

THE SPRING PARTNERSHIP TRUST
Final adopted minutes of a meeting of the Directors
Held at St Mary Cray PA at 7.00pm on Tuesday 12th July 2016

Present:

Mr C Lees, Chair
Mr R Taylor, Vice Chair
Mrs J Covill
Mr I Raitt
Mrs J Tagg (from minute 6.11)
Mr M Gibbs
Mrs J Brinkley, CEO/EHT
Mrs J Nelson
Mrs B Simpson
Mr K Colville

In attendance:

Mrs K Partridge, Trust Business Manager (BM)
Mrs C Sheehan, Trust Finance Manager (FM)

Clerk:

Mrs V Bolton

1. Apologies for absence, acceptance of absence, absence

- 1.1 Apologies for absence were received and accepted from Mrs S White who had intended to observe the meeting as the Acting Chair of HPS LGB.

2. Pecuniary interests

- 2.1 No pecuniary interests were declared.

3. Minutes from the Board meeting held on 3rd May 2016

- 3.1 The minutes from the meeting of the Directors on the 3rd May were approved by the Board and signed by the Chair.

4. Matters Arising

- 4.1 The Directors were referred to the matters arising report (see Appendix 4) and discussed the following points:-
(Meeting date 17.3.16) 7.5 Business Continuity Plans
It was confirmed that these documents had been reviewed and approved by the LGBs this term and it was therefore not necessary for the documents to be brought for discussion by Directors.
- 4.2 *4.4,9.4 Policy compliance*
It was acknowledged that whilst progress had been made regarding the status of statutory policies at the prospective member schools (see Appendix 4.2) there was still work to be done next year on the roll out of trustwide policies and ensuring that the new schools are compliant with the content of these policies. **VB/JB to action.**
- 4.3 *6.18 Reserve levels and policy*
The Directors were informed that FARCO had recently agreed a reduction in the reserve levels at SMCPA from £80,000 to £55,000 in order to relieve short term cash flow issues. It was explained that the longer term aim would be to bring reserves together from each member school in order to create one pot of Trust reserves. This issue would be considered further at the next FARCO meeting. **RT to action.**
- 4.4 All other matters arising had been completed or were discussed at the meeting.

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5. Chairs Report and Commentary on agenda

- 5.1 The Directors were referred to the Chairs report (see Appendix 5) and no questions were raised.

6. Trust Development

6A) EHT Report

- 6.1 The Directors were referred to the EHT Report and relevant appendices (see Appendix 6a) and were provided with an overview of developments in the educational landscape as follows:-
- The RSCs are developing methods of evaluating MATs and assessing the suitability of existing Trusts requesting expansion which are due to be released next year.
 - The nine characteristics of a successful MAT (published by Sir David Carter) were circulated and had been discussed with HTs.
- 6.2 A comprehensive external peer to peer review had been commissioned for each Trust school for the next academic year with Dr Pauline Watts (Education consultant) to which Directors could be invited. This would form part of the evolving role of the CEO/EHT to focus on the overall auditing of the Trust going forward.
- 6.3 The Directors were informed that minor work would take place over the summer to refurbish the Cottage at HPS into Trust offices for use by the CEO/EHT, the Finance Manager, Behavioural Services and the Finance/HR team. It was agreed that it was important to commit to the Trust renting the Cottage from HPS as soon as the Trust could afford to, but that in the meantime the Trust would be covering the rates and utilities for the Cottage.
- 6.4 It was confirmed that the initial stages of the due diligence process had started for schools L and M but that no commitment to spend had been incurred.
- 6.5 It was confirmed that the parents and carers of existing member schools had been invited to an open talk regarding the Trust and the changing educational landscape. It was agreed that a letter would be circulated to all HPS and SMCPA parents and carers from the Chair of Directors to inform them of the current plans regarding expansion of the Trust. **CL to action.**

6B) Results of due diligence process

6.6 Safeguarding and Health & Safety aspects

It was confirmed that there were no concerns regarding the monitoring or management of safeguarding matters at either Castlecombe Primary (CC) or Dorset Road Infant School (DRIS) and that the single central registers (SCRs) were up to date. It was stated that there was no history at either school of major safeguarding failings and that minor improvements had already been implemented, for example, the Safeguarding Lead role being undertaken by an Assistant HT rather than a class teacher.

- 6.7 A safeguarding due diligence checklist had been completed by the CEO/EHT and only minor issues were identified. The SCRs at all schools are working documents that are continually under review.

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- 6.8 The Directors were referred to the reviews of health and safety (see Appendix 6B)1) and were informed that the schools were responding to the points raised by these reviews. The Directors enquired whether there were any health and safety aspects so significant cost wise or safety wise at CC that would significantly imperil TSPT and were informed that there was not although procedures in this area would be more robust once within the Trust. For example, the Trust carries out a fire risk assessment of member schools on an annual basis whereas an assessment had not been carried out at CC since Feb 2014. The Directors requested that a fire risk assessment be instructed at CC at an approximate cost of £150. **KP to action.**
- 6.9 The Directors enquired whether there was anything so significant cost wise or safety wise in respect of health and safety at DRIS that would significantly imperil TSPT and were informed that the Pinnacle report had identified that a considerable amount of costs would be incurred (£180,000 - £200,000 see Appendix 6.9) in order to make the school kitchen compliant. It was stated that steps were being taken for the CTA regarding DRIS to include a clause to the effect that the LA would be liable to indemnify TSPT for all costs incurred in making the site compliant as identified in the Pinnacle report, and that the LA had been made aware of the scale of the potential costs.
- 6.10 It was stated that the CEO/EHT had received assurances in writing from the LA regarding remedial works that would be covered at CC as part of the forthcoming school expansion, as well as the fact that the LA would be responsible for ensuring that DRIS is compliant in respect of the health and safety aspects identified.
- 6.11 The Directors were informed that the funding had not yet been released for the school expansion project at CC and the work start date had therefore not yet been confirmed, however the use of temporary classrooms had been approved. It was stated that it was likely that the funding release date would be confirmed at the next Bromley members planning meeting that would be taking place within the next couple of months.
- 6.12 Legal aspects
The Directors were referred to the review of the legal papers prepared by the solicitors VWV (see Appendix 6B)2) and were informed that there were no critical issues to be considered but the following issues were being resolved:-
- Regarding the CTA for DRIS, the clause, “cash in hand or at the bank” in Schedule four was noted that it was confirmed that this was the same wording as used in the CTA for SMCPA.
 - It was noted that the CTA for CC contained a specific clause that surplus restricted funds of CC must be used for CC after CC joins TSPT. TSPT can use unrestricted funds transferred to it from CC as it wishes.
- 6.13 The differences in dealing with accepting a maintained school versus an academy were discussed and it was highlighted that as CC was a ‘company’ that would be dissolved at the point of the school joining TSPT there would be no possibility of future recourse. The Directors would therefore be required to be content with the assurances provided by CC as the Trust Board would be liable for any legal resolution following this date and would not be able to pursue CC, which would be dissolved. It was confirmed that the due diligence papers provided by VWV were deemed to be sufficient assurance that there are no points of concern likely to cause legal liability issues at CC.

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6.14 Financial aspects

The Directors were referred to the review of the financial reports prepared by Baxters and it was confirmed that only operating leases, and not financial leases, had been entered into by CC. It was also confirmed that the LA had confirmed that TSPT would be under no legal obligation to contribute any funds to a construction project at the school.

- 6.15 It was stated that the proposed budgets for CC and DRIS had been reviewed at the recent FARCO meeting and that CC had £62,393 of reserves in place. The Directors agreed that the financial due diligence carried out did not highlight any areas of concern, although it was requested that the process of aligning financial controls across the Trust be completed as soon as practicable.

6.16 Overview by SBM

The Directors were referred to the overview of the due diligence process from the BM and it was confirmed that an ICT Security review would be incorporated into the due diligence process in future, and that this review would be carried out at CC and DRIS in the next academic year. **JB to action.**

6.17 HR, TUPE and Pension deficit

A discussion took place on the pension deficit reports compiled by Mercers. It was stated that all academies operate with a running pension deficit and it would be the case that TSPT would inherit the deficit from CC of £160,000 which is not disproportionate. It was confirmed that TSPT was seeking assurances that repayment of the inherited deficits of CC and DRIS would not put undue stress on TSPT and that overall, TSPT would pay in the future an employer rate no greater than it was currently doing.

- 6.18 The Chartered Accountants and the auditors had both confirmed that the LGPS liability figures were 'low risk' and it was stated that the pension liability would be covered by the DfE should an academy file for bankruptcy.

- 6.19 It was noted that the current deficit recovery periods of CC and DRIS (and M and L) varied from 4 years to 7 years. The Directors agreed that it was acceptable to take on the liability but that assurances needed to be in place to ensure that the recovery period was appropriate for the Trust. It was confirmed that the solicitors would expect the pension liabilities to be agreed prior to joining the Trust. The Directors enquired whether the pension recovery period would be increased in relation to any growth in the deficit figure, and requested that the Trust aim to negotiate the longest possible timescale for pension recovery. It was also suggested that clarification be provided as to which is the appropriate document to record the responsibilities of the Trust in relation to the pension deficits. **KP to action.**

- 6.20 The Directors were referred to the TUPE consultation report (see Appendix 6B)5) and were informed that the process had been successfully completed at CC and DRIS and that additional measures would be added to the TUPE process for schools joining the Trust in future regarding the amendments due to be made to the Trust Pay policy.

- 6.21 An executive summary regarding employment/HR issues was due to be sent to the CEO/EHT for consideration by the Directors. **JB to action.**

- 6.22 The Directors were referred to the academic data comparison and projection report (see Appendix 6B)6) and were informed that DRIS had been awarded 'good' at their recent Ofsted inspection and that CC were due their next inspection from January 2017. It was confirmed that SMCPA had recently requested an early Ofsted inspection.

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- 6.23 Several pupil's reading papers had been appealed at SMCPA, the outcome of which could significantly improve their combined scores. It was stated that should CC be inspected and found to 'require improvement' it would not necessarily reflect badly on the Trust as issues had already been identified at the school by the RSC but until the school is part of the Trust the Trust can have little influence.
- 6.24 It was agreed that it was a priority to use consistent moderation and produce consistent data across the Trust. Tracking would be carried out at all schools once the new curriculum and assessment methods were embedded.
- 6.25 It was confirmed that there were no concerns that the results at HPS would be affected by the expansion of the Trust and the involvement of the HT with CC.
- 6.26 Overview of Due Diligence process
The Directors were referred to the updated Director input document (see Appendix 6B)7) and were informed that Land Registry searches were being carried out by VWV which would provide the necessary due diligence information regarding 'Land and Property report'. There were no significant issues raised relating to the land at either site.
- 6.27 It was confirmed that no specific building condition surveys had been carried out at either CC or DRIS within this academic year but that thorough Property Data Surveys had been carried out by the LA within the past few years. It was agreed that the information provided had to be enough to satisfy the Directors that they were fulfilling their duties, and that more up to date information could potentially help with negotiations with the LA regarding the cost of compliance and maintenance projects. It was highlighted that commissioning new, professional reports may delay the date of the schools joining the Trust and that grant funding could be sought to cover the cost of premises maintenance work identified in the future. The Directors requested that the status and the time frame of the Property Data Surveys be considered for each school alongside the costs and timescales of commissioning new reports. **JB to action.**
- 6.28 Governance and Committee structure
The Directors were referred to the committee membership list for 2016-17 (see Appendix 6B)8) and agreed that the quorum for committees would change from 3 directors to 2, although it would still be a requirement that Director presence would need to be in the majority. It was stated that committee roles were available for representatives of the new schools, and that there could be a rolling programme in place for people to attend relevant meetings through the year.
- 6.29 The Directors approved the appointment of Kawan Patel as a governor at SMCPA with immediate effect.
- 6.30 The Directors were referred to the paper regarding the governance structure of the expanding MAT (see Appendix 6B)8a) and a discussion took place on the possible governance roles and responsibilities of member schools. The option of moving towards Academy Councils (AC) rather than Local Governing Bodies (LGBs) was considered, where the majority of monitoring would be carried out by the CEO/EHT, who in turn would report to the Directors. The concept of a Local Governing Council (LGC) was also introduced where schools hold their own Finance and Achievement committee meetings.
- 6.31 It was stated that there is an industry move towards the Academy Council model and away from the use of the term 'governor'. It was suggested that the Trust would not yet be large

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enough to adopt this model across all schools as additional resource would be required by the CEO/EHT to fulfil the school development role. It was proposed that the Trust could evolve towards this model over the next year or so (the idea of which had been suggested to the member schools), although Directors were aware that a greater understanding of how ACs would work in practice would be beneficial. Regarding the LGC model, there were concerns that attending every meeting of LGC's would be onerous on the CEO which would mitigate against the long-term use of this model.

- 6.32 It was suggested that using ACs may impact on the calibre of volunteers prepared to be involved with the schools, and could mean that some existing governors may step down.
- 6.33 The Directors enquired whether the trustwide ACC and FARCO meetings would become unmanageable with a growing number of schools and were informed that these committees would become strategic groups with input from each school, with information being managed by exception. It was agreed that it would be important for these committees to oversee the functions at all schools to allow consistency and to promote the adherence to Trust standards. It was stated that delegation of FARCO duties to individual schools could ultimately increase workload as there may be duplication of reports and accounts.
- 6.34 It was agreed that for 2016-17 the new member schools would retain the current governance structure (albeit with ultimate responsibility being held by the Board of Directors) with the Local Committee (formerly the governing body) receiving Finance and Achievement information for their school. Each LC would ultimately be accountable to ACC and FARCO. These LCs would focus on standards within their school, conduct school visits and have input on certain areas such as curriculum. A school could choose to incorporate their ACC/FARCO elements into an LC meeting or to hold separate committee meetings for these areas.
- 6.35 It was agreed that it would be necessary for agendas and formatting of reports to be consistent across the Trust. It was recommended that all FARCO reporting be moved away from local schools and covered by the trustwide FARCO committee from September 2017 in line with the proposed centralised GAG funding model.
- 6.36 It was suggested that a full governance review be carried out within the next academic year involving input from the new schools, in order to ensure that an appropriate governance structure is put in place for the future. **CL to action.**
- 6.37 It was agreed that HPS and SMCPA would continue with their existing format for 2016-17 and Governors would be referred to as Local Committee members going forward.
- 6.38 Consider whether/how to proceed with expansion in respect of CC, DRIS, Leeson and Midfield
The Directors were referred to the Articles of Association, single and master funding agreements (SFA/MFA), auditors pension summary, resolutions, commercial transfer agreement (CTA) and deed of novation (see Appendices 6B)9 – 6B)9vi).
- 6.39 It was stated that the government had made minor amendments to the model SFA regarding 'coasting schools' where no improvement is shown over a period of time and this new model would apply to CC and DRIS. TSPT would also enter into a revised version of the MFA with regard to CC and DRIS (and presumably Midfield and Leeson). Although the amendments are minor, in future care will be needed in recording which version of the SFA and MFA apply to each particular member school.

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- 6.40 It was confirmed that the pension summary was as expected and followed the example used during the sponsorship of SMCPA. The Directors were notified that the report stated 'in terms of ultimate risk for TSPT and/or its members there is virtually none'. This item had been discussed under minute 6.19.
- 6.41 It was stated that the RSC had not yet provided final approval regarding the new schools joining the Trust. It was anticipated that approval for CC, DRIS and Leeson's would be given at the next DfE Lead meeting on the 21 July.
- 6.42 The Directors were informed that the solicitors had confirmed that the LGfL contract at CC should be assigned to the Trust prior to the school joining the Trust. It was stated that CC had recently extended their LGfL contract until July 2021. It was requested that CC be asked to communicate with LGfL regarding the contract reassignment as soon as possible.
KP to action.
- 6.43 All other suppliers had been informed that existing contracts would be assigned to the Trust from 1 September 2016. All insurance policies provided expire on 31 August 2016. The Directors recommended that the Trust makes its own insurance arrangements from transfer (1 September 2016), although it will need to ensure that there are interim insurance arrangements in place in the event the conversion is delayed. The Directors gave authority to the Chair of FARCO to approve appropriate insurance policies which may be valued at more than the standard approval limits for the committee. **CS to action.**
- 6.44 The Directors passed the following formal resolutions required to acquire CC subject to a list of outstanding issues being circulated to the Directors and the below three directors completing these outstanding issues to their satisfaction:-

Resolution 1

1 It is resolved that it is in the best interests of the Academy and TSPT for the Academy to be operated within TSPT and therefore the acquisition of the Academy from the Company is hereby approved.

Resolution 2

2 Subject to Resolution 1, it is resolved that TSPT enter into the following documents to effect the acquisition of the Academy from the Company:

- a. a Transfer Agreement, under which the assets and liabilities of Company in connection with the Academy will be acquired by TSPT, with the Company;
- b. the assignment of the leasehold interest to the Academy site (or any other land associated documentation) with the Company;
- c. a Deed of Novation and Variation of Funding Agreement with the Secretary of State for Education and the Company; and
- d. any other deeds, novations, instruments, contracts or other documents which are necessary or desirable in order to effect the acquisition of the Academy as a going concern from the Company; (together the **Documents**).

Resolution 3

3 Subject to Resolutions 1 and 2, it is resolved that:

- a. If required under hand, any trustee; or
- b. If required by deed, any two of the trustees, any one of the trustees and the company secretary, or a trustee in the presence of a witness; shall have authority to execute the Documents on behalf of TSPT subject to any amendments prior to completion as they may consider necessary or desirable.

Resolution 4

4 It is resolved that a majority of Clive Lees, Robert Taylor and Jacqui Neslon be authorised before and after the Transfer Date, to take all decisions and action necessary on behalf of TSPT to complete the transfer of the Academy, the preparation of accounts and all related matters, including if required, any deferral of the

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Transfer Date provided that a list of outstanding issues be circulated to directors. It is noted that following the transfer of the Academy to TSPT, the Company would be dissolved at the earliest opportunity by means of 'voluntary striking off' and that it was expected that the Company's existing directors would take the lead in this.

- 6.45 The Directors passed the following formal resolutions required to acquire DRIS subject to a list of outstanding issues being circulated to the Directors and the below three directors completing these outstanding issues to their satisfaction:-

Resolution 1

1 It is resolved that it is in the best interests of the Academy and TSPT for the Academy to be operated within TSPT and therefore the acquisition of the Academy from LB Bromley is hereby approved.

Resolution 2

2 Subject to Resolution 1, it is resolved that TSPT enter into the following documents to effect the acquisition of the Academy from LB Bromley:

- 2.1 a Transfer Agreement, under which the assets and liabilities of the Academy will be acquired by TSPT, with the Governors of the Academy and LB Bromley;
- 2.2 the assignment of the leasehold interest to the Academy site (or any other land associated documentation) with LB Bromley;
- 2.3 a Funding Agreement with the Secretary of State for Education; and
- 2.4 any other deeds, novations, instruments, contracts or other documents which are necessary or desirable in order to effect the acquisition of the Academy as a going concern from the LB Bromley; (together the Documents).

Resolution 3

3 Subject to Resolutions 1 and 2, it is resolved that:

- 3.1 If required under hand, any trustee; or
- 3.2 If required by deed, any two of the trustees, any one of the trustees and the company secretary, or a trustee in the presence of a witness; shall have authority to execute the Documents on behalf of TSPT subject to any amendments prior to completion as they may consider necessary or desirable.

Resolution 4

4 It is resolved that a majority of Clive Lees, Robert Taylor and Jacqui Nelson be authorised before and after the Transfer Date, to take all decisions and action necessary on behalf of TSPT to complete the transfer of the Academy, the preparation of accounts and all related matters, including if required, any deferral of the Transfer Date provided that a list of outstanding issues be circulated to directors.

- 6.46 It was agreed that the due diligence process would continue with Leeson and Midfield with the intention that both schools would be in a position to join the Trust from 1 November 2016.

6C) Staffing structure

This item had been considered as part of the CEO/EHT Report (see Appendix 6a).

6D) Policy compliance across Trust

This item had been discussed under minute 4.2.

6E) RAPT

It was confirmed that TSPT were still part of RAPT although the umbrella Trust had reduced in numbers. The annual subscription for 2015-16 had been repaid back to the member schools.

6F) Vision statement

The Directors agreed the Vision statement for the Trust (see Appendix 6f).

6G) Strategic plan for HPS

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The Directors thanked the school for compiling this document. It was agreed that this item would be considered at the next Trust Board meeting.

6H) Strategic update for SMCPA

It was agreed that this item would be considered at the next Trust Board meeting.

7. Finance

7.1 The Directors approved the Trust and Trust Schools budgets for 2016-17 as recommended by FARCO (see Appendices 7 – 7a)i), and considered the minutes of the Audit committee meeting (see Appendix 7c) with no comments. The directors noted that a forecast deficit of £20,000 at the year-end was indicated at SMCPA which, in part, reflected the need to ensure that all restricted funds were spent in the year they were received. The finances are however 'tight' at SMCPA essentially because running a one FE school is inherently inefficient. Directors anticipated discussing in detail how the Trust's finances and operations were being impacted by schools joining at future meetings

7.2 There were no spend requests for consideration.

8. ACC - monitor Trust schools performance

8.1 The Directors were informed that HPS had managed to achieve a 100% pass rate in the Y1 phonics test and a very high General Learning Development result in EYFS. SMCPA had achieved a significant improvement on their Y1 phonics test with a pass rate of 73%. The schools were congratulated on their results for 2015-16.

8.2 The numerous sporting achievements for the academic year at HPS and SMCPA were celebrated.

9. Feedback from PPC/LGBs

9.1 The Directors were informed that a recent meeting of the Pay and Performance committee (PPC) had discussed the move towards an increasingly rigorous performance management process for the CEO/EHT and HTs. The committee had also discussed the body of work required in order to harmonise payscales and grades across all Trust schools over the next academic year.

9.2 The Trust Board referred to the minutes of the recent HPS and SMCPA LGB meetings (see Appendices 9b and 9b)i) and were updated on the possibilities of the development of Family Support services in the Duke building opposite SMCPA, which could be relevant to future site expansion options. Further information on this subject would be provided at the September meeting of the Trust Board. **JC to action.**

10. Administration

10.1 It was agreed that consideration of the risk register items (2.30, 2.31, 2.32, 2.33 and 2.34) would be deferred to the next Trust Board meeting. **VB to action.**

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11. Safeguarding update (if any)

11.1 There were no safeguarding items to report.

12. Health and Safety

12.1 The Directors were informed that an in-depth health and safety report had been carried out by J Brinkley and P Reddin (HPS LGB member and health and safety consultant). The report would be brought for discussion at the next meeting of the Trust Board. **JB to action.**

13. Policies - complaints /ICT Security Guidelines / Reserves

13.1 The Directors were referred to the revised trustwide Complaints policy and the separate protocol regarding serial or persistent complaints (see Appendices 13 and 13a) and approved both documents subject to one minor amendment to the policy. **VB to action.**

13.2 The Directors were referred to the first draft of the ICT Security policy (see Appendix 13b) and were informed that approval of this policy would be deferred to the next Trust Board meeting due to the recent release of relevant information from the government. The Directors thanked J Roberts for her work in putting this draft policy together. **VB to action.**

14. AOB and date of next meeting

14.1 Register of business interest forms were circulated to all Directors. It was requested that these forms are completed and returned by the next Trust Board meeting. **All to action.**

14.2 The Directors were referred to the draft governance meeting schedule for next year. A finalised copy of this schedule would be circulated to the Trust Board. **VB to action.**

14.3 The Directors thanked K Partridge for her work at the Trust over the past few years and wished her well in her new role. The Directors also acknowledged the large amount of work that had been carried out on the expansion of the Trust by C Lees as Chair of Directors.

14.4 The next meeting of the Trust Board will take place at 7pm on the 19th September 2016 at HPS.

The meeting closed at 10pm.

Signed:
Clive Lees, Chair of Directors

Date:.....