

Minutes of the LiFE Multi Academy Trust  
Annual General Meeting  
held on Monday 24 January 2022  
commencing at 5.30 p.m.  
via Google Meet

## Present

**Members :** Colin Crane, Iain Kinnis, Atika Kohli, David Noble.

**Trustees:** Hazel Cole, Sue Dunford, Chris Parkinson\*, Liam McDonagh, Andy Smith, Liz Warren

*\*Chief Executive*

## In Attendance

Nicola Koncarevic (Director of Education (National Forest Hub))  
Sarah Mayes (Director of Finance)  
Chris Tweedale (Director of Governance)  
Gareth Williams (Executive Head, Countesthorpe College)

Stuart McDonough (Clerk to the meeting)

Min. No.	Minute	Action
<b>1</b>	<b>Election of Chair for the meeting</b>	<b>All to note</b>
<b>1.1</b>	<b>Resolved unanimously that –</b>  David Noble be elected Chair for the meeting.	
	<i>David Noble in the Chair</i>	
<b>2</b>	<b>Welcome, introductions and apologies</b>	<b>All to note</b>
<b>2.1</b>	The Chair welcomed all present to the meeting.	
<b>2.2</b>	Apologies for absence were received and accepted from Hatle Mehta (Trustee) (prior commitment).	
<b>3</b>	<b>Declarations of Interest – none.</b>	<b>All to note</b>
<b>4</b>	<b>Minutes of the Previous Meeting : 11 January 2021</b>	<b>All to note</b>
<b>4.1</b>	The minutes of this meeting were approved as a correct record for signature by the Chair.	
<b>5</b>	<b>Matters Arising from the previous Minutes</b>	<b>All to note</b>
<b>5.1</b>	<b>In response to comments from a Member</b> , who drew attention to discussion at the previous meeting around the need to clarify the role of Members, the Chair of the Trust Board (Liz Warren (LW)) drew attention to her report. This included a suggestion that, in accordance with best practice advice, Members consider approving development of formal written terms of reference. (See Minute 7.22 below).	

6	Annual Audit and Statement of Accounts 2020 / 2021	All to note
6.1	<p>As required, Members <b>received and noted</b> the Annual Audit and Statement of Accounts 2020 / 2021. These had been considered and approved by the Trust Board on 6 December 2021 on recommendation of the Finance, Audit and Infrastructure Committee and had been posted on Governor Hub together with agenda and papers for this meeting.</p>	
6.2	<p>At the invitation of the Chair, the Director of Finance (Sarah Mayes (SH)), presented the documents, drawing the particular attention of Members to</p> <ul style="list-style-type: none"> <li>- confirmation by the External Auditor that the audit was unqualified (i.e. a “clean” audit) and that the financial position of the Trust was sound;</li> <li>- the significant development of the Trust since the previous meeting through admission of three additional schools and the financial implications of this as noted in the accounts. This included a substantial increase in the level of Trust reserves. However, the bulk of that increase was committed to costs related to Age Range Change (ARC) at the three newly admitted schools;</li> <li>- the changed pattern of income and expenditure consequent on school closures due to Covid 19 and related constraints and the impact of this on Trust reserves. Examples of this were explained including the marked reduction in income arising from the lack of lettings of school facilities but an offsetting saving arising from school closure and reduced activity. <b>In response to a question</b> SM confirmed that an increase in reserves due to Covid was common across the sector;</li> <li>- the increase in pensions liability, partly as a result of the admission of additional schools. Whilst this increase was substantial it was reflective of the position across the sector and was not a direct or immediate concern for the Trust;</li> <li>- the increase in the value of fixed assets, reflecting the values of the land and buildings of the schools newly admitted to the Trust; and</li> <li>- the change to capital funding whereby due to growth, the Trust would no longer be eligible to apply for CIF funding. This would be replaced by an annual capital allocation from DfE estimated to be of the order, in April 2022, of £3m. Any further schools admitted to the Trust that had secured CIF grant funding would be permitted to retain this within the Trust.</li> </ul>	
6.3	<p><b>In response their questions,</b> Members were advised that</p> <ul style="list-style-type: none"> <li>- the current level of top slice (4.5%) would remain unchanged;</li> <li>- the recent growth of the Trust represented a step change for the organisation in terms of finances and organisational development. The full impact of that change had yet to be absorbed and was currently on-going across the Trust;</li> <li>- the funding available for ARC was of the order of £1.4m. All of this would be required to meet the costs of ARC across the three schools. These included revenue costs (staffing, materials, curriculum developments etc.) and some capital costs. ARC funding was determined by DfE in accordance with a formula related to the number of students, so that each of the three schools had received different amounts. Whilst, in due course, savings would arise from e.g. elimination of existing curriculum inefficiencies and phasing out of duplication in “back office” functions, the immediate challenge for the Trust was to ensure that adequate funding was available to each of the three schools to support ARC. This would include staffing arrangements and sharing of expertise and teaching</li> </ul>	

6.4	<p>resource rather than financial cuts or savings. Accordingly, the reserves of the three schools would be pooled as they progressed through ARC;</p> <ul style="list-style-type: none"> <li>- the auditor had confirmed that the current financial position of the Trust was robust and better placed than it had been previously;</li> <li>- the financial position in relation to ARC was not really comparable to that faced by Bosworth when it had implemented ARC. For example, Bosworth had managed the process alone whereas there were now three schools addressing the issues together with consequent benefits of shared expertise and support. However, this also presented complications arising from redesign of the curriculum and the extent of shared teaching arrangements. A further complication arose from the new KS4 admissions which initially, and perhaps for the first three years of ARC, would necessarily give rise to inefficiencies. (The example of Ivanhoe College was explained where in the first year of ARC Ivanhoe would admit only 60 Year KS4 students);</li> <li>- the audit had been unqualified : no major issues had been identified although there were some “amber” rated areas for improvement that had been accepted by management and were being addressed by the Finance Team; and</li> <li>- the narrative in the accounts (pp3 – 23) had been prepared by LW with support from SM (for which LW expressed her appreciation) and was supplemented by the separate report of the Chair (Minute 7 below).</li> </ul> <p><b>Resolved that –</b></p> <p>the 2020 / 2021 annual audit and statement of accounts be received and noted.</p>	
<p><b>7</b></p> <p><b>7.1</b></p> <p><b>7.2</b></p> <p><b>7.3</b></p>	<p><b>Trust Performance 2020 / 2021 : Report of the Trust Board Chair</b></p> <p>LW presented this report, expressing appreciation for those who had contributed to the document. She commented that she was pleased with the format and content of the agenda for the meeting which in her view, had ensured the appropriate structure and purpose of the meeting and was a significant improvement on the previous AGM, illustrating the progress being made within the Trust.</p> <p>Introducing her report, LW</p> <ul style="list-style-type: none"> <li>- commended the staff for their response to the serious and broad range of challenges presented by Covid 19. This had impacted adversely on the Trust in many ways, including especially teaching and learning. The response of staff across the Trust to this had been commendable. Student attendance had suffered as a consequence of Covid, including school closures and illness, but nevertheless had remained consistently above national levels. The efforts of staff in developing e.g. on-line and home working for students had been excellent; and</li> <li>- drew attention to the magnitude of the financial and organisational change to the Trust arising from admission of the three new schools, the impact of which, particularly in relation to governance, continued to be absorbed. A great deal of work remained to be done in many areas to complete the transition from a Trust of 6 to a Trust of 9 schools.</li> </ul> <p>Against this background, LW invited Members to discuss/raise issues arising from her report. A wide ranging discussion took place, summarised below.</p>	All to note



7.10	<p><b>In response to questions</b>, LW and CP advised</p> <ul style="list-style-type: none"> <li>- that all LGBs had embraced the Planning Wheel approach although understandably, the three new entrants to the Trust had not progressed this as far as the other LGBs. The aim was to bring all LGBs to the same level;</li> <li>- support provided to LGBs was tailored to the needs of the individual school. An active programme of governor training had been developed from which favourable feedback had been received. Special arrangements could be made if required. (Support for Ashby LGB including the LGB Strategy Day that had been arranged was quoted as an example);</li> <li>- where they considered appropriate, Trustees intervened to support and/or strengthen an LGB. This could include leadership change, an example of which was given. In most cases, intervention was not required because LGBs and LGB leaders were attuned to the needs of an LGB within the context of a MAT; and</li> <li>- LGB effectiveness was improving through adoption of the governor monitoring arrangements related to the Strategic Wheels. This was now being developed and included a focus on progress through the “five Es” (described in LW’s report).</li> </ul> <p><i>Achievements</i></p>	
7.11	<p>The attention of Members was drawn to the summary of achievements listed in the report, on which LW and CP expanded.</p>	
7.12	<p>LW commented that in her view, a major strategic achievement had been introduction of the Real Life Curriculum and the value of this in terms of educational benefit to students. It was unfortunate that development of this across the Trust had been delayed by Covid constraints. The hope and intention now was that the curriculum could be implemented more widely across the Trust.</p> <p><i>Age Range Change</i></p>	
7.13	<p><b>Members noted</b> that the three schools engaged in ARC (Ashby, Ivanhoe and Ibstock) were at different stage of preparedness but were working closely together with support from the central team in readiness for the change which would be progressively implemented from the start of the 2022 / 2023 Academic Year. A report on progress would be brought to the next AGM.</p> <p><i>Key Appointments</i></p>	2023 AGM
7.14	<p>Details of these, which included Chairs of LGBs and staff, were <b>noted</b>.</p> <p><i>Finance</i></p>	
7.15	<p>The key financial issues facing the Trust were the change to capital funding noted at Minute 6.2 above and, consequent on Trust growth, the increase in overall grant funding which in the near future would be in excess of £50m per annum. ESFA/DfE regulation required that Trusts with income at that level or above must establish an Audit Committee.</p>	
7.16	<p><b>Members noted that</b> terms of reference for an Audit Committee were being developed. These would necessitate a significant revision to the current terms of reference of the Trust Board Finance, Audit and Infrastructure Committee. Subject to approval of the Trust Board, the new Audit Committee would take effect from September 2022 at the latest.</p> <p><i>Governance</i></p>	
7.17	<p><b>Noted that:</b></p> <ul style="list-style-type: none"> <li>- changes in the membership of the Trust Board since the previous AGM;</li> </ul>	

	<ul style="list-style-type: none"> <li>- recruitment was underway for an additional Trustee. Identification of potential candidates had taken into account diversity issues, Trustees being committed to ensuring that, as far as practically possible and having regard to the skill sets required, membership of the Trust Board reflected the community served by the Trust. Interviews for an additional Trustee were scheduled for 27 January. Members would be advised of the outcome.*</li> <li>- Trust governance developments, including <ul style="list-style-type: none"> <li>• arrangements approved and to be developed by the Trust Board for annual review of the effectiveness of LGBs and for annual self-review of Trust Board effectiveness;</li> <li>• the possibility that it may be necessary (ahead of admission to the Trust of Dove Bank Primary School) to adopt the new Model Articles of the Trust. Members <b>noted that</b>, published in June 2021, the new Model increased the emphasis on strong, independent governance oversight and enhanced requirements relating to Member independence and engagement. If adopted, the new Model would require the Trust Board to appoint a Governance Professional (an issue being considered by Trustees as part of the current Trust Governance Review). At a recent meeting, the Regional Schools Commissioner (RSC) had suggested that the Trust consider voluntary adoption of the new Articles rather than waiting to be obliged to do by RSC.</li> </ul> </li> <li>- in light of the comments of RSC, the Trust Board was due to consider the desirability or otherwise of adopting the new Model Articles. Members would be advised of the views of the Board, subject to which a special meeting of Members would be convened with a view to considering a change to Trust Articles.</li> </ul>	Trust Board
7.18	<p>A detailed discussion took place regarding the development of Trust Governance described in the report – recorded separately at Minute 8 below.</p> <p><i>The role of Members</i></p>	
7.19	The most recent advice from NGA (May 2021) was highlighted in the report and had been posted on Governor Hub together with the agenda and papers for the meeting.	
7.20	Amongst other things, the NGA document (supported by DfE and legal advice), recommended that formal terms of reference or guidance be developed for Trust Members. The views of Members on this, which was endorsed by the Director of Governance and which supported the views of Members as discussed at the previous AGM, were invited.	
7.21	<p><b>Resolved that -</b></p> <p>in accordance with best practice advice, formal written terms of reference/guidance on the role of Trust Members be developed for consideration at the next Member meeting.</p> <p><i>Future targets and Challenges</i></p>	SAMcD
7.22	This section of the report, including the proposed admission to the Trust, subject to due diligence and formal approval of the Trust Board, of Dove Bank Primary School was <b>noted without discussion</b> .	
7.23	Concluding consideration of the report, Members recorded their appreciation to LW for a comprehensive, encouraging and informative report.	

<b>8</b>	<b>Governance Development</b>	<b>All to note</b>
<b>8.1</b>	The report of the Trust Board Chair acknowledged on behalf of Trustees that, arising from growth and related organisational development, improvements and changes to Trust governance were required if the Trust was to meet the standards of governance to which Members and Trustees aspired. The report summarised the actions approved by Trustees in this regard and confirmed that, whilst greater consistency and uniformity were required in governance, and that some “back-office” functions must be standardised across the Trust (with consequent financial savings being devoted to educational improvement), this did not in any way imply that this would hinder or be achieved at the expense of local autonomy in education provision.	
<b>8.2</b>	<b>Members referred to the discussion earlier</b> in the meeting (Minutes 7.5. - 7.8 above) and <b>asked further questions</b> relating to the development of governance described in the report, summarised below.  <i>Self and external evaluations of governance</i>	
<b>8.3</b>	<b>Noting that</b> arrangements would be put in place for annual self-review of the Trust Board and of LGBs, a Member stated that his understanding of good governance practice was that an external review of Board level Trust governance must be undertaken every three years or possibly more frequently*. He asked  <b>Are we confident that we don’t need to do this or do we recognise that we should have done this years ago?</b>	
<i>Clerk’s note</i>	<i>Good governance practice (DfE/ESFA/NGA) provides that an independent external review of Trust Governance should be undertaken every 3 – 5 years and further, that if the Trust Board does not arrange this, Members may intervene and instruct the Trust Board to make the necessary arrangements for a review.</i>	
	During the discussion that followed, the following points of view were expressed:  a) a Member agreed that an independent review was overdue and accordingly that this should be arranged to take place in the near future;  b) the Director of Governance advised that having regard to the extent of current governance improvement activity (i.e. revised LGB constitution, change and development of LGBs, development of a Trust Scheme of Delegation, development of procedures for self-effectiveness reviews, changes to the procedures for Policy review, development of delegations related to policies and the current review of all Trust Policies), an independent review at this stage would not add value to the Trust and would be likely to confirm that the Trust should address the governance issues that were already being addressed. In his view, a meaningful external review would include consideration of the Scheme of Delegation, the functioning and effectiveness of LGBs, key Trust Policies etc. He advised that it would therefore be more appropriate to arrange an independent external review when the current programme of governance improvement had been implemented;  c) the Chair of the Trust Board commented that, in her view, a review at this stage would not provide additional benefit to that being provided by the work of the Director of Trust Governance and his assistant (SAMcD). A review in due course would be helpful because it would include a review of the governance improvements implemented by the Director.	
<b>8.4</b>	Debate around these views continued at length. <b>Members suggested that</b>  a) whilst supporting the general principle of an early review, having regard to the views of the Director of Governance (8.3 (b) above) it may be prudent to defer any review until Trust governance had stabilised;	

	<p>b) that whilst it was recognised that Trust governance was in transition and it was understood that a great deal of governance improvement work was taking place, a review was overdue and further, was necessary following the rapid growth of the Trust experienced in 2021. An independent review from a third party would be helpful, provide confidence and should be undertaken before the Trust grew further; and</p> <p>c) the Chair of the meeting supported this suggestion, stating that an independent review would be a developmental process from which the Trust would benefit. He suggested that the review should include a review of the current Trust governance structure, governance practice and the arrangements for Trustee and Governor training.</p>	
8.5	<p>The Chief Executive commented that in his view:</p> <ol style="list-style-type: none"> <li>1) having regard to Members comments, an early review should be arranged. He expressed concern that Members may be under a misperception that the Trust was in some difficulty in terms of governance. This was not the case notwithstanding that developing LGBs presented some governance challenges. He reminded Members that governance extended across the role of the Trust Board and the Executive. The Trust Model of Governance required him, as Chief Executive, to be intimately involved in each of the eight schools. He was therefore in a position to advise the Trust Board of any governance issues or concerns. Any suggestion that the Trust was experiencing governance issues could seriously prejudice the Trust including the pending addition of a new school; and</li> <li>2) there were no governance issues at Trust or Executive level. Any risk associated with governance at LGB level was low. Moreover, there was no risk and he had no concerns relating to school improvement generally or in relation to any individual school.</li> </ol>	
8.6	<p>The Director of Governance reiterated his advice at Minute 8.3 (b) above. He reminded Members that their role was to take a view of the extent to which they considered that the Trust Board was performing, adhering to and delivering the charitable objects as stated in Trust Articles in a manner that was in accord with the vision and values of the Trust. The strategic direction of the Trust, as determined by the Trust Board, including further growth, should not be related to or be subject to an independent governance review.</p>	
8.7	<p>Discussion focussed on the possible options for a review, including the format and identification of suitable parties to undertake the exercise. LW advised that it might be possible, under a Scheme funded by the Government, to arrange five days of support from an National Leader in Governance (NLG) who may be appropriately experienced and in a position to undertake a review.</p>	
8.8	<p>Members acknowledged that any review would require</p> <ul style="list-style-type: none"> <li>- a formal Brief/terms of reference and definition of outcomes; and</li> <li>- consideration of options for which quotations would need to be obtained from appropriately experienced parties.</li> </ul>	
8.9	<p>Following further discussion, Members</p> <p><b>Resolved that –</b></p> <p>the Trust Board be requested to arrange an early independent external review of Trust Governance in accordance with Minutes 8.4 (c) and 8.8 above.</p>	Trust Board
9	<p><b>External Auditors</b></p>	All to note
9.1	<p>Member were invited to approve extension of the current External Audit contract for a further twelve months, the reasons for which were detailed in the agenda.</p>	



<b>9.2</b>	<p><b>Members noted that</b></p> <ul style="list-style-type: none"> <li>- the recommendation to extend the contract was consistent with DfE advice; and</li> <li>- if approved, it was envisaged that work on invitation of tenders for a new external audit contract would begin in early 2023 with a view to an appointment being made in (say) January 2024.</li> </ul>	
<b>9.3</b>	<p><b>Resolved that –</b></p> <ul style="list-style-type: none"> <li>i) extension of the current external audit contract for a further 12 months be approved; and</li> <li>ii) subject to the Director of Finance and Company Secretary being satisfied with the terms of the proposed extension, she be authorised to take all necessary arrangements to negotiate and conclude the contract extension.</li> </ul>	<b>SM</b>
<b>10</b>	<b>Persons with Significant Control</b>	<b>All to note</b>
<b>10.1</b>	In accordance with DfE guidance* and good governance practice, Members confirmed that there were no Persons with Significant Control of the Trust.	
<i>*Clerk's note</i>	<p><i>DfE guidance provides that where the number of MAT Members is three or less, the provisions of the 2006 Companies Act shall apply in relation to Persons with Significant Control (i.e. three Members would exercise more than 25% of voting rights (33%) and must therefore be registered with Companies House).</i></p> <p><i>Currently the Trust has four Members (so each with 25% of voting rights) and therefore the requirements of the 2006 Act do not apply.</i></p>	
<b>11</b>	<p><b>Date of next Meeting</b></p> <p><b>Resolved that –</b></p> <p>subject to the need for a special meeting (Minute 7.17 above) the next AGM be held on a date to be agreed in January 2023 and on a day that does not coincide with a meeting of the Trust Board.</p>	<p><b>All to note</b></p> <p><b>SAMcD</b></p>
<i>samcd. Agreed with Chair</i>	<b>The meeting concluded at 6.26 p.m.</b>	

Chair.....

Date.....

David Noble