

RANGE HIGH SCHOOL

Minutes from the Annual General Meeting of the Members held on 6 December 2018

Members Present: Mr I Burton, Miss C Morris, Mr J Rimmer, Dr M Thomas,

Also Present: Mr A Pritchard – Resources Director
Mrs J Gordon – Clerk to the Governors

Absent: Mrs G Gentles

Apologies: Mr G Aldridge – Headteacher

Background

The Academy Trust is constituted as a charitable company limited by guarantee and is registered with Companies House. As a legal entity in its own right, the Academy Trust is, for example, able to enter into contracts in its own right, to hold land, employ staff and to be a member and director of other companies. Because the Academy Trust is both a company and a charity, the governors are also directors and charitable trustees and need to therefore comply with obligations under company and charitable law.

The Academy Trust of Range High School was formed by the individuals who signed the Memorandum of the company when it was first created. As governors have left the governing body new members have taken their place on the Academy Trust. The Academy Trust, as a company, entered the Funding Agreement with the Secretary of State and is legally responsible both to the Secretary of State and to parents/pupils for the running of the Academy.

The internal management of the school is the responsibility of the governors who exercise the powers and carry out the duties of the Academy Trust.

The liability of the members of the Academy Trust is limited, as with any company limited by guarantee, by the amount of the guarantee undertaken by the member (this is set at £10 in the Articles of Association).

The functions of the members of the Academy Trust include:

- Overseeing the achievement of the objectives of the company
- Taking part in Annual and Extraordinary General Meetings
- Appointing some of the governors
- Signing off the company's financial accounts and annual report
- Appointing the Auditors
- Power to amend the Articles of the company and, ultimately, to remove the governors/directors

Overall, members usually have much more limited practical involvement in the management of the company than the governors.

1. Declaration of Interest

There were no declarations of interest.

2. Current Members of the Academy Trust

The current members are:

- Dr Mervyn Thomas (Community governor and Chair of Governors)
- Mr Jim Rimmer (Community governor and Chair of the Resources Committee)
- Mr Ian Burton (Community governor, Vice Chair of Governors and Chair of the Teaching & Learning Committee)
- Ms Gill Gentles (Staff governor)

3. A vacancy has arisen due to the end of term of office of Dr Katrin Russell (term of office ended on 24 September 2018). The usual practice has been to have the Chair and Vice Chair of Governors, and the Chairs of Committees, plus a staff member on the Academy Trust Board. Miss Morris was appointed as Chair of the Safeguarding & Leadership Committee on 20 September 2018, and it was **AGREED** to appoint her to the Academy Trust Board.

**THE COMPANIES ACT 2006 WRITTEN RESOLUTION OF RANGE HIGH SCHOOL
A COMPANY LIMITED BY GUARANTEE
COMPANY NO: 7770687**

The Members of the Academy Trust wish to appoint Miss Cathy Morris to the Board of Trustees in accordance with paragraph 50 of the Articles of Association.

The Member's signature below indicates their individual agreement to make this appointment.

Signature: _____ (signed at full meeting 07/03/19)

Print Name: Cathy Morris

Date: 7 March 2019

4. The Minutes from the last Annual General Meeting (7 December 2017) had been circulated to governors with the Agenda. They had been agreed, signed and discussed at the full meeting of governors held on 26 April 2018. There were no matter arising.
5. The Minutes from the meeting held to appoint auditors for the 3-year period ending 31 December 2020 were circulated to with the Agenda. They had been agreed, signed and discussed at the full meeting held on 26 April 018.

The performance of the Auditors, Beever & Struthers was discussed, and as a result of that discussion the Resources Director was asked to keep a log on their performance so, when the contract is up for renewal in 3-years' time; those notes can be referred to.

6. Articles of Association

The Articles of Association, which came into force in November 2011, were considered to still be relevant for this academic year. No changes are required at this time although this may change following the findings of the review of governance, which was a recommendation in the recent Ofsted report.

7. Funding Agreement

There have been no changes to the Funding Agreement since conversion to Academy Status in November 2011.

6. Accounts 2017/18 + Annual Return

The audited accounts for 2017/18 had been prepared by Beever & Struthers and presented to both the Resources Committee (15 November 2018) and the full governing body (6 December 2018) for discussion and agreement – which was given. **The Members received the fully audited accounts and they will now be submitted to the Education & Skills Funding Agency by 31 December 2018 and will also be submitted to Companies House for publication. The accounts will be published on the school website.**

**Proposed to accept 2017/18 accounts and Annual Return
Seconded**

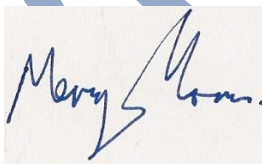
**Mr J Rimmer
Miss C Morris**

AGREED

Information held by Companies House can be accessed by other organisations and the general public.

7. These Minutes will be discussed, agreed and signed at the next full governors meeting (7 March 2019).
8. A review of governance was one of the recommendations in the recent draft Ofsted Inspection report – it was felt that governors needed to see the final version of the report to see the wording of this particular recommendation. The full governing body will discuss this again once the report has been published.

Meeting ended at 6.50 p.m.



Signed _____

Date 7 March 2019