

**LIFE MULTI ACADEMY TRUST
MINUTES OF THE ANNUAL GENERAL MEETING
HELD ON THE 29TH JANUARY, 2024 AT 5.30PM**

VIRTUAL MEETING

NON CONFIDENTIAL

NAME		DESIGNATED ROLE	ATTENDANCE
Iain Kinnis	Member		Y
Atika Kohli	Member	Chair	Y
David Noble	Member		Y
Hazel Cole	Member		N
IN ATTENDANCE			
Liz Warren (LWA)	Trustee	Trust Chair	
Chris Parkinson (CPA)	Trustee	CEO	
David Gordon (DGO)	Trustee		Joined at 5.48 pm
Sue Dunford (SDU)	Trustee		
Paul Maddox (PMA)		Exec CFO	
Gareth Williams		Chief Operating Officer	
Nicola Koncarevic		Director of Education	
Sarah Mayes		CFO	
Chris Tweedale		Leadership & Governance Development	
Sian Griffiths (SGR)		Head of Governance	

Clause 23 of the Articles of Association states - Two persons entitled to vote upon the business to be transacted, each being a Member or a proxy of a Member or a duly authorised representative of a Member organisation shall constitute a quorum. The meeting was therefore quorate.

1. ELECTION OF (MEMBER) CHAIR FOR THE MEETING

The Members present elected Atika Kohli as Chair for the duration of the meeting.

2. WELCOME & APOLOGIES

The Chair welcomed all present.

3. DECLARATION OF PECUNIARY INTEREST

The Members were asked to declare any potential pecuniary interest or conflict of interest between an individual and the board as a whole with the business to be discussed during the meeting. No verbal declarations were made.

4. MINUTES OF LAST MEETING

The non confidential minutes of the previous AGM held on the 23rd January, 2023 and the confidential minutes of the EGM held on the 9th May, 2023 were approved and confirmed as an accurate record.

5. MATTERS ARISING

The following actions from the minutes of the 23rd January, 2023 were reviewed and updated -

Minute 5 - ACTION: Trust to provide updates to Members throughout the year, including receipt of the weekly update for Trustees, this would also cover updates to any actions agreed in this meeting - **COMPLETED**.

Minute 5 - ACTION: LWA/SGR to forward the EGR and updated Plan to Members - **COMPLETED**.
Minute 6 - ACTION: LWA would discuss with HCO the end date for her term of office as a Trustee - **COMPLETED**.
Minute 8 - ACTION: SGR to draft a job description for the Members - **COMPLETED** see agenda item 8.
Minute 11 - ACTION: SGR will speak to Lara Hall and Catherine Headley to agree what training Members should undertake e.g., Safeguarding, Prevent and GDPR - **COMPLETED** included in the role descriptor document.
ACTION: SGR to confirm what (other) policies Members need to be aware of. **COMPLETED** included in the role descriptor document
ACTION: AKO agreed to send over her training certificates - **ONGOING**.

6. APPOINTMENT/REMOVAL OF MEMBERS

The Members appointed Hazel Cole as a Member with effect from the 29th January, 2024. LWA advised that Colin Crane had stepped down as a Member as he had chosen to remain as a Governor on the LGB at Bosworth Academy with effect from the 30th September, 2023. The Chair asked if due consideration could be given to presenting Colin Crane with a gift to commemorate his 40 years as a Governor/Member with the Bosworth Academy/Trust.

7. APPOINTMENT OF TRUSTEES

A copy of David Gordon's CV had been shared with the Members prior to the meeting; the Members also noted that David had been appointed as a Coopted Trustee in March, 2023.

RESOLVED: The Members approved the appointment of David Gordon as a Trustee for a period of 4 years with effect from the 29th January, 2024.

8. MEMBERS - ROLE DESCRIPTOR

The role descriptor had been shared with Members prior to the meeting. IKI felt the document was helpful in particular to support future recruitment. One concern raised was the apparently disproportionate amount of time to be spent on required training in comparison to the time typically required per annum to discharge Member duties. Members considered the frequency of their meetings, nationally it was recognised that 1 meeting a year could cause a disconnect and consideration needs to be given how to ensure that Members did not become out of touch from the Schools. LWA and SGR had discussed this and a possible solution may be to have hybrid meetings for those Members who lived further away, this was an option which was being considered for Trustee meetings.

ACTION: SGR would look at the training expectations for Members – safeguarding, prevent and GDPR and report back to Members.

RESOLVED: the Members approved the role descriptor subject to clarity relating to the training requirement.

9. ANNUAL AUDIT AND STATEMENT OF ACCOUNTS 2022/2023

The Members received and noted the statement and the report of the External Auditor. The audit had raised a couple of issues, which had been discussed at previous (Trustee) meetings. The report raised a number of issues including fixed assets, wages, unauthorised supplier invoices, trade debtors, supplier invoices, pecuniary interests and VAT returns, the management responses were also included in the report.

Q: Is it just the finance team who can raise PO's?

A: The budget holder sends the requisition and the finance team places the order; under the new system the person who requisitions also raised the order.

PMA asked Members to note that despite the high levels of actuals only £10,345 of payments were not approved which was a positive.

Q: Are the Staff trained?

A: Yes they receive training on the system we'll also train other Staff – budget holders etc.

LWA confirmed all these questions/issues had been discussed at the Finance Committee and this discussion tonight will provide Members with further assurances.

Q: The extra work when we move from SAGE is that expected by the auditors?

A: We involved the auditors and there would be an additional charge.

Q: Has there been a correlation between the 2 systems?

A: Yes the auditors have supported the system setting.

RESOLVED: the Members received and noted the report of the External Auditor.

The Members received the headlines of the statement of accounts, some of the Schools were operating a deficit budget this was due in Ibstock's case to the additional cost of the age range change and the additional support required for Dove Bank, the net difference was £700,000.

Q: Do the Members have access to the finance committee minutes?

A: Yes.

Members accepted that they needed assurance that the Trust was running as a going concern. The Members were aware that some of the Schools were in a deficit position but were advised that the Trust Board had shared how this position would be managed and how the deficit would be reduced.

Q: What is the DFE cap on how conservative we can be in terms of investment?

A: The DFE would be concerned if we had less than 5% but more than 20% would also cause a problem.

Members felt the headlines were really positive but recognised the Trust needed to ensure Schools are moving in the right direction.

10. CHAIR OF THE TRUST BOARD REPORT

The report was based on a template provided at the CST training attended by IK before Xmas. LWA asked Members whether they felt the format of the report was useful, LWA had also included information which Members may find helpful.

IKI agreed the template was useful to provide Members with the areas which they needed to focus on, the report together with the Trustees report and account provided the required information. DNO felt the structure of the report was very helpful and believed the governance within the Trust was good, which was reassuring.

The Members asked for an update on Trustee recruitment, it was noted there had been a turnover of Trustees and asked whether that could be a concern in terms of MAT growth. LWA explained that the Trust had looked at and opted at a different way of recruiting. The Trust had a quandary as it would be difficult to try and recruit from within the Schools as this may impact on the LGB's. SGR explained that the Trust had subscribed to a website called Reach but had also contacted Nurole (used in previous recruitment drives) and would also use Inspiring Governance and Governors for Schools, to date there were 5/6 potential candidates. The Members appreciated that there were a significant number of MATS and Schools who were also recruiting. LWA commented that the position had changed since the pandemic as more people were looking at volunteering, the Trust was hoping that moving to a virtual meeting offer would help to attract candidates. The Members appreciated local Schools who were embedded within the community were able to attract Local Governors but at Trust Board level there was a need to look at a wider range of skills.

The Members asked if it was possible to include good news stories in the weekly update on Governor Hub. CPA advised that the risk in terms of the number of Schools who were waiting on Ofsted had reduced as Bosworth, Winstanley and Ashby had been inspected and judged good.

Q: It would be helpful to have that as an agenda item so we can see the benefits of the 1 cycle to improve?

A: Ashby has improved by 2 grades, some Schools are still with vulnerability. These are risks which are included on the risk register which the Trust Board reviews at every board meeting.

LWA commented that the Members in their role did not see the journey and how the Staff and Schools blossom, the school, improvement journey was really rich.

The Members were advised that PMA had been recruited as an Executive CFO to support the rapid growth which has impacted on the capacity of the business operations within the Trust, great progress had been made over the past 7 months. School Improvement was now well embedded within the Schools and a similar piece of work now needed to be undertaken around the business operations.

Q: How is the working relationship between the Trust Board and LGB's in particular in the new Schools?

A: Generally the relationship is very positive, they recognise the school improvement support provide by the Trust. There have been particular issues where we have asked them to work in a certain way, we're not taking away their autonomy but we do have a scheme of delegation to ensure a consistent approach. The LGB's do a great job they are the guardians of the local community. As we've grown as a Trust we've moved more of the business function from the LGB's to the central team but always ensure that the LGB's are aware of what's happening without being operational. The establishment of the governance function/team across the Trust has had a positive impact and provided alignment and consistency.

A: Chairs Group meets half termly where we are able to have a very robust conversation, we have an honest relationship with our Chairs.

Q: Are you (LWA) stepping down as Chair at the end of the year?

A: Yes, I am.

Q: Are you looking to recruit from within the current board or recruiting externally?

A: We have some significant skills within the LGB's, its all about making things more sustainable. We should have more choices as we progress through the recruitment process which should hopefully make my (LWA) more sustainable.

The Members commented that some (charity) adverts focus specifically on recruiting for a Chair's role - there were negatives and positives around this approach.

11. SIGNIFICANT PLANS FOR THE FUTURE AND SIGNIFICANT RISKS

The Members received an update from CPA, there had been some scoping conversations with another School around academisation following an approach. The Trust however would not be advertising for any additional Schools for at least 6 – 12 months. The Trust, following an approach from a local School, had established through the subsidiary company an external governance offer, currently the governance team were supporting a SAT and a MAT.

12. EXTERNAL AUDITORS

The appointment of External Auditors is the responsibility of Members. The current External Auditor (Burrows Scarborough, Chartered Accountants, Coventry), were appointed by Members following a competitive tendering exercise. The three year contract was originally due for renewal during 2022 but had been extended for a year to 2023.

13. PERSONS WITH SIGNIFICANT CONTROL

The DfE guidance provides that where the number of MAT Members is three or less, the provisions of the 2006 Companies Act applies 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). The Members noted the following -

- a. During the period 1st October, 2023 to 29th January, 2024 the Trust had 3 Members (so each with 33% of voting rights) and therefore the requirements of the 2006 Act applied.
- b. As of today's meeting the number of Members has increased to 4 and the provisions of the 2006 Act do not apply. Good Practice requires that the AGM formally confirms that there are no Persons with Significant Control. Members are requested to confirm accordingly.

14. RESOLUTIONS

- a. To consider any amendments to the articles – none to consider. LWA mentioned that there may be opportunities to create Associate Trustee roles to support committees, these individuals would not have any voting rights, the Members accepted this may be a positive move as this would be low risk but would ease individuals into the roles but would also support robustness in terms of scrutiny and assurance.
- b. Directions for the Trust Board – there were no matters to record.

15. PROVISIONAL CHAIR 2024 - 2025

The Members present appointed David Noble as the provisional Chair for the ensuing year.

16. DATE OF NEXT MEETING

The Members considered the dates for the ensuing year. IKI asked if an in person meeting could be considered subject to DNO's availability. The Members agreed the date of the next AGM would be held on Monday, 20 January, 2025 at 5.30 pm, the meeting would be held in person.

The Members thanked the Trustees and Senior Executive for all their hard work.

The meeting closed at 6.56 pm.