



**Minutes of the Southerly Point
Co-operative Multi-Academy Trust
Annual General Meeting**

**Thursday 1st February 2018, from 6.00pm,
in the MAT Conference Room.**



ATTENDING :		
Bex Couch [for Jo Osborne / Askel Veur]		BCo
Ian Luke		Ilu
Andrew North		ANo
Catherine Bird		CBi
Donna Bryant		DBr
Sean Davis		SDa
Alan Horne		AHo
Peter Johnson		PJo
Kristin Pryor		KPr
Susan Reynolds		SRe
Kevin Thomas		KTh
In Attendance		
Sean Pinhay		SPi
Karen Teague		KTe
APOLOGIES :		
Helena Arnold		HAr
Simon Tregoning		STr
		<u>ACTION</u>
3.	<u>WELCOME AND INTRODUCTIONS</u>	
	ANo was elected to the role of Chair and welcomed all those present before inviting attendees to introduce themselves to the group.	
4.	<u>APOLOGIES AND QUORUM</u>	
	Apologies were received from HAr and STr. However, the meeting was determined to be quorate.	
5.	<u>DISCLOSURE OF INTERESTS</u>	
	Declarations of Pecuniary Interest were invited. BCo disclosed she undertakes governor training as part of her work for the diocese, which may sometimes involve employees of the Trust and may incur a charge. No additional declarations were forthcoming.	
6.	<u>APPROVAL OF MINUTES OF PREVIOUS MEETING AND MATTERS ARISING</u>	
	Not applicable on this occasion.	
7.	<u>ANNUAL REPORT AND AUDITED ACCOUNTS FOR PERIOD ENDING 31 AUGUST 2017</u>	
	Members were informed that a formal presentation by the auditors to the Finance and Resources Committee had taken place in December 2017. At the subsequent meeting of the full Trust Board, CBi (as Chair of the Finance and Resources Committee) had	

	<p>recommended the Trust's accounts be approved. She had assured Trustees these had been discussed with the auditors, who had explained the information with an adequate level of detail.</p> <p>Q. In respect of future funding, what plans are in place?</p> <p>A. Three to five year projections have been included as part of the ongoing process. A great deal of ground work is being done at the present time and, while savings are already being made, the true benefit of centralisation will become apparent in two to five years. Despite the Trust still being in its initial stages, the Finance Team is a very experienced one and is fully cognisant of the need to react sooner rather than later to any situations that might arise.</p> <p>Members approved the audited accounts for the period ending 31st August 2017.</p> <p>ILu congratulated DBr on the well written Annual Report.</p> <p>DBr pointed out that, in addition to the internal and external audits, an FMGS Validation of Return audit had also taken place and the outcome of this had been equally positive. Very few points had been identified, most of which had been addressed before its completion, and no significant risks had been raised.</p> <p>The Chair remarked on the massive amount that had already been achieved by the Trust, despite the fact it had only been set up eight months ago, and offered his congratulations to the central team.</p> <p>ANo raised the subject of CEO permanency and the corresponding need to build in certainty. Members were assured the implications of this were fully understood and that this was being progressed as part of the Board's ongoing discussions. As the matter was to be considered during the Trust Board meeting which was to follow the AGM, it was agreed that no further discussion was necessary at this time.</p> <p>Action: Copy of the Trust Development Plan to be forwarded to Members.</p>	DBr / KTe																														
8.	<u>APPOINTMENT OF BISHOP FLEMING AND CORNWALL COUNCIL AS AUDITORS</u>																															
	<p>Members approved in principle the re-appointment of Bishop Fleming as external auditors and Cornwall Council as internal auditors. Members agreed it would be useful to maintain continuity in this respect, particularly in these early stages. However, they requested that quotes be secured and a formal tender process be undertaken every three or so years going forward.</p>	SPi																														
9.	<u>APPOINTMENT / RETIREMENT OF MEMBERS</u>																															
	Not applicable on this occasion.																															
10.	<u>APPOINTMENT / RESIGNATION / RETIREMENT OF TRUSTEES</u>																															
	<p>The Trust Board currently comprised:</p> <table> <tr> <td>Helena Arnold</td> <td>Appointed 19/10/2017</td> <td></td> </tr> <tr> <td>Catherine Bird</td> <td>Appointed 02/02/2017</td> <td></td> </tr> <tr> <td>Donna Bryant</td> <td>Appointed 09/01/2017</td> <td></td> </tr> <tr> <td>Sean Davis</td> <td>Appointed 09/01/2017</td> <td></td> </tr> <tr> <td>Linda Dye</td> <td>Appointed 09/01/2017</td> <td>Resigned 17/03/2017</td> </tr> <tr> <td>Alan Horne</td> <td>Appointed 09/01/2017</td> <td></td> </tr> <tr> <td>Peter Johnson</td> <td>Appointed 19/10/2017</td> <td></td> </tr> <tr> <td>Kristin Pryor</td> <td>Appointed 09/01/2017</td> <td></td> </tr> <tr> <td>Susan Reynolds</td> <td>Appointed 04/05/2017</td> <td></td> </tr> <tr> <td>Kevin Thomas</td> <td>Appointed 09/01/2017</td> <td></td> </tr> </table> <p>No retirements had taken place to date.</p> <p>Members ratified all appointments.</p>	Helena Arnold	Appointed 19/10/2017		Catherine Bird	Appointed 02/02/2017		Donna Bryant	Appointed 09/01/2017		Sean Davis	Appointed 09/01/2017		Linda Dye	Appointed 09/01/2017	Resigned 17/03/2017	Alan Horne	Appointed 09/01/2017		Peter Johnson	Appointed 19/10/2017		Kristin Pryor	Appointed 09/01/2017		Susan Reynolds	Appointed 04/05/2017		Kevin Thomas	Appointed 09/01/2017		
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	<p>It was noted that a number of Trustees had begun their terms of office on the same date, as all the founding Trustees were appointed on the date of incorporation for the Trust, and this might potentially have implications if they were all to finish their four year term of office at once. However, there would be some natural turnover before January 2021 and, subject to remaining eligible to be a particular type of Trustee, the Trust's Articles of Association did permit Trustees to be re-appointed or re-elected so it was felt these factors would mitigate against any potential risk.</p> <p>In respect of the appointment process going forward, Trustees were advised it would be quite appropriate for the profiles / skills sets of potential Trustees to be emailed to Members for their consideration. Members could then email Trustees to advise them they were happy for an appointment to be made. Appointments could then just be formally ratified at the next Annual General Meeting.</p>	
11.	<u>ANY PROPOSED CHANGES TO ARTICLES OF ASSOCIATION</u>	
	Not applicable on this occasion.	
12.	<u>ANY CHANGES TO FUNDING AGREEMENT</u>	
	Not applicable on this occasion.	
13.	<u>ANY BUSINESS WHICH TRUSTEES HAVE ASKED MEMBERS TO CONSIDER</u>	
	<p>GOVERNANCE</p> <p>DBr advised Members the current structure was under review as a number of inherited issues around Local Governing Bodies were having to be addressed. Eg. issues with recruitment; skills sets. Moreover, time frames for Local Governing Body meetings were not being adhered to, causing these meetings to be out of schedule and therefore not able to feed into other meetings as planned.</p> <p>DBr explained that, at a Heads' Away Day in the autumn term, an outline of where the Trust might go next had been presented and discussed. The proposed new governance model, which had been well received by headteachers and Trustees, was then shared with Members for their own information. Points considered and discussed included:</p> <ul style="list-style-type: none"> • Governance functions & what successful governance looks like; • What the new OfSTED handbook says about meeting those responsible for governance; • A proposed model for governance going forward; • How key aspects of governance are covered; • Stakeholder voices; • Co-operative Spirituality and Well-being - ensuring the distinctive Christian ethos in church schools and the co-operative values in all schools; • The way forward. <p>Members were then asked if they had any concerns, comments or questions. None were forthcoming. Members added that they were happy with the strategic direction of the Trust and their role was to support the Trustees / Central Team, who had clearly done a great deal of reflection on this. Members were satisfied that the plan adhered to the values, principles and objectives of the Trust.</p> <p>Action: Health and Safety Concerns Log to be instated in all schools and regularly reviewed to ensure any matters raised have been appropriately addressed.</p> <p>Action: Add a point to the powerpoint on Forum Partners being guardians of the distinctive character and ethos of each individual school.</p>	
14.	<u>ANY OTHER BUSINESS</u>	
	Members were informed that talks with Kesowethyans Multi-Academy Trust around them potentially joining Southerly Point Co-operative Multi-Academy Trust were well underway and preparatory work / due diligence work was being undertaken. Should the	

	<p>process run smoothly and Keskowethyans be in a position to join in September 2018, it had been proposed that two of Keskowethyans' Trustees be co-opted to the Board for the purposes of continuity during the handover period.</p> <p>As this was the first AGM of the Trust, DBR asked Members how they wished to work with the Trust, as they would be welcome to participate in any way deemed appropriate. Members indicated that an Annual General Meeting should be sufficient unless the need for an additional meeting to address a particular issue arose. Minutes of the Trust Board and Trust Committee meetings were available to them on the Trust website, as were the agendas, and members confirmed they were content to access information in this way. A copy of the calendar of meetings might also be useful. It was emphasised that having this limited interaction would allow Members to maintain the necessary degree of objectivity to properly carry out their role.</p> <p>It was suggested that, at the point of Election of a Forum Member, there could be a meeting to celebrate the work of the Trust.</p>	
15.	<u>CLOSING REMARKS</u>	
	The Chair thanked all those present for their contribution to the meeting and reiterated his congratulations to the central team on all that had been achieved to date.	
16.	<u>DATE AND TIME OF NEXT MEETING</u>	
	To be determined as soon as possible and in light of the date of the next external audit to allow members to receive the feedback from the external auditors in person.	

Chair's Signature _____ Date _____