

**THE SPRING PARTNERSHIP TRUST**  
**Final adopted minutes (incl confidential minutes) of a meeting of the Directors held at**  
**Hayes Primary School at 7.00pm on Thursday 4<sup>th</sup> July 2019**

**Present:**

Mr C Lees, Chair  
Mr R Barlow, from minute 6  
Mr J Cliff  
Ms K Hawker  
Miss R Punter

**In attendance:**

Mrs C Sheehan, CFO  
Mrs V Bolton, COO

**Clerk:** Miss K Crossley

**1. Apologies**

- 1.1 Apologies had been received from J Brinkley, C Barenbrug, L Falk, M Mina, D Okafor and R Taylor.
- 1.2 Directors were satisfied with the reasons given for absence and accepted the apologies.
- 1.3 The meeting was quorate.

**2. Declaration of Pecuniary Interests**

- 2.1 No pecuniary interests were declared.

**3. Board Business**

**3.1 To note changes to the Board and remaining terms of office**

- 3.1.1 The Board thanked J Martin, who had resigned as a Director in June 2019, for his valuable contribution to the Trust.
- 3.1.2 Directors expressed their gratitude to J Covill, who had stepped down as Chair of the Local Committee at SMCPA, for her long service as a Director and Local Committee Member. Directors approved the appointment of I Raitt as Chair of the Local Committee at SMCPA.
- 3.1.3 The terms of office of all Directors were noted.

**3.2 Trust and Local Committee membership**

- 3.2.1 Directors were referred to, and approved, the updated Board and Committee membership (appendix 1).

**4. Minutes of previous meeting**

- 4.1 The minutes and confidential minutes of the meeting of 21<sup>st</sup> May 2019 (appendix 2) were approved by the Board and signed by the Chair.
- 4.2 Directors were referred to the matters arising report (appendix 3). The following actions were discussed:
  - 4.2, 7.1.1 Further to the recent auditor review of staff awareness of policies, Directors were referred to the commentary in the COO report (appendix 25) on the establishment of a policy communication and adherence schedule from August 2019.

**THE SPRING PARTNERSHIP TRUST**  
**Final adopted minutes (incl confidential minutes) of a meeting of the Directors held at**  
**Hayes Primary School at 7.00pm on Thursday 4<sup>th</sup> July 2019**

- 4.2, 4.4 The attention of Directors was drawn to comments in the CEO report (appendix 25) regarding the effectiveness of the implementation of the Supporting Pupils with Medical Needs Policy. Directors noted the value of such periodic assessment of how policies were actually implemented and reaffirmed that the implementation of all policies should be systematically reviewed. A further update would be provided at the next meeting. **JB to action.**

**5. Chair's report**

- 5.1 Directors approved the Chair's action taken on 23<sup>rd</sup> May 2019 in consultation with the Chair of FARCO to approve a new three-year payroll software for an in house payroll service at a cost of £51,246 (see item 6 of Chair's report, appendix 4). A one year contract for a third of the amount had previously been agreed by Directors.
- 5.2 There were no questions from Directors on the Chair's report and appendices (appendices 4-6)

**6. Executive team reporting**

**6.1 CEO report**

**6.1.1 Strategic/political developments**

- 6.1.1.1 This minute was deemed to be confidential, see confidential minute 13.1.

**6.1.2 Update on Big 6 Priorities**

- 6.1.2.1 Directors noted the update on the Big 6 in the CEO report and were informed that going forward these would be monitored by relevant Committees.

**6.2 CFO report**

**6.2.1 Financial reporting and approval of budgets**

- 6.2.1.1 Directors were referred to:

- the CFO report (appendix 9)
- the proposed 2019/20 budgets for all six school and the Trust (appendices 10 to 16, scrutinised by FARCO)
- LPS management accounts to May 2019 (appendix 17)
- Consolidated management accounts and reporting to May 2019 (appendix 18-21)

- 6.2.1.2 FARCO had requested further work on the LPS budget relating to 1.5 FTE teaching vacancies which had not been filled and nursery staffing. FARCO had been concerned to ensure that the budget was realistic and actually deliverable, a concern shared by the Trust Board. A detailed discussion regarding the LPS budget was held.

- 6.2.1.3 This minute was deemed to be confidential, see minute 13.2.

**THE SPRING PARTNERSHIP TRUST**  
**Final adopted minutes (incl confidential minutes) of a meeting of the Directors held at**  
**Hayes Primary School at 7.00pm on Thursday 4<sup>th</sup> July 2019**

- 6.2.1.4 The Trust was confident that LPS had regained stability following the appointment of a new Head of School (HoS), who had had a calming effect in his first half term in post. The budget reflected confidence in the new HoS, the refreshed teaching team and strong leadership support from the Trust.
- 6.2.1.5 It was noted that there was very little contingency in all budgets, and FARCO had expressed concern about potential additional pressure on stretched staff and the leadership team in the event of unpredictable developments such as staff sickness and maternity leave. Directors asked whether modelling had been undertaken for different scenarios and were advised that this had been done for both varying income drivers (pupil numbers) and varying cost drivers (staff numbers) in future years.
- 6.2.1.6 The budget monitoring process included three forecasts per year, monthly income and expenses adjustments, the latter being mainly changes to salaries and agency costs. In order to tightly control budgets, purchase requisitions which exceeded budgets would be rejected by the central team unless virements from other budgets were agreed by Headteachers (HT)/HoSs. The Chairman reported that the CEO intended to arrange further CPD encompassing additional/supplementary financial training for senior leaders which would assist in ensuring budgets were tightly managed, which Directors approved. At a local level, schools would be challenged on their budgets by Local Committees in line with the scheme of delegation.
- 6.2.1.7 Regarding the in-year/accumulated deficit on the Central Trust Budget, Directors agreed that this should be funded on a per pupil basis from unrestricted reserves. Directors asked what steps would be taken to ensure that balanced Central Trust budgets were set going forward and were advised that the MAT contribution had been set at 7.6% of GAG which would cover projected costs. A discussion followed on how this would be benchmarked, and it was noted that it was difficult in the local context due to lack of comparable structures.
- 6.2.1.8 SEND funding remained a concern and submission of applications for funding continued to be prioritised at all schools. Expertise in preparing applications and good practice was successfully shared across the Trust.
- 6.2.1.9 In the light of anticipated worsening funding across the sector and continuing national shortage of teachers, the Board considered strategic options in order to ensure that the Trust could remain viable no matter what eventuality. It was suggested that consideration be given to the establishment of rescue plans in the event of a recurrence of a budget deficit of a similar magnitude as that at LPS in 2018/19. It was noted that the Trust had learned from the experience at LPS, and that signs would be spotted allowing for remedial action to be taken, such as central or local redeployment. In addition, it was important to remain optimistic about the future of the Trust and recognise the controls already in place through the strong central business and finance function, the cohesion of the Management Group and the development of the Board.
- 6.2.1.10 A discussion followed on different approaches to contingency, such as incorporating maternity leave/sickness costs in the MAT contribution, or seeking the agreement of HTs and HoSs for them to be shared across the Trust as a means of achieving fair allocation of costs. Similarly, supernumerary teachers could be recruited at Trust level for the same purpose. Another option would be to review the reserves policy with a view to increasing the level of reserves as a means of self-insuring although it was noted that this would reduce flexibility in terms of capital expenditure. It was agreed that shared maternity costs/sickness would be raised at the next meeting of the Management Group.
- JB to action.**

**THE SPRING PARTNERSHIP TRUST**  
**Final adopted minutes (incl confidential minutes) of a meeting of the Directors held at**  
**Hayes Primary School at 7.00pm on Thursday 4<sup>th</sup> July 2019**

6.2.1.11 Directors noted the additional measures which had been put in place for the proposed 19-20 budgets, including:

- EHT and HTs to present mid-year budget updates at the FARCO meeting in January 2020
- Management accounts to be reviewed by Local Committees at all schools
- EHT and HTs to complete supplementary financial training and financial targets to be included in performance management objectives
- Any spending at LPS to be approved by the CEO
- EHT job description to be reviewed to reflect financial responsibilities

6.2.1.12 Directors approved the LPS budget for 19/20 and confirmed the recommendation of FARCO that the proposed 2019/20 budgets for the other 5 schools and the central Trust budget be approved.

**6.2.2 Insurance contract**

**6.2.2.1** Authority was delegated to a sub-group of Directors (C Lees, R Taylor and J Cliff) to approve renewal of the Trust insurance contract for 2019/20, which would be circulated shortly and required approval by 14th July 2019. **CS to action.**

**6.2.3 Internal Audit report**

6.2.3.1 Directors were referred to the report for the internal audit visit in May 2019 (appendix 22) and thanked the finance team for its work, which had resulted in a very strong audit report. The report had been discussed at the recent meeting of the Audit Committee and no major issues had been identified. Directors noted the advisory point raised relating to the Trust having an even number of Trust Members and accepted that there were valid reasons for maintaining Member numbers at the current level of six.

**6.2.4 Budget forecast return**

6.2.4.1 Directors approved the budget forecast return (appendix 23), which had been reviewed by auditors, for submission to the ESFA.

**6.2.5 Business development report**

6.2.5.1 Directors were referred to the report by the Senior Business Development Officer (appendix 24), reflecting a healthy increase in income generation since the creation of the role. The Senior Business Development Office would continue to support all schools to maximise income from their sites and assets in line with the local context, such as demographics, access/key-holding, security etc. Going forward, and in line with feedback from HoSs and HTs, there would be increased focus on grant applications.

**6.3. COO report**

**6.3.1 GDPR and Litigation update**

6.3.1.1 There were no questions from Directors on the litigation update in the COO report (appendix 25).

**THE SPRING PARTNERSHIP TRUST**  
**Final adopted minutes (incl confidential minutes) of a meeting of the Directors held at**  
**Hayes Primary School at 7.00pm on Thursday 4<sup>th</sup> July 2019**

- 6.3.1.2 Directors were referred to the overview report of visits by the Data Protection Officer to the central Trust, CPS, HPS, SMCPA and LPS (appendix 26) and expressed concern that issues had been identified at SMCPA for the second successive visit.

This sentence was deemed to be confidential, see confidential minute 13.1.

An update would be provided at the Trust Board meeting in September 2019. **VB to action.**

**6.3.2 Digital Strategy spend request**

- 6.3.2.1 Directors were referred to the £4k spend request for consultancy work on the next stage of the digital strategy (see COO report). It was noted that the time and budget for the spend had been included in the original project plan. In response to questions from Directors, it was confirmed that the Trust was happy with the progress of the plan to date and that any minor glitches, for example in the roll-out of Google Drive to central staff, had offered learning points for future projects. The request was approved.

**6.3.3 Estates Management**

- 6.3.3.1 Directors thanked C Barenbrug for having agreed to take on the role of Estate Management and Site Compliance Director.
- 6.3.3.2 Following recent press articles on asbestos, Directors asked whether any parents had asked about the status in Trust schools, which had not been the case. It was noted that asbestos had been identified at all sites but had been deemed to be contained. A register of asbestos sites was maintained, asbestos awareness training had been completed by all site staff at a recent INSET day and asbestos was being appropriately managed. It was suggested that consideration be given to preparing a statement in the event of inquiries being received from parents on the matter. **VB to action.**

**6.3.4 Procurement**

- 6.3.4.1 Directors considered the trust-wide grounds maintenance contract (appendix 27) and accepted the recommendation for the contract to be awarded to a known and trusted supplier (JC Landscapes Ltd) at a competitive over three years. The contract would be monitored by the site teams and managed by the COO.

**6.3.5 Policy Schedule**

- 6.3.5.1 There were no questions from Directors on the introduction of a policy communication and adherence schedule, which had been included in the COO report.

**7. Report from FARCO**

**7.1 Overview of key issues**

- 7.1.1 Directors were updated on recent discussions at FARCO on the financial impact on the Trust of the Tree House, a specialist autistic unit at MPS, which was forecast to return a significant budget deficit for 2019/20. The reasons behind the deficit had been explored, including admission of pupils over numbers and inappropriate placement. The matter had been raised by the CEO and the EHT with the Director of Education at the borough. It had been made clear that Directors were concerned to ensure, as part of their

**THE SPRING PARTNERSHIP TRUST**  
**Final adopted minutes (incl confidential minutes) of a meeting of the Directors held at**  
**Hayes Primary School at 7.00pm on Thursday 4<sup>th</sup> July 2019**

responsibilities for the finances of the whole Trust, that funds were appropriately spent. An update would be provided at the next meeting. **JB to action.**

**7.2 Minutes of FARCO meeting, 2<sup>nd</sup> May 2019**

7.2.1 There were no questions from Directors on the minutes of the FARCO meeting of 2<sup>nd</sup> May 2019 (appendix 28).

**8. Report from ACC**

**8.1 Overview of key issues**

8.1.1 ACC had not met since the last Trust Board meeting. An update, including analysis of year-end outcomes, would be provided at the next meeting. **KH to action.**

**9. Report from HR Committee**

9.1 Overview of key issues

9.1.1 The Chair of the HR Committee provided a verbal report on recent Committee work, including:

- review of consultation procedures
- an update from the HT at HPS on activities of the Staff Wellbeing Action Group (SWAG), including drafting a new staff wellbeing questionnaire and 'you said, we did' responses to previous questionnaires
- consideration of changes to the payroll provider
- consideration of giving notice on the Liberata HR consultancy contract and discussion of possible alternative providers

9.1.2 It was suggested that the Trust reflect on its HR consultancy needs in order to ensure that any new contract was fit for purpose. It was possible that it may be more effective, from the perspective of both quality of expertise and cost, to invest in staff training/CPD, which could possibly be funded by the apprenticeship levy. It was also noted that the model HR policies and procedures currently used were not suited to MATs and that the procurement process offered an opportunity for external advice on all HR policies/procedures to be sought. **CS to action.**

**10. Safeguarding**

10.1 It was confirmed that there were no safeguarding issues to report.

**11. Policies**

**11.1 Complaints Policy 2019/20**

11.1.1 Directors were referred to the Complaints Policy 2019/20 (appendix 29), highlighting proposed revisions in the light of updates to DfE and NGA model policies. The revised policy had been reviewed by the Trust's legal advisors. The policy was approved by Directors.

**THE SPRING PARTNERSHIP TRUST**  
**Final adopted minutes (incl confidential minutes) of a meeting of the Directors held at**  
**Hayes Primary School at 7.00pm on Thursday 4<sup>th</sup> July 2019**

**12. AOB and date of next meeting**

- 12.1 There was no other business and the meeting closed at 9pm.
- 12.2 The draft Trust meeting schedule for 2019/20 (appendix 30) was approved by Directors, subject to agreed amendments. The revised schedule was be circulated as soon as possible. **KC to action.**
- 12.3 The next meeting would be held on 18<sup>th</sup> September 2019 at 7pm at Hayes Primary School.

Signed: .....Date:.....  
Clive Lees, Chair of Directors

Minutes might be confidential for the following reasons:-

- a) information relating to an employee or office holder, former employee or applicant for any post or office, or a pupil or their family;
- b) the terms of, or expenditure under, a tender or contract for the purchase or supply of goods or services or the acquisition or disposal of property;
- c) negotiations or consultation concerning labour relations between the Trust and its employees;
- d) any issue relating to legal proceedings which are being contemplated or instituted by or against the Trust;
- e) action being taken to prevent or detect crime to prosecute offenders;
- f) the source of information given to the Trust in confidence; or
- g) any other matter which, in the opinion of the Chair, is confidential or the public disclosure of which would prejudice the effective discharge of the Trust's functions.

**THE SPRING PARTNERSHIP TRUST**  
**Final adopted minutes (incl confidential minutes) of a meeting of the Directors held at**  
**Hayes Primary School at 7.00pm on Thursday 4<sup>th</sup> July 2019**

\*\*\*\*\*

**13 Confidential minutes**

**13.1.** Questions were invited on the CEO report and appendices (appendices 7 and 8).

13.1.1 It was reported that the outcome of the bid to merge with the Synaptic Trust was not yet known. Directors asked how the Trust would benefit from a potential merger and was advised that there were helpful synergies which would be of benefit to both Trusts: the Synaptic Acting CEO had previously held the role of Director of Education, a position which was not currently included in the central team structure. Synaptic currently outsourced central business, finance and HR functions, which were well established at TSPT. Good teaching and learning practice had been observed during visits to Synaptic schools by the senior leadership team and strengths and weaknesses had been identified. A strong sense of the extent to which weaknesses could be addressed had been obtained.

13.1.2 Directors asked whether, if successful in its bid, the Trust could accept or decline the opportunity to merge with Synaptic, and it was confirmed that a due diligence process would be undertaken in which all aspects of the Trust would be scrutinised. Some accounting issues had already been noted and these would be investigated before any decisions were made.

13.1.3 In response to a question as to similarities or difference in governance structures, it was reported that these were not dissimilar, although the Synaptic model was less collaborative than that of TSPT. Synaptic had a small board of directors which was seeking continuity, and initial conversations had been held about how this might be achieved in practice.

13.1.4 Directors inquired about next steps and were advised that, if the bid was successful, due diligence would start in September 2019 with a view to completion by Easter 2020. Formal sign off in principle would be required from the RSC before the start of due diligence. In response to a follow up question as to whether the Trust had the capacity and experience to undertake due diligence, it was noted that some aspects may be outsourced but that Trust retained audit and legal representation and had previous experience of the process, having welcomed four individual schools to the Trust in recent years.

13.2 The 1.5 FTE roles had since been filled by recruitment of an NQT and internal capacity from another school for the 0.5 FTE role. With regards to the nursery, two TAs would be redeployed to run the new nursery and the DHT would be responsible for overseeing the set up. Due to staffing amendments, the overall budget would result in a surplus of £47k for the year, which would be set aside for contingency. This contingency was considered adequate. FARCO had recently approved a spend request for nursery furniture, which had been funded by the borough.

13.3 The Trust was supporting the school leadership team to address the issues. Directors were assured that the matter was being managed by the HoS and that a willing and responsive approach to resolving the issues was evident.

Signed: ..... Date:.....  
Clive Lees, Chair of Directors