David Ross Education Trust
Broadening Horizons

Finance & Resource Committee
11 June 2026 – 9:30am – 12:30pm
MS Teams

Minutes

Co-Chairs: Richard Emerton and David Hall.	**Clerk:** Victoria Linthwaite.
Invited Officers: Simon Rose (Chief Executive Officer), Jon French (Director of Operations), Maria Maltby (Director of Governance), Rachel Ridgill (Director of Human Resources), Jane Spencer (Chief Finance Officer). **Attendance:** Mick Elliott, Keith Cochrane. **Apologies:** Nick Teagle.	

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1.	**Welcome and Apologies**
1.1	The Chairs opened the meeting at 9:31am.
1.2	Keith Cochrane (KC) was welcomed to his first Finance & Resource Committee meeting.
1.3	Apologies were received from Nick Teagle (NT).
2.	**Register of Interests and Declarations of Business interests relating to the agenda**
2.1	No declarations of interest were reported in relation to the agenda.
2.2	As his son was now an employee of Atkins Realis, Mick Elliott (ME) informed the Committee of an update to his declarations of interest.
3.	**Minutes (accuracy, matters arising and actions) of the Finance & Resources Committee held 27 March 2026**
3.1	***Minutes:*** The Committee approved the minutes of last meeting as a true and accurate record of the meeting. There were no matters arising.
4.	**HR Director's Report**
4.1	Rachel Ridgill (RR) highlighted salient points from her report:
4.2	***Workforce Profile:*** Employee numbers were gradually reducing in line with headcount reduction efforts across the Trust. As of 11 June 2026, 2255 staff were employed by the Trust.
4.3	***Labour Turnover:*** Labour turnover had increased slightly and was now at 17.7%. However, RR stressed that this was as to be expected as a result of the restructuring process and reassured the Committee that labour stability remained strong.

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4.4	RR noted that the scale of restructuring at the Trust was small in comparison to others in the sector.
4.5	Further to a question from the Committee, RR agreed to explore and share the contextual information surrounding the labour turnover rates at both Humberston Academy (HUM) and Greenfields Primary School and Nursery (GRP).
4.6	**ACTION: Contextual information regarding labour turnover rate at Humberston Academy and Greenfields Primary School and Nursery to be shared with the Finance & Resource Committee (Rachel Ridgill).**
4.7	RR noted that labour turnover was driven primarily by support staff, while teacher turnover remained significantly lower.
4.8	Discussion moved to first year retention issues. RR clarified that most turnover related to colleagues who had been with the Trust for several years but left shortly after changing roles or being promoted within the organisation. Only five employees were 'true' first year leavers.
4.9	Efforts were being taken to improve induction with the development of structured learning pathways. It was hoped that this would minimise the turnover within the first year.
4.10	The Committee were surprised by RR's observation that a number of colleagues promoted into roles across the Trust lacked understanding of basic processes. Rather than an issue that could be remedied by better induction and training, the Committee questioned whether the issue instead reflected shortcomings in recruitment processes.
4.11	Whilst acknowledging legacy recruitment challenges, Simon Rose (SR) explained that there was a wider cultural issue regarding inconsistencies in appraisal and performance management across the Trust. Efforts were underway to remedy this, and SR intended to outline these in greater depth at the upcoming Trust Board. SR anticipated that retention would improve following his planned cultural reset.
4.12	In answer to a question, RR clarified that retention figures did not include casual and fixed term contracts.
4.13	Discussion took place regarding the skills/experiences colleagues may be lacking when promoted into a new role. It was agreed that more systematic CPD was required in order to equip colleagues with the skills they needed to rise through the organisation.
4.14	SR highlighted that one of the CPD programmes under development was a programme targeted at Principals in their second and third year in the role. The programme's aim was to support them to become more strategic in their practice.
4.15	Following a question, RR explained that psychometric testing was utilised for Principal roles. RR looked to extend this testing to other leadership roles to enhance the robustness of the recruitment process.
4.16	***Consultation Update:*** Following a question, RR confirmed that the Trust had made the necessary changes to align itself with the CBB budget. Efforts were now being made to achieve the additional tasking required of some schools in the coming year.
4.17	Building on this, Jane Spencer (JS) advised that a high-level 0+12 forecast had been prepared across Secondary education. Incorporating assumptions around teacher incremental costs, current wages and salaries projections, the Trust were approximately £0.5m adrift from the wages and salaries run rate. JS considered this a positive position at this stage of the year, particularly when set against the original £4.5m figure.

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4.18	In response to a question, JS clarified that of the £400k monthly reduction required, £300k had been identified through the consultation process. Since the last Committee meeting, a further £0.5m had been identified, leaving the remaining £0.5m still to be found.
4.19	When asked, RR confirmed that required savings had been made at Bobby Moore Academy (BMA) with a reduction in headcount. Initially, this reduction had not attracted strike action, but Union partners at BMA were now considering this.
4.20	Noting that fewer redundancies were required than initially proposed, the Committee asked JS whether she now had greater clarity on the expected redundancy costs. Whilst P9 figures would be presented to the Trust Board on 18 June 2026, JS advised that the redundancy accrual had been reduced from £600k to £450k. However, due to variables such as the number of at risk employees securing alternative employment either within the Trust or elsewhere in the public sector (covered under the modification order), JS explained that it was not possible to accurately predict the final level of redundancy costs.
4.21	In response to a question regarding the modification order, JS explained that in order to be eligible for a redundancy payment, a colleague must have a 4 week break between roles. To minimise the need for subsequent payment corrections, RR added that colleagues were required to sign a declaration confirming that they had not secured alternative employment to commence within 4 weeks. It was further noted that redundancy payments were made in the month following the colleague's departure from the Trust.
4.22	Of the 45 roles originally identified as at risk, 14 colleagues had volunteered to leave and agreed a settlement figure, colleagues had resigned or been redeployed elsewhere, and 14 or fewer colleagues remained likely to be made redundant.
4.23	Principals had been collaborative in their approach to the consultation, but RR was conscious that some redeployees would require a great deal of support in order to succeed in their new roles.
4.24	Although not yet at risk, 4 further support roles had been identified as potentially being at risk. As yet their pension strain cost information was unavailable.
4.25	Union partners had requested that the Trust provide the enhanced redundancy rate that had become custom and practice across the Trust to all colleagues that were involuntarily made redundant. RR had been clear with Union partners that this was a Trust Board decision, and sought Committee feedback on the proposal.
4.26	Discussion took place regarding relationships with Union partners at Malcolm Arnold Academy (MAA) and BMA, and the risk of strike action at both sites. RR and JS also explained the arrangements regarding payments already made to colleagues that had taken voluntary redundancy.
4.27	Following discussion, the Committee agreed to recommend to the Trust Board that the enhanced rate be paid to colleagues made redundant involuntarily.
4.28	***Recruitment:*** Recruitment through the MyNewTerm platform continued to go well, and the Trust received applications from quality candidates.
4.29	Since moving to MyNewTerm only two roles (both Principal) had been advertised through TES. Whilst listing through TES remained expensive, the £20k spend with TES in the current year was significantly lower than the previous spend of over £200k each year.
4.30	Contracts were now issued and signed through the MyNewTerm platform and this enhanced both the candidate experience and compliance with improved signed contract recording.

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4.31	***Supply and Agency Review:*** To allow for a transition for a new provider to come on board, all contracts with supply/agency providers had been extended to 30 October 2026.
4.32	RR intended to move to Lot 2 and select one single supplier for the Trust rather than the current 22 providers available.
4.33	As no provider operated in all regions in which the Trust operated, it was recognised that the supplier would act as an umbrella supplier and would utilise other organisations in order to fulfil its obligations.
4.34	***HR and Payroll System:*** The EVO platform had now been implemented and delivered efficiencies such as automated reminders.
4.35	As the contract was due to end in the coming year, the process was underway to identify a new payroll system.
4.36	***LMS:*** Beyond the tracking of Health & Safety training, the Trust currently had no way of centrally tracking CPD and appraisals. To remedy this, a process was underway to procure LMS software.
4.37	Scoring had already taken place, and meetings were scheduled to take place with potential LMS suppliers during the week commencing 15 June 2026.
4.38	It was anticipated that the LMS platform would be in place by September 2026, and all mandatory/induction training would be delivered through this platform.
4.39	As this was a below threshold procurement that did not require Trustee sign off, RR informed the Committee that she would provide a further update at the next Committee meeting.
4.40	In reply to a question, SR confirmed that the introduction of the LMS aligned with the Trust's strategy and was a key enabler for the excellence teaching model. SR looked to discuss the proposed strategy in greater depth at the upcoming Trust Board meeting.
4.41	***Wellbeing:*** The Committee were reminded that rather than a large wellbeing survey similar to that run in previous years, the Trust had adopted a 'pulse' approach to surveys for the current year.
4.42	To allow for benchmarking with the wider sector, the latest pulse survey had incorporated questions from the Warwick and Edinburgh scale.
4.43	Due to the timing of the survey coinciding with the consultation process, RR had been surprised by the number of positive responses received.
4.44	RR was pleased that there had been a 0.5% increase in the wellbeing score and that the the perception of the Trust's approach to wellbeing had improved by 12%.
4.45	Excessive workload and student behaviour had been identified as areas to address. To better understand these, RR planned to run focus groups with colleagues and work with the Education team to improve student behaviour.
4.46	As this was the largest engagement with a wellbeing initiative thus far, RR was pleased to share that 230 colleagues had participated in the May Step Challenge. Following the success of the step challenge RR was considering running a cycling challenge throughout the summer holiday.
4.47	***Supply Pool:*** The Committee were pleased to note that the Trust was looking to develop its own pool of supply teachers.

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4.48	Whilst establishing a regional supply pool had previously been considered, RR explained that this was the first time colleagues had expressed interest in joining the pool. Expressions of interest were received mostly from colleagues looking to slowly move into retirement.
4.49	Although a retire and rehire programme was long established, this would be the first time staff would be deployed across a region rather than linked to their 'home' school. Likewise, instead of 0 hour contracts currently utilised, RR looked to offer pool colleagues fixed hours per month.
4.50	RR looked to provide an update regarding the success of the supply pool at the next Committee meeting.
4.51	Developing this further, the Committee suggested that an extended career pathway could be incorporated into the Trust strategy currently under development.
4.52	As part of his broader considerations, SR informed the Committee that alongside Aron Whiles (AW) he was contemplating how supply cover could be better used across the Trust. In a unique approach, rather than backfilling an absent teacher, SR suggested backfilling the least vulnerable class in the school. SR looked to pilot this throughout some of the more vulnerable schools in the Trust.
4.53	***Job Evaluation:*** In reply to a question from the Committee, RR clarified that unlike within local authorities, DRET support staff remained on fixed points.
4.54	RR highlighted that the range between points in the grading scale was relatively small for support staff at the lower end of the pay scale (approximately £500). However, RR believed that moving to an incremental approach would aid retention, particularly for the lowest paid roles with the greatest turnover.
4.55	As it was likely that the Trust would be required to align itself to a scale similar to the NJC framework, RR looked to enact this before it became mandated.
4.56	When asked, RR clarified that progression through the scale would be automatic for all colleagues not under disciplinary or performance management processes. JS added that this would likely encourage line managers to communicate to HR if performance was unsatisfactory and utilise performance management processes.
5.	**Director of Operations Report**
5.1	Jon French (JF) discussed points of note from the Director of Operations Report:
5.2	***Health & Safety Audits:*** The external Health & Safety audit programme was approximately half way through. Thus far, bar Charles Read Academy, (CRA) all sites had achieved at least a score of 90%.
5.3	Despite falling under the 90% threshold, JF reassured the Committee that CRA had still received a strong score at 85%.
5.4	As performance at CRA had previously been strong, JF had been surprised by the result. JF attributed some of this decline to the absence of an AOM, but looked to explore the cause of this further.
5,5	Sites that had previously been deemed more at risk such as BMA and MAA were yet to be audited. However, due to the absence and underperformance of a Site Manager at MAA, JF flagged that MAA may not perform as well as it should.
5.6	***Allergen Policy:*** In line with changes required by Benedict's Law, a dedicated Allergen policy had been developed to streamline allergen information currently found across the Food Safety policy and Medication in Schools policy into one document. The draft policy would shortly be presented to the

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	Executive team for approval.
5.7	***Eresby Assaults:*** Building on discussion at the previous Committee meeting, JF updated the Committee on some of the efforts undertaken to reduce the number of physical assaults reported at Eresby Special School (ESS).
5.8	It was previously believed that there was overreporting of incidents. However, despite changes to process to ensure that only 'true' assaults were recorded, the number of incidents had not reduced. JF looked to explore the cause of this further.
5.9	Alongside dedicated Health & Safety efforts, JF alluded to some of the leadership changes and staffing challenges that had recently taken place at ESS. This prompted discussion regarding the staffing changes and the reasons for this. RR stressed that HR were supporting the transition, and the new interim leadership were setting the culture across the wider school. Adding to this, SR provided reassurance that all pupils at ESS were safe and were receiving a good education.
5.10	As the profile of need within ESS had changed significantly in recent years SR looked to work with the local authority on admissions.
5.11	Two incidents at ESS had required a GP referral, but neither had required ongoing treatment. Whilst the majority of incidents were classed as 'low level' JF took them seriously.
5.12	Following a concern from the Committee regarding Dom Osborne's (DO) capacity to adequately perform her Regional Director duties alongside the demands of running ESS, SR provided reassurance that leaders in the Northern region were adequately supported. Alternate arrangements had been made to ensure that all leaders, particularly newer leaders were supported.
5.13	Beyond ESS, the Committee revisited discussion regarding whether staff were adequately supported if they felt they were subject to an assault, even if this was subsequently classed as 'low level'. JF explained that Brian Edwards (BE) was now investigating all cases of assault, not just 'serious' ones. Information from BE's reports was then shared with HR colleagues to ensure that staff received the support required. SR reminded the Committee that Principals were the managers within schools and had a duty to perform the necessary follow up to all reports of assault.
5.14	Returning discussion to ESS, SR highlighted that all pupils had a personal plan which identified likely physical altercations they may have. These ranged from deliberate kicks/throwing things to more accidental movements such as pushing a spoon away during feeding. To aid understanding about the nature of incidents, SR stressed the need to categorise these appropriately.
5.15	Further to a question from the Committee, JF explained that categorisation of the severity of incidents was being improved. Incidents were now logged with information regarding whether they were deliberate or accidental, and whether the pupil was dysregulated or fully in control at the time of the incident. JF reiterated that all incidents were taken seriously, but improved recording and categorisation helped improve understanding.
5.16	The Committee queried how and where categorised incident data was reported, and JF explained that for this was considered on a monthly basis by the Executive team and on a termly basis by the Health & Safety Management Group. JF offered to share the more granular reports with the Committee going forward.
5.17	**ACTION: Physical assault data to be categorised by severity level when presented to the Finance & Resource Committee (Jon French).**
5.18	JF reminded the Committee that they already received information regarding the most serious level of

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	incidents as these were RIDDOR reportable.
5.19	***Energy:*** Linked to changes in government requirements, smart meters were being rolled out across Trust sites. It was anticipated that the more detailed data from the smart meters would help aid understanding and inform practice.
5.20	Electricity usage had increased for the first time in 3 years. JF felt this may be caused by cultural issues rather than a lack of investment in energy saving technologies.
5.21	Gas consumption had reduced, but as the Trust's policy was to turn heating off at Easter, JF suggested that this could have been linked to the timing of the Easter break.
5.22	***Catering:*** In advance of the full paper due to be presented at the upcoming Trust Board meeting, JF informed the Committee that he looked to recommend Impact Food Group as the preferred catering provider for schools across the Trust.
5.23	JF outlined the procurement process, and shared that Impact Food Group had been selected due to their financial positioning and their approach to healthy eating which was aligned to the Trust's vision.
5.24	When asked, JF confirmed that despite his best endeavours he was unable to recruit a Trustee to be part of the catering tender presentations.
5.25	***MAT Excellence Awards:*** The Committee congratulated both Ashleigh Burkinshaw (AB) and Maria Maltby (MM) for being selected as finalists at the MAT Excellence Awards in the categories 'Environmental Trust of the Year,' and 'Governance Professional of the Year' respectively.
6.	**Chief Finance Officer's Report 3-Year Financial Plan**
6.1	JS highlighted key points from her report:
6.2	***FY26:*** Including redundancy costs, the year to date result was break even.
6.3	P9 results would be included with the papers presented to the upcoming Trust Board meeting. Nevertheless JS shared that there was a £0.3m surplus year to date, with a £0.2m surplus in the month following the release of some redundancy provision.
6.4	JS looked to achieve a break even result for the current year.
6.5	Following a question, JS clarified that whilst there may be some variance, she would include redundancy costs when looking to achieve a break even result.
6.6	The Committee noted that the release of credits partially distorted the financial picture. Providing context, JS explained that as a result of duplicate POs being raised, historical accrual releases had been required across the past few years. At year end when schools were on their summer break, late and duplicate POs were corrected.
6.7	Developing this, the Committee queried whether accruals were amassed without the receipt of the good/service. JS acknowledged that this may be the case in some instances of low value spend across 2000 active suppliers, but clarified that accrual releases were not on agency staffing.
6.8	JS added that whilst the Finance team did its best, a 100% clean cut-off was not always possible, but the reported results for the Trust were materially correct. Regardless, to improve this a reduced time period was now mandated for supply-related POs.

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6.9	When asked whether AI could be used to identify duplicates, errors etc. JS explained that whilst this did not always work as well as intended, the finance software already incorporated invoice matching functionality.
6.10	For JS, the main issue was a cultural one whereby school based colleagues were not checking whether a PO had already been raised when they received an invoice for a low value item, and instead immediately raised another. A broader education piece was required to ensure that colleagues did not place orders without an approved order in place. Supplier statement reconciliations enable duplicate POs to be closed.
6.11	JS accepted that there was potentially more that could be done with AI to drive improvement. Likewise, SR was eager to explore the use of AI within non education functions. It was agreed that JS would better understand how KC utilised AI within his day to day work.
6.12	**ACTION: JS in her future catch up meetings with KC to better understand how KC uses AI in his day to day work (Keith Cochrane, Jane Spencer).**
6.13	Following a question from the Committee, JS agreed to explore why CRA far exceeded other schools in relation to education supply costs.
6.14	**ACTION: Exploration to take place regarding education supply costs at Charles Read Academy (Jane Spencer).**
6.15	Cash remained comfortable and supplier days to pay remained in line with target.
6.16	Further to a question, JS explained how depreciation was represented within charity accounts.
6.17	***3 Year Financial Plan:*** JS reminded the Committee how the 3 year financial plan was devised and how the budget setting process worked within the education sector.
6.18	When asked, JS explained that the Trust were required to give the DfE assurance that it could manage its budget despite falling pupil numbers.
6.19	For FY28, JS felt that providing that the Trust suitably adjusted to falling pupil numbers this would be achievable without significant changes. Conversely, FY29 was considerably more difficult, with £800k of unsighted challenge that would likely come from Secondary and IT budgets. JS added that this also included a key assumption regarding the Trust's ability to grow lettings.
6.20	To ensure that the Trust was presenting the DfE with realistic pupil numbers, JS was already working closely with AW and Kimberley Lawton (KL) to understand the extent to which pupil numbers could be improved.
6.21	When asked whether the Trust could present a deficit budget to the DfE JS explained that this could damage growth conversations as the DfE would lack confidence in the Trust's financial viability.
6.22	Following a question, JS confirmed that whilst the DfE received a brief narrative, the majority of information provided to them was numerical only.
6.23	Further to a question, JS shared that actual numbers were very different from those submitted to the DfE in the previous year. The Committee felt it would be interesting to explore the bridge from the document presented to the DfE and reality.
6.24	In reply to another question from the Committee, SR acknowledged that 3 year forecasting was not perfect but was a DfE requirement.

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6.25	SR shared that in previous years the Trust had submitted surplus projections. Therefore, by submitting a break even position the Trust were sending a message to the DfE regarding the financial challenges ahead. Like JS, SR was reluctant to damage potential growth conversations by presenting anything less than break even to the DfE.
6.26	SR felt that a cultural shift was required to ensure that in year opportunities were better managed, particularly within Secondary. The Committee looked to explore the nature of these opportunities further at the upcoming Trust Board meeting.
6.27	**ACTION: Discussion to take place at June Trust Board meeting regarding the potential opportunities to better drive CBB budgeting within Secondary education (Simon Rose).**
6.28	Alongside this, SR reminded the Committee that all vacancies required sign off by the Executive team. SR looked to continue this practice into the Autumn term and until a point in time where he felt confident that good financial housekeeping was embedded within the Trust's culture.
6.29	Furthermore, SR was working with AW and KL to refresh the marketing strategy, with a focus on better targeting pupils in areas where rolls were declining. At the same time, SR proposed setting a clear review point at which 'Plan B' would be triggered should rolls continue to fall. This would include opening discussions on how the provision could be more effectively repurposed.
6.30	It was agreed that rather than submit a deficit 3 year plan it would be more impactful for leaders to open a dialogue with DfE colleagues regarding sensible growth and financial challenges.
6.31	Further to the Committee's suggestion to produce a 5 year projection, JS acknowledged that while the impact of marketing activity would be monitored internally, and that such forecasting would normally align with marketing targets in the commercial sector, she did not consider it appropriate to submit this level of projection to the DfE.
6.32	Discussion took place regarding lettings income and whether it was appropriate to reinvest lettings income into lettings provision or whether this would be better invested to support the delivery of the Trust's strategic priorities.
6.33	Following discussion, the Committee agreed to recommend the 3 year financial plan to Trust Board for approval.
6.34	***Travel and Other Employee-related Expenses Policy:*** The Committee noted the draft Travel and Other Employee-related Expenses policy that was scheduled to be presented to the June Trust Board and felt that no amendments were required.
7.	**Banking and Investments Report**
7.1	David Hall (DH) reminded the Committee of the banking and investment proposals discussed at the previous meeting, and relayed information from offline discussions that had taken place between himself, JS and Nigel Langstaff (NL) as a representative of the Risk & Audit Committee.
7.2	JS also highlighted changes made to the draft Treasury and Investment policy which were made to align with the Insignis proposal.
7.3	In reply to a question, JS clarified that not all providers on the Insignis platform met the rating A/A+ rating required by the Trust. However, JS provided reassurance that the Trust would not a provider without this level of rating.

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7.4	JS believed that the DfE had approved the Insignis platform as it required approval of transactions by two people. Acknowledging this, the Committee questioned whether colleagues in the Finance team would be able to have independence of thought from JS as their line manager. This prompted discussion regarding Trustee oversight and the monitoring process.
7.5	Following discussion, it was agreed that transactions would be limited to named banks and an update on the platform would be presented at all Finance & Resource meetings. An extraordinary meeting would be called to consider urgent matters or significant exceptions.
7.6	The Committee also queried how JS intended to monitor the rating of individual banks to ensure this remained above an A rating. JS reassured the Committee that this would be reviewed on a monthly basis and funds would immediately be removed from a bank should the Trust became aware of a fall in rating. JS added that Trustees would also have visibility though the cashflow reporting shared with them via GovernorHub on a monthly basis.
7.7	In response to a question regarding whether charities were afforded similar protection to retail customers in the event of a bank failure, it was explained that charities have only limited financial protection, which was minimal in comparison to the level of funds held by the Trust.
7.8	When asked, JS clarified that NL would receive this policy when it was presented to Trust Board for approval.
7.9	The Committee approved the opening of an account with the Insignis platform.
8.	**Procurement Report – Waiver and Breaches Log and Late POs**
8.1	Although the Trust were not in the position she wanted them to be in relation to late POs, JS looked to explore the causes of this and was working proactively with academies to bring this down.
8.2	There were no concerns in relation to waivers and breaches.
8.3	In the context of a £25m spend across the Trust the £650k year to date breach spend was relatively minimal. Nevertheless, the breach log would be used to inform and update the Procurement policy.
9.	**Review of Effectiveness of the Finance & Resource Committee**
9.1	On the whole feedback from the review of effectiveness of the Finance & Resource Committee was positive.
9.2	Further to a suggestion made within the feedback it was agreed that the terms of reference for both the Finance & Resource Committee and Risk & Audit Committee would be revisited.
9.3	**ACTION: Terms of reference to be revisited for Risk & Audit and Finance & Resource Committees (Maria Maltby, Jane Spencer).**
9.4	Discussion took place regarding feedback that there was often repetition of detailed Committee discussion at Trust Board. It was suggested that during their presentations Committee Chairs could provide assurances to the Board that it was not necessary to repeat detailed discussion at Board level regarding matters considered and recommended by the Committee.
9.5	Due to time constraints Committee members were asked to submit any further feedback not previously considered to MM prior to the upcoming Trust Board meeting.
9.6	**ACTION: If required, further feedback on effectiveness to be provided to Maria Maltby prior to the June**

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10.	**Date and Time of Next Meeting:** 29 October 2026, 10am.

The Chairs declared the meeting closed at 12:34pm.