

PLAYFORD COLLEGE LTD

24 Durrington Road, Elizabeth, SA 5112

Playford College Board Annual General Meeting Minutes

Date:	Friday the 10 th of November 2023
Time:	5:00 pm (ACST)
Place:	Flory Health Care, 138 Bridge Rd, Para Hills and via MS Teams

Attendee:	Company Members: Dr Abdul-razaq Musa (Chairperson), Dr Saad Jaber, Mr Ali Hosain (via MS Teams), Dr Hayder Al-Hamdany, Mohsin Mirza (Vice-Chairperson) Board Directors: Mr Sam Tripodi, Mr Syed Asad Naqvi, Mr Salih Al- Rashid, Auditor: Mr Simon Fry (via MS Teams) Quorum Achieved
Absent	Nil

Item	Description
1	Welcome and introductions by Chairman Dr Abdul-Razaq Musa. Recitation of Surat Al Fatiha
2	Declaration of any Conflicts of Interest 2.1 No conflicts declared
3	Apologies: Auditor: Nil Directors: Nil Proxies: Nil
4	Acceptance of meeting minutes of previous AGM (October 2022) Proposed resolution: That the minutes of the 22 nd of October 2022 Annual General Meeting be accepted as a true record. Moved: Mr Mohsin Mirza Seconded: Dr Dr Abdul-Razaq Musa
5	Chairperson's Report for 2022 (Dr Dr Abdul-Razaq Musa): 5.1 Dr Musa presented the annual report for 2022 of Playford College. This annual report was distributed prior to the meeting to all attendees. 5.2 Dr Musa spoke briefly of the various projects at PC for 2022 (See Chairperson Report for AGM 2023) 5.3 Regarding Stage 3 & 4 of the Master Plan the school contribution was around \$1m, about \$1.7m from BGA and the rest from SAFA loan. 5.4 Dr Musa thanks the SL and finance team for their various efforts throughout the year in maintaining a healthy budget and the many funding applications such as BGA. 5.5 Based on 5-year discussions the board is confident in the finances of the school

	considering the various projects being undertaken. 5.6 Dr Abdul-Razaq Musa: Any question regarding my report? Ali Hosain: I don't have any question but would like to thank you and your executive team, the board, the management and the community. I think what we've achieved is phenomenal and God Willing it will continue to grow. For the rapid growth for all you to manage in this way is excellent so I just wanted to comment on that.
6	Treasurers Report for 2022 6.1 Asad Naqvi: Regarding the comment from Ali Hosain who said the wages were almost 90% of the school income, it is around 60% Ali Hosain: It is around 60% when including the capital expense. If we were to take the capital expense out, then it would be around 90%. 6.2 Asad Naqvi: The board has made a commitment to improve the infrastructure and buildings of the school. 6.3 Asad Naqvi: Regarding financial management, we have the necessary systems in place which prevent any incorrect use of funds. We have a clear budget that is set out and followed also. Ali Hosain: Recommended the use of ApprovalMax and would like it implemented in the school finance department. There is another program which verifies the beneficiary for payments, cannot recall the name of it at this time but will share it later. Suggest investing in proper HR person and external payroll person. Dr Abdul-Razaq Musa: Thank you for sharing, we did investigate ApprovalMax however SL was not impressed and had other systems, so we did not push it that much. With the new BM we will suggest it again. Please share with us the applications/software which you suggest. Ali Hosain: I can recall the application, and it is called Employment Hero. Xero is good however it is not adequate for large amounts of staff. 6.4 Asad Naqvi: We do enquire as to the nature of invoices and various payments. We are doing our due diligence. 6.5 Asad Naqvi: We are in the process of reviewing our strategic plan and engaging Somerset Education to formulate a 10-year plan Ali Hosain: It is very good that you are using somerset as it will allow for better strategic planning 6.6 Dr Hayder Al-Hamdany: I don't have any questions, but I would like to thank everyone for a fantastic job that they are doing. 6.7 Dr Saad Jaber: Regarding academic achievement, ethics, how is the school progressing? I have seen the NAPLAN results which is good however I would like to know more about the other aspects of the school which I mentioned? Dr Musa: In the AGM folder there is a folder which covers all this and goes into more details. We don't claim to have reached the peak however we are working towards this. Most people come to the school because of the faith and not so much the academics but in saying this there is minimal people leaving the school which reflects the good academics of the school. This is also seen in our NAPLAN results. The ATAR of the yr 12 students was very good, 96.1 for one of our students. We have invested in SSOs to bring up the academic standard across the entire school. The coming years will be a better reflection as we have more students in the senior school. We now have a strict criterion with enrolments also, students are now assessed before coming to the school, this is due to the high number of people wanting to come to the college. Dr Saad Jaber: You have done a marvellous job and thank you to everyone. I had the opportunity to visit the school recently and I saw a big difference and felt a difference and it was a great job. Thank you very much and we really appreciate it. I apologise also for leaving the board of directors, but I had other business to attend to however I can see that you have a very good working environment and work well with one another.

7	Question to the Directors 7.1 Hayder Al-Hamdany: How do you determine the applicants for BM are not suitable/suitable for the role? (Question was asked during the auditor report however it is directed more at the directors, so it was recorded here rather than section 11) Dr Abdul-Razaq Musa: Regarding the business manager we initially had a few candidates which we interviewed, they seemed okay, but the referees were not favourable. We then decided to go through an agency who presented us with some more candidates and due to various reasons and financial experience the current BM was chosen. 7.2 Hayder Al-Hamdany: Regarding financial authority, do you (AM) have authority to sign on behalf of the board? Do you discuss it with the board and SL before signing/approving payments? (Question was asked during the auditor report however it is directed more at the directors, so it was recorded here rather than section 11) Dr Abdul-Razaq Musa: IF there is a request for a specific task/purchase, such as bus, we will obtain quotes, these will be discussed during the board meeting, and we will decide on which bus to purchase. The board will decide on such decisions and is not entirely the chairs decision. Asad Naqvi: For payments like this they will need to be approved by someone from the board and someone from SL.
8	Proposed Resolutions Nil
9	Acceptance of Financial Statements & Financial Annual Report 2022 Moved By: Dr Hayder Al-Hamdany Seconded By: Dr Saad Jaber Support by all directors
10	Acceptance of School Annual Report for 2022 10.1 Dr Hayder Al-Hamdany: if you go to page 19 of the NAPLAN you can see that the students are not doing well in writing, why is this? Particularly the year 9s on 62% Dr Abdul-Razaq Musa: Regarding the NAPLAN we have previously the information regarding this. From the previous years you can see improvement, it is still not where we want it to be, but we are improving. Our school is sure not to exclude any students which is unlike other schools who ask poor performing students not to attend on testing day. There are also students that do not care about NAPLAN because it does not count towards their reports, so they do not put their full effort into it. The year 9s are students who have come from other schools and have not been at PC for their entire school life. As you can see from the year levels of which the students have started with us are achieving good results. Ali Hosain: Dr Hayder I understand your perspectives and they are valid, some of them. What I would like to find out from NAPLAN is to monitor our students who started in foundation and as they progress towards high school. I would like a report on our current students that have been with us since foundation year level and not necessarily those students who joined from other schools. This will give us a better indication as to the teaching standards of the college. 10.2 Dr Hayder Al-Hamdany: If you go to the attendance (page 23), the term 2 attendance level for foundation is 79.19% we need to find out why this is and fix the issue Sam Tripodi: As you can see in term 3 is 82.33% and then term 4 it is 86.23% so the issue seems to be addressed Dr Abdul-Razaq Musa: There are also a lot of religious events which effects the attendance of students. Another factor is also parents taking their children on holidays/overseas. 10.3 Dr Hayder Al-Hamdany: I am concerned with the governors/politicians coming to the school Dr Abdul-Razaq Musa: The principal has made many great connections with government officials which is beneficial in many ways for the college. 10.4 I am concerned about the SACE at the school Dr Abdul-Razaq Musa: We have previously responded to all the questions you raised in your email and the school leadership has provided responses. Would you like more details?

	Dr Hayder Al-Hamdany: Yes, please find out and analyse the writing for year 9 and why it is low, the attendance and how we can improve. Sam Tripodi: Please send me an email with the information that you would require and the questions which you would like more details on, and we will forward it to school leadership for a response. 10.5 Do we have academic advisor role at the school? Dr Abdul-Razaq Musa: No at this stage Sam Tripodi: Please add this to your email and we will address it with SL Ali Hosain: We have a mentoring system at our school which is used to help students who are not doing so well. This is another suggestion to help those students that need assistance. Something like this might work a little better than an academic advisor. Mentors could be an idea as this will help address the akhlaq(character) of the students which is where a lot of issues in learning stem from. I am happy to go into more details for some of the programs we have to remedy these issues. Acceptance: All members and directors were in favour of accepting the school annual report for 2022
11	Questions to the Auditor 11.1 Simon Fry: To the 31st of Dec 2022 the school had a very successful year. Over the past 4 years the enrolments have been moving at significant pace and has a great bottom-line impact in terms of government funding. The school has been generating significant amounts of income which has contributed to the building expansion program that is underway and continues to unfold. 11.2 Simon Fry: From an audit perspective there were some challenges this year and this was due to a change in personnel and the timing of this change however we got there in the end. The new BM (Fiona Evans) had a lot of pick up in a short period of time. 11.3 Ali Hosain: What were the challenges encountered regarding the changing or personnel? Simon Fry: The previous BM (Paul Andrejic) announced his retirement at a time which coincided with the commencement time of the audit. This meant that there was not an extensive hand over process. This was due to personal reasons and was unexpected. 11.4 Ali Hosain: Did you find the documents you were looking for? Such as verifying payments and what not? Are they kept in order? Simon Fry: For the main we can do that but not always the way. More of an issue as to where someone has filed it and not necessarily that it hasn't been done. For example, the grant documentation had not been uploaded into Xero. Ultimately it is not a big deal as we can retrieve this from the government portal and these things can be tidied up. 11.5 Ali Hosain: How did you go with finding all the necessary documentation for grants? At the end of the day the members are the ultimate responsible people regardless of SL so we just need to make sure if we need to improve that we get our act together now Simon Fry: In my opinion based on the growth of the school over the past 12 month the school could do with additional staffing in the accounting department. Muhammad Ali is doing a terrific job but there is also that establishment of relationships and understanding who is responsible for what. This was the biggest weakness in terms of the handover. There is certainly some scope for improvement, but I would be very interested to pay a visit to the school now that everyone has had time to settle in. 11.6 Ali Hosain: Is Muhammad Ali looking after both debtors and creditors or is this just one part of the accounting as well as payroll? Simon Fry: He has something to do with both. There was an additional person who started during the handover period who has taken on a significant part of the payroll. 11.7 Ali Hosain: Do you think, as the school expands and grows fast, our most spend money is in that HR side? Do you think it is a right time to have a HR department which works with a separate payroll staff or maybe get an external payroll company to ensure that there is accountability and transparency? Simon Fry: Quite possibly, I am aware of another school that has gone through a slower growth process than PC, and they have only recently introduced an individual who is responsible for HR within their environment. Their payroll is still managed in house however they a dedicated payroll person

	who is ultimately accountable to the BM but obviously has links with HR person. Is it appropriate for PC to consider this? Well, it might be part of a process that it takes onboard with how it staffs that administration section. 11.8 Ali Hosain: Did the school have delegated authority register in regard to who is responsible, who approves, when they are approving, whether there is a second party approving before some payments are made? Was there any of these delegate authority forms in play? Simon Fry: There is certainly delegated authority. I think it is fair to say that Dr Abdul-Razaq Musa sees all the significant payments. 11.9 Ali Hosain: In regard to approvals that are made whether a board member is always approving or is it happening independently with the head of the College and the BM and the accountant and what level of authority they have? Simon Fry: I don't know the specific dollar value off the top of my head but certainly all significant payments are being approved. Example, computers, are approved either by the Principal or a board member. Ali Hosain: So, is it compliant with the procedures that we have in place? Simon Fry: Yes, it is. 11.10 Ali Hosain: Usually when we get financial reports, we get the conflict-of-interest related parties transactions register. Is this something that you also provide? Simon Fry: It is fair to say that the college is working on that at this point in time in terms of having its related party register in place. So, no, I have not been in a position to be able to provide something to say that it's all in order. Ali Hosain: So, there's no remarks or anything from that perspective that is noted? Simon Fry: Effectively all we have done in the past is enquired as to whether there are any related party transactions. Obviously, we have performed audit work to identify those. Ali Hosain: Is this something you could include in future financial reports? Simon Fry: It is something that could be. At the end of the day the college obviously has certain statutory requirements that it needs to adhere to in terms of its reporting and some of those requirements that were discussing may not be relevant to the college. Dr Abdul-Razaq Musa: Regarding the related party transactions there is a section in the financial report which discloses these transactions. Ali Hosain: This is a soft audit and there should be additional auditing that goes into more detail. For example, if you have teachers/employees of the school whose kids are enrolled in the college, this must be mentioned in the conflict of interest and related party transactions register. Related party transactions are not only for the board. Dr Abdul-Razaq Musa: We will investigate this matter. 11.11 Dr Abdul-Razaq Musa comment: Regarding the financial department for us faced the issue of increasing enrolments over the years and we had Paul Andrejic who joined us in 2019 as a part time business consultant and in 2021 we recognized that we needed more resources. Paul agreed to increase his workload from 2 days to 3 days and we decided to supplement his role by hiring a finance manager. We did not find any suitable candidates until we found Fiona Evans. Fiona had previous experience as a BM and not as much in the financial side. The plan was for Paul to stay until the end of the audit (April/May 2023) and have a proper hand over with Fiona but sadly Paul decided for personal reasons to leave late 2022. It was not possible for him to stay longer. Regarding the grants, all hard copies of paperwork is there. Paul was very diligent in maintaining the documents. Accordingly with the recruitment of Fiona and departure of Paul we increased the admin staff. To give an idea, in 2022 the admin/finance was 4.1 FTE and now in 2023 it has increased to 7.7 FTE and next year will be 8.1 FTE. We are in discussions now whether to combine or separate the finance and HR departments. Regarding the delegated authority for the sake of the grants, this has been handed over to the principal and he can sign on my behalf for accepting/submitting the application for the BGA and SAFA loans. Regarding the delegated authority for who signs/approves payments there are a few people who are on NAB payment system who can authorise. The BM, Principal, Deputy Principal, Chairman,
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	Vice-Chairman, Treasurer. There are other aspects of the account which can only be authorized by the Chair and Vice Chair. There is a financial authority policy in place which identifies a dollar amount which each person/role can authorize. Regarding the related party transactions, in the past this has been included in the financial report. We will include it again in the next report. 11.12 Ali Hosain: Regarding your audit, as you know our wages are almost 90% of the total income, do you do any spot checks regarding verifying that the accounts are genuine accounts, and the staff are genuine, and the timing are genuine? How much do you check in these areas? Simon Fry: Obviously we do some checks in terms of personnel to make sure that they exist. I receive an email from Xero every time there is a change to payroll arrangements. I don't examine every single one of them for each person as this would become very onerous and expensive for the college, but I am certainly aware of any patterns that might be occurring. 11.13 Ali Hosain comment to the board: When there is something wrong in the finance department you don't need to be hesitant to go in. When it comes to financial it's not necessarily the principal or the head that takes responsibility, it's the executive board and so the executive board needs to be on top of it regardless of whichever staff you got. Ultimately the board will be accountable for it. I just wanted to make that note. Dr Abdul-Razaq Musa: Thank you for the reminder, we are aware of our responsibility as a board.
12	Election of Directors for the next Board tenure of 2 years, 2024 & 2025 Applications were submitted to the secretary (Sam Tripodi) of the board of directors prior to the AGM. The applications were presented in the meeting and were as follows (applicants are in alphabetical order by first name): 1. Dr Abdul-Razaq Musa 2. Syed Asad Naqvi 3. Mohsin Mirza 4. Salih Al-Rashid 5. Sam Tripodi Dr Hayder Al-Hamdany requested that only 'permanent' company members remain in the meeting during the voting to avoid there being a conflict of interest. Despite there being no conflict-of-interest nor was this raised during item 2 of the agenda, Salih Al-Rashid and Sam Tripodi left the meeting room. Asad Naqvi had already left the meeting. Dr Hamdany raised some concerns regarding the voting/election process of the directors as the names of the candidate were not shared with AGM attendees before the meeting. Ali Hosain agreed and had some concerns regarding the process. Dr Musa explained that the constitution had been followed and the process was correct in this regard. Dr Musa added that there was no new applicant to the role of board director and, as per the company constitution, all the current board directors submitted their request for nomination for a new board tenure period for 2 years. The same process was followed during the previous AGM. Dr. Saad Jaber shared his view about this point and there was discussion between himself and Mr. Ali Hosain which continued for a considerable time. Then, Dr Al Hamdany interjected and added his views to that discussion. This interjection created an uncomfortable atmosphere in the meeting. Following this, Dr Hayder Al-Hamdany and Ali Hosain chose to leave the AGM meeting despite the request from the Chairperson to stay. Following this, the quorum at the AGM was maintained and the remaining items on the meeting agenda were followed and completed. All members present, Dr Musa, Dr Jaber and Mohsin Mirza voted in favour of electing the nominees which were presented by the secretary. The Board Directors for the tenure 2024 -2025 will be as follows:



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	1. Dr Abdul-Razaq Musa 2. Asad Naqvi 3. Mohsin Mirza 4. Salih Al-Rashid 5. Sam Tripodi The company members then voted on who will be the Chairman and Vice-Chairman of the Board of Directors. All members agreed that Dr Abdul-Razaq Musa will be the Chairman and Mohsin Mirza will be the Vice-Chairman for the next 2 years.
13	Any Other Business Nil
Minute taker:	Mr Sam Tripodi
Signed	<i>Abdul Musa</i>
Name	Dr Abdul-razaq Musa, Chairman
Date:	10th November 2023