

**NATIONAL GOVERNANCE ASSOCIATION**  
**Minutes of the Annual General Meeting**  
**Held on Friday 15 November 2024 at 12.30pm**  
**Virtually via ZOOM**

1.	<b>Introduction</b>
1.1	The Co- Chair of the Board of Trustees – Lawayne Jefferson –welcomed everyone to the meeting, thanking those who had stayed on from the annual address and those joining solely for the AGM noting the opportunity to hear more about what the NGA has achieved over the last 12 months and report newly elected trustees to the board.
2.	<b>Confirmation of virtual meetings proceedings</b>
2.1	The Company Secretary confirmed that the AGM was being held in line with the provision for electronic AGMs, the scope of which could be found in the articles of association which were shared on the screen for members benefit.
2.2	All voting had taken place in advance of the AGM and there would be no live voting. The outcome of the votes would be announced throughout the meeting.
2.3	The Company Secretary went on to advise that there would be opportunities for questions, members were asked to use the chat function at designated points through the AGM.
3.	<b>Confirmation of quorum</b>
3.1	The Company Secretary advised that the quorum requirement of 40 members had been met.
4.	<b>Pre- AGM questions and answers</b>
4.1	The Company Secretary confirmed there were no questions submitted in advance by members.
5.	<b>Election of scrutineers and tellers</b>
5.1	The Company Secretary confirmed Fema Tokura and Belinda McCarthy scrutineers and Rav Banger and Sean Cassidy as tellers.
	Following submission of votes in advance it was, <b>Resolved</b> to elect Fema Tokura and Belinda McCarthy as scrutineers and Rav Banger and Sean Cassidy as tellers <i>(39 votes in favour; 0 votes against; 3 abstentions)</i>
5.2	However. Due to unforeseen circumstances Sean Cassidy was unable to fulfil his role as a teller, the process of receiving, checking and counting votes was still completed in full by the remaining scrutineers and tellers.
6.	<b>Approval of the minutes of the Annual General Meeting held on 17 November 2023</b>
6.1	Having been circulated in advance of the meeting, the minutes of the Annual General Meeting held on 17 November 2023 were confirmed as a true record.
	Following submission of votes in advance it was, <b>Resolved</b> to approve the minutes of the Annual General Meeting held 17 November 2023 as a true record. <i>(40 votes in favour; 0 votes against; 2 abstention)</i>
7.	<b>Report of Activities</b>

7.1	The CEO presented the highlights from the annual report and achievements up to November 2024, advising that the full report would be available to view on the NGA website.
7.2	The CEO referred to the membership and professional development in numbers noting that the NGA continued to serve all governance structures through guidance, thought leadership and events such as the termly virtual governance forum and MAT network provide those governing and executive leaders with a format to share experiences and best practice. In September 2023, NGA held its prestigious Outstanding Governance Awards at the House of Commons, excellence in school and trust governance was celebrated with influential colleagues from across the sector and from within the DfE.
7.3	In response to a question posed early in the annual address regarding the facilitation of conversations between members, central government, the secretary of state and ministers, the CEO confirmed that this event supported this with Baroness Barron who at the time was minister for schools met with winners and finalists, NGA would endeavour retain this valuable learning experience for ministers as well as other opportunities for facilitated conversations as appropriate.
7.4	In addition, the CEO reported on member feedback highlighting several positive quotes and whilst it was pleasing most members and subscribers share their satisfaction and feedback, we are keen to get feedback on how we are doing and the services NGA provide, listening and adapting our approach to meet the needs of our members, the CEO noted the importance of the information gained from the membership survey in supporting NGA to serve its members.
7.5	Over 3,000 governors, trustees and local governance took part in this year's Annual Governance Survey, this was a pivotal piece of work with the interim report published in July this year that received noteworthy media coverage and sector attention, forming the only significant data and school and trust governance from those that govern that is utilised not only by NGA but also the DfE and other partners providing services into schools. The full report can be viewed on NGA's website.
7.6	The CEO drew members attention to the policy and research reports, including Taking stock of governance workload in November 2023, which was well received, and used to inform the sector, DfE and partners on the main causes and issues faced around governance workload, as a result the DfE have established sufficiency project that NGA are working on with sector partners. The CEO drew members attention to the following reports: <ul style="list-style-type: none"> <li>• A matter of time – exploring the time it takes to govern in schools</li> <li>• Growing good governance – exploring the legacy of the NLG programme</li> <li>• The mature MAT model – success, innovation and challenges in the trust system.</li> </ul>
7.7	The CEO went on to highlight the knowledge centre resources, which were expanded and reviewed regularly, responding to changes within the sector, a welcome addition this year a template for executive leaders reporting to the board was added following requests from members. 90,958 copies of Governing Matters were sent with some members opting to read the magazine digitally. Publications also included Welcome to Governance, Governing a Multi Academy Trust and the new Chair's Handbook which received high levels of satisfaction from members.

	NGA in the press featured NGA's media coverage noting 600 mentions in the national press ensuring members voices, concerns and triumphs are shared as widely as possible. The CEO highlighted NGA's influencing work which continued to prioritise representing and creating change for the governance community as a core essential part of NGA's mission and in delivering its charitable objective. This included:
	<ul style="list-style-type: none"> <li>• The Manifesto – the key asks</li> </ul>
	<ul style="list-style-type: none"> <li>• Representation at stakeholder groups</li> </ul>
	<ul style="list-style-type: none"> <li>• Informing and influencing policy and practice</li> </ul>
	<ul style="list-style-type: none"> <li>• Round tables and bilateral groups</li> </ul>
	<ul style="list-style-type: none"> <li>• Participation in the education select committee, giving oral evidence at the House of Commons, with the DHT elaborating on NGA's research on members real life experience of Ofsted inspections.</li> </ul>
7.8	NGA would continue to be at the heart of these conversation because governance is the first line of accountability.
7.9	For members benefit the CEO reported on the events, networks and webinars noting record attendance at the summer conference which was prioritised as a face-to-face event. Overall reach over the year was 5,000 up from 4,000 the previous year, with 2,000 post event views and contributions.
7.10	Learning Link was highlighted with almost half the schools in England including academies are subscribed to Learning Link with over 90K registered users which in an increase of 65% on last year in part due to investments in technologies to support subscriber/user experience with over 95% of users stating they would recommend the modules to their fellow governors/trustees.
7.11	The CEO reported on NGA consultancy noting over 250 bespoke training and consultancy assignments were delivered with demand increasing year on year. This work alongside the surveys gives NGA insight into the support required and commonality of issues faced by boards. The leading governance offer had been extended, with 6 sessions for executive senior leaders on working with your board.
7.12	NGA consultancy service continued to be the largest supplier of external reviews of governance in the sector including for trusts, with over 1000 reviews to date, the NLG programme delivered for the DfE was closed this year, whilst disappointing the work was pivotal in the quest for ongoing improvement and excellence in governance. there were 400 reviews undertaken as part of this programme and 90 of progress reviews showed significant improvements had been made. NGA were committed to ensuring the lessons learnt continue to benefit the sector.
7.13	Membership Survey, members were thanked for their contribution to the survey, which drove improvement in NGA services, key states were shared with members including 9 out of 10 for impact of NGA on effectiveness of board and 4 out of 5 for representing member voice, as well as continued growth for the GOLD advice line with 66% of enquiries from trusts and academies with legal advice given in partnership with Browne Jacobson.
7.14	The full report would be available following the AGM.
7.15	The CEO asked for questions on the Achievement report.
7.16	There were no questions on the report.

8.	<b>Announcement of Directors elected to the NGA Board</b>
8.1	The Co- Chair announced the outcome of the election of directors to the NGA board:
8.2	<ul style="list-style-type: none"> <li>• Anthea Kenna – East of England elected unopposed</li> <li>• Jane Edminson – North East elected unopposed</li> </ul>
8.3	The Co -Chair welcomed trustees to the board and provided a brief update of their knowledge and experience. The Co – Chair went on the to thank the work and commitment of the board of trustees and their dedication to NGA members.
8.4	Special mention and thanks were given to Tim Brock who stood down as trustee after 4 years as a trustee in the South East region.
8.5	It was note that a vacancy remained for the South East of England.
9.	<b>Receipt and Adoption of the Annual Report and Audited Accounts</b>
9.1	The Co - Chair introduced the Honorary Treasurer – Bobby Thandi. The Treasurer presented the report of accounts for the year ending 31/03/2024.
9.2	The end of year position 23/24 was reported as just below £607K, comparison to the previous two years was highlighted noting the year end position in 2022 of £842K which had allowed for significant investment in NGAs website in 2023. Therefore, the end of year position was positive and above the agreed reserves position of £391K leaving NGA in a strong and stable position at the year end.
9.3	The Treasurer reported income and expenditure noting that income had increased by 6%, to 3.4 million with income streams exceeding the budget set and expenditure had decreased by 7% predominantly though realignment and restructure of staff to meet the needs of NGA and the completion of the NLG contract. A small surplus of £110K remained at year end.
9.4	The Treasurer highlighted membership figures by financial year and noted the steady growth in membership income of around 15% over 3 years which is a positive position for maintaining and growing our influence across the sector. There was a continuing growth in the number and volume of MAT membership which contributed to growth in income despite a reduction in individual, standard and gold. Although the overall numbers are a net loss, the size of MATs has increased and therefore the number of schools in membership has increased.
9.5	Members were provided with an update on income from professional development and projects noting the increase in income from training and consultancy.
9.6	Referring to expenditure, the Treasurer provided a general summary of costs incurred, confirming that the primary cost base was staffing with forty-six staff, NGA paid all staff a real living wage and were given inflationary increases during this tax year, and therefore had a large impact on staffing costs. Members attention was drawn to the key expenditure graph highlighting payroll as the biggest expense though this had reduced, followed by rent and office expenses which had increased due to the office move and dilapidation costs.

9.7	Members were provided with an update on Membership Subscriptions for 2024/25 noting that in line with our policy of increasing subscriptions annually to ensure that we can continue to be a sustainable organisation, the following increases from January 2025.
9.8	Individual to increase from £70 to £75 Standard GB to increase from £140 to £150 GOLD GB no increase, will remain at £300 Corporate to increase from £450 to £495 Local Associations no increase, will remain at 90
9.9	The Treasurer concluded that 2023/24 had been a very different year financially for NGA where a deficit budget was approved by the board and were cautious with expenditure due to the impact of the NLG contract ending, but the year ended with a small surplus. Membership continued to grow and demand for professional development services continued to grow. Overall, NGA is in a healthy financial position building up reserves to allow for the second stage of planned technology and digital strategies.
9.10	The Treasurer asked for questions on the annual accounts, there were no questions from members.
	Following submission of votes in advance it was <b>Resolved</b> to receive and adopt the Annual Report and Audited Accounts to 31/03/2024. 40 votes in favour; 0 votes against; 2 abstentions)
10.	<b>Appointment of the Auditors</b>
10.1	The Company Secretary it had been formally proposed that Felton's be appointed as Auditors and to authorise the company Company's' board of directors to negotiate and determine their fees.
	Following submission of votes in advance it was <b>Resolved</b> to appoint Felton's as Auditors. (40 votes in favour; 0 votes against; 2 abstentions)
10.2	The Co-Chair thanked the CEO and the staff team for their hard work, members for their attendance and thanked her fellow trustees. The Co -Chair wished members all the best with governing in your schools and trusts and reiterated early comments from the CEO about the importance of the annual survey as the largest data capture of the work and voice of governance in academies, schools and trusts. With no further comments or questions the closed the meeting at 1.09pm.