

**ANNUAL MEETING OF MEMBERS**

**Minutes of the VIRTUAL meeting held at 4.00pm on 5 May 2020**

**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  
S Jones, Chief Financial Officer  
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 Appointment of Chair**

As good governance practice it was agreed that the appointment of the Chair of the Members would be considered annually by the Board. The Board appointed R Carter as Chair for a term of one year. **Proposed** by K Golding and **seconded** by J Bloomfield.

**3 Apologies for Absence**

There were no apologies for absence.

**4 Minutes of the meetings held on:**

**i. 5 March 2019**

The minutes of the meeting (minute book pages M205-M208) were agreed as a true record.

**ii. 12 July 2019**

The minutes of the meeting (minute book page M209) were agreed as a true record.

**5 Matters Arising from the meetings held on**

**i. 5 March 2019**

The matters arising (minute book page M210) from the meeting held on 5 March 2019 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.

**ii. 12 July 2019**

There were no matters arising from the meeting held on 12 July 2019.

**6 Responsibilities and Rights**

Members received and considered the report (minute book pages M211-M212).

The report was shared with Members for information. The report detailed the responsibilities and rights of Members in accordance with the Articles of Association. In addition, it was noted that the list needed to include the appointment

**Action**

of the Financial Auditors. There were no issues arising from the content of the report.

It was noted that three of the five current Members are listed as Independent as their appointments were independent of the Sponsor, West Suffolk College.

## **7 2018/19 Financial Statements and Annual Report**

Members received and considered the report (minute book page M213).

The 2018/19 year brought success for the students and financial stability for the Trust. In summary the Chair of SAT Trustees reported that the level of reserves is currently around £1.2m and this is primarily used to maintain a high level of maintenance/resources to sustain the high specification ONE Sixth Form College building that supports an outstanding learning environment for the students.

In the 2018/19 academic year the Trust also progressed the opening of Abbeygate Sixth Form despite the new build not being ready on time. Temporary accommodation was secured with West Suffolk College to enable the new Sixth Form to open on time which was a huge undertaking at that time.

The CFO reported that the accounts show a reduction in reserves for the year (excluding restricted fixed asset funds and pension reserve) of £26,407. The reason for the reduction in reserves is due to the prepayment of a significant proportion of the Abbeygate Sixth Form Project Development Grant at the end of the 2017/18 year which was then expended through the revenue account in the 2018/19 year. As at the 31 August 2019 the total reserve position for restricted and unrestricted funds (excluding fixed asset funds and pension reserve) was £1,259,193. The reserves policy for the Trust is to safeguard two months expenditure in order to minimise the level of risk particularly as the Trust enters into a slightly elevated period of risk with the new academy coming on board.

## **8 Appointment of External Financial Auditors**

Members received and considered the report (minute book page M214).

The appointment of external auditors has to be made by the Members of the Trust and with the change in size and nature of the Trust and the advent of Abbeygate Sixth Form College this offered an opportunity to market test the external audit function to ensure that the most appropriate solution was in place for the medium-term future. In pursuit of that, the Trust Audit Committee appointed a panel and set in motion a tendering exercise. The shortlisted tenderers were assessed by a panel including face to face interviews on Friday 6 March 2020.

The three firms were interviewed and the panel unanimously agreed that the incumbent firm, Larking, Gowen should be retained for a 3 year contract with allowance for a further 2 x 1 year contracts if desired.

The Members were asked to consider and approve the reappointment of the incumbent financial auditors, Larking Gowen. The Members **approved** the appointment. **Proposed** by M Wagner and **seconded** by K Golding.

S Jones left the meeting at 4.45pm

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

Members received and considered the report (minute book pages M215-M217).

The target attendance for the Trust Board is 85% and the report shows an 8% increase in the average attendance of Trustees from the previous year but is still below target at 76%. Attendance of a few members, notably S Howard and D Wildridge, due to unavoidable commitments and internal changes to meeting dates has unavoidably reduced the rate but attendance has improved already for these Trustees in this academic year due to some changes in work commitments and Committee membership.

The target attendance for Committee meetings is 75% and the report shows that the attendance rate has decreased compared to the previous year for both the Finance and Audit Committees, but both are above the target attendance rate for at 86% and 80% respectively.

#### **10 Trustee Skills Audit Matrix**

Members received and considered the report (minute book pages M218-M220).

It was noted that the assessment is relatively subjective as this is a self-assessment of skills. The matrix results show that the business skills are relatively covered by Trustees and the Board therefore is balanced. At the other end of the matrix these are the soft skills rather than specialist skills that training could enhance and does not necessarily suggest that there are skills gaps.

The SAT Members concluded that the skills of the Board are reasonably balanced.

#### **11 Trustee Board Equality Profile**

Members received and considered the report (minute book pages M221-M224).

This is the first year that the Board has looked at the diversity profile of the SAT Trustees. In summary the Board is almost evenly split in terms of gender with 57% male vs 43% female Trustees. The majority of Trustees are aged between 51 and 70 years of age and 86% are married, 7% single and 7% are divorced. The compliment of Trustees are 86% White British (born in England) with 7% other White Background (born in Greece) and 7% Indian (born in Uganda). The nationality of the Trustee Board is 100% British and none of the Trustees considered themselves to have a disability. The majority of Trustees have Christianity as their chosen religion or belief and 100% of the Board are heterosexual.

The SAT Members considered the profile of the Board to be reasonably balanced but questioned how representative the Board was of the community that we serve and perhaps this could be something included in the next report.

#### **12 Trustee Self Evaluation Report**

Members received and considered the report (minute book pages M225-M228).

The SAT Trust Board has completed the annual self-evaluation review of its effectiveness of its operation for the 2018/19 academic year. The results were shared with the Board and each category scored high (above 90%) concluding that the Trustees should 'keep up the good work'.

The resulting governance improvement plan identifies 6 areas where changes could be made to practice or policy. It was noted that two of these actions are already complete with the four remaining as work in progress to be completed by September 2020.

New Clerk

The Trust Secretary proposes to change the self-evaluation process and move toward a Governance Self-Assessment Report in future years to assess Board effectiveness. The Governance SAR will be reported to the Members' Board annually for consideration and discussion.

**13 Any other business**

The Trust Secretary, who is leaving her post at the end of May, was thanked for her contribution to the work of SAT over the years.

***Date of Next Meeting***

Friday 12 March 2021 at 11.303am. West Suffolk College TG1.16

The meeting closed at 5.05pm