

**LIFE MULTI ACADEMY TRUST
MINUTES OF THE ANNUAL GENERAL MEETING
HELD ON THE 10TH FEBRUARY, 2025 AT 6.00PM**

NON CONFIDENTIAL - VIRTUAL MEETING

NAME		DESIGNATED ROLE	ATTENDANCE
Iain Kinnis	Member		Y
David Noble	Member		Y
Hazel Cole	Member		N
IN ATTENDANCE			
Anil Majithia (AMA)	Trustee	Trust Chair	
Liz Warren (LWA)	Trustee	Trust Vice Chair	
Chris Parkinson (CPA)	Trustee	CEO & Accounting Officer	
Andy Smith (ASM)	Trustee		
Rose Harvey (RHA)	Coopted Trustee		
Chris Tweedale (CTW)			
Paul Maddox (PMA)		Executive CFO	
Sarah Mayes (SMA)		CFO	
Sian Griffiths (SGR)		Head of Governance	

All Trustees (except for the Chair of the Trust Board and the Chief Executive who **will** attend the meeting) were invited to the meeting but their attendance was not a requirement. Trustees were asked to confirm their attendance to the Head of Governance to ensure that the Chair of the meeting was clear about attendees.

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 Iain Kinnis as Chair for the duration of the meeting.

2. WELCOME & APOLOGIES

The Chair welcomed all present, the Members noted that apologies had been received from Hazel Cole.

RESOLVED: the apologies from Hazel Cole were accepted.

As this was their first AGM both Anil Majithia and Rose Harvey provided an introduction.

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 additional verbal declarations were made.

4. MINUTES OF LAST MEETING

The non confidential minutes of the previous AGM held on the 29th January, 2024 were approved and confirmed as an accurate record.

5. MATTERS ARISING

The Members reviewed and considered the following actions arising from the minutes of the 29th January, 2024 -

Minute 5 - AKO agreed to send over her training certificates –

COMPLETED - this action can now be removed as AKO had resigned on the 31st August, 2024.

Minute 8 - SGR would look at the training expectations for Members – safeguarding, prevent and GDPR and report back to Members.

COMPLETED – SGR confirmed she had spoken to Lara Hall who advised Members would not need to complete Safeguarding or Prevent training. Members would however need to complete GDPR and Cyber Security training as they accessed the Trust's electronic communications systems e.g. emails etc. GDPR was an annual requirement, and the Cyber Security training was a requirement from the new insurance provider. SGR would check whether this would be an annual requirement and advise Members accordingly. Members were advised that if they had completed either module through a voluntary role or employment then a copy of the certificate should be sent to SGR for record purposes and there would be no need to complete the training via the Trust.

ACTION: SGR agreed to share the links for the 2 training modules with the Members.

6. APPOINTMENT/REMOVAL OF MEMBERS

The Members noted Atika Kohli's resignation on the 31st August, 2024. IKI confirmed he had spoken to her and thanked her for her services. SGR confirmed she had sent an email also thanking AKO. Members discussed possible options to fill the vacancies, the minimum number was 3 but the DFE's preference was 5 Members. SGR had approached a former chair of an LGB but to date no response had been received likewise a Governor who had stepped away from an LGB had been approached but had decided to continue in an Associate Member role at the school. In the past the Members' preference had been to recruit individuals who had been involved with the Trust in other layers of governance, unfortunately this has become increasingly difficult in recent years. Following a discussion the Members agreed to look for potential candidates from outside of the usual channels, both CTW and LWA agreed to reach out to their network/contacts. CTW did point out that one barrier may be the requirement (where the number of Members was 3 or less) was to be registered on Companies House as a person with significant control, whereas in reality the Members' role precluded them from having that level of involvement.

ACTION: CTW/LWA to make some initial approaches to suitably experienced contacts.

7. APPOINTMENT OF TRUSTEES

The Members noted the following Trustees terms of office were due to expire and were asked to appoint for a further 4 year term with effect from the 10th February, 2024 –

- a. Liz Warren
- b. Liam McDonagh

RESOLVED: the Members agreed the appointment of Liz Warren and Liam McDonagh under clause 50 of the articles of association for a further term of 4 years.

The Members noted the following Coopted Trustees had been appointed on the 4th March, 2024 by the Trust Board. Copies of the application forms and CVs were available in the folder and shared with Members prior to the meeting. The Members were asked to appoint the Trustees for a 4 year term with effect from the 10th February, 2025 –

- a. David Maitland
- c. Anil Majithia
- d. Ja Kim

RESOLVED: the Members agreed the appointment of David Maitland, Anil Majithia and Ja Kim under clause 50 of the articles of association for a term of 4 years.

The Members noted that Rose Harvey had also been appointed as a Coopted Trustee as the maximum number of Member appointed Trustees under clause 50 of the articles was 9, Anne Shipton had also been appointed as a

Coopted Trustee. The number of Member appointed Trustees would increase as and when the proposed articles received the necessary approvals/consents.

Q: (IKI) Is there a maximum number of terms which Trustees can serve?

A: (CTW) The DFE recommends 2 terms with a possible extension to 3.

A: (SGR) The Charity Governance Code recommends that if a trustee serves more than a nine-year term this should be subject to rigorous review and should be explained in the trustees' annual report.

8. ANNUAL AUDIT AND STATEMENT OF ACCOUNTS 2023 - 2024

The Members received the statement of accounts, Trustees' Report and the report of the External Auditor for the year end 31st August, 2024. The Members noted there had been no matters of concern raised. CPA commented this was the strongest audit report the Trust had received which reflected on progress in the work of the Executive CFO and CFO. The Trust was fortunate to be in such a stable position.

The Members noted the reports, approved by the Trust Board on the 9th December, 2024 and submitted to the ESFA by the 31st December, 2024.

9. CHAIR OF THE TRUST BOARD REPORT

The Members received the report from LWA the outgoing Chair of the Trust Board. LWA highlighted the main point which was the work of the board was now far more distributed between committees, this meant that Trustees were able to scrutinise areas in greater depth. However, there was also a challenge to ensure that all Trustees had a sense of the work of the committees which they did not sit on and ensure there was an alignment of all the work across the Trust.

Q: (IKI) Does the way you've organised the committees now feel sustainable for this size of the MAT and reflects the rapid growth over the past few years?

A: (LWA) I think my concern is that school improvement is our core business and that's a lot of work to come to one committee so we need to ensure that the members of the committee aren't overburdened and we look at how we manage the workload and this will be looked at as part of next steps in the report.

Q: (DNO) How many people are on the committee?

A: (LWA) 3 but I also attend so in total it's 4 but hopefully the work will be reduced and become easier when a piece of work is completed around how we manage and share data including the Headteachers' Reports.

A: (AMA) I agree with LWA we now have the full cohort of trustees and an effective committee structure which will allow the board to have a strategic focus and spend more of its time looking at the strategies.

Q: (IKI) So we've spoken about recruitment of Members and there's a report showing the current vacancies on the LGB's and the Chairs. Are we getting the recruitment process for Governors and succession planning correct?

A: (LWA) I think we are; the number of vacancies seem less than the Chairs thought before Xmas, but we recognise during the Autumn term this is when people begin to change roles and look at terms ending which may unsettle boards. So, I think at governing body level we have got enough governors, but there is a problem around Chairs. This is a national problem, it's no longer a one night a week role, it's a big piece of work.

Q: (IKI) So what's the response to that challenge, how can we ensure sustainability?

A: (LWA) We discussed this at the Chairs Group; in the Autumn term and one suggestion was to amalgamate 2 LGB's, Chairs decided this wasn't an option. Ideally the LGB's need to come up with their own solutions. Currently it only affects Dove Bank (supporting Countesthorpe) and Desford (supporting Winstanley), we could advertise but the Chairs need to come from the local community to reflect the LGB's. I'm not sure if this arrangement is sustainable as the Chairs are attending double the number of meetings.

A: (SGR) When I produced the report at least one of the schools now has a full complement of Governors so it maybe we look at trying to recruit from within current Governors after a period of time. We are recruiting more governors. It's not as quickly as we'd like but we are getting a few coming through. The more governors we've got, the more people we have to look at around succession planning.

Q: (IKI) So moving on there's not an imminent issue about recruiting more trustees or a problem there in the short term?

A: (LWA/AMA) We've recruited 5 Trustees over the last year so we wouldn't want to be going out to recruit any more, we need to have a period of stability. The one challenge we may have is all the new Trustees will be at the end of their

term at roughly the same time, so we just need to work through that process, it's really a question of succession planning and ensuring we have the right level of governance.

Q: (DNO) To what extent has that piece of work around stakeholder and community engagement started to influence decision making at any level?

A: (LWA) It's definitely a piece of work we recognised during the last review wasn't our greatest strength. All our local governing bodies receive the information from stakeholders, and we are now looking to Pay & People and School Improvement to ensure that we are looking at the surveys in stakeholder reports from schools to see if there's patterns. For example, staff well-being survey will go to Pay & People. We also need to look at feedback from the LA around managed moves, or in terms of being inclusive schools. We're making progress but not where we want to be.

External Review of Governance (ERG), LWA confirmed that the process had been agreed to start the review for 2025 and she assumed that Members would be invited to contribute. IKI believed, from memory, that Members were not involved last time but was happy this time for the Members effectiveness to be included in the scope of the review.

ACTION: ERG reviewer to be asked to include the role and effectiveness of Members in the review.

Members thanked LWA for her report and felt the format of the report was very helpful.

10. SIGNIFICANT PLANS FOR THE FUTURE AND SIGNIFICANT RISKS

a. Proposed Articles and MFA submitted to the DFE and Charity Commission for information and discussion. The papers and accompanying report had been shared with Members prior to the meeting. SGR confirmed that the proposed articles and MFA had been submitted to the DFE and Charity Commission last week by the Solicitor at Anthony Collins. Briefly the process was as follows - the amended articles and supporting papers go to the Trust board, 75% of the Trustees must vote to agree the proposed version, this had taken place at the meeting of the Trust Board on the 9th December, 2024. One of the caveats was to ensure that Members were happy with the amends as ultimately the Members approve the final version, however this can take place whilst the DFE and Charity Commission were reviewing the paperwork, a final decision could take up to 6 months. Once consent had been obtained, the amended articles must be presented to the Members of the trust, for approval. Agreement must be reached by special resolution which needs the support of 75% of those voting, in order to pass. The amended articles and a copy of the special resolution would need to be registered with Companies House no later than 15 days after both the resolution being passed and the amendment(s) takes effect.

SGR provided a summary of the changes, the amended version aligns with the DFE model articles, the changes were included in the report but briefly the amends were simple and in the main covered changes in terminology e.g gender neutral. The rationale for the Trust moving to those articles was to increase the number of trustees, and, secondly, if at any point the Trust decided to agree to another school joining then the DFE would probably insist that the Trust moved to the new articles. So, this was a way to preempt and control the narrative. The extra Trustees (Member appointed) would support the changes in governance structure and ease the burden/workload. SGR explained this would not preclude the Trust Board from appointing additional Coopted Trustees.

Q: (IKI) So the one point that I want to feedback on is a recognition that currently we are quorate with 2 Members but if we move to the latest DFE articles and the preferred number of 5 Members the quorum would be 3. Just mindful of our current challenges re: Member recruitment and retention?

A: (SGR) Yes that's correct.

Addendum to the minutes added 14.02.2025 following a query from IKI -

The current and proposed articles both say -

Clause 12. provided that at any time the minimum number of Members shall not be less than three.

Current articles state -

23. No business shall be transacted at any meeting unless a quorum is present. A Member counts towards the quorum by being present either in person or by proxy. 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.

Currently - the quorum is 2 irrespective of the number of Members we have.

Proposed articles state -

23. No business shall be transacted at any meeting unless a quorum is present. A quorum is a majority of Members present in person or by proxy and entitled to vote upon the business to be transacted.

Proposed - 3 Members - majority is 2, 4 Members - majority is 3, 5 Members - majority is 3

The Members confirmed they were happy with the content of the new articles and had no further comments/amends.

11. EXTERNAL AUDITORS

The appointment of External Auditors is the responsibility of Members and the current External Auditor was appointed by Members following a competitive tendering exercise. The Members received an update from the CEO and Executive CFO under the confidential part of the meeting.

12. 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 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).

The Members noted that since the resignation of Atika Kohli on the 31st August, 2024 their names have been registered with Companies House.

13. RESOLUTIONS

- a. To consider any amendments to the articles – covered under agenda item 10a above.
- b. Directions for the Trust Board – considered under agenda item 9 - ERG (external review of governance).

14. PROVISIONAL CHAIR 2025 - 2026

The Members appointed David Noble as the provisional Chair for the ensuing year (2025 – 2026). IKI to review the minutes, DNO to review the draft agenda.

15. DATE OF NEXT MEETING

The Members agreed the date of the next annual general meeting on the 19th January, 2026 at 5.30pm.

AMA took the opportunity to formally record the Trust's thanks to Liz as the outgoing Chair of the Trust Board.

'Liz has done a wonderful job over the past few years, so I think it may be helpful if you, as Members, agree to formally record our thanks to Liz'.

Members thanked AMA for the reminder and thanked Liz for all her work.

There being no further business the meeting closed at 6.55pm.