

THE SPRING PARTNERSHIP TRUST
Final adopted minutes of a meeting of the Directors held at Hayes Primary School
at 7.00pm on Thursday 7th December 2017

Present:

Mr C Lees (Chair)
Dr I Raitt
Mr J Cliff
Mrs J Brinkley (CEO)
(with the exception of minute 13)
Miss R Punter (by telephone)
Mrs C Cousins
Mr P Verghese

Mrs B Simpson
Mrs J Tibbald, Chair, HPS LC (Observer)
(with the exception of minute 13)

In attendance:

Mrs C Sheehan, CFO
(with the exception of minute 13)
Mrs V Bolton, Trust Services Manager
(with the exception of minute 13)

Clerk: Miss K Crossley

1. Apologies

- 1.1 Apologies were received from M Brighty, R Taylor and S Nagappan.
- 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, except for Mrs Brinkley in regard to agenda item 13.

3. Board Business

3i To note new appointments to the Board and remaining terms of office

- 3.1 Directors welcomed C Cousins and R Punter, who had recently been appointed to the Board. The terms of office of all Directors were noted.

3ii Review Scheme of Delegation

- 3.2 Directors were referred to the Scheme of Delegation (appendix 2), highlighting a proposed change relating to the removal of elected or appointed staff and parent governors, if warranted. Directors approved the revised Scheme of Delegation.

3iii Confirm all DBS checks up to date

- 3.3 It was confirmed that DBS certificates for Directors were all valid, and that the next check due would be for the Chair by 5th May 2019.

3iv Advise clerk of changes to contact details

- 3.4 It was requested that Directors advise the clerk of any changes to contacts details. An updated contact sheet would be circulated to all Directors and relevant Trust staff. **Clerk to action.**

3v Confirm Director details up to date on website and Get Information About Schools (GIAS)

- 3.5 Director details on the website and GIAS were all up to date, without the exception of one minor item which was being attended to. **Clerk to action.**

4. Minutes of previous meeting

- 4.1 The minutes and confidential minutes of the meeting of 21st September 2017 (appendices 3 and 4) were approved by the Board and signed by the Chair.

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- 4.2 Directors were referred to the matters arising report (appendix 5) detailing actions which had been completed and the status of outstanding actions as follows:

6.2, 6.4 Use of 'springpartnership.co.uk' emails accounts for all Directors

It was confirmed that log-in details for TSPT email accounts had been circulated to all Directors. The Chair reminded Directors that all communication would now be sent to Directors' TSPT email accounts and emphasised the importance of keeping Trust information on secure servers.

- 4.3 *4.6, 10.3 Minutes of Local Committee meetings*

The Chair advised he had considered including the minutes of Local Committee meetings as papers for Trust Board meetings, but had decided not to, given the volume of paperwork. It was agreed that Link Directors would read the minutes of meetings of their respective Local Committees in order, first, to maintain an overview of those Committees and their activities and secondly, to relay any significant issues to the Board of Directors.

CL to advise Chairs' Group/VB to advise LC Clerks

5. Chair's report

- 5.1 There were no questions from Directors on the Chair's report (appendix 6).
- 5.2 The Board considered and approved a recent 'Chair's Action'. Details were considered confidential, see minute 15.1.

6. Trust Development

6a) CEO Report

6a)i Trust Self-Evaluation

6a)i)a Evaluation of progress on 'Nine characteristics of a successful MAT' and identification of key issues for the coming year

6.1 Nine characteristics

- 6.1.1 The Chair referred Directors to the January 2017 and November 2017 versions of the document 'Nine characteristics of a successful MAT' (appendices 7a and 7b), and invited thoughts on how the Trust's stage of development had been assessed. Directors challenged the assessments of steps 3 and 4, suggesting that the former (quality assurance systems) may be 'developing' rather than 'embedded' and the latter (clear delegated framework for governance) 'embedded' rather than 'leading'. A discussion followed on the factors behind the assessment, including the significance of the Trust having won the NGA Outstanding MAT Governance Award in 2017 and the progress made since January 2017. It was acknowledged that for some steps, such as step 3, the Trust may be between 'developing' and 'embedding', and that this could be reflected by RAG-rating the steps; assessment could be further refined with broader input, for example from Local Committees. **JB to action.**

- 6.1.2 It was noted that the Trust was at a relatively early stage of development and could be vulnerable to, for example, resignations from key personnel. The CEO noted the importance of the assessment of step 8 (clear succession planning) and advised that it was for this reason that the Nine characteristics document would be linked to the risk register and the strategic development plan. **JB to action.**

6a)i)b Areas for governance development, including training

- 6.2 Directors considered whether the current training programme delivered value for money and met the needs of the Trust. It was confirmed that the cost of the annual subscription to

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Bexley training was £2,200, and that this should be considered against the Octavo offering, which included 'pay as you go' courses (£104 for a half-day course), bespoke two-hour group sessions (£450) and annual subscription (c£6k). It was suggested that in addition to being tailored to the Trust's needs, bespoke sessions could create opportunities for Directors and LCms to come together, and may reduce overlap arising from several people attending the same course. The CEO was concerned to ensure the quality of training and advised that investment may be required to enable the Trust to move forward, noting that Octavo also offered opportunities for engagement with other school communities. Various options were debated, including the Trust organising its own governor induction process and the under-use of Educare, which was of good quality and easily accessible. It was agreed that the training provision would be reviewed ahead of the Bexley contract renewal date and informed by data on the uptake of training since April 2017. **VB to action.**

6a)ii Approval of annual business plan and plans for growth

6.3 The CEO referred Directors to Strategic Development Plan (appendix 8), advising that the moderate aims had been set for the first time last year, and that it had now been ensured that the right KPIs had been set for each strategic aim. The following commentary was provided on each aim:

6.3.1 Strategic Aim 1: Our children will have happy, healthy and fulfilled lives

This was an ambitious but non-negotiable target. The Trust would invest in projects which would not just educate pupils, but bring communities into schools to support education. Different community areas would be identified for each school. The attention of Directors was drawn to the challenging KPIs for this aim based on the Ofsted outstanding grading for personal development, behaviour and wellbeing, including attendance, exclusions and SEND. A Director asked whether the KPIs were measured, and was advised that they had begun to be measured every six weeks; initial difficulties relating to standardisation of calculations had been ironed out. Significant issues such as a lack of near miss and accident books had been identified and addressed. Software to enable more sophisticated tracking was being investigated, and the CEO was satisfied that the correct measures were being monitored.

6.3.2 Strategic Aim 2: Excellent teaching and learning is our main purpose

The attention of Directors was drawn to the KPI relating to rapid closing of the gaps between disadvantaged and non-disadvantaged pupils nationally, as this was an area which required development across the Trust.

6.3.3 Strategic Aim 3: Highly skilled governance to support our schools

The CEO highlighted the separation of governance from leadership to enable a better understanding of areas of risk. KPIs included outstanding Ofsted gradings for leadership and management. A number of new Directors had been or were being recruited to provide the Board with the needed skill set, while the KPI of zero 'red' audit issues had been achieved.

6.3.4 Strategic Aim 4: Leadership for learning drives continuous improvement

This strategic aim was concerned with a leadership culture of coaching, working with external consultants to devise in-house coaching through which all members of staff at all levels would be able to coach. This linked to succession planning, as one of the main reasons staff moved on was because they felt they were not growing and developing. Clear career pathways would be established for teachers over a three-year timeframe, incorporating the advantages of training and opportunities to work at other schools within the Trust. KPIs in this area included less than 5% of posts being advertised twice and 80% of retention of outstanding teachers and 80% staff satisfaction. This would be achieved through teachers being attracted to schools with areas of excellence, such as outdoor

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learning at MPS and music at HPS, and a culture of training. Directors discussed the feasibility of monitoring these measures, how the KPIs had been set and the associated costs. It was noted that there were also costs associated with losing staff. Resources would be pooled, for example in training, to enable the Trust to offer different strands of training, bespoke packages and its own NQT programme. **JB to provide updated KPI data for all schools.**

6.3.5 This item was deemed to be confidential, see minute 15.2

6a)iii Inspections at HPS and MPS

6.4 Ofsted inspections at HPS and MPS had been covered in the CEO report (appendix 7). Directors noted that because of the very focussed nature of one-day inspections, the wider outstanding attributes of HPS had not been taken into account by the Inspector which was disappointing for all and the 'Good' result did not reflect the achievement of the school in the round. The CEO would be investigating why the shortcoming in boys writing had not been identified by Challenge Partners just weeks before as this had not alerted the school to the problem subsequently identified by the Inspector. **JB to action.** MPS had been rated 'Outstanding' which was very pleasing indeed and Directors congratulated all staff in both schools on their fine achievements.

6a)iv This item was deemed to be confidential, see minute 15.2

6b Operations Report

Directors were referred to the Operations Report (appendix 11).

6b)i Progress of implementation of GDPR

6.5 Directors were concerned to ensure timely compliance with GDPR and were referred to the timeline demonstrating the measures put in place to ensure that GDPR compliance would be achieved (appendix 1 to Operations Report). The Trust would work with another local MAT to share the workload and consultancy fees associated with the GDPR project.

6b)ii ICT project update

6.6 Directors were referred to the timeline for the ICT tender (appendix 12) and informed that, due to the scheduling of Board and Committee meetings and the tender timeline, a recommendation had been made by FARCO that responsibility be delegated to a working party to compile a short list of suppliers, attend pitches and make a recommendation to the Board. The recommendation was accepted; S Nagappan, R Taylor and R Punter (together with John Walker as an adviser) were appointed to the working party.

6.7 The Directors accepted a further recommendation from FARCO that ICT expenditure be approved directly by the Board of Directors, rather than through FARCO.

6b)iii HR project update

6.8 Directors were referred to the table depicting the timeline for the HR project in the Operations Report (item iii). The HR project had been discussed in detail at a recent meeting of the HR Committee. There were no questions from Directors on this matter.

6b)iv Risk register update and review

6.9 Directors were referred to the draft MAT risk register (appendix 13), which would be fully populated. Directors were impressed with the revised risk register, which would be reviewed regularly alongside the KPIs. A separate category would be added for reputational risk. **VB to action.**

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- 6.10 Directors were referred to the updated Critical Issues Schedule (appendix 14). This item was deemed to be confidential, see minutes 15.4.1 to 15.4.3.
- 6.11 A verbal update was provided for critical issues at HPS:
- The need to consider the quality of Challenge Partners reviews and whether they had been appropriate at HPS. This matter would be added to the agenda of the ACC meeting in March 2018. **Clerk to action.**
 - This point was deemed to be confidential, see minute 15.4.4
 - The need for improvements to the playground and pupils' toilets.
- 6.12 It was agreed that further consideration would be given to the implications of the Ofsted Inspections before the next meeting. **CL to action.**
- 6.13 It was confirmed that resolved issues would be removed from the schedule and distinction made between critical issues and local management concerns going forward. **VB/CL to action.**
- 7. Report from Achievement and Curriculum Committee**
- 7.1 The Chair of ACC reported that data patterns across the Trust, shared best practice and ACC-Link Director roles would be discussed at the meeting of the Committee on 13th December 2017.
- 8. Report from Finance and Resources Committee (FARCO)**
- 8i Minutes of meeting of 2nd October 2017**
- 8.1 The minutes of the FARCO meeting of 2nd October 2017 (appendix 15) were received for information.
- 8ii Update regarding management accounts**
- 8.2 Directors inquired as to progress in resolving issues with the new financial software package and were advised that management accounts for September and October 2017 had been produced and circulated to the Local Committees, and that it was now possible to produce consolidated accounts.
- 8.3 Directors highlighted difficulties in understanding management accounts at local level, particularly with regard to staff costs. It was acknowledged that training and commentary would be required to support LCms in understanding the new format of the accounts. **CFO to action.**
- 8iii Approve annual accounts to 31st August 2017**
- 8.4 Directors were informed that the draft annual accounts (appendix 16) and management letter (appendix 17) had been thoroughly reviewed by the Audit Committee. The Chairman's Foreword had subsequently been updated with the outcomes of recent Ofsted inspections at HPS and MPS. The attention of Directors was drawn to the £20k Trust deficit, which had resulted from the planned use of brought forward GAG funds at HPS. Directors were assured that no significant issues of concern had been identified during the audit, and congratulated the CFO and Finance Team on the very low number of audit issues in a year in which four schools had joined the Trust.
- 8.5 The accounts were approved by the Board and signed by the Chair and Accounting Officer. Letters of representation to the auditors were also signed, confirming full disclosure and accuracy of the information provided by the school to the auditors (by the Chair and

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Accounting Officer and compliance with statutory obligations in the running of the school and the appropriate use of funds (Accounting Officer).

8iv Recommend reappointment of auditors

8.5 Directors noted the Committee's recommendation to re-appoint U Hacker Young as auditors. The reappointment would be considered at the meeting of Members in January 2018. **Clerk to action.**

8v Overview of key issues

8.6 It was confirmed that the key issues considered at the FARCO meeting of 27th November 2017 had been included in the meeting agenda.

8vi Consider/approve any spend requests over £20k

8.7 It was confirmed that a donation of £10k had been received from the Hayes (Kent) Trust towards the proposed fencing project at HPS, reducing the cost to the school to just over £20k (appendix 18). Directors approved the spend request, subject to appropriate communication with parents as well as residents of houses bordering the school field.

8.8 Directors were referred to the paper summarising a proposed music hub to support the development of outstanding music provision at HPS and, more widely, the Trust, providing a focus for a wide variety of activities to support the local community and the school's engagement with it (appendix 19). The proposed cost of the project (c£250k) was noted, as well as plans to raise funds with the support of the PTA and to approach charitable trusts. Directors congratulated J Wilcox on the well thought out proposal, and agreed in principle to an indicative contribution of £150k from HPS reserves, subject to provision of a fully articulated concept together with final costings for it.. Directors were asked to notify the Trust if they were able to benefit from any employer match-funding programmes.

8vii ESFA letter to accounting officers

8.9 It was confirmed that all Directors had read the ESFA letter to accounting officers dated 17th November 2017 (appendix 20). Directors were satisfied that the Trust was aware of all the expectations listed in the letter and kept them continually under review.

9 Administration

9a Membership at schools and Trust committees

9.1 Directors approved the revised Board and Committee membership (appendix 1) subject to amendments to reflect the following:

- A Naish had indicated that she did not wish to renew her term of office as Local Committee member at HPS, which had ended on 3rd December 2017.
- C Lonergan and S White had stepped down from the Achievement and Curriculum Committee (ACC).
- S Bruck had recently been interviewed by the Chair and Directors were asked to appoint her to the Local Committee member at HPS, which they did.
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10. Health and Safety Report

10.1 Directors thanked P Verghese for the comprehensive health and safety report (appendix 21) summarising agreed measures to ensure on-going consistent trust-wide monitoring, strategic planning and accountability.

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11. Safeguarding

- 11.1 The Directors were grateful to J Cliff for the safeguarding report (appendix 22) confirming that safeguarding in all Trust schools had been audited and found to be at least 'Good', and outlining the next steps to enhance practice.

12. Policies

12i Admissions Policy 18/19

- 12.1 This minute was deemed to be confidential, see minute 15.5.
- 12.2 A discussion followed on the risks of increasing PAN (including reputational risk and relationships with local and regional stakeholders) and of not increasing PAN (the impact of funding pressures on standards, the need to capitalise quickly on the school's strong position and its good links with local nurseries). It was agreed that the decision would be deferred to 15th December 2017 to allow further time to conclude discussions with the LA and for further reflection. The decision was delegated to a group of Directors comprising the Chair, the CEO, J Cliff and C Cousins.
- 12.3 Review of the Admissions Policy 2018/19 (appendix 24) was deferred, subject to the outcome of minute 12.2.

12ii Admissions Policy 19/20

- 12.4 Review of the Admissions Policy 2019/20 (appendix 25) was deferred, and delegated to the above group of Directors.

12iii H&S Policy

- 12.5 Directors were referred to significant updates highlighted in the Health and Safety at Work Policy (appendix 26). The updated policy was approved.

12iv Behaviour Policy

- 12.6 There had been no changes to the Behaviour Policy (appendix 27), which was approved.

12v Supporting Pupils with Medical Conditions Policy

- 12.7 The Supporting Pupils with Medical Conditions Policy (appendix 28) was approved. Directors were concerned to ensure that all the detailed requirements of this policy were actually being implemented and asked for a report at the next meeting. **JB to action.**

12vi Complaints Policy

- 12.8 The Complaints Policy (appendix 29) was approved, subject to cross-referencing with the Statement of Allegations Against Staff Policy. **VB to action.**

12vii Statement of Allegations against Staff Policy

- 12.9 Review of the Statement of Allegations Against Staff Policy was deferred. **VB to action**

12viii TPST Central Equality Objectives

- 12.10 Directors considered that the Objectives needed to be enhanced with concrete actions in order to be sure that TSPT was taking clear action to promote equality amongst all groups. A revised plan would be developed. **JB and RP to action**

12ix Reserves Policy

- 12.11 The Reserves Policy (appendix 31) was approved.

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13. CEO Pay

13.1 The CEO, CFO, Trust Service Manager and J Tibbalds left the meeting.

13.2 Directors considered the report of the CEO Pay review panel which consisted of C Lees, P Verghese, M Brighty and non-director Cllr J Ellis. Directors considered the following issues in determining an appropriate level of pay for the CEO:

- Market comparisons with other MAT CEOs
- The need to have an attractive looking salary both for retention purposes and to attract an eventual potential successor
- The acute pressures on funding
- Not joining in the 'race for the top' prevalent with CEO salaries
- The fact that in general staff had had very restricted salary increases in recent years
- The need to demonstrate careful and appropriate use of public money and government/public expectations
- Differentials
- The skills, qualifications and attributes of the existing incumbent which included being an OFSTED Inspector
- The opinion of Liberata, the Trust's HR advisers

Directors noted that it was very difficult to balance these opposing considerations but after discussion determined a salary for the CEO that in the annual accounts would be reported as lying within the range of £110k to £120k from 1st December 2016 (when TSPT became six schools) to 31st August 2017 and within the range of £110k to £120k from 1st September 2017. Precise salary figures and the salary range for the post were considered confidential, see minute 16.

14. AOB and date of next meeting

14.1 The next meeting would be held on Thursday 8th February 2017 at **Hayes Primary School** (note venue change). The meeting closed at 9.35pm.

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.