

RANGE HIGH SCHOOL

Minutes from the Annual General Meeting of the Members held on 7 December 2017

Members Present: Mr I Burton, Dr K Russell, and Dr M Thomas,

Also Present: Mr G Aldridge – Headteacher
Mr A Pritchard – Resources Director
Dr R Snowdon – Parent Governor
Mrs J Gordon – Clerk to the Governors

Apologies: Mr J Rimmer
Mrs G Gentles (sick leave)

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)
- Dr Katrin Russell (Parent Governor and Chair of the Safeguarding & Leadership Committee)
- Mr Ian Burton (Parent governor, Vice Chair of Governors and Chair of the Teaching & Learning Committee)
- Ms Gill Gentles (Staff governor)

3. The Minutes from the last Annual General Meeting (8 December 2016) had been circulated to governors with the Agenda. They had been agreed, signed and discussed at the full meeting of governors held on 23 March 2017. There were no matter arising.

4. Articles of Association

The Articles of Association, which came into force in November 2011, were considered to be still relevant for this academic year. No changes are required.

5. Funding Agreement

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

6. Accounts 2016/17 + Annual Return

The audited accounts for 2016/17 had been prepared by Moore & Smalley and presented to both the Resources Committee (16 November 2017) and the full governing body (7 December 2017) for discussion and agreement. **The Members received the fully audited accounts and they will now be submitted, on our behalf, by Moore & Smalley, to the Education & Skills Funding Agency and for publication to Companies House.**

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

7. Auditors

Moore & Smalley are the school's current auditors. They were appointed for a 3-year period ending 31 December 2017; they have completed the annual accounts for 2016-17. Moore & Smalley have been the school's auditors for the past six years.

As agreed at the last AGM (8 December 2016) the Resources Director (RD) was charged with initiating a tendering process in the autumn term 2017 for the appointment of the Auditors for the next 3-year period (1 January 2018 – 31 December 2020).

The RD gave further information at the meeting:

- Asked for recommendations for school auditors (in the North West) from the School Finance Directors' Forum
- Six companies were named from a number of different sources
- RD wrote to all 6 companies inviting them to tender for Audit & Accountancy Services (a list of services required was provided to each company)
- Three companies responded to the invitation to tender:

- Beaver & Struthers, Manchester
- Langtons Chartered Accountants, Liverpool
- Moore & Smalley, Preston

The following documents were emailed to Members prior to this meeting and copies were available at the meeting:

- Copy of the letter inviting companies to tender
- A table showing a breakdown of prices from the submissions received
- Copy of the submission from Beaver & Struthers
- Copy of the submission from Langtons Chartered Accountants
- Copy of the submission from Moore & Smalley

Discussion took place regarding the tenders submitted.

The RD recommended that all of the above firms should be invited into school for an interview/presentation in January 2018 (they were made aware of this process before submitting their tender), and following that process the auditors for the next 3-year period will be selected.

AGREED

References will be requested for Beaver & Struthers and Langtons. References would not be required for Moore & Smalley as they have been the school's auditors for the last 6 years.

The following presentation/interview content was AGREED:

Presentation (10 minutes): If we appointed you how would your services help us function more effectively as a financial organisation?

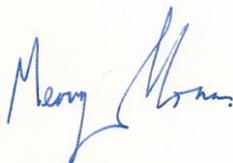
Questions (same set to each company)

- How do you currently work in schools and what is the process for the annual audit?
- How long has been allowed (in school) for the annual audit?
- How have you dealt with a problem you found in a school?
- If you discover the RD has not entered the Teachers' Pension correctly – what would you say to the RD and what would say to the governors/Members?
- It's Day 1 of the audit – when you come in, what are the first 5 things you ask for or what do you expect to have prepared for you?
- What structure is in place if the school wants to make a complaint about you?
- If you get both the Audit and the Responsible Officer contract – how do you ensure separation of duties
- Is your firm open to taking on additional services, e.g. SCR, Teaching School return?
- How would you explain (a particular process) to governors? – the lay governors will then inform the rest of the Interview panel if they understood (or not)

The RD will draft questions for the Members and send them well in advance of the interview date (25 January 2018 at 2.30 p.m.)

8. These Minutes will be discussed, agreed and signed at the next full governors meeting (8 March 2018).

Meeting ended at 6.45 p.m.



Signed _____

Date 26 April 2018