

NOTICE OF Annual General Meeting of

Cardiff Steiner Early Years Centre Ltd

on Friday 11 July 2014, 6.30-8.30pm

at Cardiff Steiner School, Hawthorn Road West, Llandaff North, Cardiff CF14 2FL

Agenda

1. Welcome and Introductions - Miranda Knight, School Administrator
2. Apologies
3. Review of minutes of Previous AGM
4. Chairperson's annual report and reflections on the year 2012-13 – Trustee Brigid Bowen (as representative for Julia Griffiths)
5. Teachers' Report and reflections on the year 2012-13
6. Treasurer's Report and presentation of accounts for 2012 – 2013 – Treasurer Sophie Durnan and Trustee Jenny Grewal
7. Presentation of the Organisational Structure
8. Looking ahead the 2014-15 academic year Challenges and Opportunities
Question and Answer session
9. Nominations and Election of Directors/Trustees
10. Directors/Trustees appoint a Chair, Treasurer and Secretary
11. Resolution to change the charitable aims and company articles of association from
“To advance the education of children aged six and under and support families and individuals in accordance with the educational principles of the late Dr Rudolf Steiner.”
to
“To advance the education of children and young people and support families and individuals in accordance with the ethos and educational principles of Rudolf Steiner.”

Cardiff Steiner Early Years Centre Ltd is Charitable Company Ltd by Guarantee No. 07998357 and Registered Charity No. 1149061.

Please Note that under section 324 of the Companies Act 2006 members have the right to appoint a proxy provided that they conform to Article 22 of the Company's Memorandum and Articles of Association. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- (a) States the name and address of the member appointing a proxy;
- (b) Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- (c) Is signed by or on behalf of the member appointing the proxy, or is authenticated in such a manner as the directors may determine; and
- (d) Is delivered to the charity in accordance with the articles and any instruction contained in the notice of the general meeting to which they relate.

Overall Structure

Cardiff Steiner School is a self-administered, collaboratively led institution. Its leadership is divided across three groups, each of which is responsible for a specific 'realm' of decision making. These groups are the Teachers, the Board of Trustees, and the School Management Group. The groups strive for thoughtful independence. Each upholds its own work, recognises where responsibilities overlap, understands when an issue falls to another group, and works with the other groups with honesty and integrity.

The **Board of Trustees** are responsible for overall governance, and carry responsibility for the legal good-standing, financial well-being and quality assurance of the School. The Board of Trustees currently maintains oversight over some key areas including staff recruitment and facilities development - as the School grows this area will shift to the School staff.

The **Teachers** are responsible for pedagogical governance - for matters that directly relate to the classroom and the teaching of the children, including pedagogy, curriculum development, assessment, the selection, mentoring, and evaluation of teachers, and for the day-to-day coordination and running of the educational programme

The **School Management Group** allocates and manages resources (e.g. natural, human, social, manufactured, financial, cultural). The Management Group are the Education Manager Early Years, Education Manager Middle School, the School Administrator and the Business Development Manager. The Administrator and Business Manager have responsibility for business/administrative operations, regulatory compliance, managing contact with outside individuals and agencies, marketing, communications, admissions, facilities and development.

Other **delegated committees and individuals** (Mandate Groups, Finance Committee etc.) have responsibility for specific activities and areas of the school. Each of these operates as a mandated or delegated group under the direction of one of the above-mentioned bodies. Examples for the Trustees are the Finance Committee; for the Teachers, the Assessment Group; for the School Management Group, the Fundraising Group.

Getting involved

The School relies and thrives on the volunteer input of its parents and supporters, both formally and informally. The role of Trustees is a specific role in strategic governance requiring relevant skills and experience. If you have other skills, and/or would like to be more involved with the School on an operational basis, we have introduced a new system of mandates and delegated groups which we will outline at the AGM. These can be made up of staff, parents, supporters and Board members and include ongoing roles such as fundraising (events and grant applications); building and maintenance; garden group, fairs committee and could also include specific groups set up to perform a certain task or job e.g. upper school development group.

Vacancies for Directors/Trustees

Directors may be appointed by both an Annual General Meeting (AGM) and the existing Board.

‘The Directors’ means the directors of the charity. The Directors are charity Trustees as defined by the Charities Act 2011.

‘The Board’ means the Directors/Trustees body.

The Trustees/Directors retiring by rotation at this AGM are Fran Whiteside and Julia Griffiths, who have signalled their intention to stand again. The Directors to retire by rotation this year are those who have been longest in office since the original founding of the School.

Selection of Directors/Trustees

It is the responsibility of the Board to build a strong, skilled Board able to fulfil its vital role in ensuring the development, security and stability of the School according to its Articles. A charitable company is required by law to ensure that its Board of Directors has a mix of people with the necessary selection of skills, ensures rotation of directors, and recruits and selects directors on the mix of skills, knowledge and diversity.

The Board have duly evaluated the current balance of skills, knowledge and experience on the Board and, in the light of that, have drawn up a description of the roles it is seeking to fill and the capabilities required as below.

Current Vacancies for Directors/Trustees – Roles and Required Skills/Experience

- **Educational Governance** - ensuring that policies and procedures are established, monitored and evaluated in relation to the planning and delivery of the academic work of the School. Ensuring the School maintains compliance with the regulations for registration as determined by ESTYN and CSSIW and the Steiner Waldorf School’s Fellowship Code of Practice.
- **Human Resources/Personnel** - specialist experience and knowledge of dealing with issues related to people such as hiring, performance management, safety, wellbeing, absence, benefits, employee motivation, communication, and training. Interest in a strategic and comprehensive approach to managing people and the workplace environment, enabling employees to contribute effectively and productively to the overall School direction and the accomplishment of the school’s goals and objectives.
- **Financial Governance.** – understanding of accountancy practice and ability to communicate with company accountants, knowledge of Charity Commission and Companies House financial obligations and regulations, working knowledge of financial planning and forecasting.
- **Regulatory/Legal Compliance** - understanding of the schools responsibilities towards areas including: Health and Safety Executive, issues of Fire Safety, Risk Assessment, Disaster Planning, DBS, Charity and Company Law and bodies, and ensuring the School’s compliance with their requirements.
- **Strategic Fundraising** - motivating and aligning the whole organisation (Board, management, staff and parents) behind its fundraising strategy. Professional experience of strategic fundraising planning and implementation including: grant/trust applications, identifying fundraising opportunities and prospects, influence/advocacy, donor appreciation, appeal coordination
- **Schools Values and Mission** – a longstanding interest knowledge of and commitment to Steiner Education and an ability to to assess whether the aims of the organisation are being achieved

- **Secretary to the Board** – establishing a timetable, venue, agenda, circulation of documentation, notice, preparing the venue for the meeting, voting arrangements, taking and circulating meeting minutes.

Time Commitment

The Board currently meet fortnightly on a Tuesday from 6.00 to 8.30pm (alternating with Finance Committee). Directors/Trustees are also expected to invest their own time outside of this in their roles and remits as required by the charity. Trustees will be expected to attend relevant scheduled School Development Days (likely to be 2 a year) and Board/Staff meetings (potentially 3 times a year). These may take place on weekends or week days, plus day/evening meetings of various subgroups. Trustees will also be expected to attend School community events (fairs, festivals, open days etc.).

Person Specification

All Directors/Trustees should have the following:

- relevant knowledge, skills and experience, and an ability to contribute to the work of the Board, in the currently required roles (as above)
- a strong personal commitment and enthusiasm to the charity's aims and objectives
- no legal or other barriers to appointment
- the necessary time and energy
- an ability to see what might be and take joy in creating the future (visionary thinkers who can see alternate futures)
- an ability to conceptualise the full impact of various approaches and remain flexible
- an ability to connect with and represent the 'moral ownership' of the organisation rather than the constituency from which they came
- willingness to speak their mind, moral courage and ability to raise uncomfortable issues
- an ability to work effectively as a member of a team and willingness to work personally to see that the team is effective
- an ability to accept and use authority, while also having the ability to let others lead
- good, independent judgement
- be able to respect confidences and confidential issues

All Directors/Trustees are asked to work with heed to the Vision Statement of the organisation:

“We provide an inspiring and nurturing education based on the principles of Rudolf Steiner that respects each child’s individual development. We serve the city of Cardiff and surrounding areas, and welcome children and families from all cultural and religious backgrounds.

We seek to fully interact with the wider community through projects and events. We offer a comprehensive child-centred education through our Parent and Toddler groups, Kindergarten and School, offering a vibrant and living Steiner curriculum.”

Everything we undertake we strive to do ethically, consciously and with integrity.

Responsibilities

The Board of Trustees is responsible for governing the School on behalf of its owners/members. It is accountable to members that the School works in achieving its mission. The Board has a

responsibility to maintain direct contact with the owners of the school (usually at an AGM where it reports its progress towards the charitable aims in that year).

The key Board responsibilities are to:

- set and maintain the vision, mission and values of Cardiff Steiner Early Years Centre Ltd with appropriate input and review by the whole community, including the staff
- ensure that there is a viable strategy for achieving that vision, and monitor its progress
- ensure that there is an evaluative process in place to assess whether the aims of the organisation are being achieved
- set executive limitations - boundaries of acceptability- within which staff members are free to choose methods for carrying out operations
- ensure the performance quality of the members of the Management Group
- ensure the organisation is run efficiently and properly by establishing and monitoring policies and procedures
- ensure that funds are spent properly and maintain proper fiscal oversight
- ensure compliance with governing document and the law
- act only within the company's powers as listed in the Article of Association
- respect the role of staff
- maintain and evaluate effective board performance
- promote the success of the organisation for the benefit of the members (and children) as a whole

Duties

- To attend and participate in Board Meetings
- To invest their own time outside of this in fulfilment of their roles and remits as required
- To attend relevant scheduled School Development Days (likely to be 2 a year)
- To attend Board/Staff meetings (potentially 3 times a year).
- To attend the Annual General Meeting
- To prepare for meetings by reading papers
- Willingness to serve on at least one mandate/delegate group and actively participate
- Be aware, declare and abstain from any conflict of interest

Nomination, Election and Appointment of Directors/ Trustees

In line with good practice and legal guidance, the Board are following the Charity Commission's guidelines and relevant Company Law for appointing new Directors/ Trustees as follows:

All nominations for Election and Appointment of Directors/ Trustees must be sent to the School Office on the attached 'Applications and Nominations Form' by Friday 27 June 2014 (14 days before the AGM). This is not required for Trustees/Directors resigning and seeking re-election, who can be nominated at the AGM.

In line with the *Finding New Trustees*' guidance by the Charities Commission, a small group of Directors/Trustees will meet with nominated candidates to outline the responsibilities and the expectations of the role, and to look at how their experience and skills are suitable for the charitable company's current needs as identified by the Board (as detailed above), using a fair and objective approach. Where this is confirmed, and subject to formal vetting and approval by the Board (as below), candidates will be put forward for election at the AGM where they must be seconded. Unsuccessful candidates will be notified and thanked for their interest, with discussion of other ways their skills and experience can contribute to the School.

Vetting potential trustees

- The Board will check that the candidates have not been disqualified from acting as Directors/Trustees, and candidates are asked to confirm in writing that this is the case.
- Candidates are asked to consider and declare any existing or potential conflicts of interest.
- The Board seeks appropriate checks from the Disclosure and Barring Service.
- In the light of the checks and declarations, the Board will decide to go ahead and formalise the nomination of new candidates.

Members will be given notice by Friday 4 July 2014 (not less than 7 days' notice) of any resolution to be put to the AGM to appoint a Director/Trustee other than a director who is to retire by rotation.

Following election at the AGM the Chair will write to the new Director/Trustee, setting out their duties and the charity's expectations of them; they are asked to sign and return a copy of the letter. An information pack about the charity will be sent to new Director/Trustee, and a full induction process will be arranged. New Directors/Trustees will meet the Board and others involved with the charity, such as members of staff, volunteers and parents. The new Directors/Trustees attend their first Board meeting and are duly welcomed. All relevant parties, such as Companies House, Charities Commission, funders and the charitable company's solicitors and auditors, are notified of the new appointments.

Applications and Nominations Form to serve as a Director/Trustee

For election at the AGM of **Cardiff Steiner Early Years Centre Ltd** on Friday 11 April 2013

It is a legal requirement that this form is returned **by Friday 27 June 2014** (14 days before the AGM) and that it is signed and contains the details that, if the person were to be appointed, the charity would have to file at Companies House. This is not required for Trustees/Directors resigning and seeking re-election who can be nominated at the AGM. Please return it to Miranda Knight at Cardiff Steiner School, Hawthorn Road West, Llandaff North, Cardiff CF14 2FL marked 'confidential'.

Please select one of the following:

- I nominate myself as a **Director/Trustee of Cardiff Steiner Early Years Centre Ltd**
- I have been nominated as a **Director/Trustee of Cardiff Steiner Early Years Centre Ltd** by (insert proposer's name) and agree to my name being put forward for consideration.

Your Signature.....

Required Information:

Title.....Forenames (full).....

Surname.....Former names.....

Country of residence.....Nationality.....Date of Birth.....

Business Occupation (if any).....

Service Address

(This is the address that will appear in the public record, state 'the companies registered office' if you do not want this to appear)

Usual Residential Address

(This will not appear on the public record)

How did you learn of this opportunity?

Which Role are you interested in? (Please see Current Vacancies for Directors/Trustees above)

Why does this role interest you?

Your experience with Cardiff Steiner School:

Trustee Experience:

Have you been a Charity Trustee Before? If so, please list details. A Trustee includes people that have served on a Board of Management or a Management Committee of a charity or voluntary organisation.

Relevant Experience

Please tell us your personal qualities, skills, experience and/or knowledge that you think would make you a good Trustee/Director for Cardiff Steiner Early Years Centre Ltd.

Cardiff Steiner Early Years Centre is committed to supporting our Volunteers and to make your experience as a Volunteer Director/Trustee a positive one. Is there anything you would like to gain from being a Director/Trustee (e.g. work experience) or is there anything that we can do to help or support you in your new role?

Legal Issues/ Confidential Declarations

Are you:

- under the age of 18
 Yes No
- anyone who has been convicted of an offence involving deception or dishonesty, unless the conviction is spent
 Yes No
- anyone who is an undischarged bankrupt
 Yes No
- someone who has been removed under Law or the courts from being a charity trustee or company director?
 Yes No
- in arrears with fees or other payments due to Cardiff Steiner Early Years Centre Ltd
 Yes No
- aware of any other possible conflict of interest which might arise?
 Yes No

If yes, please provide details: Prospective Directors/Trustees should consider whether there would be any possible conflicts of interest if they were to be appointed. This is particularly important where personal interests may be significant enough to make it difficult for the individual concerned to make a full contribution to discussions and decisions.

Declaration

By signing below, you agree to your nomination for an elected place as a Director/Trustee of Cardiff Steiner Early Years Centre Ltd and agree to be bound by Company and Charity Law and company and School policies

- I declare that the information I have given is true and correct.
- I agree to be bound by relevant legislation and organisational policies.
- I am aware that the information given above will be made available to current members of the Board.
- I am also aware that a synopsis of this information as a 'pen portrait' may be made available to the organisation's membership (please note however that this will not include contact details and you will be given the opportunity to approve the synopsis beforehand)


Signature:

Date:

Please return completed form marked as 'confidential' to Miranda Knight at Cardiff Steiner School, Hawthorn Road West, Llandaff North, Cardiff CF14 2FL.

Please note – Cardiff Steiner Early Years Centre is registered under the Data Protection Act which permits the storage of your details in both manual and computer files. The information within this form will be used to comply with legislative requirements, to ensure that all Trustees act in the best interests of the charity and to inform the Board's co-opting decisions or membership election.

Current Trustees

<h3>Administration</h3>	
	<p>Miranda Knight – School Administrator, ex-officio, non-voting member of the Trustees</p> <p>Miranda is the School Administrator. She has been involved with the School since its inception and brings a huge amount of knowledge, expertise and warmth to its operation and development. Miranda is an integral member of the school management, leading the administration and working closely with the teachers, trustees and parents. She is the public-face, and a key voice, in the day to day life of the School. Miranda is responsible for administrative and admissions systems, policies, and general procedures to support the ongoing development of the school, whilst working within existing policies and statutory regulations.. Miranda was also a Parent and Toddler Leader at the school for several years. Miranda’s four children all attended Kindergarten, her eldest son, Lucas, was one of the very first children, and youngest daughter Hera now attends the School. Miranda is also a trained dancer and choreographer.</p> <p>Contact: ask@cardiffsteiner.org.uk</p>
<h3>Trustees</h3>	<p>Julia Griffiths - Chair – remit Education Governance and Child Protection</p>
	<p>Julia is a former early years school teacher, inspector, advisor and lecturer. She has had a long association with the School, working as a Kindergarten Assistant from its first year, and then as Parent and Toddler leader. She completed half of the Steiner class teacher training in Machynlleth before the course closed. In her working life she was active in the Playgroup Movement, instigating two playgroups in Ilford and Cardiff. She taught in Nursery and Infant schools and became a Nursery Inspector. She lectured in ‘Early Years Education’ at Coleg Glan Hafren for ten years, until she retired in 1998. Her husband, Teifion, was headmaster of St Teilo’s Church In Wales High School, Cardiff for sixteen years. He is a former Director and Trustee of Camphill Glasallt Fawr in Mid Wales, a Steiner residential community for young people with special needs, where his and Julia’s youngest daughter lived for seven years. They have had five children and six grandchildren. Contact: 029 2049 1488</p>
	<p>Sophie Durnan – Treasurer and Finance Committee</p> <p>Sophie is a freelance horticulturalist working with organic growing projects and community gardens. Prior to this she was Knowledge Transfer Officer and Grower for Riverside Market Garden, an ethical model for sustainable local food production. Sophie set up and ran her own play based company, The Travelling Toy box, and was a Parent and Toddler Leader for the School. She has also worked as an administrator for a local tree care company and rural art space. Sophie’s daughter Oona has attended the School since 2011. Contact: sophspost@hotmail.com</p>



Griff Taylor - Secretary

After completing a geography degree, Griff worked as a teacher in Primary and Further Education before retraining as a Town Planner. He has worked for the Welsh Office Planning Department, the Department of Environment, and Cardiff Bay Development Corporation. Griff spent 3 years as Director of Economic and Physical Planning for the Solomon Islands Government before retiring from the Civil Service in 1995. Since then he has taken a degree in Photography at Swansea University and in Development Studies at the Open University. Griff has been a board director with Cardiff Laboratory Theatre, South Wales Inter-Cultural Community Arts, and Patua Dance Company. He also represents the Voluntary Services Overseas Local Groups in Wales. His interests include drawing and painting, acting for the Palliative Care School at Velindre, photography, cycling, walking, canoeing and world travel. Griff has two children, and two grandchildren..

Contact: griff.taylor@ntlworld.com



Jenny Grewal - Trustee - remit for Marketing & Student Recruitment and Finance Committee

Jenny is a former marketing manager and web marketing specialist in the higher education, arts and events sectors. She now runs a property letting, management and building business with husband Nadi. Jenny develops and manages the School's marketing and recruitment strategy including web and online marketing, media advertising and print production. She works closely with School Administrator, Miranda Knight, on student recruitment activities and admissions. Jenny is a member of the Finance Committee and works with book-keeper Jeff Herrington on financial and accounting systems and activities. Jenny also acts as coordinator for fundraising, volunteering, and building and facilities. She joined the School in 2007 and sons, Saran, Rohan and Jiivan attend the School.

Contact: marketing@cardiffsteiner.org.uk 07929 653666



Brigid Bowen - Trustee – remit for Communications & Public Relations and Additional Learning Needs

Brigid is a qualified journalist, with a special interest in health, wellbeing and education. She's currently working as a freelance writer for the World Economic Forum. Her son Joseff attended Kindergarten until he was six and a half, in the days when we still didn't have a school. She subsequently became a Trustee to help develop the next phase of Steiner education in Cardiff.

Contact: brigid.bowen@gmail.com



Fran Whiteside - Trustee and founder – remit for School Ethos

Fran was one of the founders of the school in 1997, and the original Parent and Toddler groups took place in her front room in Pontcanna. Fran is an artist and teacher, and is a member of the Anthroposophical Society. Fran's son Sol was at Kindergarten until July 2001. He was one of the first children to go through Kindergarten and out the other side into mainstream school. **Contact: fran2draw@yahoo.co.uk, 029 2030 8132**



Michael Flynn - Trustee and Finance Committee – remit for Health & Safety and Organisational Governance

Michael is Director of Development for Diverse Cymru, an equalities organisation in the Welsh Third Sector. Before this he was Director of Black Voluntary Sector Network Wales, a national equalities organisation that actively represented, supported and promoted the interests of Black and Minority Ethnic (BME) communities and the BME Voluntary Sector in Wales. Michael has also been involved in the Diverse Arts throughout Wales, and was Centre Manager at Butetown History & Arts Centre promoting the rich history of Cardiff Docklands and the influence of immigration on the growth of Wales. For seven years he was involved in arts and music management and promotion in California and prior to that worked as a marketing and project coordinator in Southern Spain for a Swedish property development company. As well as a trustee of Cardiff Steiner School, Michael also sits on the Board of Cardiff 3rd Sector Council and on the assessment panel for the Wales Community First Trust Fund.

Contact: michael-flynn1964@gmail.com