



Company Number: 07977368

Minutes of the Members AGM Meeting

Thursday 7th December 2023 at 6pm at Faringdon Community College

Present:

Anthony Cook - Chair of Trustees- (AC)
 Gordon Joyner – DBE- (GJ)
 Dave Wilson- (DW)

In attendance:

Louise Warren (LW)- Director of Education
 Richard Evans (RE)- CEO
 Anne Lynn (AL)- COO
 Rosie Phillips (RP)- Clerk

Apologies:

Bob Wintringham- (BW)

Standing Items		
1	Welcome, Introductions and Apologies	Action
	AC opened the meeting at 18:05. Apologies were noted from BW.	
2	Notice, Confidentiality and Quorum Requirements and purpose of the meeting	
	The meeting was declared quorate and the confidentiality noted.	
3	Compliance - Declaration of interest personal or business	
	AC asked the members for any declarations. None were noted beyond those which had previously been declared for GJ.	
Ensuring Accountability and Monitoring		
4	Policies and New Statutory Guidance	
	AC noted that there were no policies to be discussed this evening and therefore this agenda point could be passed over.	
5	To receive FLT Annual Report and Audited Accounts for the period 1 September 2022 – 31 August 2023, including the Trustees' Annual Report and Financial Statements	
	AC commented on the benefit of the members having been able to be present for the Trustee pre-AGM meeting and therefore having listened to the questions and conversation surrounding the audit. AC invited Trustees to share any questions they had on the topic, for which there were none.	

	AC asked GJ and DW if they were happy receive the audited accounts, which they both were.	
	Strategic Matters	
6	<p>Strategic Matters Discussion and update on Merger between FLT and VAT</p> <p>DW commented on the potential merger with the VAT, asking AC to confirm when Trustees expected to have decided how to proceed. AC informed DW that the decision was scheduled to be finalised in January, noting that it would allow them the best opportunity to strengthen their position for the remainder of the academic year. AC further noted that it would be beneficial to receive the members' comments on the merger at this meeting.</p> <p><i>DW – Can you confirm whether the decision in January is a ‘decision in principle’, considering not all aspects will be finalised by then, or is it binding?</i></p> <p>AL confirmed that she had sought advice from a solicitor who and confirmed that, up until the point that contracts are exchanged and signed, either Trust can walk away from the agreement. AL further commented that, in January, they would be seeking an agreement in principle whilst the rest of the details are finalised as, before contracts could be signed, they would need to present a case to the Department For Education (DFE).</p> <p>AC add that the importance of a majority agreement in principle in January was that it safeguarded against any time being wasted preparing that case for the DFE if, ultimately, they were following the wrong direction; they did not want to spend months preparing a case only to choose not to merge. AC commented that, should both boards agree by majority to proceed in January, then they would proceed, but remaining fully cognisant of the fact that either could withdraw up until the last moment. AC noted it was prudent to be committed prior to advancing a business case to the DFE.</p> <p>RE added that it was important to make the decision soon as, should they choose not to merge, FLT would be in a vulnerable position from September 2024 with no CEO, therefore the sooner a decision in principle was made the sooner FLT would know if they needed to recruit.</p> <p><i>DW – Thank you for clarifying. I agree that an initial decision in principle sounds the best way forward. Recognising this, a few years back FLT had decided – in principle – to merge with Eynsham Trust and that decision fell down, late in the process, on the basis of a few small points. What is happening in the VAT to say they are also doing the same level of due diligence? Are they following the same timeline as us?</i></p> <p>RE noted that both Trusts were working to the same timeline and completing their due diligence in parallel, noting that the VAT Trust Board would also be meeting both pre and post-Christmas to discuss the merger in detail.</p>	

	<p>AC added that, by comparison to the previous work with Eynsham Trust, the key difference was the level of collaboration occurring prior to the decision, including the key partnerships that had been recently formed between the Trusts, both from a teaching perspective and centrally.</p> <p>AC commented that he would be expecting slightly more commitment than simply a decision in principle from Trustees, if they chose to go ahead, noting the importance of avoiding wasted time and resources for both Trusts, further amplifying how crucial the extraordinary meetings in December and January were to allow the Trustees all the information they needed to commit to a way forward. AC added that he would be expecting Members and Trustees to review all the documentation provided thoroughly and to make the most of the opportunity for discussion that the additional meetings would provide, regardless of what their final decision was.</p> <p>RE impressed upon the Members the importance of Trustees and Members reflecting on the practical side of a merger too, noting that the atmosphere at the joint Heads meeting was fantastic. LW concurred with RE, adding that the Heads worked well together already, and the collaboration had bread diverse perspectives amongst them.</p> <p>AC added that they felt they had removed many of the ‘red flags’ over the past year via the level and frequency of collaboration, leaving them in a strong position should they choose to proceed with merging.</p> <p>DW extended thanks for the explanations, commenting on how positive the work undertaken thus far sounded.</p> <p><i>DW – Has there been any progress on a potential name for a merged Trust?</i></p> <p>RE noted that there had not been, though there had been several suggestions submitted.</p> <p>AL added that they needed something entirely new and that the most obvious ones, pertaining to the White Horse or the Ridgeway, were already taken.</p> <p>LW commented that it might be beneficial to look at a name based on Trust values, much like GLF had done, noting theirs stood for Grow Learn Flourish. The board agreed this may be a good way forward.</p>	
--	--	--

Member Board Matters		
-----------------------------	--	--

7	<p>Events in hand: Members meeting 18th April 2024</p>	
AOB		
8	<p>As notified to the Chair before the meeting:</p>	

Following an email from BW, AC and AL wished to confirm with Members to what extent they expected to be involved in the process of a decision on the merger.

GJ – I feel that I should not be at the forefront of any decisions, particularly as I have a conflict of interest by being involved with both Trusts. I feel that it should be a Trustee decision which the Members endorse, having been kept abreast of the situation.

DW concurred that he felt the role of the Members, in this situation, should be to endorse the decision, noting the conflict surrounding the role of Members in that they have ultimate power and yet are unaware of much of the operational aspect of the Trust.

AL informed Members that a role they would need to fulfil should they merge would be to approve a new governance structure, noting that they would not be dissolving both Trusts, rather one would fold into the other. AL added that they would be sourcing an independent company to help review the governance structure which would then be presented to both Trusts and the Members.

AC further noted that they did not plan on removing all Trustees and starting afresh, as they wished to respect the work of their volunteers; rather they would be as pragmatic as possible and look to ensure they had the right and varied skillset going forward from those Trustees already in place across both Trusts.

DW – Will a similar process be undertaken for the central staff should we merge?

AL explained that, should they merge, a formal consultation would be undertaken with staff in the central team to present them with what a new, merged central team would look like. AL noted that currently, in anticipation of a potential merger, when they received resignations from the central team, they were cautious of how or if to fill them, ensuring they were not overstaffed if they merge.

RE added that they did not anticipate losing any members of staff from the central team through merging. RE informed the Members that the VAT was currently without a CFO and therefore, from their perspective, a decision on how the two Trusts would progress was critical.

AC noted that was another reason why he felt the January deadline for a decision was important.

GJ – Have you factored in Regional Director's approval and when that might be granted? That will affect the process.

RE noted that he had reengaged with the Regional Director recently and that they had been supportive of the process so far. He further noted that he and AL had been using the Commissioning High Quality Trusts report to help support them in their application.

AC added that they hoped to receive a clear indication on their likelihood to approve so that they could ascertain whether it was worth the Trusts proceeding any further.

	<p><i>GJ – I am only cautious as I have experience in closing a school recently and, had we awaited the approval of the Regional Director and their timeline, the school never would have closed. I am conscious of their ability to delay this process for you.</i></p> <p>AC noted he was hopeful that they would get a response before it became critical, even if their initial response was a request for further information to support a decision.</p> <p>Members extended thanks to AC, AL, LW and RE for their answers and clarifications.</p> <p>AC extended thanks to all in attendance and closed the meeting at 19:20</p>	
	<p>Future FLT Member meetings 2023/24</p> <p>18th April 2024 in person 6pm – 8pm 18th July 2024 in person 6pm – 8pm</p>	
	<p>MEETING END 19:20</p>	

Signed and Approved by: