



## INTERNAL REPORT

**Subject: AGM – 28 Jan 2020**

**Date: 31-03-20**

**To: The Board of Directors**

**From: Roy Wilkins**

**Compliers: Roy Wilkins**

### **Purpose or Terms of Reference:**

To provide a summary of the AGM and any actions required by the Directors and/or others

### **Executive Summary:**

1. The Trust now has 5 Members
2. Elizabeth Cook, Roy Wilkins and David Richards were re-appointed as Directors
3. Audited Accounts accepted
4. Auditors re-appointed but a re-tender to be arranged for 2020/21 (or 2021/22?)
5. TOR for the Directors agreed
6. Proposed amendments to the Articles of Association agreed
7. Next AGM 26<sup>th</sup> January 2021

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**TITLE:       AGM HELD ON 28 JANUARY 2020**

**1.0 Introduction**

- 1.1 As Chairman, I aim to ensure that all Directors are aware of the proceeding at the AGM and the outcomes. Although many Directors attended, this will still serve as a convenient record and trigger for any actions the Directors may need to take.
- 1.2 The Trust now has 5 Members – Mac Hall, John Evans, Elizabeth Cook, Sarah England and Chris Martin. All attended the AGM.
- 1.3 Bryan Maugham confirmed his resignation as a Member prior to the AGM.
- 1.4 Prior to the AGM, I arranged an informal meeting with Mac Hall, John Evans, Sarah England and Chris Martin as a form of induction. We discussed the distinctions between the three tiers of Governance and the respective roles, duties and responsibilities. The members and myself also had a short tour of the Eaglewood School.
- 1.5 The Formal Notice of the AGM was issue to the Members, Directors, CEO and Headteachers on 15 January 2020. The notice stated the date, time and place and general nature of the business to be transacted. Proxy forms were attached to the notices issued to the Members but none were taken up.
- 1.6 In the notice the Directors put forward 8 resolutions they wished the Members to consider, each supported by a Members' statement from the Directors. An agenda was also issued in advance by the Directors. This set out the sequence of proceedings and guide timings.
- 1.7 Mac Hall was elected chairman for the meeting by the Members. The meeting proceeded in a formal manner. Throughout the meeting, the Members asked a number of pertinent questions which either the Directors present or the CEO were able to answer satisfactorily.

**2.0 Outcomes**

- 2.1 The Members passed all the resolution proposed by the Directors:
  - Resolutions D1, D2 and D3 - re-appointing Elizabeth Cook, Roy Wilkins and David Richards respectively as Directors;
  - Resolution D4 - receiving the audited accounts;
  - Resolution D5 - re-appointing Hooper Williams and Bell Ltd as the Auditors;
  - Resolution D6 – receiving the Trust Report from the CEO;
  - Resolution D7 – ratifying the Terms of Reference for the Directors;
  - Resolution 8 – amending the Articles of Association to increase the number of Directors the Members may appoint to 12, extending the

term of office of a Directors to the AGM following his/her fourth year and the clarification of the wording of Article 119;

2.2 No resolutions were proposed by the Members.

### **3.0 Action Points/Notes**

3.1 As the Trust now has 5 Members it no longer has “Persons of Significant Control”. Mrs Woods has notified Companies House accordingly.

3.2 The Members have subsequently signed a confirmation of the changes to the Articles of Association. This and details of the changes have been lodged with Companies House by Mrs Woods.

3.4 At the previous AGM, the Members noted that the last assessment of the audit provision was in 2015/16 so instructed this be reviewed next year. The CEO explained that we were not in a position to carry out this review but agreed a review would be done.

***Note 1 - The timing of the auditors' appointments and the AGMs seem to be out of sync. Do we need to be looking at the review of audit provision for 2020/21 in Jun/Jul or for 2021/22 in Oct/Nov. The former requires a decision before the next AGM whilst the latter can be confirmed in advance at the next AGM?***

3.5 Next AGM planned to be held on 26<sup>th</sup> January 2021.

***Note 2 - No Director will require re-appointing at the next AGM.***