



Annual General Meeting for Abington Preschool (PS) and Abington Community Out of School Club (GAPS).

Date: 18<sup>th</sup> March 2021  
Time: 18:00  
Via Google Meet

Meeting commenced at 18:10

**Apologies:** Sam Rey-Barros, Kirsty Badcock, Claire Baker.

**Present:** Alison Morris (County), Wendy Morgan (Chair, parent GAPS), Gina Warren (Treasurer, parent GAPS), Selena Sephton (Secretary, taking minutes, parent PS/GAPS until end of term), Ruth Beach (Administrator), Louise Woolcott (Finance Manager), Angela Lindsay (PS manager), Georgina Blyth (GAPS Manager), Yasmine Wilkie, Patricia Guillermo, Ryan Moclair, Harriet Allen, Alan Cooke (Great Abington Primary School Board Of Governors representative), Rachel Clay (parent GAPS), Laura Stock (parent, PS), Lilian Janin (Parent, GAPS), Elena Gontarz (parent, GAPS), Bertrand Flipo (parent, GAPS).

**Joined during the meeting:** Jim Liao (parent PS/GAPS), Jade Ooi (parent GAPS), Caroline Mumisa (making it 20 people by 18:30);

**left before the end:** Angela Lindsay, Yasmine Wilkie, Bertrand Flipo, Laura Stock.

Wendy opened the meeting by asking parents who are registered to state this and clarify whether their children attend PS, or GAPS, or both. There were 5 GAPS parents present making a quorate audience. This was not the case for PS where only 1 PS parent present thus AGM for PS was postponed to a later date (two weeks later).

Wendy began GAPS only AGM by introducing what she will be addressing and thanking everyone present, Alison from the County (to whom you should address any specific questions), Alan Cooke and parents for their time. Wendy has then read the Chair report copy of which can be found as the attachment to these minutes.

Wendy shared the graph showing income and expenses for GAPS as well as loss or profit over several years. She explained that some of the huge loss predicted for 2021 is due to the committee's decision to provide the best possible setting. She exemplified this with the fact that the committee voted for the integrity of school bubbles being maintained within GAPS even if this meant loss. Wendy also emphasized that GAPS (as well as PS) are run by the volunteer based committee and the committee overlooks ¼ million pounds turnaround per year. This in itself, she explains, is a problem, along with the current staffing structure of the organisation, which is why the committee has addressed the school to take over the settings and merge as one organisation. The school required a report from an independent consultancy which was also very costly for the settings and, after considerable amount of time and effort, the BOG voted against the merger. This in itself presents challenge as trustees are very difficult to find and keep.

For this reason, Wendy continues, a strategic way forward is to form one CIO (Charitable Incorporated Organization), which will dissolve two current (unincorporated) charities (PS and GAPS) and to appoint an operations director on year-long contract to run and manage all the settings as one.

Lilian asked why the school voted against the merger and Wendy explained that, amongst other items, profitability and sustainability of the settings was not viewed to be viable. but also invited Alan to present views of the BOG. Alan added that currently due to COVID-19 pandemic the school financial resources are shallow and in the interest of the school, they had to look at what is the highest priority. *Note:* Letter of school's report and answer to possibility of merging three organisations can be found as attachment to these minutes.

Ruth asked for explanation as to why CIO? Why is it a preferable way forward?  
Wendy explained that as an Incorporated Charity the individual trustees would not be personally liable for any costs should the settings close.

Wendy explains about reserves. We do have reserves put aside for redundancy, closure costs, and other reserves ring fenced for the setting(s) development, however, until the charities become a CIO, there would be monies to cover any liability for current trustees.

Alison explains that this gives settings strategic and legal identity which currently either of the settings don't have (analogy to having limited after your name as a business). Presently two settings are run separately requiring two committees whilst they should really be seen as one childcare organization. She also explained that under CIO each of the trustees is not personally accountable for any debts. As one charity requires one committee and voting can even be done remotely.

Wendy asked whether anybody had more questions and that the meeting should continue with its regular AGM agenda.

Elena asked whether CIO would improve profitability of the settings?  
Wendy responded that this would reduce costs, duplication, requirement for two committees (two AGMs). For example PS could offer 8 am to 6 pm care so GAPS would not need to host PS children thus would require different staff:children ratios.

At the same time Rachel asks what would happen to the staff. Are they TUPE'd over for 6 months before structural changes happen?

Wendy says that as a business two settings are sizable and everything was built either around PS or GAPS or Holiday club, and that all three would be much better managed if there was one joined operations manager.

Alison adds that staff would be TUPE'd on salaries, expenditure, etc. There are rules and guidelines to follow on this. Wendy states this would be for the new committee to make the decisions. Alison also adds that the holiday club is not statutory but there is a huge need for it.

Bertrand has to leave at 7pm, for which reason before going into the agenda of the AGM everybody has a chance to vote for CIO and for the operations manager. Wendy says and Georgi reiterates that settings are there to serve the community and to provide good quality care and serve everyone.

Laura cannot vote for GAPS as not registered. Selena can vote as a member of the committee. Votes for YES for CIO: 8 votes Yes 1 vote abstained

Lilian asks whether Georgi is in support of CIO, but as a staff member Georgi cannot comment.

Rachel asks what happens if there are not enough parents at the PS AGM?

In that case an EGM is called up to close the settings.

Wendy then asked about views on operations manager, not as a vote, but more as views for the new committee to have a starting point.

Elena asked whether the operations manager is a consultant or an employee?

Alison explains they would report to CIO trustees and Gina explains they would be an employee and they would agree strategic decision with the CIO trustees but less direct and personal responsibility on trustees. Gina gives analogy with the Head Teacher in school and relationship to the BOG. Alison also adds that trustees would benefit from the operations manager input, but also they could be on the board of the trustees. CIO is a registered provider with Ofsted.

To Rachel's concern about another wage, Wendy responds to say that without trustees the settings would close – this way at expense the settings can still run.

'Voted' YES for operations manager: 8 votes Yes 1 vote abstained

Wendy opens the general AGM.

Agenda item: last year's minutes: No questions, only difference then 5 committee members, currently only 3 as 2 have left in summer.

Agenda item: Staff/committee reports: Wendy has already read Chair's report. Invites Georgi, GAPS Manager, to provide the report if anything there to report. Georgi states it was an exceptionally difficult year, GAPS was closed without any income from April through to September. In September the numbers of children were significantly reduced from the year before. In January GAPS continued running on minimal staff, few children. Georgi also thanked Angela, Louise and Ruth for their continuous support.

Wendy invites Ryan, Holiday Club Manager, as it is run under GAPS and Ryan says there is not much to report and thanks all the staff who worked very hard to facilitate running of holiday clubs throughout 2020.

Elena has asked about furlough and whether the settings used it? Ruth responds to this saying yes GAPS used furlough scheme.

Treasurers report: Wendy excuses herself due to conflict of interest however profit and loss sheet could not be shared due to technical difficulties and is attached to these minutes as an appendix.

Wendy confirms the setting uses the 2005 Early Years Alliance (was Pre School Learning Alliance) constitution although there will be a new CIO constitution which is better suited to a large charity.

Angela and Yasmine have left the meeting.

Louise provides financial report: Furlough scheme is still being used as partial furlough for some staff members and reports predicted £20,000 GBP loss for GAPS (reports GAPS, reserve funds). She explains GAPS was catering for key workers. There has been an increase of fees just announced and she points out that there may be some changes regarding the rent expense, but this is not yet resolved.

Laura has left the meeting.

Agenda item: new committee members: Wendy, Gina and Selena step down. Wendy and Selena will not stand again on the committee. As all committee members need to stand down, Wendy invites former and new committee members to stand for the roles of trustees. She asks Gina whether she would continue to serve as the trustee and Gina responds that she would only if needed, essentially to support the new committee and justify the way decisions were made.

Elena asks what are the largest cash outflows during the year? Gina responds stating this is rent.

Wendy explains that she has had a confirmation from the Charities Commission that under the circumstances we only need 3 committee members and Alison adds there will be a hand-over period. With Gina standing again as one, we require two more parents to step forward. Nobody does.

Wendy explains that this is a call for EGM in two weeks time to make a decision of the setting, either elect a new committee or close the setting.

Elena asked whether the CIO process will be done by the new or the former committee and Wendy states that it would be set up by the new committee but the former committee (Wendy, Gina, Selena) would assist this process as much as possible. Alison states that because we need a quorate committee setting is at risk. Lilian apologises for not standing for the role, he needs more time to understand what the role requires. Alison says that without volunteers standing up at the EGM the organization will be forced to close. Alison also says she can send a committee handbook to Lilian via email. Gina says if he likes she can talk him through responsibilities and vaguely explains the frequency of meetings, which has changed during the pandemic.

Since no parents have stepped forward, Wendy suggests that PS AGM and GAPS EGM are on the same day so it is easier for parents to decide. In two weeks time, (with Easter holidays) is set to Thursday 8<sup>th</sup> April at 6 pm.

Alison advises that an invitation for the joint AGM/EGM should contain information about the severity of the situation and also that 5 parents are required and state clearly how many are needed at the minimum and that it can be the same people.

Meeting ended at 19:42.