



POLICY AND RESOURCES COMMITTEE

Wednesday 2nd October 2024

REPORT TITLE:	EDSENTIAL CIC DIRECTOR APPOINTMENTS
REPORT OF:	DIRECTOR OF LAW AND CORPORATE SERVICES

REPORT SUMMARY

The Policy and Resources Committee unanimously agreed on 11 September 2024 that Shareholder Board matters will be considered by the Policy and Resources Committee until further notice.

The Policy and Resources Committee can make any decision that might otherwise be handled by the Shareholder Board and any of its entities, given that the latter is a Subcommittee of the former.

Therefore, Policy and Resources Committee is responsible for reviewing the 'Reserved Matters' set out in the Shareholder Agreement entered into in respect of Edsential CIC, a company wholly owned equally by the Council and Cheshire West and Chester Council. For this report a reserved matter is set out for member consideration.

Edsential CIC has sought consent to appoint two new Directors.

This matter affects all Wards within the Borough.

This matter is not a Key Decision.

RECOMMENDATIONS

Policy and Resources Committee is recommended to approve the appointment of Samantha Myers-Whittaker and Phil Dickson as Directors of Edsential CIC.

SUPPORTING INFORMATION

1.0 REASON/S FOR RECOMMENDATION/S

- 1.1 To ensure that the board of the company is appropriately representative of the constituency which the company serves.

2.0 OTHER OPTIONS CONSIDERED

- 2.1 Samantha Myers-Whittaker and Phil Dickson have been selected following a comprehensive recruitment process undertaken by the company, have been provisionally approved by the company's board of directors and are the company's nominees to sit on the board of the company. No alternatives have been considered.

3.0 BACKGROUND INFORMATION

- 3.1 An extract of the Companies House Register of Directors of Edsential CIC is attached at Appendix 1 to this report.
- 3.2 Samantha Myers-Whittaker and Phil Dickson have each submitted a short Biography which are attached at Appendix 2 to this report.
- 3.3 A letter of recommendation from Edsential is attached at Appendix 3
- 3.4 The Shareholder Agreement requires that shareholder consent be given to the appointment of new Directors.

4.0 FINANCIAL IMPLICATIONS

- 4.1 There are no direct financial implication arising from the proposals set out within this report.

5.0 LEGAL IMPLICATIONS

- 5.1 Approval of the appointments recommended by the company will render the board of the company compliant with the terms of the Shareholder Agreement as revised.

6.0 RESOURCE IMPLICATIONS: STAFFING, ICT AND ASSETS

- 6.1 There are no direct implications to staffing, ICT or Assets arising from the proposals within this report.

7.0 RELEVANT RISKS

- 7.1 The Company's ability to operate effectively may be compromised if a suitable Director to the Board of Directors is not appointed.

8.0 ENGAGEMENT/CONSULTATION

- 8.1 Not applicable

9.0 EQUALITY IMPLICATIONS

- 9.1 Wirral Council has a legal requirement to make sure its policies, and the way it carries out its work, do not discriminate against anyone. An Equality Impact Assessment is a tool to help council services identify steps they can take to ensure equality for anyone who might be affected by a particular policy, decision, or activity.
- 9.2 There are no direct equality implications arising from the proposals set out within this report.

10.0 ENVIRONMENT AND CLIMATE IMPLICATIONS

- 10.1 There are no direct environment and climate implications arising from the proposals set out within this report.

11.0 COMMUNITY WEALTH IMPLICATIONS

- 11.1 There are no community wealth implications arising out of this report.

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APPENDICES

- Appendix 1: Extract of the Companies House Register of Directors of Edsential CIC
Appendix 2: Samantha Myers-Whittaker Biography and Phil Dickson Biography
Appendix 3: Letter of recommendation from Edsential

Background Papers

Edsential Shareholder Agreement
Wirral Council Plan 2023-2027

Terms of Reference

The Policy and Resources Committee unanimously agreed on 11 September 2024 that Shareholder Board matters will be considered by the Policy and Resources Committee until further notice.

The Policy and Resources Committee can make any decision that might otherwise be handled by the Shareholder Board and any of its entities, given that the latter is a Subcommittee of the former.

SUBJECT HISTORY (last 3 years)

Council Meeting	Date
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None	
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Appendix 1: Extract of the Companies House Register of Directors of Edsential CIC as at 14th August 2024

ASHLEY, Alison Jean

Correspondence address	Whitby Hall Lodge, Stanney Lane, Ellesmere Port, England, CH65 6QY
Role	Director
Date of birth	March 1977
Appointed on	25 November 2021
Nationality	British
Country of residence	England
Occupation	Director Of Special Education

BACKHOUSE, James Andrew

Correspondence address	Cheshire Lines Building, 6 Canning Street, Birkenhead, United Kingdom, CH41 1AU
Role	Director
Date of birth	February 1984
Appointed on	5 August 2021
Nationality	British
Country of residence	United Kingdom
Occupation	Senior Officer - Local Government

BRACKENBURY, Helen Elizabeth

Correspondence address	4 Civic Way, Ellesmere Port, United Kingdom, CH65 0BE
Role	Director
Date of birth	December 1973
Appointed on	16 September 2021
Nationality	British
Country of residence	England
Occupation	Director Of Children'S Services

MCGRADY, Ian Philip

Correspondence address	Whitby Hall Lodge, Stanney Lane, Ellesmere Port, England, CH65 6QY
Role	Director
Date of birth	November 1969
Appointed on	12 October 2015
Nationality	British
Country of residence	United Kingdom
Occupation	None

MCGUNIGALL, Elaine

Correspondence address	Whitby Hall Lodge, Stanney Lane, Ellesmere Port, England, CH65 6QY
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Role	Director
Date of birth	September 1965
Appointed on	1 September 2017
Nationality	British
Country of residence	United Kingdom
Occupation	Headteacher

OWENS, Jane Helen

Correspondence address	Whitby Hall Lodge, Stanney Lane, Ellesmere Port, England, CH65 6QY
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Role	Director
Date of birth	May 1953
Appointed on	8 August 2016
Nationality	British
Country of residence	United Kingdom
Occupation	Education Consultant

PARKINSON, Mark

Correspondence address	Whitby Hall Lodge, Stanney Lane, Ellesmere Port, England, CH65 6QY
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Role	Director
Date of birth	April 1959
Appointed on	12 October 2015
Nationality	British
Country of residence	United Kingdom
Occupation	Retired

SENN, Sharon Elizabeth

Correspondence address	Whitby Hall Lodge, Stanney Lane, Ellesmere Port, England, CH65 6QY
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Role	Director
Date of birth	August 1961
Appointed on	25 November 2021
Nationality	British, Swiss
Country of residence	England
Occupation	Trustee/Chartered Accountant

WETTON, Nicola

Correspondence address	Whitby Hall Lodge, Stanney Lane, Ellesmere Port, England, CH65 6QY
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Role	Director
Date of birth	August 1976
Appointed on	8 September 2017
Nationality	British
Country of residence	United Kingdom

Occupation Headteacher

WHITELEY, Adrian Francis

Correspondence address Whitby Hall Lodge, Stanney Lane, Ellesmere Port,
England, CH65 6QY

Role Director

Date of birth October 1963

Appointed on 1 September 2017

Nationality British

Country of residence United Kingdom

Occupation Head Teacher

Appendix 2: Samantha Myers-Whittaker Biography and Phil Dickson Biography

SAMANTHA MYERS-WHITTAKER BIOGRAPHY

I have worked at Archers Brook SEMH Residential School for over 15 years. The school offers high quality support for children and young people with a range of complex social, emotional and behavioural difficulties often linked to medical conditions or diagnosis such as ADHD or Autism.

I am an experienced coach and have worked with staff in my own setting and across the Local Authority to develop leadership capacity.

I have been a co-director of a Teaching School (Cheshire Inclusive Teaching Alliance) which was dedicated to improving the lives of children with additional needs and currently I sit on the Cheshire teaching School Hub strategic board as SEN specialist. Through leading of the teaching school (CITA) I have facilitated for Edsential, developing workshops to remove barriers to learning, working with a range of providers to deliver SENCo training. I have been lucky enough to represent the SEN sector on the Cheshire West Education Improvement Board and through this took a lead role across the Local Authority in driving forward the mental health agenda; this supported the coordination of school workforce development for Cheshire West in line with Mental Health Transformation; working with all Schools in the LA, the Educational Psychology Team and also the Children's and Young Peoples Mental Health Transformation Board.

I was Chair of the Cheshire West and Chester SEN Heads Association for over 5 years, steering colleagues through a time of financial change and consultation, working alongside mainstream colleagues and Local Authority officers and up until last year I was the Vice Chair of the OWOW (multi-disciplinary) strategic group, such a varied group of professionals to work with yet all united to create a Trauma informed workforce.

I try to offer the system of developing leadership from a SEND perspective by regularly mentoring aspirant and training Headteachers through National Programmes, helping to sustain and develop strength in the sector, as well as attending the NNSP meetings termly at Swiss Cottage to celebrate the national SEN network which develops my own practice and makes strong professional links.

I enjoy the challenge of developing the inclusive practise at a strategic level and have worked alongside Conwy County Council education service to manage necessary change in the PRU system to prepare for a substantive leader of the Conwy PRU -Canolfan Addysg Conwy. This commissioned work has extended to Telford and I am currently supporting the transformation of the school Telford Priory as part of a team of specialists.

It is this drive to challenge, collaborate and create sustainable, inclusive provision that initially inspired me to apply to the position of non-Executive Director; this is a role that is well placed to support pupils in the local areas through its' variable and wide-ranging remit within the company focusing on special projects, liaising with shareholders to promote excellence and also representing the business at external events advocating the great work Edsential do. I feel that in my position as a SEND lead in the area, and as a Special School head I am well placed to consider the needs of both mainstream and SEND settings when dealing with an ever increasingly complex set of learners, the resources they may need, trends or gaps in the changing needs of families and the training needs of staff as new as more complex cohorts enter the sector. I believe that my knowledge of the SEND sector would support the promotion and drive of the inclusion agenda across the Edsential patch, and cement even clearer communication between Edsential and Special Schools or strategic SEND leads in CWAC or neighbouring authorities.

PHIL DICKSON BIOGRAPHY

Name: Phil Dickson

Current Role: Executive Headteacher Somerville federation (Wirral)

Summary of Role: To lead the Federation with clear purpose and strategies that will enable all pupils and staff to achieve their full potential; and to work with the Governing Body, local and national agencies to implement policies that further the school's educational vision.

Main Duties and Responsibilities

School Strategy

- Have a strategic plan to further successfully develop and improve the Federation within the Ofsted framework.
- Be the strategic lead on developing the vision, values and priorities of the Federation.
- Develop, implement and evaluate the Federation's policies, practices and procedures.
- Advise the governing body on the formulation, implementation and review of their policies, within the national timescales required.
- By maintaining and expanding awareness of education and school systems locally, nationally and globally to bring best practice to the Federation.
- Develop effective relationships in the wider community and business sector to improve academic and social outcomes for all pupils.

Leading and Managing

- Promote the Federation's ethos and engage all staff to develop positive working relationships.
- Develop leadership throughout the Federation, using the appropriate staff structure to support the school development plan.
- Identify future talent, and coaching as required to facilitate robust succession planning.
- Ensure a strategy is in place to develop staff welfare through a good understanding of the challenges faced.
- Ensure that all professional duties are fulfilled as specified in the School Teachers' Pay and Conditions document.
- Use of the performance management process to ensure all staff effectively contribute to the quality of education provided and the standards achieved.

Accountability

- Work closely with the Governing Body and its committees, develop, and maintain a positive working relationship with all governors.
 - Provide information, objective advice and support to the Governing Body that will allow it to meet its responsibilities, understanding that the Governing Body is accountable for the success of the Federation.
 - To ensure parents and pupils are aware and engaged in the attainment and progress made in the curriculum and in the next steps required to improve further.
 - Being accountable for all aspects of safeguarding and your role as Designated Safeguarding Lead.
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Secondary current role: Contracted Ofsted Inspector (Schools)

Summary of Role: To visit, inspect and report on the quality of places of education and learning. This includes:

- reading briefings
- talking to staff about previous development plans and progress made
- finding out the views of other professionals, children and parents
- observing and rating teaching provision against national standards
- checking the welfare and development of the children
- recording what has been seen and heard
- giving information and evidence to team meetings
- producing detailed written reports to tight deadlines

Skills and Knowledge required for role:

- Observation and interviewing skills
- The ability to analyse quality or performance
- The ability to make fair judgements and decisions
- Leadership and team working skills
- To be thorough and pay attention to detail
- Analytical thinking skills
- Active listening skills
- Excellent verbal communication skills

Previous Senior Leadership Roles:

Headteacher Ysgol Maes Y Mynydd (Local Authority, Wrexham)

Principal Moorisde Primary Academy (Enquire Learning Trust, Manchester)

Vice Principal Moorisde Primary Academy (Enquire Learning Trust, Manchester)

Assistant Vice Principal Stanley Grove Academy (Bright Futures Multi Academy Trust, Manchester)

Reason for applying and what do I think I will offer:

I applied for the position of Non-Executive Director at Edsential as I believe I am an outstanding candidate with the experience, skills and commitment to contribute to Edsential's strategic direction. I will make a significant positive contribution, assisting the board in the achievement of its business plan as well as ensuring the company delivers its mission and is compliant with legislation. I welcome the opportunity to support the board to continue their crucial work improving the lives of children and young people across the region.

I have a proven track record of rapid and sustained school improvement in challenging contexts as a Headteacher and Executive Headteacher. I have successfully led LA maintained schools (in England and Wales) as well as an academy within a large multi academy trust. Furthermore, because of my experience, skills and positive impact within the education sector, I am entrusted to work as a contracted Ofsted Inspector.

I believe my experience working across multiple settings in different countries will enable me to support Edsential's growth objectives, expediting growth beyond the geographical boundaries of Cheshire West and Wirral. Furthermore, my experience has provided me with an excellent understanding of what service users want and need. I believe this understanding will support the company to continue to improve the quality of service delivered as well as assisting with new product innovation to achieve growth across all services.

I have seen first-hand the positive impact the services Edsential provides to children, young people, communities and school leaders and will act as an advocate and promote the work of the company as well as contributing to the company's future success.

Appendix 3: Letter of recommendation from Edsential

2nd July 2024

For the attention of the Chair and Members of Shareholder Board

Dear Members

I am writing to seek approval from both Cheshire West and Chester and Wirral shareholders for the appointment of new non-Executive Directors to the Edsential Board to replace those directors whose tenure ends at the end of August 2024.

A report setting out the proposed changes to the Shareholder Agreement, to bring it in line with the current structure of the Board (as previously approved by both shareholders) and a proposed plan for the turnover of non-Executive Directors, in line with the Articles of Association, was approved by the Board in November 2023. This was subsequently submitted to both shareholders and was approved by Cheshire West and Chester in December 2023 and by Wirral in March 2024. Following that approval, after the Easter break, we advertised for the three NED posts that are due this year, in accordance with the plan set out in the aforementioned report. These positions are:

- A head teacher from a Special School from either Cheshire West and Chester or Wirral administrative areas
- A head teacher from a Primary School from the Wirral administrative area
- A governor from a school from either Cheshire West and Chester or Wirral administrative areas

Currently the non-Executive Directors holding these positions are, respectively:

- Alison Ashley, formerly of Hebden Green Special School in Cheshire West and Chester but now working for the Learning Community Trust not in our administrative areas
- Elaine McGunigall, head teacher of Our Lady & St Edward's Catholic Primary School
- Jane Owens, is currently the governor NED on the Board

The recruitment process was as open as possible with adverts going out to all the relevant schools for each position. The advertising included:

- Sending emails with details of the posts to all schools in the administrative areas as appropriate
- Adverts placed onto the Indeed recruitment website and portal which is accessed by schools
- Adverts placed onto Governor Hub
- The use of LinkedIn, Facebook and X (Twitter)
- Adverts placed onto the Edsential website

Adverts were posted for 17 calendar days. Potential applicants were able to access several documents about the company to support their application. This included a covering letter from the Chair, information about the company and the services we provide, a job description and person specification.

15 applications were received and following shortlisting we interviewed 9 applicants. Formal interviews were used, involving three directors (gender balanced). The questions were drawn from the job description and person specification which included questions to test out the applicants' suitability to be a non-Executive Director of a company.

The outcome of this process is that we propose that the following people are appointed as non-Executive Directors to Edsential with their tenure starting from 1st September 2024.

- Samantha Myers-Whittaker, who is the head teacher at Archer's Brook Special School in Ellesmere Port
- Phil Dickson, who is the Executive Headteacher at the Somerville Federation in Wirral

We did not appoint to the governor NED position as we did not think that the candidates met all the criteria we were looking for. We intend to re-advertise at the start of the next academic year, refining the advert to ensure that there is greater clarity over our expectations. Previous applicants will be able to re-apply.

References have been requested and provided for Sam and Phil and these are overwhelmingly supportive of their appointment. Our interviews included questions about health and safety and safeguarding. We will request DBS checks for them both once we have approval from the two shareholders for their appointment.

The Board met Sam and Phil just before the 27th June Board meeting and the Board fully supports their appointment.

Sam and Phil have provided a biography for themselves and a statement which outlines why they applied to become and NED and what they think they will bring to the Board. Their statements are attached. These should help to support shareholders in their decision.

I hope that shareholders can make their decision to enable Sam and Phil to take up their positions from 1st September and I look forward to a response from shareholders in due course.

Yours sincerely

Mark Parkinson
Chair of Edsential Board