

## **BEST Annual General Meeting**

6<sup>th</sup> December 2017, 15:30 – 17:15

SWA, Block 20, Room 914

**Attendees:** David Shelvey (DS), Paul Walker (PW), Ilona Bond (IB), Julie Hollings (JH), Alan Lee (AL), Peter Little (PL), Carolyn Devereux (CD), Cathy Piotrowski (CP), Tony Sanderson (TS), Ian Morfett (IM), Sharon Jeffs (SJ), Craig Smith (CS), Nafia Baust (NB) and Claire Mycock via phone (CM)

**Guests:** Steve Brown and Dan Harvey (Mazars)

**Apologies:** Martin Petts

**Minute taker:** Yvonne Humphries (YH)

**Notification of any perceived conflicts of interest:** None

### **Approval of Minutes:**

Members Minutes (12.9.17) approved and signed

Trustees Minutes (20.9.17) approved and signed

### **Agenda items:**

DS explained that for the first time the accounts for BEST, the Nurseries and the Charity have all been consolidated, this took longer than anticipated for the accounts to be prepared. Mazars would arrive to the meeting at 16:00 to answer any queries.

### **CEO/AL provided a summary:**

Samuel Whitbread (SWA) had their Ofsted visit on 31<sup>st</sup> Oct and 1<sup>st</sup> Nov 2017 and succeeded in achieving a strong 'Good'; their report was positive and SWA are aspirant to become the only 'Outstanding' Upper school in Central Bedfordshire.

Etonbury (ETA) was visited on 17-18<sup>th</sup> November and despite having received their best results ever received a 'Requires Improvement' rating from Ofsted. The Ofsted framework has moved away from attainment and has a greater focus on progress; for ETA to achieve the national average on progress, they need to exceed the national average by 15% on attainment (Writing, Reading, Maths combined). In addition to the issues around progress, Leaders and the Local Governing Body were deemed to be over generous in their judgments; work is currently being undertaken to remedy this. Trustees have interviewed the CEO/AL in relation to this. Further meetings are scheduled to take place with Etonbury's Principal and Local Governing Body.

Lawnside should be joining BEST on 1<sup>st</sup> February; a new Principal, Cheryl Johnson, has been appointed.

The RSC has approached BEST again asking if we'd be prepared to take on Hawthorn who possess data in the 100<sup>th</sup> percentile nationally; AL advised that he feels BEST has a moral obligation to help the children of Hawthorn who are currently in the bottom 1% Nationally. Due Diligence is being completed.

Pix Brook plans are developing as Central Bedfordshire Council has now agreed the site/plot of land for the school.

Planning Permission has been submitted for the Arlesey Nursery, no problems envisaged.

Owing to the volume of local housing developments, in 2019 it is anticipated that we'll need around 600 Y12 places; at present Samuel Whitbread has the capacity for 250 students. Conversations are currently taking place with the Local Authority (LA). Local Authorities have a statutory duty to ensure sufficient and suitable places for young people (but not to fund) so the role of the LA in place planning will be of central importance.

Despite the fact that attainment within the BEST middle schools is 13 and 8% above national average respectively, the new Ofsted framework has such a focus on Progress that this is insufficient, as with Etonbury, to maintain current Ofsted rankings. Lower Schools in Central Beds do not have responsibility for KS2 outcomes; progress across Y3 and Y4 is delivered by the lower schools and the middles are held to account for it.

### **Definition of Members**

Having undergone some personnel changes within the Members and Trustees, DS took the opportunity to reference the Academies Governance Handbook – updated January 2017; the following extract was read out:

#### **Members**

As charitable companies limited by guarantee every trust has Members who have a similar role to the shareholders in a company limited by shares. Most notably they:

- are signatories to the articles of association which includes definition of the trusts' charitable object and governance structure (where they are founding Members);
- may, by special resolution, amend the articles of association, subject to any restrictions created by the trust's funding agreement or charity law;
- may, by special resolution (which requires 75% rather than a simple majority of Members to agree) appoint new Members or remove existing Members other than, where there is one, the foundation/ sponsor body and any Members it has appointed; 15 Companies Act 2006, s 168
- have power to appoint Trustees as set out in the trust's articles of association, and have power under the Companies Act to remove any or all serving Trustees;
- may by special resolution issue direction to the Trustees to take a specific action;
- appoint the trust's auditors and receive the trust's annual audited accounts; and
- have power to change the name of the charitable company and ultimately, wind up the academy trust

As set out above, it is Trustees who have the duty and responsibility in law to conduct the business of the trust subject to company and charity law, the articles of association and any direction from the Members. Although they can choose to delegate certain powers, they cannot give up these duties to a third party – even to the Members. Members should therefore be 'eyes on and hands off', and avoid over stepping their powers or undermining the board's discretion in exercising its responsibilities. In general, Members would not be expected to attend board meetings, sit on executive leaders' performance review panels, or even contribute to specific decisions in relation to the trust's business.

## Financial Accounts

High level risk identified with Nursery receipts/invoices; to be included in the auditor's management letter and will be checked at the 2018 audit. New systems have been implemented from September 2017 that will improve the future invoicing and income reconciliation.

Any reference to Directors or Governors within the accounts needs to be amended to Trustees. The accounts should also include the schools full name.

All Trustees and Members confirmed that BEST is not involved in any Fraud.

All Trustees and Members confirmed that BEST is not involved in any litigation cases.

All Trustees and Members confirmed that BEST is compliant with relevant laws and regulations.

The figures within the accounts have been finalised. **Decision:** All Trustees and Members voted to adopt/accept the accounts.

**Action:** YH to upload the individual accounts (BEST, Charity and Nurseries) onto Governor Hub.

J. Bond 24/1/18

