

**The Spring Partnership Trust**  
**Final adopted minutes of the Annual General Meeting of the Members**  
**of the Spring Partnership Trust held at Hayes Primary School**  
**at 6.45pm on Monday 27<sup>th</sup> January 2020**

**Present:**

Mr J Cliff, Chair  
Mr S Bhalla  
Mrs V Boaden  
Mrs J Brinkley, CEO  
Mr S Narracott  
Mrs J Nelson  
Mr I Stealey

**In attendance:**

Mrs C Sheehan, CFO

**Clerk:**

Miss K Crossley

**1. Apologies for absence, constitution of the meeting**

1.1 There were no apologies for absence. The meeting was quorate.

**2. Pecuniary Interests and Register of Persons with Significant Control**

2.1 There were no changes to the Register of Persons with Significant Control.

**3. Minutes of previous meeting and matters arising**

3.1 The minutes of the Members' meeting of 10<sup>th</sup> July 2019 (appendix 1) were approved as an accurate record of the meeting and signed by the Chair.

3.2 The action from the meeting of 28<sup>th</sup> January 2018 (to approach large local employers through an employer's internal volunteering network in regard to recruitment of Directors) would be carried over to the next meeting. **VB to action.**

**4a. CEO report including major strategic developments**

4.1 Members were referred to the CEO report (appendix 2). A verbal update was provided on the on-going review of local governance, which was expected to be concluded by the end of the spring term. Constructive, collaborative discussions had been held with Local Committee Chairs on opportunities for Local Committee Members to use their skills and experience to support the Trust in a meaningful way. Members asked how aspects of governance which were currently delegated to Local Committees, such as Ofsted inspections, would be managed and were informed that this would be advised following the review of local governance.

4.2 The Achievement and Curriculum Committee was overseeing the establishment of a centralised curriculum across the Trust, which would be in place by the end of the academic year. A major focus of the new Ofsted inspection framework was reading, which was consistent at all schools in terms of practice, staffing structures, books, materials and expectations.

4.3 The Trust took the mental health and wellbeing of pupils and staff very seriously. The CEO described a wide range of resources which had been put in place, including training and access to support. Members asked whether routine checks were undertaken for the reasons for absence and were advised that this was one of the KPIs monitored by the HR Committee. Any trends identified tended to relate to the stage of school development and measures were in place to support vulnerable members of staff. Senior leaders talked to pupils about mental health resources during school visits and had been impressed at how effectively these had been articulated by pupils.

4.4 Following the successful establishment of a nursery at LPS, feasibility studies were being conducted for other schools. The Trust was mindful of the need to maintain strong links with local pre-schools and was satisfied that its offer would be sufficiently differentiated from

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existing local providers in terms of the age at which children would be accepted, the hours offered, resources such as forest school and the benefits to TSPT families. Consideration was also being given to running TSPT summer holiday clubs.

- 4.5 The most significant risks currently being managed by the Trust were size, capacity, funding, lack of opportunities for income generation and succession planning. Members were mindful of the workload of the CEO and senior leadership teams and asked what how they could support the Trust in this regard; the Trust gratefully accepted an offer from a Member to assist with the marketing of summer holiday clubs.

**4b. Chair's report**

- 4.7 Members were referred to the Chairman's Statement in the Annual Report and Financial Statements for the Year Ended 31<sup>st</sup> August 2019 (appendix 3) and explanatory extracts from the Audit Findings Report (appendix 4).
- 4.8 It was reported that a consultation was currently underway to amalgamate CPS and DRIS. Owing to health and safety issues on the DRIS site, pupils from DRIS were currently being educated on the CPS site. The Trust was exploring means of funding the expansion of CPS to accommodate DRIS pupils on a permanent basis and was liaising with the local authority, the local MP and councillors. Members asked whether there was a risk of reputational damage associated with the proposed amalgamation and were informed that it was expected that the amalgamation would result in good outcomes for all stakeholders, particularly the pupils.

**5. Directors' activity and impact report**

- 5.1 It was reported that despite good engagement, retention of Directors continued to be challenging, with work and family commitments the most commonly cited reasons for resignations. Members asked whether the Chair was comfortable with the current membership of the Board and it was confirmed that this was the case, but that recruitment was ongoing to ensure a good balance of skills and experience. The Director job description had recently been revised and would be circulated to Members. **KC to action.** Consideration was being given to opportunities for Directors to engage with school and community initiatives, such as the community garden and the community church choirs, which were currently being developed by the Trust with local groups.

**6. Composition of Trust Board**

- 6.1 Members were referred to the Board and Committee membership (appendix 5). The Finance and Resources Committee and the Audit Committees had been merged at the start of the academic year, resulting in a single, strengthened committee. The Achievement and Curriculum Committee and the CEO Performance Management Committee had also been strengthened by the appointment of Directors with appropriate skills.

**7. Receive TSPT annual accounts for the year ended 31<sup>st</sup> August 2019**

- 7.1 Members were referred to the Annual Report and Financial Statements for the Year Ended 31<sup>st</sup> August 2019 (appendix 3) and explanatory extracts from the Audit Findings Report

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(appendix 4). A discussion followed on the reasons for the loss incurred at LPS and the measures put in place to avoid recurrence. LPS financials continued to be very closely monitored by the CFO and the finance team. It was noted that some elements of the loss related to planned transfers from revenue to capital funds for the OPAL project. SMC was also being closely monitored and supported by the Trust to manage the financial challenge associated with 1FE schools.

7.2 Members asked how Directors were responding to the increased scrutiny, including non-financial scrutiny, detailed in the Academies Financial Handbook (AFH) 2019. It was reported that the focus of the internal audit programme had been agreed with the auditors with the AFH in mind. Directors were satisfied that the executive team had a good understanding of the AFH requirements and closely monitored areas of high risk. In addition to internal audit scrutiny, a visit was expected from an external advisor on actions identified in the Trust's submission to the School Resource Management Self-Assessment Tool. An update would be provided at the next meeting. **CS to action.**

7.3 In response to a question from Members as to how the Trust would respond to anticipated increases to employer contributions to the Local Government Pension Scheme and support staff pay, neither of which had yet been confirmed, it was reported that this would be expected to be addressed by the Integrated Curriculum Financial Planning review.

**8. Approve reappointment of auditors UHY**

8.1 The CFO described the procurement process which had been undertaken for the audit contract. Four companies had tendered for the contract, including the current provider, UHY Hacker Young. Directors were satisfied that robust procedures were in place at UHY Hacker Young to ensure audit independence, including partner rotation after 10 years. UHY Hacker Young also offered the best value for money and supported the Trust to continuously strive for the highest standards of compliance and efficiency. Members accepted that careful consideration had been given to auditor independence and approved the reappointment of UHY Hacker Young as auditors to the Trust for a further year.

**9. Review proposed revisions to Members' terms of reference**

9.1 Members were referred to and approved proposed changes to their terms of reference (appendix 6), which related to changes in the Governance Handbook 2019.

9.2 A discussion followed on how to ensure that Members received appropriate information to enable them to discharge their responsibilities. It was noted that Members received information on the Trust's finances through the annual accounts and financial statements. It was agreed that the minutes of Board meetings would be circulated to Members, **KC to action**, and that any questions on the minutes should be raised with the Chair via the Clerk in advance of the following meeting.

9.3 It was agreed that an email account would be set up for anyone wishing to raise concerns about Directors and/or the running of the Trust to Members. Members thanked V Boaden, an independent Member, for agreeing to respond to any such concerns. The email address would be added to the Members' page of the Trust website. **KC to action.**

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

10.1 There was no other business.

10.2 The next meeting would be held on Monday 13<sup>th</sup> July 2020 at 6:45 pm at Hayes Primary School.

10.3 The meeting closed at 8:15 pm.

Signed: .....Date: .....  
John Cliff, Chair, Board of Directors, The Spring Partnership Trust