

**GEMS LEARNING TRUST**

**Annual General Meeting  
held on**

**Tuesday 24<sup>th</sup> November at 4pm**

**ATTENDEES**

<b>Director</b>	<b>Name</b>	<b>Present/Absent /Apologies</b>
Member (& Director)	Eriko Varkey	apologies
Member	Vikas Potas	apologies
Member	Barbara Harrison	apologies
Chair of Board of Directors (member under article 12)	Harry Ziman	Present
Member & Director	Joe Garrod	Present
Observers		
CEO GLT	Jodie Croft	Present
Member designate	Amar Purohit	Present
Clerk	Matthew Connolly	Present

**Part One (Non Confidential)      Opened at 4:20pm**

**1. Welcome and Apologies for Absence**

- 1.1 The Chair welcomed members to the meeting and directors present as non-voting observers. . Apologies had been received from Vikas Pota, Barbara Harrison and Eriko Varkey, these were accepted. Jodie Croft was present as CEO of GLT also a director. Amar Purohit was present as member designate.
- 1.2 The Chair noted that the meeting was quorate with two members present entitled to vote as article 23 of the GLT articles.

**2. Declarations of Pecuniary and Business Interest**

- 2.1 Joe Garrod outlined he was involved with EfA in property searches for new Free Schools. Joe Garrod also is under talking work for GEMS Education. No other declarations of interest, pecuniary or otherwise, in respect of items on the agenda were received.

**3. Minutes of previous AGM**

- 3.1 This was the first formal AGM and so no previous minutes.

**4. Report from Chair of Directors to Members**

- 4.1 The Chair reported the key message in four areas:

- The high standards in the one school currently operational Twickenham Primary Academy as evidenced by the visit by a DfE inspector the previous day
- Safeguarding confirming our Safeguarding & Child Protection Policies and ethos was in place
- Financial: That the auditors had confirmed GLT was solvent
- Buildings: That the EfA would assist with building going forward

4.2 The CEO Jodie Croft outlined that in terms of Strategy and Vision there was already consensus. However the members considered to use part of a future Board and hold a General Meeting around Easter to address this area. The CEO Jodie Croft outlined it was suggested for the Trust to grow when all three current planned schools are good or better. The CEO outlined the possible timescales for schools:

- Twickenham Primary School - operational
- Didcot to open Sept 2016
- Kingston to open September 2017

AGM 211115 4.2

Action: Strategy & Vision for GLT to be discussed at next Board/AGM around Easter 2016 (CEO Jodie Croft)

4.3 Joe Garrod outlined that the EfA is tasked to deliver 500 Free Schools (explained that these were academies opened as new schools) and high performing Trusts are expected to go for growth. However it is noted that there are long lead in times. The Chair and CEO considered whether we need to have a conversation on growth earlier than planned and this was agreed for the Easter Board.

AGM 241115 4.3

Action: Next Board to consider whether growth plans for GLT need to be accelerated. (CEO Jodie Croft)

## 5. Financial report to members.

5.1 The Chair outlined that auditors reported strong financial performance. However it should be noted that the accounts present a £31k deficit which is not a loss but a timing issue from expenditure earlier than planned for Didcot against income payments. The Chair noted it was better to press on with buildings to show prospective parents rather than to market a school on paper. The Chair reported that the auditors had no serious concerns but had flagged some middle category issues which were relatively easy fixes. Joe Garrod asked if auditors commented on future economies of scale. The CEO replied in that the budget is set for 10 yrs with each school set at 70% full. It was noted Twickenham is currently at 70%.

5.2 The Chair allowed Amar Purohit to ask about growth and expansion. The CEO outlined:

- That Didcot would open with 2 forms from autumn 2016 and 3 forms if the council invests.
- Kingston, building purchased
- In terms of growth EFA would assist with sites
- 15 schools would be a target over time, but only to expand as each new school is established and operational.

## 6. Governance.

- 6.1 The clerk shared the list of Member appointments and resignations since incorporation. It was noted as shown at Appendix A that currently GLT had five members of which three were independent. It was noted that Joe Garrod would be resigning as a member and if agreed by members that Amar Purohit would join as a member meaning that again there would be five members with three independent.
- 6.2 The clerk shared the list of Directors appointments and resignations since incorporation The Chair outlined that clearly at the Board of 15<sup>th</sup> April 2015 all those present recognised who were members and/or directors. However for the avoidance of doubt the members present confirmed the seven directors currently in place as shown at Appendix B. It was noted that the Principal of Twickenham Primary Academy was an ex-officio appointment in the articles. The Directors considered whether it was appropriate to elect Rony Valeny as a Director and resolved to do so.
- 6.3 The Chair outlined that although the meeting was quorate there were insufficient members present to move the proposal to elect Amar Purohit by Special Written Resolution in line with article 12 of the GLT articles.

AGM 241115 6.3

Action: Proposal to elect Amar Purohit as a member by written special resolution (at least 75% in agreement) to be undertaken by clerk by post

- 6.4 The clerk had raised that the articles for GLT filed at Companies House were for a single academy and not fit for purpose for a multi-academy trust. The CEO outlined there were articles which had been seen by the legal advisors of the Trust and the DfE. It was suggested these should come to the next General Meeting of members for possible approval.

AGM 241115 6.4

Action: Articles suitable for a MAT to be presented for possible approval at next General Meeting (CEO JC)

- 6.5 It was noted that Joe Garrod was tendering his resignation as a member from 25<sup>th</sup> November 2015 remains a director.

AGM 241115 6.5

Action: Written Resignation of Joe Garrod effective from 25<sup>th</sup> November received. (CEO JC)

## 7. AOB - None

There being no other non-confidential items to discuss the meeting closed at 5:10pm

There were no confidential Items

**Signed:** .....

**Date:** .....

**Chair of Board of Directors**

**On behalf of the GEMS LEARNING TRUST**