
BOARD OF DIRECTORS EXTRAORDINARY MEETING MINUTES

Wednesday 25th May 2016

Directors Attending: Ann-Marie **Briggs** (AMB) (Chair, Chair Thriftwood LGB)
 David **Cottrell** (DC) (Director, Thriftwood LGB)
 Sally **Davies** OBE (SD) (Executive Principal/CEO)
 Steven **Hile** (SH) (Director, Thriftwood LGB)
 Andy **Hunter** (AH) (Member, Director) – arrived late
 Emma **Paramor** (EP) (Director, Headteacher, Langham Oaks)
 Michael **Southgate** (MS) (Director)

Others in Attendance: Andrew **Barton** (AB) (Member)
 Tony **Cox** (TC) Member
 Jackie **Harper** (JHa) (Chief Financial Officer, Thriftwood ABM)
 Kate **Stannard** (KS) (PA to Principal) – Minutes

Apologies: David **Baker** (DB) (Director, Chair of Langham Oaks LGB)
 John **Revill** (ESSET Representative)
 Dr Mark **Ross** (Member)

The meeting commenced at 5:15pm

Ref:		ACTION
STBoDEM 84.	Apologies for Absence All were welcomed and apologies were received from David Baker (DB), John Revill (JR) and Dr Mark Ross (MR).	
STBoDEM 85.	Notification of Any Other Business 1. Prior to the meeting, JHa had advised Directors of the final 2016-17 Pay Scales Agreement by Essex County Council for Local Government staff. This was noted under AOB.	
STBoDEM 86.	Declaration of Interests MS declared to the Board that he had been a Trustee at Grove House School since its inception. It was agreed to consult other Directors regarding possible abstention by MS during future voting in this respect.	
STBoDEM 87.	Minutes of the Previous Meeting The Minutes of the Board of Directors Extraordinary Meeting held on Wednesday 20 th April 2016 were approved as a true record and signed by the Chair.	
STBoDEM 88.	Service Level Agreement (SLA) – Draft Document SD referred to the proposed SLA document, drawn up by SBM Services and sent to Directors and Members prior to the meeting. Directors’/Members’ Questions: (Some questions had been emailed previously by AH):	

	<ul style="list-style-type: none"> • In a large Trust are individual academies seen as separate entities? No, the Trust delegates duties to individual LGBs. A document should be drawn up outlining advisory services provided by the Trust. The CEO Job Description would be an appendix to the SLA to clarify proposed involvement of the role. • Is ‘Service Level Agreement’ the correct term or should the document refer to the Scheme of Delegation? Would ‘Memorandum of Understanding’ be a preferred term? Possibly, but schools would have a right to appeal via LGB and CEO to Trust level and ultimately to the Secretary of State should they have a serious objection to the terms proposed. • If schools have the right to appeal, do they also have the right to reject the SLA? Yes, they do. • Where exactly is Local Authority/Secretary of State involvement if the agreement is between provider bodies and the Trust? The right to appeal would be by LGBs prior to their signing the agreement. Once signed, the LGB would disband and reform with new, reduced powers. However, these new powers would still include representation on the Board of Directors. • Should there not be a facility for academies to appeal in order to safeguard themselves against rises in the cost of the service year on year? JHa to clarify with SBM Services. • Can we clarify the background of SBM Services? They are a company providing an independent financial service to local schools. • Should legal advice be sought? After discussion, it was decided that the Trust should take legal advice from Browne Jacobson, Solicitors, regarding the name of the document and its functionality. • We should keep in mind that the more comprehensive the SLA is, the less likelihood that appeals will be made. Yes, the Trust should consider the inclusion of job descriptions for the CEO, CFO and HR support. • Should facilities management be included in the document? We are presently reviewing facilities management annually and this has therefore been omitted currently. <p>Decision: To seek further advice from SBM Services Limited and Messrs Browne Jacobson, with further additions to the document regarding details of CEO, CFO and HR support.</p> <p>A further discussion was had regarding the general education budget provision and the cut-backs that would need to be made by schools in the next few years due to planned reductions in residual LA funding.</p>	<p>SD/JHa/KS</p>
<p>STBoDEM 89.</p>	<p>Grove House – Due Diligence Procedure A Due Diligence Report, written by SBM Services, had been sent to Directors and Members previously. SD explained that pupil numbers for Grove House were currently 30 and were predicted to be 40+ in September 2016, rising to full capacity of 105 in September 2018. Funding was £10,000 per pupil, plus £7,400 top-up, based on numbers actually present on role. <i>Andy Hunter arrived at this point.</i> Certainty of pupil numbers was unpredictable due to the fact that Grove House</p>	

	<p>was not yet ‘established’ and admissions continued throughout the school year. The Trust was taking legal advice on the TUPE process and had a planned meeting on 8.6.16 with Grove House staff. Whilst it was considered that Teaching Staff’s terms and conditions would not be diminished by the move to SEAX, a small number of support staff could be implicated slightly. SD had taken on a consultancy role, visiting Grove House weekly since September 2015 and they were considered to have a strong Board of Trustees. The building project was well managed, with weekly meetings between the school and the building company.</p> <p>Directors’/Members’ Questions:</p> <ul style="list-style-type: none"> • Would it therefore be prudent to consider the risk element of Grove House funding? Yes, but it should also be remembered that this is typical for a new school. Lack of applications for admissions should be regarded as a ‘branding’ issue (which SEAX could positively influence) rather than a lack of potential students. • What is the Grove House catchment area? Technically South/Mid Essex. However the majority of admissions would likely come from Mid Essex with a potential to include Outer London and West Essex, because of the specialist nature of provision. • Considering that the financial outlook for Grove House seems strong, how long would the Trust have to develop the ‘brand’? Four years. • How is the development of the site funded? Because Grove House is a Free School, EFA Funding is guaranteed up to full school build and a further three years beyond. • Following the TUPE process, would new staff joining Grove House be on the Trust’s Terms & Conditions at the outset? Yes. • What is Grove House’s record for staff retention to date? Two Speech & Language Therapists have left for alternative positions. There has also been one member of Teaching Staff who attended for the first morning of the Autumn Term only. This case had resulted in an on-going tribunal issue. • What is the possible financial risk following a negative tribunal outcome? Currently £48,000 has been claimed by the Teacher. This will be the responsibility of Grove House to manage. • Is there insurance cover for such occurrences? The RPA covers employers’ liability insurance and this could be investigated further. • Does Grove House have sufficient reserves to cover legal costs in this respect? Yes. There is a reserve of 3% of the budget with a carry-forward figure of £3m. • Is the Due Diligence report written by an independent organisation? Yes, it was written by SBM Services Limited. Additionally, SD and JHa have been working closely with Grove House. • As a Trust, how should we ‘manage’ schools’ building projects? The employment of a Trust Facilities Manager within the next two years would solve this issue. <p>Decision: It was unanimously agreed that the SEAX Trust should pursue Grove House as a new member. There was also considerable confidence in the Grove House financial position.</p> <p>A further discussion concluded that it was prudent to consider the SEAX Board</p>	<p>AMB/SD</p>
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	structure in light of the DfE's negative view of Headteachers also being Board members. This would be discussed at the next meeting.	AMB
STBoDEM 90.	<p>Free School Bid – Update</p> <p>SD reported on a New Schools' Network Meeting she had recently attended with Ralph Holloway. The Trust was to receive support from Mr Fred Bromley, New Schools' Network Development Section, in writing the Bid. The Trust's 'vision' had been warmly welcomed by the Local Authority and consisted of a 60 place provision for Severe & Challenging Autistic pupils between the ages of 5-19, with some residential respite provision on site. The submission date was the end of October 2016 and the Trust would know whether the Bid was successful by spring 2017.</p> <p>Members'/Directors' Questions:</p> <ul style="list-style-type: none"> • Is there a bid-writer involved? Not at present. • What is the time scale for opening? 2018 at the earliest. • When the Free School is built, is the understanding that it would become part of the SEAX Trust? Yes, definitely. 	
STBoDEM 91. 91.1	<p>Finance – Best Values</p> <p>1. ICT Hardware:</p> <p>JHa presented quotations from MISCO (£26,493), CAE UK Ltd (£26,221) and Computer Talk (£28,563). Only MISCO incorporated two servers. All included a new wireless network package.</p> <p>Members'/Directors' Questions:</p> <ul style="list-style-type: none"> • Does this involve an internet connection between Langham Oaks and Thriftwood? No; between Thriftwood School and College. • What is involved for Langham Oaks? A replacement curriculum server only. • Is MISCO used in other schools? Yes and they are deemed to be a very reputable organisation. • Who is the server manufacturer? Intel Xeon. <p>Decision: It was proposed by DC that MISCO was the best value ICT Hardware provider. Seconded by MS and unanimously carried.</p>	JHa
91.2	<p>2. Printer Solutions:</p> <p>JHa presented quotations from Sharp (£9,363), RICOH (procured through KCS) (£10,806) and Kyocera (£11,576). The Sharp option involved a photocopier/scanner multifunctioning device, with one at both the School and College Sites, plus further smaller printers across both sites. It was also possible to purchase the 'Papercut – Follow Me' option to considerably save paper. A confidential facility would be required for Admin use.</p> <p>Members'/Directors' Questions:</p> <ul style="list-style-type: none"> • How effective is the Sharp system? SH and EP had professional experience and validated the system as being very effective. • How long is call-out? Three hours for all three companies. • What type of documents does Thriftwood need to print? Exam papers, DfE materials and workbooks are all 'on-line' now and are typical examples of items that were once sent by post. <p>Decision: It was proposed by SH that Sharp was the best value printer solutions option. Seconded by AH and unanimously carried.</p>	JHa

<p>91.3</p>	<p>3. Grounds' Improvement - Thriftwood School JHa presented plans from Kompan Limited (£45,113.23), Schoolscapes Limited (£47,705), ESP (expected within 24 hours) and Playforce (price expected within one week) to improve the primary school play area. £31,000 had been set aside including donations from Widford Lodge and the PFA, alongside a PE Grant, leaving a shortfall of £13,500 maximum. Grants would then be applied for to reimburse costs. Directors were asked to note that significant savings had been made to the costs for the ICT infrastructure and these funds could be diverted to assist. A quotation from Playforce was expected imminently and would be forwarded to Directors. However, it was necessary to secure the booking soon in order for it to be undertaken during the summer closure period. All were esteemed companies and included grounds' clearance.</p> <p>Members'/Directors' Questions:</p> <ul style="list-style-type: none"> • Do all four companies provide similar equipment? Yes, a large amount of work had been done, with five or six companies being researched in all, along with opinions from the School Council. <p>Decision: Provisional approval was granted for the best value option being Kompan Limited, pending the third quotation from ESP which JHa was to send by email to Directors/Members once received.</p>	<p>JHa</p>
<p>91.4</p>	<p>4. SEAX Trust Website Provision: The SEAX website was currently a temporary 'Go Daddy' site, constructed by the former SEAX Trust Secretary. It was now considered necessary to construct a more professional website. The Ascent Trust site had been used as a model, encompassing an over-arching Trust site, linked with a common format for individual Academies. Local website designers, Twist Interactive Design (£6,950), Ollie Ford & Co (circa £9,000) and V102 (£2,500) had been consulted, with Twist Interactive Design considered the preferred option due to their professionalism, local recommendations and price.</p> <p>Members'/Directors' Questions:</p> <ul style="list-style-type: none"> • Can the Twist Interactive Design site be maintained/up-dated by Trust staff? Yes, we would not need to involve the designers for day-to-day maintenance and staff training would be included in the initial price. <p>Decision: It was proposed by EP that Twist Interactive Design was the best value website provision option. Seconded by MS and unanimously carried.</p>	<p>JHa/KS</p>
<p>STBoDEM 92. 92.1</p>	<p>Recruitment: Thriftwood Principal Position– Update AMB told the meeting that an independent recruitment company, TES Prime, had been engaged to administer the recruitment procedure in this respect, including head-hunting. The advert had gone live on Monday 23.5.16. Any resultant appointment would be subject to Board approval but would need to be confirmed to the successful candidate on the day of interview.</p> <p>Members'/Directors' Questions:</p> <ul style="list-style-type: none"> • Would it be necessary to undertake an Extraordinary Board of Directors' Meeting for this approval? That would be for the Board to decide. It was possible to delegate the power to appoint by nominating a representative group. 	

<p>92.2</p>	<ul style="list-style-type: none"> • Would TES Prime be enlisted in the interview procedure? Yes. • Have other local special schools involved external providers in similar recent processes? No and no appointments have been made as a result. • What is the feedback from TES Prime to date? No applications have been received to date. <p>Decision: Applications and candidates' CVs to be viewed by the Board prior to interview. Shortlist to be refined after Day 1 of the two-day interview process. Directors to provide electronic approval of the decision of the Thriftwood appointment panel following final interviews.</p> <p>Secretary to the SEAX Trust & Network Manager Positions Both appointments were currently being advertised and were funded within budget.</p> <p>Members'/Directors' Questions:</p> <ul style="list-style-type: none"> • Where are these posts being advertised? The Thriftwood and ECC websites, Jobscene Magazine and via a recruitment banner outside Thriftwood School. 	<p>AMB</p>
<p>STBoDEM 93 93.1 93.2 93.3</p>	<p>Any Other Business</p> <ol style="list-style-type: none"> 1. A meeting had been arranged with Governors at Kingswode Hoe at 5pm on 4.7.16 to discuss the school's application to join SEAX Trust. All welcome. EP confirmed attendance. 2. An ESSET Special Schools' Heads' Meeting was scheduled for 5pm on 6.7.16 at Thriftwood College to discuss MAT's in general. All welcome. 3. JHa reminded the Meeting that LGS Pay Scales had been sent to all. A decision was required regarding acceptance by the Trust, although no timescale had been given. <p>Members'/Directors' Questions:</p> <ul style="list-style-type: none"> • Are there any concerns regarding the Pay Scales? Financially, if Directors accept, it will mean an additional cost to budget of £1,800 in 2016-17, rising to £3,500 in 2017-18. The alternative is for the Trust to move away from Local Government Single Status Pay Scales. However this may cause recruitment issues. 	<p>ALL ALL ALL</p>
<p>STBoDEM 94.</p>	<p>Date and time of Next Meeting</p> <ul style="list-style-type: none"> • The next meeting will take place on Wednesday 13th July 2016 at 5pm at Thriftwood College. 	<p>ALL</p>

The meeting closed at 7:05pm

Next Agenda Items

- To consider the **SEAX Board structure** in light of the DfE's view of Headteachers also being Board members.

Action Summary of SEAX Trust Extraordinary Meeting of 25.5.16				
Date	Ref	Detail	By Whom	By date
25.5.16	STBoDEM 88	Seek further advice from SBM Services Ltd and Messrs Browne Jacobson, with further additions to the document concerning CEO, CFO and HR input.	SD/JHa/KS	13.7.16
25.5.16	STBoDEM 89	SEAX Trust to pursue Grove House as a new member.	AMB/SD	13.7.16
25.5.16	STBoDEM 91.1	MISCO to be pursued as best value ICT Hardware provider	JHa	13.7.16
25.5.16	STBoDEM 91.2	Sharp to be pursued as best value printer solution option.	JHa	13.7.16
25.5.16	STBoDEM 91.3	Provisional approval for Kompan Limited to be pursued as best value grounds improvement option for Thriftwood School, pending the fourth quotation from Playforce.	JHa	13.7.16
25.5.16	STBoDEM 91.3	JHa to forward Playforce quotation to Directors/ Members upon receipt.	JHa	asap
25.5.16	STBoDEM 91.4	Twist Interactive Design to be pursued as best value SEAX Trust website provider option.	JHa/KS	13.7.16
25.5.16	STBoDEM 92.1	Applications and candidates' CV's in respect of the Thriftwood Principal post to be viewed by the Board prior to interview. Shortlist to be refined after Day 1. Final approval of any appointment by the panel to be given electronically.	AMB	asap
25.5.16	STBoDEM 93.1	Directors/Members' invitation to meeting with Governors at Kingswode Hoe at 5pm on 4.7.16. All welcome. Please advise AMB/KS	Directors/ Members	Ongoing
25.5.16	STBoDEM 93.2	Directors/Members' invitation to ESSET Meeting at 5pm on 6.7.16 at Thriftwood College. All welcome. Please advise AMB/KS	Directors/ Members	Ongoing
25.5.16	STBoD 93.3	Decision to be made re acceptance of LGS Pay Scales.	Directors/ Members	asap

Signed

Date