month.

**SD thanked MP for his summary and the Board accepted the committee report.**

1. *Chief Executive Report against the Corporate Plan*

TE outlined progress through the work stream areas as follows:

*1.1 Quality Assurance* – The current endorsement call is still open but no applications for endorsement have been received. The prospectus is still being viewed on the website however and there have been enquiries regarding leadership provision. TE confirmed that endorsement will be one of the functions that will be moving into WG. The Leadership Academy will continue to work with partners who have already received endorsement. A webinar will be held on 20/11/24 to spotlight success from a provider who has seen the benefits of endorsement.

*1.2 Innovation* – A progress meeting was held to discuss various funded projects. An application had been received from GL Consulting in respect of a curriculum design program. WG had requested that the Leadership Academy not grant this application as there would be a national programme to cover this type of professional learning. WG had agreed that innovation funding could be granted to the Cardiff Youth Service for well-being of leaders. TE was pleased to announce that Professor Andy Penaluna had won an award for his recent paper. This paper had been co-commissioned with Careers Wales and has gained international recognition – it will be sent to WG once translated.

1*.3 System Leadership* – The Leadership Academy recruited 13 leaders to Cohort 7 in the summer and this group had their first learning experience in Cardiff in September. They will be joined by Cohort 6 in December for a second learning experience and copa. Cohort 6 will be working on their commissions – leading an anti-racist organisation and self-evaluation. The Leadership Academy is continuing to support the Associate Federation who met in October. A number of sub-groups within the federation have put in a request for funding so this will need to be given careful consideration. TE stressed the importance of sustaining the Federation as the organisation transitions into the new model.

The Attainment Champions model is now in the second phase of the pilot and might be moved into a new department in WG. The project, led by Ian Gerrard,(Associate from cohort 2) has been the subject of many discussions around its infrastructure. The Leadership Academy had also been asked in July to scope out a similar project for peer-to-peer work looking at attendance.

 *Para 1.4 Leadership Development* – The Leadership Academy has held several events since the last Board meeting. Anthony Willoughby spoke at the last Leadership Unlocked event which had 59 attendees. The ‘Re-imagining Attendance’ event attracted 100 attendees which reflects the issues around attendance within educational institutions. This was the subject of a recent letter sent out to schools by the Cabinet Secretary which listed attendance as one of her top priorities. TE currently chairs the peer to peer working sub group within the attendance taskforce.

There was a face to face conference on Wellbeing on 27th November. This will be held in the Parkgate Hotel, Cardiff and all Board members were invited to attend. TE was pleased to announce that 191 delegates registered for this event. An event on the role of youth work in preventing violence in young people has 31 delegates registered to date and again Board members were invited to participate.

Staff will discuss planning for the final term of the Leadership Academy at tomorrow’s team meeting and TE stressed the importance of not wavering in delivering and ensuring the system continues to receive the benefits of the Leadership Academy.

*2.1 Resources* – With Dr Kevin Palmer currently on sick leave, there has been a knock on effect on some work areas and this has affected momentum here. Meleri Light has worked very hard and has managed to secure individual case studies from schools with regards the Adnodd, the self-evaluation tool for developing Welsh language. Attempts have been made to allocate pedagogy funding to a new coordinator as Ceri Richmond’s seconded role in this area has come to an end. Penny Ellwood, an Associate from Cohort 5 had been very keen to take on this role but is now unwell so TE will be considering with WG how to use the money allocated. It may be easier to hand this money back rather than find someone to take this work on in the short term.

*2.2 Insight* – The Ministerial Advisory Group is unsettled as there is a high level of uncertainty as to its future. This group recently held a meeting where it was decided that four Head Teachers would meet the Cabinet Secretary accompanied by TE in an advisory capacity. The meeting took place in October but the group have not yet received a response to the discussions that took place, which they need to report back to the rest of the group. It has been somewhat confusing that the Cabinet Secretary speaks of the ‘Ministerial Advisory group of experts’ rather than Head Teachers so TE has requested clarification on this.

In response to a query from JG, TE explained the origins of this group which had been set up by Jeremy Miles during Covid. He had wanted this group to continue and membership had been broadened to include all age schools and also Welsh medium schools. TE agreed to share the ToR of the group with Board members. MJ queried the involvement of trade unions in the group but TE explained that its original function was one of advice but acknowledged that there had been some mission creep. YI pointed out that Headteachers did not generally think systematically and were not trained in giving advice. They would perhaps benefit from some training.

*2.3 Well-being* – The Well-being Entitlement commission had been shared with WG and would be formally launched on 27th November to coincide with the well-being conference. TE has also been asked to speak at a national Compassionate Leadership conference in Birmingham.

*2.4 Strategic Workforce Planning* – Work on recruitment and retention is ongoing. It will be for WG to decide how to take this work forward.

*3.1 Effective Governance* – Extraordinary Board meetings were held in September/October following the update on the Middle Tier Review. It was decided to continue this approach by holding shorter but more frequent meetings.

The signed accounts will be included in the annual report and submitted to be laid in the Senedd as usual. The Board has now been notified that 2 internal audits have been completed and the organisation has been awarded substantial assurance in the governance audit and reasonable assurance in the key financial controls audit. Remaining audits on cyber security and anti-fraud will be completed before the end of the year.

*3.2 Executive Function* – KP and TE have been working on developing a programme of professional learning for the team with compliance and mandatory learning aligned to everyone’s roles. This was presented to staff in September. A Welsh language awareness course was held in September for all staff.

TE was pleased to announce that the Leadership Academy achieved a gold award for Investors in Wellbeing and Investors in People which is a reflection of how the organisation values its staff. SD offered congratulations on behalf of all of the Board.

PCS has been formally recognised as the official union for the organisation and every member of staff has now joined. Union representatives will be attending team meetings to support staff. TE noted the anxiety levels amongst all members of staff due to the uncertainty in their roles. TE has asked WG to provide information urgently around the functions of the new organisation and to identify which staff will be included moving forward. There would otherwise be a danger in losing key members of staff and the Leadership Academy might not therefore be able to carry out the key functions previously agreed.

TE has now officially received KP’s letter of resignation. This will be her last attendance at a face to face Board meeting and the whole Board thanked KP and wished her well in her new job.

*3.3 Comms and Marketing* –Charlotte Thomas, Communications Manager, has reported that there is still increased engagement through all social media platforms. This is an indication of excellent work by staff in that area who continue to ensure that effective online events are carried out and publicised.

The website had previously failed accessibility standards under UK government rules. This has now been addressed, a review undertaken and all actions completed. The new organisation will need to make decisions regarding what to move over from the existing website. New website content has recently been created and released. Meleri Light is working closely with Charlotte on this and high quality podcasts have been created. Some of the website content has now been moved into the Hwb with links back into the Leadership Academy’s website to broaden access.

MJ queried whether any thought has been given regarding retaining brand equity in the new organisation. The Leadership Academy has received international recognition so it was deemed very beneficial to retain the brand. TE believed this wouldn’t be the case but it was agreed to raise this point with WG.

*3.4 Stakeholders and Partnership Work* – Five new members have now been recruited to the Stakeholder Reference Group. The intention is to continue with this group as they will need to support the new organisation and continue to provide scrutiny going forward.

TE has held meetings with principals from New Zealand who were interested in finding out how the Leadership Academy was set up. TE chaired a meeting with the tri nations, attended a CIRLE meeting and the BELMAS conference in Belfast where a paper was delivered on well-being and on recruitment and retention. TE also currently chairs the peer to peer attendance sub group of the attendance taskforce. Meleri Light attends the ALN steering group. There have been a number of recent school visits including to a school in Powys. Meleri Light has visited the Welsh immersion unit in Cardiff and plans to visit North Wales in December.

SD thanked TE for a very comprehensive summary which highlighted some really important issues to take forward. SD had been asked by Georgina Haarhoff to check whether all seven Board members would be happy to stay on in the new organisation. All agreed to this so SD will confirm in writing to WG. SD praised TE for her work throughout this process and also her selflessness.

SD informed the Board that some of the functions of the current Leadership Academy will be transferred to WG not to the new body. One of the functions which might be moved into government for instance is endorsement. WG has confirmed that they will cover redundancy costs for Leadership Academy staff if necessary.

TE stated that there are still a lot of unknowns to be confirmed and responses are awaited from the WG to questions regarding functions, staff roles, timescales etc. TE has requested weekly meeting with Awen Penri and also more regular meetings with Georgina Haarhoff. Emyr Harris is now stepping in to support Awen with this work so he is being copied into all emails.

MJ would still need to understand what the overall aim of the new organisation would be. The current Board would continue but the brand and current name of the organisation would be lost and only the company number retained. There has been no formal notification of this or any indication of the next steps.

As the Board will still remain as employers, staff will not now need to be TUPE’d over to the new organisation. As there will be new statutory roles, the new body will need a new Chief Executive so TE will be made redundant. The remainder of the staff will need to go through a restructure but it is not yet known whether staff will need to apply for these roles. TE has been told that staff from the existing regions may be brought in to carry out some functions like school improvement and professional learning.

PM has been through this process before and explained that staff cannot be placed until the new organisation chart is in place. PM described the matching process, in his case jobs had to be at least 50% the same for staff to be automatically appointed. As job roles and functions have still to be determined, no assurances could be given to staff at the moment which is very disappointing.

KP mentioned the National Coherence Group which is being chaired by Kirsty Williams as part of the middle tier review. MJ highlighted the overall aim of combining system wide thinking with high quality leadership. SD reported that WG would be establishing a working group with partners including the Leadership Academy to maintain transparency and engagement.

The Board agreed on questions to ask WG under the next agenda item.

1. *Update from the Welsh Government (WG)*

SD was pleased to welcome Georgina Haarhoff (GH) and Awen Penri (AP) from WG who provided an update on plans for transitioning to the new body. GH began by highlighting the findings of the review commissioned in February 2023 to facilitate moving to a new school improvement model. This included a commitment to more school to school working and more support for school improvement facilitated around learning.

The Cabinet Secretary had decided to take forward the recommendations made in the review and have worked at pace in a number of areas. This should lead to a better understanding of school leadership roles and also of the emerging role of the Local Authorities in supporting this. The focus is very much on working towards a national policy to streamline and ensure consistency in key areas. This will inevitably lead to a reduction in the number of organisations in the Middle Tier. A huge amount of work had been carried out with the Local Authorities and the Regional Consortia to align roles and provide clarity. WG has been very mindful of the impact on over 400 staff members in the Regional Consortia and has tried to be as transparent and sensitive as possible.

Consideration has been given to key areas of professional learning which need to be carried out nationally and consistently such as curriculum design and progression. This will lead to the establishment of set functions around professional learning, streamlined in comparison to the current model.

It was recognised that some of the functions of the Leadership Academy need to be discussed with WG. This should be more straightforward than considering the Regional Consortia and so a shorter timescale has been allocated. GH recognised that this has not necessarily been a good thing for Leadership Academy staff. A final model has not yet been decided upon but WG is aware of the need to have transparent conversations regarding shared objectives and how statutory functions will sit together going forward. WG must also ensure that all this is done in the most cost effective way. WG will continue to prioritise funding for schools so tighter thinking is needed here to ensure a more focused approach.

GH acknowledged that the timeline for bringing about all these changes and establishing the new body is very tight. In view of that and the statutory responsibility for NPQH, the first job description, which will lead the co-ordination of the NPQH has been advertised. More job adverts will follow. Although the new body needs to be established by April 2025, that does not necessarily mean that everything needs to be in place by then. Local Authorities are taking different approaches regarding the transfer of functions with some working to the April deadline and others aiming for the start of the new school year in September 2025.

GH recapped on the fact that the new organisation will be there to deliver on the recommendations of the review. WG planned to start with a blank slate and work towards a model that will really improve things for schools. There are framing decisions to be made and lots of detail that needs to be worked out as things are still unclear in some areas.

SD thanked GH for her presentation and would welcome the open conversations referred to throughout. The Cabinet Secretary had announced on Tuesday that she was setting up a National Coherence Group and also referred in a note to a working group. SD queried whether these were the same thing and expressed a wish on behalf of the Board to be closely involved in these conversations.

GH confirmed that there will be two working groups. The National Coherence Group will operate at a very high level and will oversee the transfer of school improvement functions to LAs and WG, ensuring coherence, clarity and consistency at all levels. This group will be chaired by Kirsty Williams. Awen Penri (AP) was trying to arrange a date for the other working group which would be looking at Professional Learning functions and operational considerations for the new body.

GH stated that transitional arrangements would encompass Local Authorities and the Regions as well as the Leadership Academy and confirmed that WG would need to spend time with Leadership Academy staff and the Board to look at existing functions and details. SD would welcome these conversations sooner rather than later as there has been very little involvement up until now. GH accepted this and would soon be looking to set up urgent meetings with SD and TE.

PM thanked GH for her very helpful talk on unpicking a complicated process. PM highlighted the statutory duties that he and fellow directors have to comply with and also their responsibilities in terms of the staff. PM was concerned at the lack of clarity considering the timescales. There is a very real danger of losing key staff and the organisation being unable to discharge key duties. PM asked for absolute clarity on timescales for planning purposes and to ensure the needs and welfare of staff are met.

MJ also thanked GH for the overview and asked whether the mission and aims of the new organisation would be co-constructed in line with those of the Leadership Academy. GH had mentioned a change of name for the new body but MJ pointed out that the Leadership Academy had built up a lot of brand equity which was recognised both nationally and internationally.

YI echoed MJ’s point regarding brand equity and also stressed that we must ensure joined up thinking in the thought leadership space. YI was pleased to hear of the invitation to engage with WG and hoped they would take advantage of progress already made in thought leadership.

JG confirmed that the Board was very committed in making this work but also had a duty of care to staff and to ensure the delivery of the remit letter. JG advised that a clear statement of reassurance for staff would be very helpful in ensuring that the Leadership Academy did not lose any more staff which could well affect delivery of this year’s plans.

GH confirmed that WG would like the current Board to remain in place to support the transition and wanted to ensure that individual members were happy to continue. The vision and aspirations for the new body had not yet been agreed but GH confirmed that the Board will have opportunities to contribute to this conversation. GH totally agreed that setting the vision and aims was paramount before drilling down to the roles and responsibilities and staffing structures.

GH appreciated the points made on branding but it was for the Cabinet Secretary to make this decision and this would be a conversation for later. GH felt that it would be useful for a small subset of Board members to be involved in discussions going forward so the Board agreed to nominate representatives.

GH confirmed that there have been a number of conversations regarding staffing and acknowledged that current staff had a huge amount of expertise in a wide variety of areas. Consideration must be given to the type of expertise needed to fill the roles that have yet to be defined. WG will work closely with legal colleagues to consider all these issues.

SD thanked GH and AP for today’s presentation and for answering the questions posed by Board members. SD would welcome regular meetings with WG and Board representatives to take things forward.

1. *Board Discussion and Action Planning*

SD welcomed the opportunity for the Board to inform the future of the new body and stressed the wealth of experience of the Board acquired from different areas of work. SD and TE would be meeting regularly with GH together with some Board members. It was agreed that MJ and MP, as committee chairs, would represent other Board members in discussions with WG.

Consideration was given to replacing KP’s role when she leaves the organisation in early January 2025. Some of her operational duties could be reallocated to different staff members and a contingency plan has been drawn up with all contracts listed in an Excel spreadsheet. There will still be a vacancy for a Business Manager however and AP has agreed that the Board could appoint someone to fill that role on a fixed term basis. TE will work with KP on a job description.

TE stated that there will be a team day for staff tomorrow with representatives from PCS union invited. TE aims to be as transparent as possible with staff throughout this period and will be meeting senior members of staff twice per week. Performance targets have not been set for staff going forward but they will still be supported in any upskilling they feel they may need. MP stressed the need to have something in writing from WG to staff. TE will enquire of WG on what can be formally issued to staff regarding transferring to the new organisation.

SD will issue a formal letter to WG informing them that all directors are happy remain as directors to support the new organisation. TE will meet with KP and EST HR next week to understand the law regarding reasonableness in deciding how one job description aligns with another. MP suggested seeking advice from ACAS on this if necessary.

CL was pleased that the board would remain to secure the unique functions of the current organisation and to add value in providing a shared understanding of leadership requirements. MI agreed and was pleased that the current Board would be holding WG to account. MI stressed the importance of getting things in writing with timelines and thanked the Board for their continued support through this process. JG reiterated his offer to speak to staff individually if required.

MP suggested drafting a short page of suggestions for meetings with WG to use as a basis for negotiations.

1. *Date of next meeting, future agenda items and close*

It was agreed that the Board would meet more regularly in future and have shorter online meetings at key points. Gareth Key would send round a doodle poll to agree dates for these meetings.

SD thanked everyone for their participation in today’s meeting and closed the meeting at 2.45pm.

**Action Log**

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|  No.   |     | Owner    | Deadline    | Status    |
| 244 | Share ToR of Ministerial Advisory Group | TE | November 2024 | Completed |
| 245 | Confirm in writing to WG that all Board members were happy to continue | SD | November 2024 | Completed |
| 246 | Draw up job description for Business Manager | TE/KP | November 2024 | Completed |
| 247 | Request formal notification from WG for staff | SD | November 2024 | Completed |