

**THE SPRING PARTNERSHIP TRUST**  
**Final adopted minutes of a meeting of the Directors**  
**Held at Hayes Primary School at 7.00pm on Tuesday 3<sup>rd</sup> May 2016**

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**Present:**

Mr C Lees, Chair  
Mr R Taylor, Vice Chair (from min 6.6)  
Mrs J Covill  
Mr I Raitt  
Mrs J Tagg  
Mrs K Arnold  
Mr M Gibbs  
Mrs J Brinkley, CEO/EHT  
Mrs J Nelson  
Mrs B Simpson

**In attendance:**

Mrs K Partridge, Trust Business Manager  
Mrs C Sheehan, Trust Finance Manager

**Clerk:**

Mrs V Bolton

**1. Apologies for absence, acceptance of absence, absence**

- 1.1 Apologies for absence were received and accepted from K Colville, N Vitarana and A Lowing.
- 1.2 The Chair thanked the Directors for attending this additional meeting in order to discuss the developments in the expansion of the Trust.

**2. Pecuniary interests**

- 2.1 No pecuniary interests were declared.

**3. Minutes from the Board meeting held on 17<sup>th</sup> March 2016**

- 3.1 The minutes from the meeting of the Directors on the 17<sup>th</sup> March were approved by the Board and signed by the Chair subject to one minor amendment.

**4. Matters Arising**

- 4.1 The Directors were referred to the matters arising report (see Appendix 4) and discussed the following points:-  
*4.6,6.3,4.6 Trust Board assessment*  
It was agreed that any assessment of the Trust Board would be deferred until the current expansion of the Trust had been completed. There is no requirement for the assessment to be carried out by an external body. The structure of governance will continue to be reviewed as the Trust grows, and it remains a priority that each committee contains the appropriate skill sets.
- 4.2 *6.12 DfE funding contribution analysis*  
The outcome of this analysis will be confirmed at the next meeting of the Board. **CS/KC to action.**
- 4.3 *6.30 Internal Audit report format*  
It was confirmed that the auditors had been consulted regarding the format of the internal audit report and had confirmed that all necessary EFA requirements are covered in the report and the management letter. Specific references to the points raised in the EFA letter dated May 2014 will be included by the auditors with the next internal audit report.
- 4.4 *9.4 Policy compliance priorities*

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This item will be completed for the next meeting of the Board. **JB/VB to action.**

4.5 All other items had been completed or were covered during the meeting.

**5. Chairs Report and Commentary on agenda**

5.1 This item was covered under minute 6.

**6. Trust Development**

**6a) EHT Report - i. proposed structure of TSPT after admitting school C, D, L and M**

6.1 The Directors were referred to the CEO/EHT report and associated papers regarding the potential expansion of the Trust (see Appendices 6 – 6a)j A).

6.2 The following points relating to schools L and M were highlighted:-

- the geography of the two schools makes them appropriate candidates for TSPT;
- both are growing schools that are expanding to two form entry;
- both have on-site nurseries;
- the Governing Bodies of each school are forward thinking, and have done considerable research into what Trust to join;
- the schools wish to join a Trust together;
- both schools have a 'good' Ofsted rating. School L are due an Ofsted inspection in the near future;
- both schools have made an emotional commitment to joining TSPT.

6.3 It was stated that school L are currently going through the process of leaving an existing MAT following issues relating to an overall lack of vision and direction. Directors were informed that J Brinkley had been communicating with school L for approximately 18 months.

6.4 It was confirmed that the ethos in both schools is in keeping with TSPT and that strong relationships have been developing over recent months. The due diligence process has not yet been undertaken for school L or school M.

6.5 The Directors enquired what differences would be seen by expanding the Trust to six rather than four schools and were informed that six schools would provide more financial stability to the Trust. It would also enable the CEO to focus on development of the Trust rather than the day to day running of member schools (which currently accounts for 43% of the role), and would allow an increased capacity in back office administrative capabilities. It is anticipated that the time spent on Trust business development will reduce as the Trust grows and becomes better known to future potential member schools. Any impact on the budget from the loss of this CEO consultancy income would be discussed at the next meeting of FARCO. **JB to action.**

6.6 It was confirmed that school L would need to join a new Trust as soon as they leave their existing Trust. It was queried whether there would be a risk of a member school 'divorcing' TSPT in future, and it was explained that it would be a priority for the Trust to avoid this situation arising, and that the current scenario with school L's Trust is due in part to the fact that a full due diligence process was not followed prior to the establishment of the Trust. This would therefore not be an area of concern for TSPT.

6.7 The Directors queried whether there was sufficient time available to complete the due diligence process in time for school L and M to join the Trust from September and asked

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- what the time consuming elements of the due diligence process were. It was stated that the pension actuarial review could be time consuming but that there could be cost and time savings associated with this element depending on how recently each school had completed their triennial full actuarial reviews. It was also highlighted that sufficient time would have to be allocated to the consultation process at each school, although it was confirmed that parent consultation could be conducted concurrently with other due diligence elements. It was stated that it would be unlikely that the consultation process would result in any major issues that would prevent the progression of the Trust expansion, although the consultation sessions held when the Trust was formed did highlight some worthwhile points, such as the need to monitor staff time at other schools.
- 6.8 It was discussed that it would be good practice for the parents of existing Trust schools to be informed regarding the expansion, possibly by holding open meetings for parents, and that it would be important to share the vision of the Trust with parents. The Directors requested that the process of informing parents be undertaken as soon as possible in order for the full detail regarding staff changes to be shared with parents following the staff resignation cut off on the 31 May. It was also suggested that parents be updated on the recent rapid changes in the education landscape, how it impacts on their school, as well as letting parents know the positive impact for all parents of the Trust to date. **JB to action.**
- 6.9 It was confirmed that if the Trust were to contain 6 schools, the short-term primary objective would not be expansion, although there would always be a need to be aware of developments within other MATs and schools. It was stated that school C and D are happy with the imminent expansion plans of the Trust.
- 6.10 The Directors enquired over the possibility of line management issues in the 6 school model between the Headteachers and the CEO and were informed that the Headteachers of the potential new schools had been informed that there would be no hierarchy amongst the individual schools although all would clearly 'come under' the TSPT Board and EHT. A discussion took place on how the performance management of Headteachers would be handled in the Trust, and what role the CEO would play in the process. It was stated that, whilst this issue would need to be considered carefully, the Trust are confident that this issue would resolve itself as relationships develop across the Trust. There was a clear intention and desire that the CEO should conduct all Headteacher performance management reviews with the assistance of an external adviser.
- 6.11 A discussion took place regarding what impact there would be on an expanded Trust if the CEO were unable to work due to unforeseen circumstances. It was stated that systems and procedures are in place, and are continuing to be developed, to allow the Trust to not be susceptible to a loss of key personnel. The growth in the Trust staff body allows effective back up to be in place for finance and business management.
- 6.12 The Directors approved the decision to progress with the due diligence process for schools L and M, subject to the Trust undergoing appropriate communication with parents of existing member schools, as discussed under minute 6.8.
- 6.13 The Directors were informed that the due diligence process may be completed for all four schools in time for the next meeting of the Board. If this is not the case the Directors will need to consider delaying the decision to incorporate any new member schools until the first meeting in the autumn term, or delegating the approval process to a working party of Directors who would be available over the summer holidays. It was confirmed that the decision to proceed with the expansion would not be rushed in order to secure approval at the next meeting of the Board if the Directors were not satisfied with the information available at that time.

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- 6.14 The Directors were referred to the financial modelling reports for four and six schools (see Appendices 6a)ii) and it was confirmed that the GAG contribution from each school in the six school model would be 6%. This contribution would cover the salaries of Trust staff, as well as Trust level auditing costs. Should a member school require additional Trust level services they would be required to increase their contribution. Any costs moved to Trust level would become a cost saving from the individual schools budget.
- 6.15 It was queried whether there would be limitations on the maximum contributions payable by member schools depending on the quantity of Trust level services provided and it was confirmed that approval of contributions and budget oversight would continue to be carried out by FARCO or Trust Board to allow an understanding of the full financial picture.
- 6.16 It was explained that in 2016-17, as is the case within the current academic year, GAG would be paid directly to the schools and each school would then make a contribution to the Trust. It is possible that from 2017-18 the GAG could be paid directly to TSPT which would provide a more streamlined financial picture as it would require only one bank reconciliation and would further reduce the need for cross-school charging.
- 6.17 The Directors were referred to the due diligence cost report (see Appendix 6a)iv). It was highlighted that the Trust Board had previously approved £8,000 to be spent on due diligence for school C and D. The Directors approved the additional spend of £16,000 towards the due diligence process from the SPT bank account. A shortfall of £7,902 would be paid on a pro rata basis from the reserves at HPS and SMCPA.
- 6.18 It was agreed that further discussions regarding the reserve levels and the reserves policy would be carried out at the next FARCO meeting. **CS to action.**
- 6.19 The Directors were referred to the reports regarding the restructuring of governance (see Appendix 6v). Whilst it was proposed as a possibility that member schools might not automatically have the right to have their 'own director' on the Trust Board, there was recognition that new schools would get comfort from their own director and it was suggested that an initial period of representation could be offered to new member schools.
- 6.20 The drafted scheme of delegation was discussed and it was explained that this document is an initial proposal for a revised governance structure, and that further discussions were required to consider the role of committees and whether greater authority would be passed back to LGBs. It was stated that it is important that the Trust Board retain involvement with financial discussions, but that there is work to be done on understanding how to hold each body to account while considering the quantity and frequency of the financial reporting requirements. If more financial and achievement responsibilities were to be devolved to LGBs it would be important to be sure that each LGB was appropriately skilled. It could be the case that ACC and FARCO are structured in different ways going forward.
- 6.21 It was suggested that alternative structures could include each LGB having an ACC representative who, alongside the relevant Headteacher, reports to the Trust Board on ACC matters.
- 6.22 It was acknowledged that the governance structure would need to evolve as the Trust grows, but that the model of governance brought for discussion may be too large a step to take for September 2016. It was suggested that an interim structure could be put in place for the next year or two, but that it would be important to have an understanding of what governance in the Trust would look like in 5 years' time in order to have a structure to work towards. Further discussions are to take place between the Chair and the committee

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Chairs to create a more detailed proposal for the structure of governance from September 2016. **CL to action.**

- 6.23 The following relevant points were highlighted by the Directors:-
- Members would be informed over the proposed changes to the governance structure;
  - Other MATs do not necessarily have a successful formula to follow – it is important that TSPT creates a structure that works for the Trust;
  - The longer-term structure would need to build in how to deal with future new member schools who may not have thorough financial or governance processes in place.

**7. Administration - Scheme of Delegation**

- 7.1 This item was discussed under minute 6.19.

**8. Safeguarding update**

- 8.1 There were no safeguarding updates to discuss.

**9. Update re complaint at HPS incl. confirmation that Panel recommendations have been implemented**

- 9.1 A paper was supplied for information only to inform Directors of a recent governor complaint panel that had taken place at HPS which had resulted in several recommendations. It was confirmed that the LGBs will be ensuring that the recommendations are being actioned by the schools. **KA/JC to action.**

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

- 10.1 The Directors were informed that the Trust would be continuing their membership of RAPT at the present time. A discussion on the role of RAPT and the Trust's membership of it would take place at the next meeting of the Board. **JB to action.**
- 10.2 A discussion took place on the possibility of requesting an early Ofsted inspection at SMCPA, as previously circulated to Directors via email. It was stated that the rationale behind this proposal was to encourage maximum pupil numbers at SMCPA by having a successful Ofsted review in place, as the school has not received an inspection since the 'Requires Improvement' judgement prior to SMCPA becoming part of TSPT. It was agreed that further enquiries into requesting an early inspection would be made, although it was cited that an early request may not result in the inspection date being considerably earlier than anticipated due to delays within the inspection schedule. **JC to action.**
- 10.3 It was suggested that the full implications of making an early inspection request should be considered from an ACC point of view. **BS/AL to action.**
- 10.4 The next meeting of the Trust Board will take place at 7pm on the 12<sup>th</sup> July 2016 at SMCPA.  
The meeting closed at 9.00pm.

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

Date:.....