

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 Federation of Abbey Schools on 18 November 2020 at 6.30 pm held via virtual meeting on Zoom.

Chair: Emma de la Motte

Present: Jonathan Briggs
Laurence Bryant
Catherine Stow Smith
Peter Willson
Michael Fryer
Rita Hall
Nigel Little

In attendance: Laura Hawksby (Clerk to the
Governors), Kevin Shotton (Clive
Owen LLP), Claire Hurworth
(Avec) and Mr G.Fitzgerald
(Azets.)

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: R.Kershaw, C.Marley and V.Folkes.

1.3. The chairperson reminded those present that the meeting had been duly convened for approval of the accounts, convening of the AGM and to note various changes to the board. The chairperson also reminded those present of the need to consider their general duties as Directors and as charity trustees when considering these changes to the board.

1.4. There were three **Items of Any Other Business** which were agreed by the Board to be considered at the end of the Agenda: Opening Plan 2020, Introduction of new Internal Auditor and Capital Projects/Budget (see Minute 12 below.)

- 1.5. In accordance with article 97 of the Articles (and as required by section 177 of the Companies Act 2006) each Director present with an interest in the business to be transacted at the meeting, declared the details of the nature and extent of their interest.
- 1.6. 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. Draft directors' report and accounts for the Company's financial year ended 31st August 2020 (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).
- 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 6.05 pm prior to consideration by the board of the items below.)*

3. AGM

- 3.1. It was proposed that an AGM be convened on 14th December 2020 to:
 - (a) receive the Accounts, together with the auditors' report on the Accounts; and
 - (b) re-appoint Clive Owen LLP as auditors to the Company for the financial year ending 31st August 2021, to hold office until the conclusion of the next AGM 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 2020 be held on 14th December 2020 at 6.30 pm, for the purpose of passing the resolutions 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. Upcoming expiry of terms of office of an Article 50 Director

- 4.1. It was noted that the term of office of Peter Nigel Little, previously appointed by the members under article 50 of the Articles (**Article 50 Director**), would expire on 5 December 2020:
- 4.2. It was noted that the above Article 50 Director, subject to remaining willing and eligible to act, could be re-appointed in accordance with article 64 of the Articles.

5. Re-appointment of an Article 50 Director

- 5.1. It was noted that the above Article 50 Director had confirmed his willingness and eligibility to continue to act as a Director of the Academy Trust and it was therefore proposed that they be re-appointed as such by the members (**Proposal 1**).

6. Upcoming expiry of terms of office of a Staff Director

- 6.1. It was noted that the term of office of Catherine Stow Smith, previously appointed as a Staff Director (**Staff Director**), would expire on 5 December 2020.
- 6.2. It was noted that the above Staff Director, subject to remaining willing and eligible to act, could be re-appointed in accordance with article 64 of the Articles.

7. Re-appointment of a Staff Director

- 7.1. It was noted that the above Staff Director had confirmed her willingness and eligibility to continue to act as a Staff Director of the Academy Trust and it was therefore proposed that they be re-appointed as such by the members (**Proposal 2**).

8. Upcoming expiry of terms of office of a Parent Director

- 8.1. It was noted that the term of office of Rachel Kershaw, previously appointed as a Parent Director (**Parent Director**) would expire on 5 December 2020.
- 8.2. It was noted that the above Parent Director, subject to remaining willing and eligible to act, could stand for re-election in accordance with article 64 of the Articles.

9. Re-appointment of a Parent Director as an Article 50 Director

- 9.1. It was resolved not to proceed with the re-election process for Rachel Kershaw and it was instead proposed to arrange for her re-appointment by the members under article 50 of the Articles (**Proposal 3**).
- 9.2. It was noted that Rachel Kershaw had consented to this proposal.

10. Appointment of New Parent Directors

- 10.1. It was proposed that the following persons be appointed as Parent Directors of the Company:
 - (a) George Buchanan; and
 - (b) Shahad Howe.

(New Parent Directors)

10.2. It was noted that each of the New Parent Directors had consented to act as a director of the Company and a copy of his/her signed declaration of willingness and eligibility to act as such was produced to the meeting (**Proposal 4**).

10.3. It was noted that the prior passing of resolutions by the members of the Company would be required to effect the proposed New Parent Director appointments.

11. Members' written resolutions

11.1. It was noted that, to effect Proposals 1 to 4 above, the prior passing of resolutions by the members of the Academy Trust would be required.

11.2. Accordingly, a draft set of written resolutions to be signed by the requisite majority of eligible members of the Academy Trust, were produced to the meeting, containing resolutions to:

- (a) re-appoint Peter Nigel Little as an Article 50 Director;
- (b) re-appoint Catherine Stow Smith as a Staff Director;
- (c) re-appoint Rachel Kershaw (originally elected as a Parent Director) as an Article 50 Director;
and
- (d) appoint George Buchanan and Shahad Howe as Parent Directors.

11.3. The Directors carefully considered the contents of the written resolutions and, after due and careful consideration, it was resolved that they be circulated to all eligible members of the Academy Trust for signature.

11.4. Subject to the Written Resolutions being circulated to and signed by all eligible members of the Company (and therefore, validly passed), it was resolved that the secretary be instructed to make all necessary entries in the Company's statutory books, to reflect the director changes effected by the Written Resolutions.

12. Items of Any Other Business:

12.1 Opening Plan Autumn 2020

12.2 This document outlined how the school will operate with all pupils in attendance during the Autumn Term and the measures that will be put in place to ensure the school community is safe and supported. It was noted this is a live document that will be reviewed by the Head teacher in conjunction with other key stakeholders as and when necessary. After careful consideration it was resolved that this document be noted and approved.

12.3 Introduction of new Internal Auditor

12.4 Further to Minute 11 (Board meeting 14th September 2020) a procurement exercise had been undertaken in September/October for a new internal assurance provider to ensure internal audit would be provided independently to the external audit, in compliance with the Academies Financial Handbook 2020. It was noted and approved that Azets had been duly employed. Mr G. Fitzgerald

(Partner Audit & Assurance Azets) introduced himself to the Board. It was noted that they would be examining compliance in all areas and not solely financial related matters in the Trust.

12.5 *(Note: Mr G Fitzgerald joined the meeting only during considerations of this item at approximately 6.20 pm and Mrs C Hurworth joined the meeting at approximately 6.33 pm for considerations of the item below)*

12.6 Capital Projects and Budget

12.7 The Board noted the Autumn Term update on the 2020/21 Academy Trust budget, as well as other critical budget updates including the impact of pay awards and Covid 19 related issues.

12.8 A verbal report was also provided by the Head Teacher with regards to Capital projects to be funded from reserves. After careful consideration it was resolved that the following capital projects/provision be approved in principle subject to costs being brought back to the next meeting of the Board on the 14th December 2020:-

- Outside lighting
- Wi-fi
- I-pads
- Junior canteen water boiler
- Caretaking provision going forward

It was noted by the Board that the Junior lighting replacement to LED lights would not be going forward at the present time, until there was a better understanding of the potential savings that would be made if this were to go ahead based upon the success of where this had already been undertaken in the Infants building.

12.9 *(Note Mrs E.de la Motte left the meeting at approximately 6.55 pm and D.L Bryant was in the Chair for the remainder of the meeting.)*

13. Filings

13.1. 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.

14. Approval of Documents for Public Inspection

14.1 It was resolved that the Agenda, supporting documents and approved minutes be made available for public inspection with the exception any papers relating to minute 12 above, due to their commercial sensitivity in accordance with article 125 c.

15. Close of meeting

15.1. There being no further business, the chair declared the meeting closed at 7.20 pm.

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Chair