

25th October 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 a new governor non-Executive Director to the Edsential Board to replace the previous governor NED director, Jane Owens, whose tenure ended on 31st 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, in May 2024, we advertised for the three NED posts that are due this year, in accordance with the plan set out in the report. These positions were:

- 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

We successfully appointed to the two head teacher posts and these directors were approved by the Policy and Resources Committee on 2nd October. We did not appoint to the governor NED position because, after interviews, none of the candidates met the criteria sufficiently. We readvertised for the governor NED in September 2024 using the same methodology previously but updating the chair's covering letter to emphasise the importance of the governor aspect of the role.

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

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Adverts were posted for 13 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.

23 applications were received. However, a significant number of these applicants were either not governors at all or not a currently serving governor in either Wirral or Cheshire West and Chester. Following shortlisting we interviewed 3 applicants. Formal interviews were used, involving three directors. 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 person is appointed as non-Executive Director to Edsential with their tenure starting from 1st November 2024.

- Peter Brown, who is the chair of governors at Tattenhall Park Primary School in Cheshire West and Chester

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

The Board met Peter just before the 24th October Board meeting and the Board fully supports his appointment.

Peter has provided a biography for himself and a statement which outlines why he applied to become a NED and what he thinks he will bring to the Board. His statement is attached. This should help to support shareholders in their decision.

I hope that shareholders can make their decision to enable Peter to take up his position from 1st November and I look forward to a response from shareholders in due course.

Yours sincerely

Mark Parkinson
Chair of Edsential Board

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