



## **AGM of Ember Learning Trust (ELT) 2021**

**Held via Zoom on Tuesday 26 January at 6.00pm**

**Trustees (\*)/School Representatives present:**

Bronach Hughes\* (BHu), Chair of ELT and Chair of Governors, Thames Ditton Junior School (TDJS)

Fionna Starritt\* (FS), Headteacher, Thames Ditton Junior School (TDJS)

Monica Paines\* (MP), Headteacher, Long Ditton Infant and Nursery School (LDINS)

Rebecca Hicks\* (RH), Headteacher, Thames Ditton Infant School (TDIS)

Charissa Fiander\* (CF), Co-Chair of Governors, Thames Ditton Infant School (TDIS)

Richard Ascough (RA), Co-Chair of Governors, Thames Ditton Infant School (TDIS)

Ben Bartlett (BBa), Executive Headteacher Hinchley Wood Learning Partnership (HWLP) and Hinchley Wood School (HWS)

Aisling Hogan (AH), Headteacher, Hinchley Wood Primary School (HWPS)

Alison Cruthers (AC), Chair of Governors, Hinchley Wood Primary School (HWPS)

Sarah Martin\* (SMa), Headteacher, Long Ditton St Mary's (LDSM)

Rachel Cook (RC), Chair of Governors, Long Ditton St Mary's (LDS)

Brian Howells (BHo), Co-Chair of Governors, Claygate Primary School (CPS)

Caroline Marden\* (CM), Area Schools Officer, Surrey County Council

**In attendance:** Bonita Edwards (BE), Co-Company Secretary, Ember Learning Trust

Sara Morgan (SMo), Clerk, Ember Learning Trust

Asif Bhatti (AB), Headteacher, Town Farm Primary School

Claire Gosling, PA to Headteacher, Town Farm Primary School

Jo Farthing, Governor, Claygate Primary School

Will Harvey, Governor, Claygate Primary School

Desiree Harris, Chair of the Friends, Long Ditton Infant and Nursery School

**Apologies:** Lis Braybrook\*, Chair of Governors, Long Ditton Infant and Nursery School

Sandra Cunningham\*, Vice-Chair of ELT and Headteacher, Claygate Primary School

Rachael de Visio\*, Co-Chair of Governors, Claygate Primary School

## **1. Welcome and declarations of interest.**

BHu opened the meeting and welcomed all, including 7 parents attending from across the schools.

BHu asked for any direct financial declarations of interest – there were none.

## **2. Apologies**

As listed.

## **3. Trustees Report – July 2019-June 2020**

This was presented by BHu who noted that schools will be free to publish this and the Financial Accounts on their respective websites.

BHu drew the meeting's attention to the timing of the AGM allowing for business up to the end of the academic year to be reported in a timely manner and with this in mind, it had been planned for the end of the academic year 2020 or the beginning of the autumn term; but given the situation with COVID-19, it had to be delayed to January.

The intention remains for the next AGM to take place in the coming autumn term and the hope is that specific plans for a programme of events and work for next year, can be presented.

BHu noted that the ELT is made up of the six primary schools which have worked together for a long time and which naturally fed into Hinchley Wood Secondary School. The intention was to have two trustees from each of the founding partner schools – the Headteacher and the Chair of Governors. However, LDSM is a Church school and not part of the Foundation, but it is a partner school. Also, since the ELT was set up the status of Hinchley Wood Primary School has changed to be part of the Hinchley Wood Learning Partnership and the relationship with this and the ELT is in discussion. However, in practical terms regardless of the legal status, the six schools work closely together.

BHu added that there is another partner, Kingston University, but they have been unable to send a Trustee along, although they still receive Minutes. Town Farm School has joined us on occasions as they are operating in similar ways as a co-operative trust. BHu mentioned the assistance from CM, as Area Schools Officer, a Trustee, who provides support for the schools and knows the schools very well.

### **Headteachers and Chairs of Governors meetings**

BHu reported that since the schools were closed last March, meetings have had to be moved online, but Headteachers continue to meet regularly via this platform to support each other. Chairs of Governors have met to review governance structures and practices, as well as responding to COVID-19. Subject coordinators and SENCOs, have also begun to meet remotely.

### **The year under review**

Some of the activities planned for the pupils and parents for the year have not been able to take place due to COVID-19, including the music concert; but prior to this, there were examples of events which illustrated the value of the schools working together as a Trust, such as a Spelling Bee, and staff INSET day which allowed for sharing practices and experience; as well as ongoing support for each other on issues such as safeguarding and e-safety. Looking forward there are challenges, but schools will continue to share expertise and provide support for each other.

MP agreed and added that since March last year, the support of the ELT and the other headteachers, has been crucial, and she wanted to thank everyone involved. BHu also thanked the Heads, members of staff and governors, noting that it is especially useful to be able to consult and learn from each other.

### **Trust business**

BHu noted that the land transfers from Surrey CC to the ELT took place, and subsequently HWPS land transferred to the HWLP when it became part of the Multi Academy Trust in September 2019. The ELT have put in place trustee liability insurance and now have a bank account with signatories. The Company Secretaries (BE and Belinda Bell) undertook a major review of the Articles of Association. When the ELT was set up it followed the CSNet template, but since then, with a greater understanding of the purpose and ways of working of a co-operative trust the Articles have been tailored and the changes were outlined at last year's AGM, which were approved. BE has had these checked by an educational legal adviser and these have been tabled today for formal approval (later in the meeting).

## **4. Trustees/Partners:**

### **The following trustees resigned from the Trust Board between July 2019 and June 2020:**

Alison Bateman, Headteacher – resigned 3<sup>rd</sup> July 2019 from LDSM  
Ruth Merry-Kennedy, Co-Chair of Governors – resigned 26 February 2020 from LDSM.

The Chair at TDIS, Brue Perry, has since moved on (after the period in the Report), and RA wanted to express his thanks to Mr Perry for his many years of service and work on behalf of the School and the Trust, being one of the founding trustees.

### **No new Trustees were appointed to the Trust Board for the period between July 2019 and June 2020.**

However, BE noted that both SMa and CF are officially appointed as Trustees with effect from today (26.1.21) and the paperwork will be lodged with Companies House.

BHu noted that discussions are taking place about the official position regarding the Hinchley Wood Schools and their relationship with the ELT; and also, between TDJS

and HWLP about the potential for TDJS to join HWLP, but these are at early stages, parents at TDJS have been informed, but no decisions have been made. BBa added that it is the expectation that the work of the six ELT schools will continue as it has done, regardless of the legal or structural form.

#### **5. Note of current officials.**

BHu was appointed **Chair** in September 2019 for the academic year and due to COVID-19, in September 2020 she agreed to continue on in this role on a temporary basis until there was an opportunity for a formal process to be put in place for the appointment of a successor. However, this has not been able to happen and BHu added that she is happy to continue until the subject can be raised again in the next ELT meeting. Also, given SC's absence, she spoke on her behalf, in this respect. SC was appointed **Vice-Chair** in September 2019 for the academic year and due to COVID-19, in September 2020 she also agreed to continue on in this role on a temporary basis. This position will also be raised at the next ELT meeting.

**Treasurer:** position vacant. BE is acting Treasurer currently and is happy to continue doing this at the moment but she added that she is not a certified accountant. She will continue until activity post-COVID-19 picks up and she will then look for support in this role. BHu thanked BE and added that if any parent attending today, would like to be involved and offer advice on the finance side, to let BHu and BE know.

#### **6. Update on Trust Accounts**

BE informed the meeting that an independent examiner had looked over the accounts, there had been only 7 transactions last year and the examiner was happy with the accounts. She added that spending over last year of £3,857 was down on previous years, and no income had been received, the ELT is still using the fund from previous years. At the moment there is £34,612 in the bank account. The accounts were therefore passed by an independent examiner and BE will give these to the Chair, BHu, for her signature, noting that everyone present was happy for her to do so.

BHu explained that the fund was inherited by the ELT when it was set up and is used for various activities such as buying in training, to organise events, to pay for guest speakers etc. Decisions on how to spend the money is made at Trustee meetings, but no financial contribution is coming from any of the schools into the Trust. That said, in the longer term, when the money is spent, the Trust will need to address how best to manage this.

#### **7. Appointment of Auditors if necessary**

BHu confirmed that a financial audit was not required currently as the threshold in terms of money going through the account had not been met.

BBa asked about the references to the Cooperative Schools Network in the Report, and whether it is still the intention of the Trust to maintain this relationship? BHu confirmed that this relationship has been removed from the revised Articles of

Association, and is not the case now - it was the case under the period in the Report, but not now.

## **8. Approval of updated Articles of Association**

BHu noted that some changes to the Articles of Association were proposed at the AGM last year, and since then BE has been involved in drafting these changes and a revised version of the Articles has been circulated in advance of this meeting to all Trustees. BE has put together a special resolution which now needs to be agreed at by the Trustees at this meeting.

BE added that legal advice from a lawyer who specialises in charities and cooperative trusts, has been sought to check the changes made. The lawyer clarified that the Trust do not need to change the Objects, which still reflect the work of the ELT and what it does.

BE pointed out that other things which have changed include the simplification of the membership base and the way it is constituted. Whilst it has been simplified it has also been left open that should the ELT grow in the future; it is still possible to set up something more complex which will reflect the different and wider schools in the membership base.

BE also highlighted that CSNet has been taken out from the Articles as a partner of the ELT and as a specific dedicated Trustee. There is now no formal engagement of CSNet. She added that individual schools had been members of the CSNet rather than the Trust itself and in fact there was no actual Trustee appointed via CSNet. However, that said, cooperative school associations can of course still be involved with CSNet, and this is highlighted in another part of the Articles.

BE drew the meeting's attention to the minor clarifications around what a partner school is versus what a qualifying foundation school is, made to ensure it is clear what the designations are.

BE added that a formal vote from the Trustees appointed previously and those appointed today is required, and if in agreement, BE will sign the special resolution and submit this to Companies House with an updated version of the Articles to be formalised.

**All those present indicated their approval in favour of the special resolution and the vote was passed by a majority.**

## **9. Any other business put forward by Trustees.**

No other business was declared, and the Meeting closed at 18.40 pm.