

## MEETING OF MEMBERS

### Minutes of the meeting held at 2.00pm on 11 July 2018

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

**In Attendance:** N Savvas, Chief Executive  
J Bridges, Trust Secretary

### Action

#### 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

There were no apologies for absence although R Carter was delayed for the start of the meeting. In the temporary absence of the chair, K Golding Chaired the meeting.

#### 3 Special Resolution to change the Articles of Association

Members received and considered the Special Resolution to change the Articles of Association (minute book page M138).

The SAT Members hold the responsibility and the right to amend the Articles of Association of the Trust, subject to the approval of the DfE.

It is proposed that the SAT Members will resolve to insert a clause into the Articles of Association for the appropriate management of conflicts and loyalties of interest. This is further to legal advice received to ensure that the relationships between the Trust and West Suffolk College as the sponsor can be addressed appropriately and that provisions are incorporated dealing effectively with conflicts of interest and loyalty given that members of the, soon to be, combined board are both SAT Trustees and WSC Governors (each common to the other).

Legal advisors have commented that the DfE in particular are likely to be concerned about the possibility of decisions being taken which may not be in the best interests of the respective parties, and with the consequent risk that funds may be applied from one entity to another without there being full and proper challenge, this could give rise, in the case of SAT, to issues under the Academies Financial Handbook. Particularly given the fact that the ESFA only recently has released the 2018 Academies Financial Handbook and has placed more stringent requirements on Trusts around Third Party Transactions which in future will require prior approval of the ESFA before they can be entered into.

This being said, it was noted, that both SAT and WSC are educational in nature and funds are applied within publicly funded education, so there is not a private profit-making mischief here that needs to be addressed.

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 **proposed** by K Golding and **seconded** by N Wingfield Digby. **Signed** by N Wingfield Digby, K Golding, S Daley and S Clarke.

#### **4 Standing Orders and Code of Conduct**

Members received and considered the Standing Orders and Code of Conduct (minute book pages M139-M177).

In addition to the Articles of Association that the Trust is governed by it is to adopt its own set of bye laws under which it operates to be known as the Standing Orders and Code of Conduct.

Clauses 137 and 138 of the Articles of Association permit the Trustees to: Article 137, make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Academy Trust; and Article 138, have the power to alter, add or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of Members of the Academy Trust all such rules or bye laws, which shall be binding on all Members of the Academy Trust. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

It was noted that the Standing Orders and Code of Conduct were considered, adopted and approved by the SAT Board of Trustees at the meeting held on 3 July 2018.

The SAT Board of Trustees, in accordance with Article 138 bring to the notice of the Members the adopted and approved bye laws as set out in the Standing Orders. These, together with the Annexed policies on the Selection of Trustees, Terms of Office and Chair's Action were considered and **approved** by the Members. **Proposed** by S Daley and **seconded** by S Clarke.

Likewise, the Code of Conduct together with the Annexed policies on the Seven Principles of Public Life, Six Core Principles of Good Governance, Access to Governance Information and Guidance on Expectations of Trustee Attendance were received, considered and **approved** by the Members. **Proposed** by N Wingfield Digby and **seconded** by K Golding.

#### **5 Trustee Resignations**

Members received and considered the Trustee resignations (minute book page M178).

Due to the conflict of interest of the Principal who is a SAT Trustee and also a member of the Local Governing Body of Suffolk One, Alan Whittaker is to relinquish his role on the SAT Trustee Board at the end of this academic year.

The Trust Secretary will process the necessary files and appropriate entries in the books and registers of the company, forms and documents for filing at Companies House and then publish the necessary updates on the Trust website.

The Members accepted and **approved** the resignation of Alan Whittaker from the Board of Trustees. **Proposed** by K Golding and **seconded** by N Wingfield Digby.

R Carter joined the meeting at 2.30pm and took the Chair from K Golding

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A discussion ensued concerning the performance of the Academy and the Principal.

S Daley and S Clarke left the meeting for agenda items 6 and 7 at 2.50pm

## **6 Members Resignations**

Members received and considered the resignations of two Members (minute book page M179).

Under the Articles of Association SAT Members are not eligible to also serve as SAT Trustees and therefore under the new governance arrangements it is the intention of both S Daley and S Clarke to relinquish their SAT Member role and join the membership of the Board of Trustees. This means that they will resign their posts as a SAT Member and seek the approval of the three remaining Members to appoint them as SAT Trustees.

The Trust Secretary will process the necessary files and appropriate entries in the books and registers of the company, forms and documents for filing at Companies House and then publish the necessary updates on the Trust website.

It was noted that the Members are then to seek to appoint two new Members to join the Board by January 2019. Ideas for nominations are to be forwarded to the Trust Secretary.

The resignations of S Daley and S Clarke were accepted and **approved** by the Members. **Proposed** by N Wingfield Digby and **seconded** by K Golding.

## **7 Trustee Appointments**

Members received and considered the appointments of Trustees (minute book pages M180-M181).

Under the Articles of Association the Members of the Academy Trust have the responsibility to appoint and remove Directors/Trustees (by ordinary resolution and subject to procedures laid down in the Articles of Association).

The number of Trustees shall not be less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.

Subject to Articles 46-50 of the Articles of Association, the Academy Trust shall have the following Trustees; up to 9 appointed under Article 50 (appointed by the Members); the Chief Executive Officer; and a minimum of 2 Parent Trustees elected or appointed under Articles 53-56 in the event that no Local Governing Bodies are established (not the case here with SAT). The Trust may also appoint additional Trustees through such process as it may determine.

Membership of the Trustee Board (minus Alan Whittaker who as mentioned above under agenda item 5 is to step down) leaves a Board composition of seven.

Under the Articles of Association the Members have already appointed 5 Trustees and can appoint up to 9 and can appoint additional Trustees through such process as it may determine.

The Members (minus S Daley and S Clarke who as mentioned above under agenda item 6 are to resign as Members) were asked to approve the appointments of J Gazzard, S Healey Pearce, T Hunt, A Maltpress, K Points, D Wildridge, S Daley and S Clarke as Trustees with effect from 1 September

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2018. The Members **approved** all eight appointments. **Proposed** by R Carter and **seconded** by N Wingfield Digby.

The Trust Secretary will process the necessary files and appropriate entries in the books and registers of the company, forms and documents for filing at Companies House and then publish the necessary updates on the Trust website.

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**8 Any other business**

The Members asked how they would be informed on the performance of the academies in the Trust and without information about performance how would they know what skills or gaps would need to be filled on the Trustee Board. The Trust Secretary monitors attendance, skills audit, self-evaluation, terms of office, succession planning and training needs and these are all reported annually to the Members to help inform decisions concerning Trustee appointments.

The Members asked to receive a termly report on SAT activity. The Trust Secretary was tasked by the Members to prepare a termly Briefing for circulation.

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The Trust Secretary asked the Members to consider appointing Nick Roberts and Henry Nydam as Co-opted Trustees (under Article 58) to the membership of the Audit Committee. The Trust Secretary is to seek clarification from the DfE as to whether a Co-opted Trustee has voting rights and if they are required to be registered as a Trustee with Companies House if they are not technically a full Trustee, just co-opted to a Committee. The Members concluded not to appoint at this time in which case they would be designated as a Third Party Advisor to the SAT Audit Committee.

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The meeting closed at 3.40pm