

Company No. 7699775

THE FEDERATION OF ABBEY SCHOOLS ACADEMY TRUST

Minutes of a meeting of the board of directors of the Company held at The Federation of Abbey Schools (Junior Building), Abbey Road, Darlington, County Durham DL3 8NN on Wednesday 6th November 2019 at 5.00 p.m.

Chair: Emma de la Motte

Present: Jonathan Briggs Rachel Kershaw
Laurence Bryant Nigel Little
Emma De La Motte Clare Marley
Vicky Folkes Jodie Scott
Michael Fryer Catherine Stow Smith
Rita Hall Peter Willson

In attendance: Laura Hawksby (Clerk), Kevin
Shotton (Clive Owen LLP) and
Claire Huworth (Avec)

1. Preliminary

1.1. The chairman noted that:

- (a) in accordance with article 111 of the Company's articles of association (**Articles**), the meeting had been convened on not less than 14 clear days' notice (in writing and accompanied by an agenda); and
- (b) in accordance with Article 117, a quorum of 3 directors or, where greater, one third (rounded up to a whole number) of the total number of directors holding office at the date of the meeting, was present,

and therefore declared the meeting open.

1.2. There were no apologies of absence and no declarations of interests for the meeting.

1.3. There was one Item of Other Business: Acceptance of the resignation of Directors David Michael Bailey and Helen Parkinson. Which, with the permission of the Chair, was considered at minute 3 below.

1. Approval of accounts

1.1. Draft directors' report and accounts for the Company's financial year ended 31st August 2019 (**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**).

- 1.2. 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, subject to a small amendment in the directors' report relating to adding Rita Hall into the list of Finance Committee members.

2. AGM

- 2.1. It was proposed that an AGM be convened on 9th December 2019 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 2020, 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.
- 2.2. Accordingly, a draft AGM notice containing the above resolutions was produced to the meeting.
- 2.3. After careful consideration, it was resolved that:
 - (a) the AGM for 2019 be held on 9th December 2019 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.

3. Item of Any Other Business : Resignation of Directors

- 3.1. A letter from David Michael Bailey, resigning as a Parent Director of the Company with effect from the date on which the board of directors of the Company accepts his resignation, was produced to the meeting. After careful consideration, it was resolved that such resignation be accepted with immediate effect.
- 3.2. It was noted that following his resignation as a director of the Company, David Michael Bailey wished to become a member of the Company and that his appointment as such would be proposed at a forthcoming meeting.
- 3.3. It was noted that pursuant to Article 50A, the total number of directors who are employees of the Company should not exceed one third of the total number of directors and that it had been realised that this threshold had been exceeded. To resolve the situation, Helen Parkinson had expressed her

willingness to step down as a Staff Director of the Company, in order that the Company can comply with the threshold required by Article 50A.

3.4. Accordingly, a letter from Helen Parkinson, resigning as a Staff Director of the Company with effect from the date on which the board of directors of the Company accepts her resignation, was produced to the meeting. After careful consideration, it was resolved that such resignation be accepted with immediate effect.

3.5. It was resolved that the secretary be instructed to prepare and file the necessary forms with the Registrar of Companies and make the necessary entries in the Company's statutory books, to reflect the director resignations accepted above.

4. Close of meeting

4.1. There being no further business, the chairman declared the meeting closed.

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Chair

The meeting concluded at 5.45 pm