

**ANNUAL MEETING OF MEMBERS**

**Minutes of the meeting held at 5.00pm on 5 March 2019**

**Present:** R Carter (Chair) K Golding  
N Wingfield Digby M Wagner  
J Bloomfield

**In Attendance:** N Savvas, Chief Executive  
E D'Souza, Chair of SAT Trustees  
J Bridges, Trust Secretary

**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.

M Wagner and J Bloomfield were absent from the meeting for the following agenda item

**3 Membership**

Members received and considered the report (minute book pages M183).

The Trust Board received the resignation of T Hunt in December 2018. Due to other commitments in his life at this time he has decided to step down. The necessary filings and records have been filed with Companies House and relevant updates made to the website of the Trust.

As agreed at the meeting held in July 2018 by the Members J Gazzard, S Healey Pearce, A Maltpress, K Points and D Wildridge joined the Trustee Board with effect from 1 September 2018 and in addition to S Daley and S Clarke stepping down as Members, they too were appointed to the Trustee Board with effect from 1 September 2018 as Trustees. The necessary filings and records have been filed with Companies House and relevant updates made to the website of the Trust.

This left two vacancies to fill on the Board of Members and the Chair had been tasked to find suitable candidates. To this end, in consultation with the CEO he made contact with M Wagner, former Deputy Principal and Vice Principal Business and Community of West Suffolk College and J Bloomfield, who is currently a co-opted Governor of the Appointments and Governance and Remuneration Committees of West Suffolk College. The Members asked that in future a selection process is followed for a vacancy of the Board so that collectively they are involved in the recruitment and selection process for Members. The Trust Secretary will detail the process to be followed and share this with the Board for consideration.

Members considered the proposed appointments and approved to appoint both. **Proposed** by R Carter and **seconded** by K Golding. The Trust Secretary will file the necessary returns and filings with Companies House and update the website of the Trust accordingly.

**Action**

JBridges

JBridges

M Wagner and J Bloomfield joined the meeting at 5.25pm

**4 Minutes of the meetings held on**

**i. 26 January 2018**

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

**ii. 11 July 2018**

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

**5 Matters Arising**

Members received and considered the report (minute book pages M193-M195).

The matters arising from the meetings held on 26 January and 11 July 2018 were summarised in the reports and all actions reported had either been resolved or, where appropriate an update had been provided on progress elsewhere on the agenda.

From the matters arising of the meeting held on 26 January 2019 it was confirmed that the appointment of External Auditors for the 2019/20 Financial Statements would be procured in the Spring Term of 2020 for the appointment to undertake the audit for the financial statements and annual report for the year ended 31 August 2020. In addition, it was further confirmed that a Property Strategy is held and maintained by the Academy, and this is monitored, scrutinised and challenged by the Finance Committee of SAT and the Trustee Board.

**6 Responsibilities and Rights**

Members received and considered the report (minute book page M196).

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

**7 2017/18 Financial Statements and Annual Report**

Members received and considered the report (minute book page M197).

The Financial Statements and Annual Report for the year ended 31 August 2018 have been reviewed by both the Audit and the Finance Committees and were approved by the Board of Trustees at the meeting held on 20 December 2018. The accounts were filed with the ESFA by the deadline date of 31 December 2018.

Members noted that the accounts are fully compliant with accounting regulations and have been audited and approved for signing by the external auditors. The accounts show a positive performance for the Trust with an effective operating surplus of £383,621, cash balances of £2,156,942 and staff costs as a percentage of income ratio of 68%. This is a good turnaround for the Academy (One Sixth Form College) given its financial vulnerability at the point of conversion to an Academy back in 2015 when it had in previous years under the control of the Local Authority reported a deficit year on year.

Members questioned if a cultural change has now been established throughout the Academy, given that the Trust or rather the College, as the Sponsor, had made significant changes and taken control of its finances and other aspects of the operational management of the Sixth Form. Members were told that three years on the relationship is still growing and evolving. The culture is changing to

align with West Suffolk College and there is more collaborative working and sharing of best practice.

J Bloomfield left the meeting at 5.50pm

As an aside the Board received an update from the CEO of the Trust on the development, student recruitment, staffing and funding complications and restrictions with regard to the opening of the new Sixth Form College; Abbeygate.

## **8 Trustee Attendance Records – Three Year Comparison Report**

Members received and considered the report (minute book pages M198-M199).

The target attendance for the Trust Board is 85% and the report shows a 14% decrease in the average attendance of Trustees from the previous year and is below target at 68%. Attendance of a few members due to unavoidable commitments has reduced the rate but this has notably improved already for these Trustees in the current academic year further to a change and realignment of SAT governance arrangements.

The target attendance for Committee meetings is 75% and the report shows that the attendance rate has increased marginally (1% up) compared to the previous year for the Finance Committee and has significantly improved (increase of 33%) for the Audit Committee from 55% in 2016/17 to 88% in 2017/18. Membership of the Audit Committee has been bolstered with the addition of both R Inman (now Chair) and S Howard who have both achieved 100% attendance in the year for Committee meetings.

It was noted that there is no intention to replace the vacancy on the Board of Trustees created by the departure of T Hunt at this time.

## **9 Trustee Skills Audit Matrix**

Members received and considered the report (minute book pages M200-M201).

Aggregate scores of the skills audit have revealed that the top skills and strengths of the Trustee Board currently are experience of Strategic Planning, Staff Performance Management, Communication Skills (including listening), Leadership, experience of Governance (including in other sectors), experience of Staff Recruitment and Problem Solving/Creativity.

Membership of the Board could be bolstered by filling the skills and strengths gaps of Young People's Services or activities (in any sector), Special Educational Needs and Disabilities, Work Placements/career planning, Premises and Facilities Management, Surveying, Consultation and/or Research, ICT and/or Management Information Systems, Procurement and Purchasing and Health and Safety.

The skills audit matrix has been used to analyse the skills and strengths for current Committee membership and highlights the existing skills gaps.

The skills and strengths of the Finance Committee membership are Financial Management/Accountancy, Strategic Planning, Communication Skills (including listening), Problem Solving and/or Creativity, Leadership, Ability to Influence, Project Management and Data Analysis. Skills gaps that would bolster membership include ICT and/or Management Information Systems, Legal, Procurement/Purchasing, Knowledge of the Trust, Premises and Facilities

Management, Stakeholder Perspectives, Knowledge of Sources of Relevant Information and Knowledge of the Local/Regional Economy.

The skills and strengths of the Audit Committee membership are experience of Communication Skills (including listening), Chairing, Ability to Influence, Problem Solving, Data Analysis and Risk Management and Internal Control. Skills that would bolster membership include Quality Assurance, Legal, Knowledge of Sources of Relevant Information/Data. Financial Management and Accountancy and Knowledge of the Trust. It should be noted that while Legal features as a skills gap we have 2 members who are specialists in that field plus a third party advisor who is also a Legal Advisor.

#### **10 Trustee Self Evaluation Report**

Members received and considered the report (minute book pages M202-M203).

The SAT Trust Board has completed the annual self-evaluation review of its effectiveness of its operation for the 2017/18 academic year. The results were shared with the Board and those that scored lower than 90 were discussed. The standout score of 83 related to a feeling that the Board was not of sufficient size that the balance of skills and experience is appropriate for fulfilling its role and the Strategic Aims of SAT. As our governance arrangements have changed in this academic year and the governance of SAT aligned and in common with those of the Corporation of West Suffolk College it is felt that this score will improve as membership has not only increased in number but also in the skills set; and a balanced board.

#### **13 Any other business**

##### ***Stakeholder Engagement***

Members were invited to join the membership of an Advisory Group to explore ways to improve and coordinate Stakeholder Engagement and understanding. Contact will be made with Members from the PA of the CEO to organise.

##### ***Complaint Received and Resolved***

The Chair confirmed that he had been in contact with an aggrieved parent of a potential Abbeygate Student who had raised a complaint (December 2018) that his daughter who in the second year of her education in Year 12 was proposed to be moved from KEGS to Abbeygate disrupting her education unnecessarily. The Chair investigated the complaint reassuring the parent that his daughter would remain at KEGS for the duration of her year 12 education for both years 1 and 2.

##### ***Annual Meeting of Members***

The Chair asked Members to consider whether it should appoint its Chair on an annual basis. The term of office of a Member is four years and it was agreed unanimously that the Chair appointed, R Carter, should remain in office until the end of his term.

##### ***Date of Next Meeting***

The next meeting is convened in our diaries for 8 May 2019. The Trust Secretary will review the business items of the agenda and confirm if the meeting is to be held.

The meeting closed at 7.00pm

JBridges