



MINUTES OF THE REIGATE LEARNING ALLIANCE MEMBERS' ANNUAL GENERAL MEETING HELD ON TUESDAY 17 JANUARY 2023 @ 17.30

Members Present: Mr Michael Jones (Chair)
Mr Charles Hardy
Mr John Artis
Ms Cathy Lynch

In attendance: Mr Jon Allen (Clerk)
Mr Chris Whelan – Chief Executive Officer/Trustee
Mr Nick Clark – Executive Principal/Co-opted Trustee
Ms Pat Frankland – Trust Chair & Trustee
Mr Spencer Bowen – Trust Vice Chair & Trustee
Ms Yvette Robbins - Trustee
Mr Stephen Hewes – Trustee
Ms Kate Fulker – Trustee
Mr Gerard Weide – Trustee
Mr Farouk Durrani – Trustee

1. ELECTION OF CHAIR

The Clerk took the chair for this agenda item and asked Members to appoint a Member to chair the meeting. Members proposed and seconded for Mr Michael Jones to chair the meeting.

2. APOLOGIES & WELCOMES

Apologies were received from Mr Ian Fortune (Member) and Mr Richard Stephen (Trustee).

The Chair welcomed Ms Cathy Lynch (Member) and Ms Kate Fulker (Trustee) to their first Annual General Meeting (AGM).

Members and Trustees introduced themselves to one another.

3. ANNOUNCEMENTS

The Clerk confirmed that a signed Proxy was received from Mr Ian Fortune for Mr Michael Jones to vote on his behalf on any proposed resolutions.

Article 21 requires 14 days clear notice to be given for the holding of an AGM. The Clerk confirmed that, due to the Christmas break and the closure of the College up to 03 January 2023, it was not possible to meet the requirement. With the notice issued on 04 January 2023, 12 clear days notice was given for the meeting. Article 21 permits Members to agree to a shorter notice period.

Members **RESOLVED** to note and approve the 12 clear day notice given for the holding of the AGM.

4. MINUTES

Members **RESOLVED** to approve the minutes of the Annual General Meeting held 18 January 2022 as a correct record of the meeting (Paper 1).

5. MATTERS ARISING

The Chair asked if Members required any updates on the impact of Covid on current College operations. Members of the Executive confirmed there was no impact on the College with the College operating normally for both staff and students.

There were no other matters arising from the minutes.

6. APPOINTMENT OF EXTERNAL AUDITOR – BUZZACOTT

Members formally noted for recording in the minutes the written resolution agreed by Members dated 27 June 2022 to appoint Buzzacott to be the Trust's External Auditor (Paper 2).

7. FINANCIAL STATEMENTS

The Financial Statements and Year-end Accounts 2021/22 approved by the Trust Board was made available to Members for information purposes (Paper 3).

Members noted the good progress made against the Trust's strategic objectives confirmed in the Trustees' Report in the Financial Statements.

Members noted the financial performance of the Trust confirmed in the audited accounts with the Financial Statements.

Members noted and welcomed the financial position of the Trust remains strong.

8. MEMBERSHIP OF THE TRUST

Members noted the current membership of the Trust including Members, Trustees and Local Governing Body Governors (Paper 4).

Under the Members list it was agreed to confirm that both Mr Michael Jones and Mr Ian Fortune are to be listed as 'Subscriber Member' and their appointing body being the Memorandum.

It was noted there was only one specific vacancy amongst the Trust with the need to appoint a Parent Governor to the Reigate College Local Governing Body. The Clerk confirmed that a letter to parents has been issued seeking nominations for the vacancy.

9. ARTICLES OF ASSOCIATION

Academy trusts must comply with the requirements set out in their Articles of Association as a condition of their funding agreements with the Secretary of State. The Model Articles issued by the Department of Education (DfE) provide a framework for academy trusts to govern in transparent and accountable ways that fulfil the trust's charitable purpose. The Model Articles reflect elements of charity and company law and departmental governance policy. The Model Articles published in June 2021 by the DfE replace the version first published in February 2016 (the version currently in place for the RLA Trust). The DfE confirmed the Model Articles issued in June 2021 should be used by trusts in

the process of being established and by existing trusts updating their articles.

When issued by the DfE in June 2021, clarification was sought as to whether it was a requirement for all trusts to adopt the new Model Articles or could trusts 'cherry pick' from the new Model Articles to add to their existing Articles. Officials from the DfE confirmed it was not a requirement for existing trusts to adopt the new Model Articles, but they advised trusts to do so. It was also confirmed that the new Model Articles, if adopted, had to be adopted in their entirety.

The RLA Trust set up a Working Group to review the revised Model Articles and commissioned the services of a legal firm with expertise in this area to advise and to obtain the necessary approvals from both the DfE and Charity Commission.

The Trust Board meeting held last December agreed for the revised Model Articles to be put to Members for review and approval.

Made available to Members was a detailed report (Paper 5) that summarised the main changes in the revised Model Articles. The paper confirmed the approval obtained from both the DfE and Charity Commission for the RLA Trust to adopt the revised Model Articles, subject to Members' approval.

On receipt of the paper, and prior to the AGM, the Chair raised several queries. Following further input from the legal firm, the Clerk provided the Chair with a response, and this was shared with other Members for their information.

One area of concern was the reduction in the number of trustees that Members can appoint, from eleven + CEO under the current Articles to eight + CEO under the revised Articles. Although the Trust Board can co-opt trustees, the effect of this change is to take away from Members the power to appoint three of the trustees. In response it was noted the first draft of the Model Articles proposed by the legal firm set the number of trustees at six. This was to be in-line with the current stance of the DfE for there to be smaller size trust boards. The Working Group requested the number of six trustees to be increased to eight as this would be in line with the current membership of the RLA Trust.

The DfE, when giving their approval, did approve the authority of Members to appoint up to eight trustees which would enable Members to still be able to appoint a significant majority. Legal advice received was DfE approval to appoint up to eleven trustees would be difficult to obtain, as this would be contrary to their view for there to be smaller board sizes.

The Chair expressed some surprise that there was no comment from the legal firm on whether the revised articles would be in RLA's best interests and, with the current information made available to Members, these concerns remain.

It was therefore agreed for further discussions to take place on the revised Model Articles before being put to Members for a formal vote on whether to adopt.

It was noted there is in place a process and policy for the appointment of trustees, but a policy has yet to be put in place overseeing the appointment of the CEO. It was agreed for the Clerk to action this for Members to consider and approve.

10. STRATEGIC DIRECTION OF REIGATE COLLEGE

Members received a presentation from the Chief Executive Officer and the Executive Principal on the strategic direction of Reigate College. Handouts supporting the presentation were made available.

The presentation covered the following areas:

- Background & Context
- Ofsted Inspection March 2022
- Key Financial Points
- Reigate College Strategic Plan
- Reigate College Strategic Aims
- Reigate College – SWOT Analysis
- Demographic Growth
- Strategic Development of RLA
- Strategic Options to Consider
- Discussion Point

Reigate Learning Alliance has been in existence since 2017. The Trust was set up as an 'Empty Shell Multi Academy Trust' on the understanding that the Trust would grow by adding new partners to the MAT, specifically Coulsdon Sixth Form College, although in the event that did not proceed, leaving Reigate College as the only academy within the Trust. There is currently no pressure being put on the Trust to add more partners to the MAT, but it was noted the political landscape could change on this at any time, especially with a General Election expected sometime in 2024.

Although the Trust Board is the ultimate body for agreeing the strategic direction and strategic plan for the Trust, it has been the practice to involve both Members and Trustees in discussions on the strategic direction of the RLA.

The following options were presented on the strategic direction of the Trust:

- Maintain the current status quo as a single entity in the MAT and to continue to monitor the landscape subject to annual review, whilst maintaining the current strategic focus on Partner Schools
- Create new provision from scratch
- Actively seek out potential partners

Members and Trustees were asked to consider the following:

- Which of the three options to pursue for the strategic direction of the MAT?
- Is there agreement to conduct an annual review of the strategic options available to the MAT?
- Does the MAT require its own Strategic Plan and SWOT Analysis distinct from those for Reigate College?
- Are any other actions required?

Members and Trustees agreed the best option to pursue was to maintain the current status quo with Reigate College as a single entity in the MAT and to continue to monitor the landscape subject to annual review, whilst maintaining

the current strategic focus on Partner Schools. The priorities were to keep a watching brief and to consider any options should they arise, and to keep building and maintaining relationships with external stakeholders and Partner Schools.

It was agreed for the AGM to be used for the annual review of the strategic direction of the Trust.

It was agreed there was no current need for the RLA Trust to have a separate strategic plan and SWOT analysis as the strategic plan and SWOT analysis for Reigate College were broadly aligned with those for the Trust, on the understanding that the Trust and College should continue to be recognised as two separate entities.

In terms of action planning, it was suggested that the College could build further upon the strong teacher training programme the College has in place that has proved significant in the recruitment of its own teaching staff. This potentially enables the College to address the current national shortage of teachers referred to in the SWOT analysis, especially STEM teachers. The Trust Board should follow this, and other action initiatives developed from the strategic planning.

The Chair thanked Members and Trustees for their contributions.

11. RESOLUTIONS

There were no other resolutions to be considered.

12. DATE OF NEXT ANNUAL GENERAL MEETING

TBC

The meeting closed at 7.30pm.

Signed: _____

Date: _____