

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 17th November 2021 at 5.30 pm.

Chair: Emma de la Motte

Present: Jonathan Briggs
Laurence Bryant
Catherine Stow Smith
Michael Fryer
Nigel Little
Rachel Kershaw
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: Rita Hall and Shahad Howe. Apologies were also received from the Governance Professional (Mrs L Hawksby) and in her absence Director Mrs McDowell had agreed to take notes of the meeting.

1.3. There was one **Items of Any Other Business** which were agreed by the Board to be considered at the end of the Agenda: Annual Summary of Internal Scrutiny Report – Year ended 31st August 2021 (see Minute 6 below.)

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 2021 (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 these documents 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 K Shotton (Clive Owen) left the meeting at 6.00 pm prior to consideration by the Board of the items below.)*

3. AGM

- 3.1. It was proposed that an AGM be convened on 13th December 2021 to:
 - (a) Receive the Accounts, together with the directors and auditors reports on the Accounts for the financial year ended 31st August 2021.
- 3.2. Accordingly, a draft AGM notice containing the above resolution was produced to the meeting.
- 3.3. After careful consideration, it was resolved that:
 - (a) the AGM for 2021 be held on 13th December 2021 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 **Appraisal Policy** – Following careful consideration it was resolved by the Board to approve the Appraisal Policy.
- 4.2 **Pay Policy** – Following careful consideration it was resolved by the Board to approve the Pay Policy.

- 4.3 **Staff Code of Conduct** – Following careful consideration it was resolved by the Board to approve the Staff Code of Conduct Policy.
- 4.4 **Recruitment & Selection** – Following careful consideration it was resolved by the Board to approve the Recruitment & Selection Policy.
- 4.5 **Capability of Support Staff** - It was resolved to defer this item to the next Board meeting scheduled for the 13th December 2021.
- 4.6 **Capability of Teachers** - It was resolved to defer this item to the next Board meeting scheduled for the 13th December 2021.
- 4.7 **Disciplinary and Grievance** - It was resolved to defer this item to the next Board meeting scheduled for the 13th December 2021.
- 5. Governor Links 2021-22**
- 5.1 Consideration was given to the Governor links for 2021-22.
- 5.2 It was resolved that the Governor links be approved subject to more than one Governor link being added to the curriculum and school development plans and that the Head Teacher circulate the updated list to all Directors. It was noted that in January 2022 it was hoped that the Directors could speak to the subject leads on Zoom, with a provisional date of 12th January 3.30 pm to 4.30m pm being suggested.
- 6. Items of Any Other Business: Annual Summary of Internal Scrutiny Report – Year ended 31st August 2021**
- 6.1 Following careful consideration by the Board it was resolved by the Board to approve the Annual Summary of Internal Scrutiny Report for the Year ended 31st August 2021. It was noted that the Audit & Finance Committee had reviewed this document and had no further comments to pass to the Board.
- 7. Filings**
- a. 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 2021’ (relating to minute 2 above) in accordance with article 125 c, as this was an internal management report.

9. Close of meeting

- a. There being no further business, the chair declared the meeting closed at 6.20 pm.

.....
Chair of the Board

.....
Dated