

Company No. 7699775

THE FEDERATION OF ABBEY SCHOOLS ACADEMY TRUST

(the “Academy Trust”)

Minutes of a meeting of the board of directors of the Company held at The Junior Staff Room, The Federation of Abbey Schools, Darlington on 16th November 2022 at 5.30 pm.

Chair: Emma de la Motte

Present: Jonathan Briggs
Laurence Bryant
Catherine Stow Smith
Michael Fryer
Nigel Little
Nicola McDowell
George Buchanan

In attendance: Kevin Shotton (Clive Owen LLP)
and Claire Hurworth (EPM)

1. Preliminary

1.1. The chairperson noted that:

- (a) in accordance with article 111 of the articles of association of the Academy Trust (**Articles**), the meeting had been convened on not less than fourteen clear days’ notice (in writing and accompanied by an agenda); and
- (b) in accordance with article 117 of the Articles, a quorum was present,
and therefore declared the meeting open.

1.2. **Apologies for absence** were received and accepted from Directors: Rachel Kershaw and Shahad Howe.

1.3. There were no **Items of Any Other Business**.

1.4. In accordance with article 97 of the Articles (and as required by section 177 of the Companies Act 2006) each Director present advised that they had no personal or pecuniary interests in any matters arising from the Agenda of the current meeting and no declaration of any updates for the Register of Business Interests.

1.5. It was noted that, under the Articles, a Director is not permitted to vote at the meeting on any resolution concerning a matter set out in article 6.8(b) of the Articles (relating to their employment, remuneration, contract, payment or benefit) or any other matter in which they have a direct or indirect interest, and that in such circumstance, the Director is not to be counted when calculating whether a quorum is present at the meeting.

2. Approval of accounts

- 2.1. Directors' report and accounts for the Company's financial year ended 31st August 2022 (Accounts), were produced to the meeting, together with a letter of representation detailing matters required to be stated to the Company's auditors, in connection with their audit of the Accounts (Letter of Representation). It was noted that the Directors' report and accounts for the Company had been reviewed by the Audit & Finance Committee who had no further comments to pass to the Board.
- 2.2. After careful consideration, it was resolved that the Accounts be approved and that the signing of the directors' report, the balance sheet and the Letter of Representation, by any of the directors, be authorised.
- 2.3. *(Note: Mr J Briggs joined the meeting at 5.55 pm)*
- 2.4. *(Note: Mr K Shotton (Clive Owen LLP) and Mrs C Hurworth (EPM) left the meeting at 6.05 pm prior to consideration by the Board of the items below.)*

3. AGM

- 3.1. It was proposed that an AGM be convened on 12th December 2022 to:
 - (a) Receive the accounts and reports of the directors and auditors for the Company's financial year ended 31st August 2022; and
 - (b) To re-appoint Clive Owen & Co LLP as auditors to the Company for the financial year ending 31st August 2023, to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the directors to determine their remuneration.
- 3.2. Accordingly, a draft AGM notice containing the above resolutions was produced to the meeting.
- 3.3. After careful consideration, it was resolved that:
 - (a) the AGM for 2022 be held on 12th December 2022 at 7.15 pm, for the purpose of passing the resolution set out in the draft AGM notice;
 - (b) the AGM notice be approved in terms of the draft produced to the meeting or incorporating any changes approved by any director of the Company and that the signing of such notice, by any director, be authorised;
 - (c) the AGM notice, once finalised and signed, be dispatched, together with copies of the signed Accounts, to all members entitled to receive the same, all directors and the auditors; and
 - (d) subject to their receipt at the AGM, a copy of the signed Accounts be filed with the Registrar of Companies.

4. Policies:

4.1. **HR Policies**— Following careful consideration it was resolved by the Board to approve the following HR policies:

- Absence Management Policy & Procedure
- Bullying and Harassment
- Capability Procedure for Support Staff
- Capability Procedure for Teaching Staff
- Code of Conduct
- Disciplinary Procedure
- Grievance Procedure
- Health & Wellbeing Policy
- Maternity Provisions for Employees
- PD Days
- Recruitment Selection
- Requests to Work Flexibly
- Staffing Level Management
- Stress Risk Assessments
- Substance Misuse
- Unpaid Parental Leave

4.2. **Paternity and Adoption Support Leave Policy** – It was noted that consideration of this policy be deferred until the 12th December 2022 Full Governing Body meeting.

4.3. **Pay Policy** – Following careful consideration it was resolved by the Board to approve the Pay Policy.

4.4. **Appraisal Policy** – Following careful consideration it was resolved by the Board to approve the Appraisal Policy.

5. Investments

Further to Minute 7 (Audit & Finance Committee 13th October 2022) the Head Teacher advised that the Business Team were reviewing the current investments to see if there was any merit at the current time of closing any of the investments 1 year early and reinvesting under the current higher interest rates (checking if there is any penalty clause). Once further information with regards to this had been reviewed by the Business Team it was noted that delegation had been provided by the Audit & Finance Committee to their Chair to consider & approve if applicable the closing and re-investing of investments as detailed above.

6. Governor Links 2022-23

- 6.1. Consideration was given to the Governor links for 2022-23.
- 6.2. It was resolved that the following Governor links be approved :

SEND and LAC – **R Kershaw and M Fryer**

Pupil Premium – **E de la Motte**

Safeguarding/Prevent duty – **Mike and Rachel**

ECT Link – **C Stow Smith**

H&S – **M Fryer and N Little**

Wellbeing – **N McDowell**

School Improvement Plan – Link Governors:

SIP – Leadership & Management – **E de la Mote and N Little**

SIP – Quality of Education – **N McDowell, C Stow Smith and G Buchanan**

SIP – Behaviour, Attitudes, Personal Development and Wellbeing – **R Kershaw and M Fryer**

SIP – Engagement & Partnership – **E de la Motte, N Little, L Bryant and G Buchanan**

Curriculum:

STEM - Science, maths, DT, Computing – **G Buchanan and L Bryant**

Humanities - Geography, History, RE and PSHE – **R Kershaw and N McDowell**

Arts - Art, Music, PE – **N Little**

Languages - English and MFL – **E de la Motte and M Fryer**

7. Filings

7.1. It was resolved to prepare and file all necessary forms and documents with the Registrar of Companies and to make all necessary entries in the statutory books and registers of the Academy Trust, to reflect the business transacted at the meeting.

8. Approval of Documents for Public Inspection

8.1 It was resolved that the agenda, supporting documents and approved minutes be made available for public inspection with the exception of the document entitled 'The Federation of Abbey Schools Academy Trust Audit Findings Report – Period ended 31st August 2022' (relating to minute 2 above) in accordance with article 125 c, as this was an internal management report.

9. Close of meeting

There being no further business, the chair declared the meeting closed at 6.25 pm.

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Chair of the Board

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Dated