



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

**Thursday 17th February 2022, from 6.00pm
in the Trust Conference Room**



<u>ATTENDING :</u> Carrie Gilmore Karen Harris Gary Kinchin Mark Lees [for Askel Veur] Andrew North Simon Tregoning Kristin Pryor Susan Reynolds In Attendance Guy Chappell [Interim Executive Lead] Sean Pinhay [CFO] Karen Teague [Trust Administrator / Clerk to Trust Board]		CGi KHa GKi MLe ANo STr KPr SRe RLa SPi KTe
<u>APOLOGIES :</u> None		
		<u>ACTION</u>
3.	<u>WELCOME AND INTRODUCTIONS</u>	
	STr was elected to the role of Chair and welcomed all those present. Attendees were invited to introduce themselves to the group.	
4.	<u>APOLOGIES AND QUORUM</u>	
	No apologies were received and the meeting was determined to be quorate.	
5.	<u>DISCLOSURE OF INTERESTS</u>	
	Declarations of Pecuniary Interest were invited. No additional declarations were forthcoming.	
6.	<u>APPROVAL OF MINUTES OF PREVIOUS MEETING AND MATTERS ARISING</u>	
	The minutes of the previous meeting, on 28 th January 2021, were approved by Members and were duly signed by the Chair. Recruitment of Trustees. Members were supporting in the recruitment of Trustees by putting vacancies out through their own networks. This was particularly important currently, when recent resignations had accentuated the need to strengthen the Trust Board.	
7.	<u>ANNUAL REPORT AND AUDITED ACCOUNTS FOR PERIOD ENDING 31 AUGUST 2021</u>	
	Questions or comments on the Annual Report and audited accounts, which – with the KIDD Report - had been shared with Members and Trustees prior to the meeting, were invited.	

	<p>SPI advised Members that auditors had given the Trust a clean bill of health again. There had been fewer action points and those had all been minor. The real reserves had increased due to Covid funding and school closures but this was typical of many Trusts.</p> <p><u>Q. Can you give Members some things to celebrate and some things to worry about?</u></p> <p>A. In terms of things to celebrate, both of the secondary schools are in a better place. The final opening deficit payment for Mullion School has been made so the school is now debt free. The reserve at Helston Community College was minuscule before and is now good for a school of its size so the agreed savings and adjustments have clearly paid dividends.</p> <p>Of the four former Keskowethyans schools, all of which were taken on with a deficit, the deficit at Grade Ruan is down, the deficit at St Keverne is down and the deficit at Manaccan is down, with a surplus situation projected for next year.</p> <p>In terms of concerns, the deficit at Coverack has increased further. The school and community were given a further 12 months in which to turn the situation around before the situation was reassessed but there has been no growth so we need to start thinking outside the box and the community will have to work with us or there is a very real danger of Coverack going the same way as Cury. Having a model that incorporates one school under one Headteacher but split over two sites – Coverack and St Keverne – with each being infant or junior only would be the most feasible for retaining the school’s footprint in the village.</p> <p>Cury moved into deficit last year. The school is at a point now where there will be no pupils by the end of this month. Both children and staff are being redistributed and the site put into mothball status. The Trust is talking with the RSC about a potential closure and about the opportunity to transfer the school to another Trust for use as an ARB, as the site lends itself to that sort of use. This would then constitute a change of purpose rather than a closure.</p> <p><u>Q. What are the projected reserves for this year?</u></p> <p>A. Some of the surplus will go as ring-fenced funds. In the current year, that will be rolled forward and spent. Core activities are projected to break even so the projected reserve is about 1.8 million.</p> <p><u>Q. Are you reasonably confident?</u></p> <p>A. Even with unforeseen costs, the Trust should be in a good financial position and can weather the current storm financially. A change in the reserves policy to take any large excesses in centrally accounts for the rise in reserves. The plan was to spend those monies over a longer period but an element has had to be spent on the essential things we have had to put in place over the last few months. A lot is still intact but it has given us flex to spend on a School Improvement Director and so on.</p> <p>Members <u>received</u> the accounts.</p>	
8.	<p><u>RE-APPOINTMENT OF BISHOP FLEMING AND CORNWALL COUNCIL AS AUDITORS</u></p>	
	<p>External Auditors</p> <p>SPI reminded Members that, at the previous AGM, they had approved the appointment of the current auditors for an interim 12 months. Ideally, this would have gone out to tender at this point but, with everything else unsettled, it did not seem sensible to create further unsettling so Members were being asked to carry this over for an additional 12 month period. Another prospective provider was also on the horizon, which would widen the degree of choice going forward.</p> <p><u>Q. Are you happy with the quality of the audit?</u></p> <p>A. Yes. Bishop Fleming ask for a lot, which is good. From experience, Francis Clark are poor but now, with a third provider on the scene, Griffin, it will mean it is worth going out to tender in the near future.</p> <p><u>Q. Are the ESFA comfortable with that?</u></p> <p>A. We will check to be sure.</p>	SPI

	<p>Members were advised that a number of Trusts were putting this back and that the number of years was just a guideline. The Trust would push back on price as Bishop Fleming were keen to retain its business.</p> <p>An interim audit was to take place in June. The formal tendering process would start in January 2023 but should only take about three weeks to turn around. It was good more providers were coming into play as the lack of providers was becoming a real problem.</p> <p>It was noted the Trust could use Bishop Fleming as its internal auditor if it was not undertaking the external audit.</p> <p>Members unanimously approved the re-appointment of Bishop Fleming as external auditors for an additional year in light of where the Trust found itself and so a value for money exercise could be undertaken.</p> <p>Internal Auditors</p> <p>Members were reminded the Trust had remained with Cornwall Council the previous year as it had been agreed they offered the best provision. SPi recommended the Trust remain with them this year as they could offer a wider remit than just finance and increasingly audits were expected to be more than that. Trustees were keen to use them in that broader way going forward. As the findings had shown finances were solid, it would make sense to move on to estates, IT and other areas.</p> <p>MLe indicated that he had also been very satisfied with Cornwall Council in this respect. Members unanimously approved the re-appointment of Cornwall Council as internal auditors.</p>	
9.	<u>APPOINTMENT / RETIREMENT OF MEMBERS</u>	
	<p>The retirement of Ian Luke [ILu] was accepted by Members with effect from 17th February 2022. Members expressed their thanks to ILu for his support of the Trust since its incorporation and GKi was to share these with ILu.</p> <p>Action: KTe to write to formally thank ILu</p> <p>The appointment of Gary Kinchin was unanimously approved by the current Members with effect from 17th February 2022 and GKi was welcomed to the role.</p>	KTe
10.	<u>APPOINTMENT / RESIGNATION / RETIREMENT OF TRUSTEES</u>	
	<p>Members unanimously approved the appointment of Carrie Gilmore and Karen Harris to the role of Trustee.</p> <p>The resignations of John Aldred, Sean Davis, Alan Hinchliffe, Alan Horne, Pam Miller and Kevin Thomas during the period January 2021 to February 2022 were accepted by Members. Members asked that their thanks be conveyed to these Trustees for their services to the Trust and its children.</p> <p>Action: KTe to write to formally thank the Trustees</p> <p>KHa had spoken with STr and MLe about this and the fact the resignations were unfortunate as this left only four Trustees. The Diocese had come forward with suggestions and the RSC was trying to find additional support with regard to change management. Academy Ambassadors had also been approached. Details of some potential Trustees and their areas of expertise were briefly shared. One concern was the capacity of potential Trustees to support Local Governing Bodies so STr was to see if any contacts could be identified locally. Academy Ambassadors had also been approached, as Trustees were keen to move this forward and to be proactive.</p> <p>Members noted there was a balance to be had between quantity and quality. Decisions could sometimes be made more quickly when fewer persons were involved and less could be more when dealing with emergencies. Support could also perhaps be offered in different ways. New people would take time to settle, though the Board would have to be of a size that it could be quorate if people were away. It was very positive that Trustees had the support and ear of the RSC, as expert support was what was needed at</p>	KTe

	<p>the current time and in the current situation. It might also be possible to buy in specialist expertise if it was not possible to secure volunteer Trustees. In the short term, that could be very helpful. Expertise of processes and structures would be as valuable as anything at the present time. In all instances, it would be important for people to have the right skills sets and time to give.</p> <p>Trustees were asked to keep Members closely informed and were reminded they were available via email if they could help with the impetus necessary to get things moving forward and to accelerate progress.</p>	
11.	<u>ANY PROPOSED CHANGES TO ARTICLES OF ASSOCIATION</u>	
	<p>A change to the Articles of Association was proposed as follows:</p> <p>That definition of 'meeting' be extended to include physical and virtual meetings, except where inconsistent with any legal obligation</p> <p>During the pandemic, virtual meetings had been allowed by virtue of necessity but it was now recommended that meetings be face to face or Articles changed to accommodate virtual meetings.</p> <p>Approval was sought from Members for Trustees to follow up on this with legal advice and to consult on this if necessary.</p> <p>Members approved follow up on this proposal.</p>	
12.	<u>ANY CHANGES TO FUNDING AGREEMENT</u>	
	<p>Whilst no recent changes to the Funding Agreement had been made, Members were advised the upcoming changes to the Trust in respect of Cury, Crowan and Wendron C of E Schools would be deemed 'significant' and a reworking of the Funding Agreement would be required as a result. This would incur associated legal fees. It was pointed out the Trust was not currently on the new version of the funding agreement but would now have to adopt that. At some point during the year, therefore, it was likely Trustees / the Executive would have to come back to Members in this respect.</p>	
13.	<u>TRUST STATEMENT OF INTENT</u>	
	<p>The Trust Statement of Intent was deemed to be positive and purposeful. It clearly demonstrated the Trust acknowledged the change required and put a pragmatic solution in place, built on its values. Key would be moving this forward as rapidly as possible.</p> <p>School Improvement would need to be the next step and was already a work in progress, as the School Improvement agenda was what the Trust would ultimately be judged on. Measures were being put in place to ensure there was a clear line of sight at all levels.</p> <p>See also Confidential Notes SPCMAT/22/02 CON.</p>	
14.	<u>ANY BUSINESS WHICH TRUSTEES HAVE ASKED MEMBERS TO CONSIDER</u>	
	Not applicable on this occasion.	
15.	<u>ANY OTHER BUSINESS</u>	
	<p>Retirement Announcement - Donna Bryant. Members were advised a formal announcement was to go out the following day stating that DBr had taken the decision to retire from her post as Trust Executive Leader.</p> <p>There were no further matters to be raised at this time.</p>	
16.	<u>CLOSING REMARKS</u>	
	The Chair offered Members' thanks to the remaining Trustees. He acknowledged there had been a multitude of challenges to overcome and thanked those Trustees for holding	

	<p>on to the reins. Their decision to remain had been brave and was commendable, as ultimately it was all about the children within the Trust.</p> <p>The Chair closed by noting the meeting had been very useful and thanking everyone for their contribution.</p> <p>The meeting was brought to a close at 7.30pm.</p>	
17.	<u>DATE AND TIME OF NEXT MEETING</u>	
	To be determined as soon as the meeting schedule for the coming year could be finalised.	

Chair's Signature _____ **Date** _____