

*St Margaret's-at-Cliffe Nursery and After School Club
Sea Street, St Margaret's-at-Cliffe, Dover, Kent. CT15 6SS
Tel: 01304 853352*

ST MARGARET'S NURSERY AND AFTERSCHOOL CLUB COMMITTEE

MINUTES OF ANNUAL GENERAL MEETING

DATE MEETING WAS HELD: Friday 6th November 2020

TIME: Start 16:00

VENUE: Remotely

Meeting link:

<https://meetingsemea20.webex.com/meetingsemea20/j.php?MTID=m2fa445de5dd4b83a655763890787a328>

Meeting number:

163 577 0005

Password:

AGM2020

Host key:

119247

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- Welcome and introductions** - Web Ex platform working correctly and available to all
Persons present:
Isabel Gladstone (IG)- Committee Chair
Rebecca Simox (RS) - Committee Vice Chair
Laura Cory (LC) - Nursery Bookkeeper
Thea Anderson (TA) - Treasurer
Sian Pinnock (SP) - Committee Member
Sally Fielding (SF) - Committee Member
Lorna Willis (LW) - Parent
Jayme Dunigan (JD) Nursery Manager
Tracey Purchase (TP) - Nursery Staff
Rebecca Wagget - Parent
Jessica Ford - Parent
Katie Platts - Nursery Deputy Manager
Oksana Parmenter – Parent
Stuart Rosen- Parent
 - Apologies for absence** : apologizes have been sent by Ruth Tazey (current committee Secretary)
 - Agreement of Minutes from previous AGM held on 26th April 2019** - RS shared the minutes on he web-ex whiteboard for all to view, all in agreement.

4. Retirement and re-appointment of Trustees:

All committee members officially stepped down, re appointments were as follows:

Isabel Gladstone - committee chair - Nominated by RS seconded by LC

Thea Anderson as Treasurer - Nominated by SP - seconded by KP

Sian Pinnock - ordinary member - nominated by RS seconded by TA

Sally Fielding - ordinary member - nominated by JD seconded by KP

Rebecca Simcox - Vice Chair - nominated by LC seconded by TA

Ruth Tazey - secretary - nominated by IG seconded RS

Lorna Willis -ordinary member-nominated by IG seconded by JD

5. Adoption of Annual Accounts

RS shared the accounts on the Web-ex whiteboard - and IG sent all present the accounts by email. All in agreement and they were official adopted.

6. Report from the Chair - 2019/2020

Thanks to all staff and committee members for all their hard work over the last 18 months during which has been an extraordinary year. The summer term following the previous AGM saw Sam Purchase leaving to pursue a new role working for social services, Tracy Purchase stepped in as acting deputy until a new appointment could be made.

September saw the closing of ASC. The onsite provision of childcare after school hours for both the school and nursery children has been provided by the nursery for over 15 years, but in the past two years there has been a marked decrease in families requiring this service which has resulted in the ASC making a financial loss so , after consultation with the primary school the ASC ceased to run at the end of term 6 2019. Breakfast Club continues and opens at 7.45am.

October 2019 - The nursery building was inspected - unfortunately the report on the state of the building was not good

The summary conclusion is as follows:

In short, in our professional opinion we would say that the building is beyond economical repair and needs to be replaced. The life span of a temporary building is approximately 10 years; the building has far exceeded this time span. The previous remedial works have acted as a short term plaster, however the building has too many issues to make any further remedial works worthwhile.

This prompted the committee to discuss and agree that the building needed replacing. This coupled with the need to renew the nursery lease in March 2020 lead to the agreement that we should investigate the possibility of changing to being a CIO.

Term 1 2020 saw Tracey Stepney and Katie Platts both interview for the Deputy Manager position and both be offered this role as a shared role. And then in February COVID began to make itself known to the world. Jayme and the nursery staff have been amazing and have gone through the rest of the year with amazing courage and dedication, reading and writing and implementing extensive risk assessments to keep the childcare and their families safe and I extend a massive vote of thanks to them.

The committee has operated by having on-line meetings.

We have negotiated a tempo TAW with KCC - this allows us time to convert to being a CIO and then apply for a new, hopefully longer lease in the new charity name .

7. Treasurers Report 2020

Hopefully current committee members have had a chance to peruse the annual accounts ending 31st March 2020 which were emailed to you all. Those of you who have joined us and are interested in viewing the full accounts please contact Laura in the office and she will be able to

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email you a copy.

In summary the total income for the financial year ending 31st March 2020 was £124,708 and the total expenditure was £127,515, resulting in a net movement of funds of -£2807. Total cash in bank at the end of the year was £130,969. This is held in reserve in the case that the mobile units may need relocating in the future. The biggest direct cost to the nursery is the staff wages which were £98K.

After making appropriate enquiries, in particular with regards to the potential impact of the Covid-19 pandemic the trustees have a reasonable expectation that the charity has adequate resources to continue in operational existence for the foreseeable future.

With this in mind I ask that the members present adopt the accounts ending 31st March 2020 so that they can be signed and filed with the Charity Commission. (Please minute)

For this current financial year up until 31st October 2020 money into our current account is £84,918 and money out is £63,698.64. We currently have 43 children on the books bringing in an estimated income of £35K for Terms 1 & 2. We have £78,599 held in long term notice reserve accounts. Therefore total cash in bank as at 31st October 2020 is £157,459.

March 2020 was definitely not the end to the financial year at the nursery that anyone could have possibly envisaged. As at the 23rd March 2020 the nursery closed to all children apart from those of key workers in line with the government's lock-down guidance. It reopened in June in a very restricted capacity and staff should be commended on their hard work and professionalism during a very strange and stressful period.

Up until March the nursery had been operating very successfully and was at nearly full capacity by January 2020. The Summer Term was set to be our fullest with 50 children on the books.

Unfortunately the Corona Virus put paid to this but luckily we received the government funding for those children receiving childcare vouchers and Laura applied for a £10,000 discretionary grant from Dover District Council for losses incurred due to Covid 19.

Balancing nursery finances continues to be a challenge. In July 2019 our much loved Deputy Manager left us, not because she disliked the job but because financially the childcare sector can't compete with wages in other sectors. We are fortunate that we have such wonderful staff who continue to work for the love of the job rather than financial gain. Losing our Deputy meant that we had a staffing reshuffle. Two senior staff members took on the role of joint Deputy Manager's and we employed three new part time staff to give us more flexibility. All three staff members settled in really well and are working towards official childcare qualifications. We realise that the success of the Nursery depends on having a qualified, valued and committed workforce.

We know it's important that our staff are continually learning and that is why our nursery Manager has embarked on a Professional Development Programme, is involved in mentoring other settings and is a Collaboration Leader.

Working collaboratively provides an opportunity for settings to share good practice and take collective responsibility for children within a geographical location. Sharing the cost of training makes this more affordable and we are hearing very positive messages from regarding the impact of some of the work undertaken. Leaders' Events are held three times a year and provide valuable networking opportunities and continuous professional development.

Throughout the year the nursery has concentrated on fostering good relationships with the adjacent primary school and wider community, and with parents and carers. It's important that we cultivate these relationships and maintain a high profile within the community as most of our custom is achieved through word of mouth.

The nursery is currently looking to change its status to a Charitable Incorporated Organisation and is taking legal advice from a solicitor to aid with this transition. This is intended to make the governance of the nursery easier. A CIO structure would give the charity legal capacity to do things in its own name and the members and trustees would not be personally liable for any debts or liabilities. Whilst this is being sorted Kent County Council have agreed a temporary Tenancy at

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Will whilst we are putting in place the new constitution, and then will draw up a new lease with the new trustees of our CIO.

In conclusion the nursery has managed to remain viable this year despite pressure from increasing costs and the Covid 19 pandemic. Without the continued support from staff, parents, committee members and members from our local community these costs would have been considerably higher. We will endeavour to foster these good relationships over the coming months. We understand that Covid-19 will bring additional challenges to operating in the child care sector and that the Committee and Nursery management will have to continue to be prudent in any decision making. We will consider avenues to increase our income, and if needed make difficult decisions to ensure the nursery remains sustainable. We are committed to deliver as high a standard as we can and whenever possible provide more than the minimum for the children. The committee will continue to work closely with the nursery manager to ensure that we always have the children's best interests at heart.

TA read through the finance report

8. Nursery Report

The first term has started exceptionally well under the circumstance with most morning sessions full and afternoon numbers a little lower, however these will change as the children start to settle and parents receive government funding. We have 41 children on role with a couple of new children starting soon and after Christmas. The government guidance changed again on the 5th November with the new changes announced no parents or visitors are allowed into the setting until further notice. Therefore, we will still be unable to go on nursery trips apart from forest school as this is outside and we can keep within our bubbles.

The staff have still been undertaking training via online venues. After taking part in the recent Ofsted training Jayme (Manager), Katie, Tracey S (Deputy Managers) and Jane (SENCO) have got together through half term to discuss Ofsted standards on leadership and management. We have made a start on the new Ofsted standards and will be meeting once a term to discuss our approach so we can achieve a good/outstanding standard in this area.

Stacey, Scarlet and Laura K are still studying for their GNVQ's and I will be carrying out their observations instead of the tutor. All three of them having been working extremely hard to stay on target and complete their courses. The PDP Jayme is taking part in is still going ahead and she now has to complete the maths section online, Jayme will be completing this section of the course during the evenings, the setting has been given £800 for her to complete this section. (the money is either to be used as back fill allowing Jayme time off to complete this section or resources.) Once this section is completed, hopefully in May, Jayme will start going out to other settings to mentor.

We have not been able to go on any trips this term due to covid, but have attend forest school, which the parish council has put £500 towards the cost. We have now booked in regular sessions with Pete Evans to attend the forest school once a month until the end of the academic year.

Next week we are taking part in Children in need, we are asking everyone to dress up in something yellow or spotty. We are doing this all week, so every child can take part. All monies will go to children in need. This is a fantastic way for children to learn about their cultural capital.

Scarlet is taking nursery photos, this will happen on the 17th and 18th November as we were unable to join in with the school when they had there's. The cost of the photos will be £4.50 with all profits made going to the nursery to put towards new resources.

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We are running the nursery using 2 rooms now so we can keep the children in two bubbles, this is working perfectly, and all staff are happy with the results. Staff have found they have more time with individual children and can carry out planned small activities easier and more effectively enhancing the children's development. The children never move from room to room unless we feel it would benefit the individual child; however, the staff do. This is due to staff ratios. I know which staff have been in which room and if a covid case happens only 1 bubble would have to isolate as the children in the other room would be a contact of a contact, unless it was the staff member themselves.

We will be asking all parents if they would like to book a time for a conversation about their child's progress with their key person. This will happen via telephone

A risk assessment has been put into place to cover vulnerable staff, we will try to keep a 2 meter distance from these members of staff and they have all been asked if they feel happy to stay at work, this will be monitored on a week to week basis.

Jayne has had an annual conversation with Carla Nolan (over Microsoft teams) she was very happy with the nursery and said we are heading in the right direction for a good or outstanding judgement at the next Ofsted if we carried on with the work we are doing.

It has been a very worrying and stressful time for all the staff members, but everyone is coping extremely well and are doing their best to make the setting as covid-19 safe as possible.

9. Business Conducted as per notice of EGM

NOTICE OF EXTRAORDINARY GENERAL MEETING

to transact the following business:

Proposal 1

It is proposed that The Charity changes its legal structure to become a charitable incorporated organisation (CIO) in order to; offer greater protection from liability for the trustees, enable the Nursery to extend the current lease, make possible the acquiring of a desperately needed new building, and that the members consider and vote on the following resolutions to this effect.

Changing to a CIO

THAT the members hereby resolve that it is in the interests of The Charity to change from an unincorporated association to a charitable incorporated organisation (CIO).

Adoption of the Model CIO Constitution for Childcare Providers 2013

THAT the Model CIO Constitution for Childcare Providers 2013 be approved to become the governing document of the charitable incorporated organisation. Please E mail manager@stmargaretsnurse.co.uk if you would like to read a copy of this.

Appointment of Trustees

THAT, those persons who are currently trustees of The Charity be appointed to become the first trustees of the charitable incorporated organisation.

Registration of the CIO

THAT the trustees are hereby authorised and directed to take the necessary steps to register a charitable incorporated organisation using the Model CIO Constitution for Childcare Providers 2013.

Calling an EGM to Dissolve the Charity and Transfer of Assets to the CIO

THAT, upon the registration of the charitable incorporated organisation with Ofsted, the trustees are

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hereby authorised and directed to convene an Extraordinary General Meeting of The Charity for the purpose of considering a resolution to dissolve The Charity and to transfer the entire undertaking of The Charity into the new charitable incorporated organisation, subject to first obtaining the consent of the Early Years Alliance.

IG read through the above proposal and the following information regarding the reasons for changing and the way it will benefit the nursery and community and how the process will happen:

Report on the implications of changing to a CIO

This report aims to provide you with information on the reasons behind the proposal and what this change will mean in practice for the charity.

Our charity is involved in activities that are similar to those of an ordinary business; including employing staff, renting premises and entering into contracts with suppliers. These activities mean that as trustees and members of the charity, we are responsible not only for furthering the aims of the charity and looking after its assets, but are also exposed to all of the liabilities and responsibilities concerned with running any ordinary commercial business.

The Charitable Incorporated Organisation (CIO) is an incorporated legal structure most suited to small and medium sized charities, and offers protection to its trustees and members against this type of personal liability. A charitable company limited by guarantee offers similar protection, however, with this structure there is a requirement to register with both Companies House and the Charity Commission. The increased legal requirements, administration and costs involved in dual regulation can be a heavy burden on the trustees, particularly for fairly small charities such as ours.

Reasons for the proposal

The Charitable Incorporated Organisation was established for one fundamental purpose: to provide a structure that offers the members and the trustees of charities greater protection against the liabilities associated with the activities of the charity that they support. This is an advantage that we feel is vital to the success of our charity, which depends on the contribution made by these volunteers.

Currently our charity has the structure of an unincorporated association. This is one of the most common structures for a charity of our size. One main drawback of this structure, however, is that it exists in law as a collection of individuals (the members and the trustees). It does not have its own separate identity, which means that any contracts or liabilities that the charity enters into have to be made on behalf of the charity by individuals. Other people must also be appointed to hold property for the charity.

For this reason, our trustees and in certain cases, our members, may be held personally liable if the charity does not have the resources to meet a liability. Although we currently take a number of precautionary measures to try to reduce this risk (including establishing an appropriate level of reserves and obtaining suitable insurance cover), it remains a major deterrent to those interested in getting involved with our work as members or trustees, without whom our charity cannot continue.

In comparison, a CIO is a corporate body that has its own legal identity, which is separate from that of its trustees and members, meaning it can directly:

Enter into contracts;

Employ staff;

Incur debts;

Own property; and

Sue and be sued.

For this reason, the trustees propose to register a new CIO, which offers its trustees and members greater protection against these operational liabilities of the charity. The CIO will be established with the same purpose as the existing charity of advancing the education and development of children and young people through the provision of high quality childcare. Once the CIO is established, the trustees propose to dissolve and wind-up the current charitable unincorporated association and to transfer its operations, assets and undertakings to the new CIO. Although this change will impact on the structure and

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administration of the charity, the intention is that the activities and childcare offered will continue as they are currently.

Potential implications of the proposal

As with any change, there will be implications for our charity if we decide to proceed with the proposal to change to a CIO.

Implications arising from the CIO structure

One key feature of the CIO is that it only exists if it is recorded on the Register of Charities held by the Charity Commission. Therefore, if it is ever removed from the Register of Charities, our CIO will cease to exist.

There are some additional record-keeping requirements for CIOs. We would be required to keep up-to-date statutory registers of our members and trustees. The trustees must also keep a register that records any charges against the property or assets of the CIO.

Implications associated with the process

The process of registering the new CIO, and dissolving and transferring the arrangements and assets of our existing charity to the new CIO, will of course generate additional administration and costs for the charity. Details of key considerations are listed below and a full financial projection of the costs involved is provided with this report.

Employees

Converting our structure to a CIO will involve consulting with and transferring the employees of the charity to the new CIO in line with the Transfer of Undertakings (Protection of Employment) Regulations 2006 (TUPE).

Ofsted

The CIO will need to register with Ofsted before it can take over the childcare provision from the existing charity. The process can take up to 25 weeks to complete and there is a registration fee.

Childcare terms and conditions

The change in legal status of the charity will not affect the childcare provided. Previous terms and conditions will continue to apply.

Conclusion

The risk of personal liability is of major concern for individuals who wish to support the charity as members and trustees. The trustees consider that removing this key obstacle by adopting the CIO structure, which offers the reassurance of greater protection from personal liability, will be of significant long-term advantage; providing a securer future for the charity by helping to strengthen its membership and encourage more individuals to volunteer as trustees. This outweighs the increased administration and cost involved in changing the legal structure of the charity, the majority of which will cease after the transition period.

All persons present officially voted to accept the proposal of the EGM

10. Any Other Business
There was no other business raised
11. Vote of Thanks
12. Date for next AGM
October 31st 2021