

Southfields Multi-Academy Trust

Members Annual General Meeting

**Held on Wednesday 26 September 2018 at 6pm at
Southfields Multi-Academy Trust, 333 Merton Road, London, SW18 5JU**

Membership:

Susan Hayday	Trustee and Board Member (Chair)
John Moore	Trustee and Board Member
Liz Buckley	Trustee
George Dryja	Trustee
Sian Tyler	Trustee
Mark Heathcote	MAT Member
Heather Williamson-Cole	MAT Member
Jackie Valin	Trustee / MAT CEO
Deborah Rix	Trustee / Special Head
Wanda Golinska	Trustee / Secondary Head

In attendance:

Stephen Elson	Finance Director
Buki Asanbe	Clerk

1. Chair's introduction

The Chair, Susan Hayday, opened the first Annual General Meeting of the Southfields Multi-Academy Trust and introductions were made by all.

2. Apologies for absence

Apologies received from Verity Pillenger-Cork and Victoria Simpson.

3. To verify any proxy votes

Verity Pillenger-Cork had given Susan Hayday her proxy vote and decision on each item of business as set out on the agenda.

Ordinary business

4. Report from the MAT Chief Executive Officer

Jackie Valin gave an overview of the background of the partnership between the two schools and the journey towards becoming a MAT. Deborah Rix, George Dryja and Stephen Elson were particularly thanked for their work in supporting the process.

A number of positive developments had been taken place which included the recruitment of key personnel at Linden Lodge and obtaining funding to carry

out key premises work. Current areas of focus included preparing for an Ofsted inspection of residential services and identifying the CCG funding streams for the provision of health services at Linden Lodge.

Special Business

5. Ratification of Trustee Board

Members were confirmed as:

Members Name	Type
Susan Hayday	Member
Mark Heathcote	Member
John Moore	Member
Victoria Simpson	Member
Heather Williamson-Cole	Member

By show of hands, Members resolved to appoint the following to the MAT Trustee Board for a period of 4 years as of 1 September 2018 (01.09.18 – 31.08.22):

Trustees Name	Type	Voting
Susan Hayday	Trustee / Board Member	Yes
John Moore	Trustee / Board Member	Yes
Jacqueline Valin	Trustee / MAT CEO	Yes*
Victoria Simpson	Trustee	Yes
Liz Buckley	Trustee	Yes
George Dryja	Trustee	Yes
Wanda Golinska	Trustee / Secondary Head	Yes*
Deborah Rix	Trustee / Special Head	Yes*
Sian Tyler	Trustee	Yes

There remained one vacancy to be filled by a health professional where possible.

By show of hands, Members resolved to grant all Trustees voting rights except where it directly affects the salaries on those concerned as indicated above.

6. Articles of Association

The Finance Director introduced the Articles and reported they had been adapted from the DfE model.

Indemnity of Trustees were noted to be indemnified by the provisions set out in MATs insurance provision which included claims made against individual Trustees provide there is no criminal activity involved. The personal liability of Members and Trustee is limited to £10.

Members proposed that Clause 4a of the MAT Articles of Association be revised to greater reflect the role of the MAT in providing the Wandsworth Sensory Support Service through Linden Lodge School. It was resolved to present the suggested revised wording to the Trustee Board on 5 December 2018.

Members resolved to approve the Articles of Associate subject to the above change.

Post meeting note: By special resolution on 5 December 2018 the wording was changed:

From: ...or schools specially organised to make special educational provision for pupils with Special Educational Needs

To: ... or schools specially organised to make special educational provision for pupils with Special Educational Needs whether in the school or in the wider community on behalf of third parties

7. Terms of reference

Terms of reference for the following were received:

- Finance and Operational Committee
- Standards Committee
- Personnel Committee
- Southfields Local Governing Body
- Linden Lodge Local Governing Body

By a show of hands, the Members resolved to approve the terms of reference for the committees and Local Governing Bodies and requested they be reviewed annually.

8. Scheme of Delegation

The Scheme of Delegation gave an overview of the various levels of delegated authority, across the governance structure. By a show of hands, Members resolved to approve the terms of reference.

9. Financial Scheme of Delegation

The Financial Scheme of Delegation provides the framework of the financial operations of the MAT by giving delegated levels of authority levels for financial transactions.

MAT accounts will be produced at the end of each financial year and the figures reconciliation across the two schools. However, the operation of two separate payrolls (by the same company) will continue.

By a show of hands, Members resolved to approve the terms of reference.

10. Appointment of auditors

The Finance Director, Stephen Elson informed the meeting that Landau Baker Ltd had confirmed their willingness to continue to act as Auditors for Southfields MAT.

By a show of hands, Members resolved that Landau Baker be reappointed as the MAT Auditors for one year.

11. Motions for debate

There were no motions for debate.

12. Trustee Business for Members to consider

Trustees asked where the accountability for the health provision at Linden Lodge sat and were advised that it was monitored at the Clinical Governance and Safeguarding Committee, where any issues were fed back to the Trustee Board via the Linden Lodge Local Governing Body.

The meeting ended at 7pm