

ANNUAL MEETING OF MEMBERS

Minutes of the meeting held at 2.00pm on 25 January 2017

Present: R Carter (Chair) N Wingfield Digby
S Clarke S Daley

In Attendance: N Savvas, Chief Executive
A Whittaker, Principal
S Jones, Chief Financial Officer
J Bridges, Clerk

1 Declaration of Interests

Members confirmed that they had no conflicts of interest to declare in relation to the items of the agenda.

2 Apologies for Absence

Apologies for absence were received from K Golding.

3 Minutes of the meetings held on:

i. 21 January 2016

The minutes of the meeting were agreed as a correct record.

ii. 23 November 2016

The minutes of the meeting were agreed as a correct record.

4 Matters Arising

Members received and considered the summary report (minute book page M024).

The matters arising from the meetings were summarised in the report and all actions reported had either been resolved or, where appropriate an update had been provided on progress elsewhere on the agenda.

The Clerk confirmed that it is for the Members collectively by Special Resolution (75% of all Members voting in favour) to appoint or remove Members. However the Academy Trust must provide to the Secretary of State the names of all new or replacement members of the Academy Trust, stating the date of their appointment and, where applicable, the name of the member they replaced as soon as is practicable and in any event within 14 days of the appointment. The Academy Trust must not appoint any new or replacement members until it has first informed them, and they have agreed, that their names will be shared with the Secretary of State to enable him to assess their suitability.

The Principal has contacted the Principal of Hills Road and she is interested in joining the Academy Trust as a Trustee. Contact is to be made with her again nearer to her retirement at Easter.

Action

NSavvas

5 Responsibilities and Rights

Members received and considered the report (minute book page M025).

The report was shared with Members for information. The report detailed the role and rights of Members in accordance with the Articles of Association. There were no issues arising from the content of the report.

6 2015/16 Financial Statements and Annual Report

Members received and considered the report (minute book pages M026-M063).

This is the first set of Academy Trust accounts, which were subject to External Audit in the autumn term and approved by the Board of Trustees at the meeting held in December. They have been submitted to the EFA and the AAR (Academies Accounts Return) is currently being prepared in anticipation of filing the return by the deadline date of 31 January 2017. The Chief Financial Officer reported no concerns to Members.

The 2015/16 academic year has been a successful first financial year for the Trust. The Trust holds healthy cash reserves in the bank (£1.7m) and this does not include the £480K opening deficit repayment to the EFA. Repayment has been set aside in the accounts to meet the annual repayment requirements of the EFA and a sum of £40K was paid off in the 2015/16 academic year. The deficit repayment to the EFA has been treated as a loan repayable in the accounts.

Modest reserves were achieved in the year that the Trust intends to build upon and it is working on the basis of achieving the equivalent of one month's expenditure (£800K).

It was noted that the treatment of the lease agreement has been adjusted in the accounts to recognise the £80K annual sum as a loan repayment rather than a rent arrangement. This has no financial impact upon West Suffolk College as the asset of the land and buildings of One have been reclassified in the accounts of the College as a tangible fixed asset rather than an investment.

Members noted the £50K related party transaction charge in the accounts from West Suffolk College to the Trust under a service level agreement for the resource and expertise of the Chief Executive and Chief Financial Officers and Members asked how this figure has been quantified as there was concern that the sum did not represent an accurate assessment of cost. The Chief Financial Officer confirmed that the sum was determined prior to inception of the Trust and an initial Service Level Agreement was drawn up to include outsourcing the services of the Chief Executive Officer, Chief Financial Officer, Clerk, Academy Secretary and Health and Safety. Upon review it has been recognised that costs for these services are in excess of the £50K charge and a review of the SLA is to be undertaken before the end of March 2017.

S Jones left the meeting at 2.45pm

7 Special Resolution to change the Articles of Association

Members received and considered the changes (minute book page M064-M106).

Members received a special resolution to change the Articles of Association so that the appointment of the Chief Executive Officer of the Trust is appointed by the Members of the Trust and not the Board of Trustees.

Under Articles 50 to 52 the Members are responsible for the appointment of trustees yet in its current state Article 1(f) states that the appointment of the Chief Executive, who is also a Trustee, is 'appointed by the Trustees'.

Members have the power to amend the Articles of Association of the Company by passing a special resolution (75% in favour; at least 4 out of 5 votes). Any change to the governance position of the Articles of Association requires the consent of the EFA.

It was felt to be inappropriate to delegate this level of responsibility to the Trust Board when Trustee appointments are made by Members. It is further noted that under Article 57 of the Model Articles of Association for Academy Trusts 'providing that the Chief Executive Officer agrees so to act, the Members may by ordinary resolution appoint the Chief Executive Officer as a Trustee'. This directly conflicts with Article 1(f) in the current SAT Articles of Association.

It is further proposed that specific reference to Suffolk One is removed from the Articles. Specific reference was made in the first instance because of the special arrangement held between West Suffolk College and the school upon conversion to an Academy and joining the Multi Academy trust. Now that the approval has been granted by the DfE for a new Sixth Form in Bury St Edmunds the Articles need to accommodate another entity joining the Trust. Amendments proposed follow the Model Articles of Association for Academy Trusts and the changes proposed are highlighted in Articles 1aa), 6.6c), 6.8d), 6.8A), 46b), 46d), 50B, 58, 64a) and the paragraph underneath 64b). Members were also asked to make a decision concerning Article 46a); whether or not to increase the number of member appointed Trustees. Members resolved to amend Articles 46a) and Article 50 to increase the number of member appointed Trustees up to 9. It was agreed that Article 50A will stay the same. Members asked the Clerk to develop a recruitment and selection policy that determines the process for the recruitment of Trustees to the Board and enables nominations for appointment being put forward from the Local Governing Bodies of the academies within the Trust.

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It was noted that under the current Articles of Association the Trust is to convene its Annual General Meeting within 18 months of opening. The Clerk is looking to arrange this before the end of March 2017 potentially combining it with the business of the Trust Board convened for 20 March 2017. There could be opportunity for this to be an open public meeting, inviting stakeholders and other interested parties and VIPs to celebrate the success of the Trust. The Clerk is to ascertain if there is a legal requirement to hold an AGM and to determine the business items for the meeting.

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Subject to the subsequent amendments of Articles 46a and 50 as noted above Members **passed the Special** Resolution and subject to receipt of approval from the Secretary of State for Education, the Articles of Association, as amended in this written resolution shall be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company. **Approved** and **signed** by R Carter, S Daley, N Wingfield Digby and S Clarke.

8 Attendance Records

Members received and considered the report (minute book page M107-M108).

The report shows that the attendance of the Audit Committee is low at 63% compared to the attendance rate of the Finance and Trustee Board meetings due to the absence of two Trustees who could not attend either one or both of the meetings in the year due to increased work commitment and ill health. Attendance is set to improve now that one Trustee has retired and will be working on a part time consultancy basis and the other has recovered from ill health. New Trustees have also been appointed and have joined the membership of this Committee so the attendance rate is set to improve. The Committee has also asked the Clerk to investigate the possibility of recruiting a co-opted member to the Committee which needs to appoint a Chair from its membership and this has proven to be problematic in the year.

9 Skills Audit Matrix

Members received and considered the report (minute book page M109-M110).

Members received the report which has been updated further to appointing the four new Trustees at the meeting held on 23 November 2016. The skills of the Trustee Board have been bolstered with expertise and experience in law, accountancy, leadership, Special Educational Needs and Disabilities and Project Management with the appointments of R Inman, C Ridgeon, S Howard and J Wakelam. It was noted that the matrix has been sorted by overall score so those skills and attributes at the lower end do not necessarily expose skills gaps on the Board but indicate that not every member has extensive experience or knowledge of every specialism. There are no issues to report.

10 Principal's Briefing

Members received and considered the report (minute book page M111-M112).

The DfE Performance tables are now published and the Principal confirmed that the financial position of One has been transformed in the year and this is now enabling the academy to invest in the infrastructure of the Academy and maintain its high standards. One is the biggest local provider of sixth form provision in the region. Farlingaye has performed well on points per entry with One achieving 31.06 points per entry against the benchmark of 31.79. Points per entry vocationally show that One has 41.01 points against a benchmark of 34.69. The value added of One compared to other sixth form providers in Suffolk is around 0.18 with only Farlingaye scoring slightly higher at around 0.22 and the same scores achieved when looking at the data for the East of England. Value Added vocationally for One shows it at the top with 0.5 value added compared to the Colleges in Suffolk scoring 0.375 or below. Progress on GCSE Maths and English for One are the higher compared with vocational providers (GFEs) at value added scores of 0.49 and 0.88 for Maths and English respectively. The Members asked that the Principal share their thanks and congratulations to the staff for the performance of the Academy in the year.

11 Any other business

The budget of the Trust is determined by its Finance Committee and is subject to the approval of the Board of Trustees at the meeting held each year in July. The budget is constructed through an operational planning process with budget holders and is then subject to scrutiny of the Senior Leadership Team before being presented to the Finance Committee of the Trust for consideration and final approval by the Trust Board. Members asked to receive the minutes or a link to the Committee and Trust Board meetings in the year so that they can be better informed about the financial position of the Trust.

AWhittaker

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The opening of the Sixth Form in Bury is unlikely to be in September 2018. Realistically an opening is likely in 2019. The project, however, is keeping pace with the requirements of the DfE but the project is likely to take longer due to its size and scale. The project is now deemed to be a £30m development and, therefore, requires the approval of Lord Nash.

8 Date of next meeting

January 2018 – date and time to be confirmed

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The meeting closed at 4.00pm