

## RANGE HIGH SCHOOL

### Minutes from the Annual General Meeting of the Members held on 11 December 2014

**Members Present:** Dr G Butcher, Mr J Rimmer, Dr K Russell, Mr J Sellick, Dr M Thomas

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

#### 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
- 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**

Following the resignation of Mr Duncan Birrell (Parent Governor and Chair of the Safeguarding & Leadership Committee) in January 2014 – Dr Katrin Russell was appointed as Chair of the Safeguarding & Leadership Committee and as Member of the Academy Trust. Mrs Stella Owen –

Vice Chair of Governors 2013-14 (resigned in July 2014) was not replaced as a Member of the Academy Trust as Mr Jim Rimmer – Vice Chair 2014-15 is already a member of the Academy Trust in his role as Chair of the Finance & Buildings Committee. The full list of Members is as follows:

- Dr Mervyn Thomas (Community governor and Chair of Governors)
- Dr Graham Butcher (Parent governor and Chair of the Teaching & Learning Committee)
- Mr Jim Rimmer (Community governor and Chair of the Finance & Buildings Committee)
- Dr Katrin Russell (Parent Governor and Chair of the Safeguarding & Leadership Committee)
- Mr Jonathan Sellick (Staff governor)

1. **Articles of Association**

The Articles of Association, which came into force in November 2011, were considered to be still relevant for this academic year. The Clerk reported that, after seeking advice, she had been informed that the Articles would not need to be changed should the school be successful in its bid to become a Teaching School.

3. **Funding Agreement**

It was noted that there had been no changes to the Funding Agreement since conversion to Academy Status.

4. **Accounts 2013/14 + Annual Return**

The audited accounts for 2013/14 had been prepared by Moore & Smalley and presented to both the Finance & Buildings Committee (20 November 2014) and the full governing body (11 December 2014) for discussion and agreement. The Members received the fully audited accounts and they will now be submitted for publication to Companies House.

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

5. **Appointment of Auditors**

Moore & Smalley had been appointed as auditors for a 3-year period ending on 31 December 2014.

At the last Members AGM the Trust asked Mr Pritchard to draw up a suitable shortlist of accountants for the next 3-year period which would be discussed at this meeting.

Mr Pritchard reported that, following recommendations from other Sefton academies, he had contacted three firms of accountants, including our current provider (Moore and Smalley) and asked them to tender for the contract. One company had dropped out during the process leaving the following two companies:

- i. Moore & Smalley
- ii. Wylie Bisset

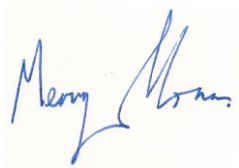
Following a discussion, it was felt by all the Members that as the service Moore and Smalley had provided over the last 3 years was excellent; they knew the systems used within school which enabled them to fully access all areas of the financial system and their quote was slightly under

that of Wylie Bissett, they **AGREED** unanimously to appoint Moore and Smalley as auditors for the next three financial years.

Mr Pritchard was asked to write to both companies on behalf of the governing body, thanking them for their tender documents and, in the case of Moore and Smalley, appointing them for the 3-year period 1 January 2015 – 31 December 2017.

Mr Pritchard was asked to incorporate recommendations from schools in the wider North West area when the contract is due for renewal again.

6. These Minutes will be discussed, agreed and signed at the next full governors meeting (26 March 2015).



Signed \_\_\_\_\_

Date 26 March 2015