

## Annual General Meeting Minutes

<b>Meeting</b>	Annual General Meeting	<b>Date</b>	Tuesday, 5 <sup>th</sup> December 2023
<b>Location</b>	The Alfred Yarrow Suite, The Yarrow, Broadstairs	<b>Time</b>	11.00 a.m.
<b>Membership</b>	Charles Buchanan, Members Chair (CB), Tammy Michell (CEO), Kristina Yates (KY), Semih Ozyurt (SO); Louisa Coppins (LC); Jonathan Clarke (JC); Graham Razey (GR); Bernadette Lax (BL); Peter Troke (PT); Peter Goldsack (PG); Alan Horton (AH); Barbara Conroy (BC); <i>Rebecca Chatwin (RC)</i> ; Ollie Laughton (OL); Emma Wilkinson (EW); Paul Sayers (PS)		
<b>In Attendance</b>	Chris Legg, Chief Financial Officer (CFO) Sharon Hollingsworth, Group Director of Governance (GDG), Claire Edgeworth (CE) – Trust Office Manager		

*\*Italics denotes absence*

	ITEM	COMMENTS	ACTION
1	Appointment of Chair for the meeting	The GDG had contacted the Members prior to the meeting and CB agreed to Chair the meeting today if fellow members so wished. There were no objections raised and CB was elected Chair.  RESOLUTION – CB elected as Chair for the meeting.	
2	Welcome and apologies for absence	RC sent her apologies.  The Annual General Meeting is the one formal meeting of the year that Members and Trustees join together. The Chair went through the order of the day and advised that attendees of the Strategy Event would be joining the Members and Trustees for lunch.	
3	Declarations of Interest	No declarations declared other than those standing.	

4	Minutes of the meeting held 6 December 2022	<p>The minutes from the meeting held on the 6<sup>th</sup> December 2022 were considered to be an accurate record and the minutes were agreed. The Chair will duly sign the minutes after the meeting.</p> <p style="text-align: center;"><b>AGREED – Minutes from the meeting held 6<sup>th</sup> December 2022</b></p>	
5	Matters arising not covered by this agenda	<p>There were no matters arising not covered by the agenda.</p>	
6	Annual Summary Self Evaluation 2023	<p>The CEO had shared the Annual Summary Self Evaluation 2023 prior to the meeting, and this captures the key points of 2022-2023.</p> <p>This was the first full year post Covid, where there were no lockdowns. There was a relentless focus on higher attainment, improving attendance and improving outcomes for children.</p> <p>The Self Evaluation gave an overview of what we were trying to achieve and the data shows that two schools were below national. Bysing Wood had their highest ever attainment in the history of the school and East Stour achieved significantly above their outcomes of 2022. Palm Bay is below average and is the key focus for this year. The other schools were in line with planned outcomes.</p> <p>The Trust had three years without any formal complaints, but has had 5 during the last year, although this is still below average. There is a high challenge from some parents regarding SEND due to the high expectation of what parents feel their child should be receiving and this has increased following the outcomes of the KCC Ofsted Inspection.</p> <p>There was a lot of events in the last year, including a significant number of sporting events. The work the schools are undertaking with each other, and the EKC Colleges is exceptional, and this is what the Trust hoped to achieve from the start.</p> <p>Queenborough received an outstanding Ofsted report in June 2023 and is the only outstanding school on Sheppey.</p> <p>There are a significant number of challenges for the Trust, but a new one is the increase in the number of children with high levels of social, emotional and mental health needs. Due to the impact of Covid, children are presenting with a higher level</p>	

	<p>of challenging behaviour, and some are on part time timetables. The Trust is below average on suspension indicators.</p> <p>Attendance is a continuing challenge, and the CEO shared the attendance data. Over the last year there has been a lot of work undertaken around attendance, and there has been significant improvement. There is a direct correlation between disadvantaged children and attendance, and the Trust has a high number of schools in deprived areas.</p> <p>The Self Evaluation shows that Palm Bay are at risk of Requires Improvement grading, and this is the first time we have recorded this, and there is a direct link to the data and low attendance.</p> <p>Briary, Bysing Wood and Holywell are all due Ofsted inspections by the 1<sup>st</sup> March 2024, and they are as ready as they can be.</p> <p>Section 4 shows the progress made over the last academic year against the priorities of the Trust Board and there are signs of improvement in all areas.</p> <p>Churchill joined the Trust on the 1<sup>st</sup> December, so there are now 7 schools and Aylesham Primary School joined as an Associate School under a Service Level Agreement. Sheppey Secondary proposal is under-way, so the Trust will have 8 schools in September 2024 plus the Associate school.</p> <p>Evaluation shows that the Headteachers, School Business Managers and Senior Leadership team feel well supported by EKC Group and highly value these services. The Trust is constantly thinking about the infrastructure and processes and how to support the schools.</p> <p>Trustees had queried the website and felt this is the public window and was disappointed that this is not as good as the rest of the Group. The CEO will take this away and review.</p> <p>Members queried if the expanding requirements at Bysing Wood were causing staff recruitment issues and the CEO advised that the school has a good reputation and good retention of their staff and do not struggle to recruit. The CEO would like Bysing</p>	<p>CEO</p>
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	<p>Wood to take on less experienced staff to balance their budget and to balance the staff team. They are looking to recruit an Early Careers Teachers.</p> <p>Members asked for an update on the Trust dashboard and the CEO advised that the CFO had supported SM (COO) to build the dashboard. The dashboard is ready, and it has been tested. The dashboard will be shared at meetings once the schools have started using it. The main advantage of the dashboard is that all the data goes into one place, and this enables schools, Local Boards and Trustees to benchmark.</p> <p>Members acknowledged that it had been a challenging and rewarding year and there had been a 'tsunami' of health issues. The CEO advised that at the early part of last year, there were more challenges with staff than previously. After Covid, people were rethinking their life choices and wanted to spend more time with their families. This was worked through, and the Trust did not lose any staff and there is no long-term sickness. The CEO felt that from the pupil's perspective there will be long term consequences across all age groups. The schools are now uncovering problems around socialisation, speech and language, but mostly it is about relationships at all ages.</p> <p>Trustees queried if HR would expand with the Trust expansion. The CEO advised that we have the HR service from the Group, but the CEO and CFO are looking at how we pay back and improve the service to buy in resources. The Trust has bought in advice from Anne Leese on a consultation basis and also Brachers Solicitors, for Sheppey Secondary, which is being paid for by the DfE. The level of HR support needed for Sheppey Secondary is high.</p> <p>Members asked the CEO to expand on the situation at Palm Bay. The CEO advised that it is a combination of things. The school was isolated prior to conversion and KCC offered no support during Covid for Local Authority schools, whereas the Trust continued with improvement work. There was a period of instability when the Headteacher had time out on Adoption Leave and there was an interim Headteacher in place. The Headteacher has now come back and there is a Head of School in place. The school demographic is complex as there is no middle ground, 40% of the families have come down from London and are very affluent professional parents and the rest are from disadvantaged areas of Thanet. The school has previously better met the needs of children from more affluent backgrounds but not addressed the disadvantaged gap as effectively and this is now being addressed.</p>	
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Members asked for more information about the Associate school. The CEO advised that the Trust already has a relationship with the Headteacher, as he was previously a Headteacher at one of the founder Trust schools. The Chair of Governors has been approached with a view to joining the Trust, but the school is not considering this at the moment. The school receives support with school improvement but do not get the wider access. The Headteacher and Senior Leaders are reaching out to other Trust schools. The CEO suggested Trustees should visit Aylesham to see how the Associate model is working.

The Chair asked for an update on Sheppey Secondary. The CEO advised that the Regional Director will be meeting with the Advisory Board next week for final approval of the project. Once this is signed off, it will go to the Secretary of State in January and the Trust will be written to, to advise that we have a duty to open the school. Final approval will be needed in May when the funding agreement needs to be signed. The consultation finished yesterday and despite how high profile this has been, there were only 78 respondents to the consultation in total and 77 said yes and 1 said no. The respondents were mostly parents, 4 Councillors and 2 staff members from Oasis. Members felt this showed the level of disengagement. The CEO advised that Oasis have 220 staff and 2 responded. At the moment there are also publicised strikes. The CEO has been at Sheppey and feels it is ready for the change. The CEO has submitted capital bids and additional revenue funding (£1m) and opening costs. The curriculum has been redesigned and changed how the school structure will be used. A new Headteacher, January Lorman, has been recruited and will be starting in January. January currently works in Sittingbourne and knows the area well. Members acknowledged that the first year will be disruptive and the CEO agreed and wanted to remind everyone that it will have a new name, but will have the same children, same building, same staff and is currently inadequate and will still be inadequate when we open the doors. Members queried the split of pupils and staff amongst the two sites. The CEO advised the pupils are straightforward, anyone who chose Oasis for Year 7, will be contacted towards the end of April and they will be asked which school they would like. If either school is oversubscribed it will be same process as any other school. Staffing is more complicated, and we have yet to come to an agreement how this will work. There are three legal teams and three HR teams in negotiation. As Oasis is closing, any redundancy liabilities will be with them. Oasis would like as many staff to be employed as possible to mitigate their redundancy liability. There is currently not an agreement with LAT around the redundancy process. There is no

		<p>precedence or process to follow and the DfE in some respects are treating it as a free school and some as a merger.</p> <p>The Members and Trustees thanked the CEO for her hard work.</p> <p><b>NOTED - Annual Summary Self Evaluation 2023</b></p>	
7	<p>Group Director of Governance Report incl. Trust Board and Committee membership update</p>	<p>The GDG shared her report prior to the meeting. The report included an update on membership for the Trustees and Members and Trustees attendance data 2022-23.</p> <p>GR and PT's term of office is due to expire in March 2024 and they have both agreed to stand again if invited to do so. The meeting was in favour of their reappointment.</p> <p><b>AGREED – Reappointment of GR and PT to the Trust Board.</b></p> <p>At the meeting last year, it was agreed that the Trustees would look at one or two development areas and take responsibility for their development. The GDG highlighted areas of development identified and an update on the development undertaken by the individual Trustees. There has been a lot of activity and all scores relating to the areas of improvement had increased.</p> <p>The Chair queried if this would be repeated again and the GDG advised that Trustees had agreed to undertake the Skills Audit bi-annually and will reflect on areas of development again this year. Trustees queried that there is not a mechanism to show the impact of Trustee's training. It was acknowledged there is some learning needed around secondary schools as this is not the Trustees field of expertise.</p> <p><b>NOTED - Group Director of Governance Report</b></p>	
8	<p>8.1 Trustees Report and Financial Statements for year ended 31 August 2023</p>	<p>The Annual Report and Financial Statements were shared prior to the meeting.</p> <p>The CFO advised that we are required to follow the charity format of financial reporting and the initial section of the report explains our company structure, composition of the management team, Auditors and bankers.</p> <p>The CFO went through the Annual Report and Financial Statements and once agreed, the Chair, CEO and Auditors will need to sign them.</p>	

	<p>8.2 Audit Findings Management Letter</p> <p>8.3 Internal Scrutiny Annual Report to the Board of Members and Trustees for year ended 31 August 2023</p>	<p>The Auditors and Finance Committee Trustees attended the RAC Committee meeting on 30 November 2023 and went through the Report in detail.</p> <p>The Trust has exceeded its earnings before interest, tax, depreciation and amortisation (EBITDA). There are a number of different income streams. EHCPs come in during the year and the out-turn came in £180,000 above what was expected, plus an ESFA supplementary grant was received with minimal explanation. Overall, it is a positive position against budget.</p> <p>The CFO advised Capital Grant Funding has to be recognised as revenue income when received and not when it is spent. We have received additional Capital Grant money during the year and much of the Condition Improvement Fund (CIF) is unspent, so this has increased the balance to £2.4m.</p> <p>Approximately half of the Trust workforce are in the KCC LGPS and the CFO advised there is a pension fund surplus being reported this year, which has resulted in our employer rate remaining flat for the next three years. We share the liability with the other employers in the scheme, but this year the pension fund turned into a net asset. It is not a real asset so cannot show this as an asset on the Trust's balance sheet, even though we are required to show it as a liability if that occurs. The land and buildings of the schools are our biggest asset.</p> <p>The Trustees had already been presented with the figures during the Trust Board meeting and no further questions were raised.</p> <p>Trustees acknowledged that the financial controls are a testament to what the CFO and the Finance Team are doing. The Auditors made one comment that was so minor but felt they needed to raise something. The CFO acknowledged this was a team effort. The Members acknowledged this is the value of being part of the Group, which the schools could not afford otherwise.</p> <p>Trustees queried that as the birth rate is going down, and we are already under capacity, how many years until this causes a problem. The CFO advised that the demographic movements are only one element of the pupil recruitment, and population migration and cost of living pressures also contribute. The Trust has the Reserves Policy in place, but local agreements can diverge from this policy where, for</p>	
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example Bysing Wood is seeing significant growth which they need to resource but they will not receive the money for until next year.

The CFO and Lisa Hogan, Group Head of Financial Planning and Analysis keep a close watch on the schools' budgets, and if there are any problems the CFO will meet with the Headteacher accordingly. The schools have managed their budgets, even though some have shrunk marginally in pupil numbers.

Trustees felt that we had under-sold what the CFO and the Finance Team had achieved as the Auditor advised this was the only time he had seen only one low priority recommendation. Members agreed this was reassuring and thanked the CFO and his team.

All the Members agreed that the Chair of Trustees and CEO, as Accounting Officer could sign the accounts.

**APPROVED: The Annual Report and Financial Statements for Year Ended 31st August 2023**

The CFO explained that on page 14 of the Management letter, it talks about a regulatory issue. The CFO advised that he had put depreciation of buildings in one place 50 years and one place 60 years. This was the only thing that they found. All the recommendations from last year had been resolved.

**NOTED - Audit Findings Management Letter**

The GDG shared the Internal Scrutiny Annual Report prior to the meeting.

At the RAC Committee it was agreed there would be one alteration to the Terms of Reference on page 2 - Trustees requested an additional member to bring the number to 4. EW has joined the RAC Committee, and this has now been completed but did not reach the paper in time.

No questions were raised.

**NOTED - Internal Scrutiny Annual Report to the Board of Members and Trustees for year ended 31 August 2023**



9	Any other business	<p>There was no further business.</p> <p>Members acknowledged that the Trust is going in the direction they wanted it to go despite incredible challenges and has come out better than anybody could have expected.</p>	
10	Matters considered confidential	<p>There were no matters considered confidential.</p> <p>The Chair thanked everyone for all their hard work and thanked the Trustees for giving up their time.</p>	
11	Date and time of next meeting	<p>The next meeting will be held in December 2024.</p>	

There being no further business the meeting closed at 12.05 pm.

Signed:  ..... Print: CRS BUCHANAN ..... Dated: 3/12/24 .....

