



**School Address:**  
 Waterton Academy Trust  
 The Grove  
 Walton  
 Wakefield  
 WF2 6LD

## Waterton Academy Trust

### ANNUAL GENERAL MEETING MINUTES

<b>DATE:</b> 2 <sup>nd</sup> December 2021	<b>TIME:</b> 6pm	<b>LOCATION:</b> Remotely – using Microsoft Teams
---	---------------------	--

#### Attendees

<b>Chair:</b>	A Goudie ( <i>Trustee</i> )	
<b>Members:</b>	A Buckley	B Nixon
	H Honeyman	A Warboys
<b>Trustees:</b>	K Davies	
	N Shaw	
<b>Attending:</b>	J Bean ( <i>Headteacher</i> )	L Harrison ( <i>Governor</i> )
	L Cavell ( <i>CESO</i> )	C Holloway ( <i>Headteacher</i> )
	R Cochrane ( <i>Headteacher</i> )	L Kilkenny ( <i>Head of School</i> )
	V Collins ( <i>Chief Operations Officer</i> )	P Knox ( <i>Chief Finance Officer</i> )
	B Cook ( <i>Pre-School Executive Headteacher</i> )	K Newton ( <i>Finance Assistant</i> )
	D Dickinson ( <i>Chief Executive Officer</i> )	S Nunns ( <i>Governor</i> )
	M Elliot ( <i>Governor</i> )	H Shaw ( <i>Governor</i> )
	A Glover ( <i>Governor</i> )	S Thornton ( <i>Finance Officer</i> )
	J Grayston ( <i>Head of School</i> )	L Welsh ( <i>Headteacher</i> )
	S Gordon ( <i>Executive Headteacher</i> )	
	K Greensides ( <i>Governor</i> )	
A Harpham ( <i>Headteacher</i> )		
<b>GBAC Representatives:</b>	M Lang	P Parker
	C Cheetham	
<b>Clerk:</b>	L Clark ( <i>Governance Officer</i> )	

ITEM		ACTION
1.	<b>Welcome</b> A Goudie welcomed all to the AGM of Waterton Academy Trust, held remotely using Microsoft Teams. It was noted that S Johnson, Chair of Trustees, had sent apologies in advance of the meeting, and as Chair of a Hub Board it had been agreed that A Goudie would act as Chair for the AGM. All were in agreement.	

ITEM	ACTION
<p>It was noted that an invitation had been extended to all Members, Trustees, Hub Board Governor representatives, ASC Chairs, Headteachers and a number of members of the Trust central team.</p> <p>The auditors from GBAC were also welcomed to the meeting.</p>	
<p><b>2. Apologies for Absence</b></p>	
<p>Apologies were received and accepted from Member, L Greensides; Trustees, S Johnson, S Bates, J Henson, L Rowlinson-Brown and J Shaw (J Shaw - advised he would be arriving late, but then was not able to attend); Hub Board Governor Representatives / ASC Chairs; C Lancaster, N Godfrey, L Ward, H Swainson and A Emms.</p>	
<p><b>3. Declarations of Interest</b></p>	
<p>The standing register of declarations of interest was noted. There were no further declarations of interest made.</p>	
<p><b>4. CEO Report and Questions relating to the CEO Report</b></p>	
<p>The CEO briefly explained how outcomes had not been published nationally due to there being no standardised tests last year as a result of the covid pandemic. Attention was drawn to the current standards profiles of schools within the Trust and Ofsted judgments. The CEO explained that a Trust school had recently received an Ofsted visit and the result is not yet published so it cannot be shared but it had been very positive. It will be shared with all once published.</p> <p>The Trust is in a good position and schools continue to move forwards in a positive way. There have been many challenges relating to covid, but Headteachers and staff continue to work extremely hard and grasp opportunities for improvement and continue to raise outcomes. The central teams, led by the SLT, are working well together and a range of development projects have been achieved throughout the year. Governors provide a wealth of support and challenge to the schools and have worked closely with Headteachers. The CEO highlighted that he looks forward to having statistics in the future to show how far the schools have come and the journey they have been on.</p> <p>It was confirmed that Trustees receive comprehensive reports and information throughout the year in order for them to fulfil their role and statutory obligations.</p> <p>Questions were invited but there were no further questions at present.</p>	
<p><b>5 Auditors Report and Questions relating to the Auditors Report</b></p>	
<p>Introductions were made by GBAC - P Parker (Audit Partner), M Lang (Director of GBAC) and C Cheetham (Audit Manager).</p> <p>GBAC introduced this item explaining that the draft accounts had been circulated for review by Trustees. The Audit Findings report, Letter of Comment and report on Going Concern had also been made available in advance of the meeting.</p>	

ITEM	ACTION
<p>An explanation of the engagement of reasonable and limited assurance was given, highlighting that reasonable assurance enables a positive form of conclusion and applies to the accounts as a whole, whilst limited assurance focuses on there being sufficient appropriate evidence to express a negative conclusion on regularity. It was highlighted that a clean audit report was given.</p> <p>GBAC indicated that they would take the documents as read unless there were any questions at this point or if a page turning exercise was requested. There were no further questions at present and all were in agreement that GBAC should present the main findings rather than review each page.</p> <p>An overview of the significant risks identified was provided which were outlined within the Audit Findings report, including management over-ride of controls and revenue being mis-stated. It was explained that this is included as a key risk as it is very difficult to prove there is no risk, and therefore it is audited. 94 % of income was audited, the majority of which is the grant income. There was nothing to report regarding management over-ride of controls as appropriate systems are in place. Going concern had been more difficult to review due to the ongoing issues associated with covid, however the main funding streams remained consistent and a detailed report had been prepared by the CFO and CEO to support the conclusion that the Trust remains a Going Concern and is financially sustainable in the longer term and also to provide assurance to Trustees (this report had also been shared on Teams in advance of the meeting). GBAC confirmed they supported the report and had no further comment to make.</p> <p>A summary of the pension provision was offered. Employees belong to three principal pension schemes - West Yorkshire Pension Fund (WYPF) and South Yorkshire Pension Fund (SYPF) for school support staff and a private pension scheme is offered for Pre-School staff. The actuarial valuation for WYPF and SYPF was discussed. GBAC confirmed that they review the detail and check methodology and there was no further comment to make.</p> <p>An assurance report on regularity had been prepared - transactions from schools were tested as well as other revenue streams e.g. donations and income from trading activities. No issues had been identified.</p> <p>With regards to the observation of internal control, last year there had been two points to note; a matter concerning contracts of employment, and an issue with the bank audit letter. GBAC confirmed that these had been resolved and they were happy with the internal controls in place.</p> <p>A point was raised regarding the audit differences; a review of systems highlighted that a number of invoices were dated within the 2021 financial year, however a number of these would have actually been classed as pre-payments so would not be included in the 2020/21 accounts. However, there was £13k in total which would have affected the accounts, but this is significantly below the level of materiality (materiality is set c£100k) therefore no changes were required. There is one outstanding point referring to the bank audit letter but this is a separate point to the matter raised last year, and is an internal issue with the bank rather than a fault of the Trust. GBAC confirmed they are chasing the bank for the document, and although the accounts cannot be officially</p>	

ITEM	ACTION
<p>signed at present without this, they can be agreed in principle to be signed once the bank documentation is received.</p> <p>Questions were invited by GBAC; there were no further questions at present. The Chair commented that the work undertaken for the audit report and accounts had not highlighted any significant issues which was very reassuring. The CEO stated that he and the CFO had spent time last week going through everything in minute detail and any matters outstanding had been effectively resolved. It has been a positive year in terms of finance within the Trust and with the production of the accounts.</p> <p>Moving forwards, the CEO indicated that there will be a discussion with Trustees regarding reserves, but this will be brought to the Spring Trust Board meeting. Consideration will be given to spend some of the accrued reserves in order to fund capital projects and ensure schools have the resources they require. The CFO highlighted that she had attended a West Yorkshire network group this morning and many schools are in a similar situation – that reserves have remained the same or have risen slightly. There will be a need to remain cautious with any spending as there are changes likely to come into play in the next couple of years with regards to a minimum salary of £30k for teachers (date to be confirmed), and also increased National Insurance contributions from April 2022, which may or may not be funded by the Government. The CEO updated trustees that there will always be a capital challenge in relation to estates, and the need to invest in technology is ongoing. The Trust are looking to seize the opportunity to invest wisely and move forwards with some of the work which they have previously been unable to finance. The range of projects identified will be reviewed in detail by the Executive team, and a comprehensive proposal brought to Trustees for their scrutiny and approval.</p> <p>It was noted that the Trust have recently spent in excess of £60k on reports to establish the position of Sharlston Community School (SCS) due to structural issues. A new build school is required but there has been some negotiation with the DfE as the Trust's reserves had been requested for the rebuild. The CEO had responded, explaining that the Trust's reserves are profiled, and at least three other schools in the Trust require significant capital spend for new roofs and other works, so it is not feasible for any further reserves to be used for the SCS project. There is a range of capital projects required across the Trust that the current reserves cannot meet and the Trust is currently operating on a priority strategy. It was confirmed that a detailed capital update will also form part of the reports for the Spring Trust Board meeting.</p> <p>In summing up, GBAC thanked the CFO and her team for their collaboration on securing a positive audit. They invited any further questions. No further questions were received.</p> <p>Members and Trustees welcomed the audit and the assurance it provides, and Trustees approved the accounts.</p> <p>The CFO reiterated thanks to GBAC and their team for their positive working relationship.</p> <p>Thanks, were given to the CFO and finance team for their significant achievement under very difficult circumstances.</p>	<p>Chair</p>

ITEM	ACTION
<p><b>6. Trustees' Annual Report to Members</b></p>	
<p>The Governance Officer provided a brief overview and rationale of the Trustees Annual Report to Members highlighting that it was the first year a report had been produced arising from discussions between Members, Chair of Trustees, Governance Officer and Executive Team. The report responds directly to the questions posed in the NGA (National Governance Association) 'Role of Members' report. Questions and comments were welcomed from Members.</p> <p>Members commented that the report was a very helpful addition to the AGM and provided a succinct overview of the work of the Trust Board and how their obligations have been fulfilled.</p> <p>A question was asked regarding the internal audit programme of work and whether there was any specific matters which Members ought to be aware of. The CFO explained that with the establishment of the Audit and Risk Committee, Trustees will have a better understanding of the internal scrutiny work to date and will drive the focus for the programme of work for the year. The high-risk items relating to HR were queried, in particular the item regarding payroll and the checking of the payroll. The COO provided an overview of the issues with the reporting function of the HR system which had been identified in early audits. The new system was due to link with budgeting systems, however this had not been the case, so other options have been explored. Compensation has finally been received from the current software provider. Robust communication and procedures between the HR and Finance teams are in place to mitigate risk, and any issues are also updated in the budgeting software.</p> <p>A Member asked a question regarding the review of governance and what plans were in place for this. The Governance Officer and CEO provided the outline that a proposal will be taken to the Trust Board with options of how this can be undertaken, for example, through a National Leader of Governance (NGA), a peer review using the governance professional network that L Clark is a member of, or by using an organisation such as the Confederation of Schools Trust (CST). It was noted that the external review of governance commissioned by the Trust and undertaken by the NGA was in 2017/18, and the formal implantation of the new Hub model governance structure was January 2019.</p> <p>A Member asked for more detail on the Trust's response to cybersecurity and for reassurance on the timescales and back-up procedures which are in place. The CEO highlighted that the newly appointed IT Services Manager's specialism is GDPR and cyber security. The IT strategy will be an agenda item for the Trust Board and an update on the work to date and plans for the future will be provided. There are plans to significantly reduce the number of servers and for the majority of information to be stored in the cloud. Although cyber security is a constant challenge, having an IT lead with this as an area of specialism assists in mitigating against such risks. In response to a question from a Member, the COO confirmed that it had already been identified by the SLT that GDPR and cyber security would form part of the work of the internal scrutiny. Initial audits at school level had taken place and the COO, IT Services Manager and an external partner were working together on this.</p> <p>Members thanked Trustees for the informative report.</p>	

ITEM	ACTION
<p><b>7. Appointment of Auditors</b> <i>(At 18:45 GBAC were asked to leave the meeting for the discussion to take place).</i></p> <p>The CEO and CFO provided an update that the Academy Trust Handbook requires that all trusts re-tender for their external audit service every 5 years. This exercise should have taken place in 2021. However, due to the pandemic, this exercise was delayed and will be undertaken in 2022. The advice therefore is that the auditors are not appointed at this meeting but that a tender process is undertaken in the spring term with a recommendation made to Members for their consideration. A question was raised by a Member whether the current auditors were allowed to be part of the re-tender process. The CFO stated she will research into this and confirm back to Members.</p> <p>Through discussion and questions, Members requested sight of the tender timetable and associated tender documentation and it was confirmed that the Members will meet to consider the recommendation from the tender process and make the appointment. The CFO highlighted that she is part of a network group and template tender documentation has been shared which will be adapted to make it specific to Waterton and its needs.</p> <p><i>(N Shaw left the meeting at 18:55)</i></p> <p>The CFO and CEO commented positively on the relationship which has built up with GBAC which remains supportive yet appropriately challenging. The teams work well together, processes run smoothly, and a good understanding of how the Trust operates has developed, and all schedules and deadlines are met.</p> <p><i>(At 18:55 GBAC were invited back to the meeting).</i></p> <p>The chair thanked GBAC for their thorough and detailed report, and work to date, which was echoed by the CEO and CFO. A brief update was provided to GBAC, that in line with the requirements contained within the Academy Trust Handbook, the Trust would be undertaking a tender process.</p> <p>GBAC thanked the Trust for the positive working relationship and understood that a tender process was the appropriate approach.</p> <p><i>(At 18:58 GBAC left the meeting).</i></p> <p>The CFO explained she had been reading the Handbook and it was implied that the current Audit firm can be invited to be part of the tender process – but she will look into this further and confirm with certainty and report back to Members.</p> <p><i>(A Glover left the meeting at 7pm).</i></p>	<p>CFO</p> <p>CFO</p>
<p><b>8. Any Other Business</b></p>	
<p>- <b>Local Authority Admissions Policy Consultation</b></p>	

ITEM	ACTION
<p>The Chair and CEO provided a brief summary of the position to date. Trustees had reviewed the consultation document from the LA which had no significant changes.</p> <p>Trustees confirmed their ratification and approved the LA admissions policy.</p> <p>- <b>CEO Update</b> The CEO provided an update that a friend, Governor and Chair at Normanton Junior who had supported the Trust for many years was extremely unwell. Heartfelt thanks were recorded on behalf of the Trust, and a letter has been sent expressing this from the CEO and Headteacher of NJA. All expressed their sincere thanks and passed on their best wishes.</p>	
<p><b>9. Identification of confidential items</b></p>	
<p>None.</p>	
<p><b>10 Chair's closing remarks</b></p>	
<p>The Chair thanked Members for their continued guidance through what has been another challenging year. He thanked Trustees and Governors who continue to give their time to support and contribute to ensuring the quality of education remains high and continues forwards on a positive trajectory. Thanks, were recorded for all who had attended the AGM.</p> <p>The Chair also thanked the CEO, CFO, COO, CESO and their teams, Headteachers, and all staff across the Trust, and wished all a Happy Christmas.</p> <p>The CEO thanked the Trust team for their continued efforts and hard work, and all the staff within the Trust, in what has been a difficult year.</p> <p>All agreed that a letter from the Board would be produced and sent out across the Trust, thanking all for the continued huge amount of work undertaken in these difficult circumstances. The CEO recorded thanks to Trustees for their support and challenge throughout the year.</p>	

**MEETING CLOSED 7:10pm**

SIGNED:

DATE:

**Actions from the AGM meeting held on 2 Dec 2021**

Agenda Item N°	Summary of Action	Who?	When?
5	Signing of the accounts	Chair	As soon as possible
7	Timetable for the audit tender and clarification of whether the current auditors can be invited to tender, to be shared with Members	CFO	As soon as ready