

The Federation of Abbey Schools Academy Trust

Governing Body Minutes

Date & Time: 5.00pm on Tuesday 12th May 2015

Present Governors: Ms S Baker, Dr L Bryant, Mrs M Chew, Mrs E de la Motte, Mr M J Fryer, Mr G E Ford, Miss A Gledhill, Councillor C Johnson, Mrs D Leigh, Mrs E McCue, Mr J Watson and Mr P M Willson.

Also in Attendance: Mrs L Hawksby (Clerk to the Governing Body) and Miss A Noel (Staff).

<u>ITEM</u>	<u>DESCRIPTION OF DISCUSSION</u>	<u>ACTION BY</u>
1.	<p>Apologies for Absence</p> <p>Apologies of absence were received and accepted from:-</p> <ul style="list-style-type: none"> • Mr J Deane • Dr J Rayner 	
2.	<p>Notification of Items of Other Business</p> <p>There were no items of Other Business to report.</p>	
3.	<p>Declaration of personal and pecuniary interests in any matters arising from the Agenda of the current meeting</p> <p>There were no declarations of personal or pecuniary interests in any matters arising from the Agenda of the current meeting.</p>	
4	<p>Approval of Minutes</p> <p>a) Approval of Minutes – Tuesday 17th March 2015</p> <p>RESOLVED:</p> <p>That the Minutes of the meeting of the Committee held on Tuesday 17th March 2015 be confirmed and signed as an accurate record by the Chair.</p>	

	<p>b) Matters Arising –</p> <p>It was noted there were no matters arising.</p> <p>5. Company Business</p> <p>(NOTE: The Minutes of the Company Business dealt with by the Directors at this meeting of the Board held on the 12th May 2015 are at Appendix A of these minutes.)</p> <p>6. Consideration to the Overall Structure of the Governing Body</p> <p>Further to Minutes 9 (Governing Body 17th March 2015) and 5 above, initial consideration was given by the Directors to the future overall structure of the Governing Body. A copy of the future membership of the Governing Body with effect from the September 2015 Academic Year was circulated at the meeting.</p> <p>RESOLVED:</p> <p>a) That consideration be given to adding a further 3 Directors in the next Academic Year to the Governing Body via the following appointments/elections as appropriate :-</p> <ul style="list-style-type: none"> • One Article 50 Director • One Staff Director • One Parent Director <p>b) That a draft Parent Director statement be drawn up for consideration and circulated to Governors prior to the next meeting of the Board scheduled for the 30th June 2015.</p> <p>c) That further consideration be given to potential Article 50 and Staff Directors.</p> <p>7. Head Teacher’s Updates</p> <p>The Head Teachers (G.E and E.M) provided a verbal update on initiatives and events taking place within the School.</p> <p>They reported that following the recent terrible earthquake in Nepal the school had raised £1,541.62 in charity, which was particularly poignant as Abbey School was partnered to another school in Nepal through the ‘Connecting Classrooms’ initiative.</p> <p>The Head Teachers advised that the climbing walls in the Infants and Juniors had been a huge success and were very popular with</p>	<p><i>Clerk/ Oakwood</i></p> <p><i>Directors</i></p> <p><i>Directors/Head Teachers/Clerk</i></p> <p><i>Directors</i></p>
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	<p>the pupils. Other updates included the School recently being included in a Parliamentary Office publication for well performing Academy Trusts. Miss Costello from the next Academic Year had been seconded as Programme Manager at High Force Education SCITT (School Centred Initial Teacher Training). Three staff were also due to commence Maternity Leave in the next Academic Year and three NQTs (Newly Qualified Teachers) had been duly interviewed and would cover this leave.</p> <p>The Head Teachers reported that Nikki Todd had been requested to undertake a feasibility study, to be reported back to the Finance Committee, with regards to the possibility of creating a wooden building which would be a non-specific classroom for a multiple of uses within the Forest School area of the school grounds.</p> <p>Governors were advised that a photo board of all Governors would be created and that all current Governors are invited to the Sports Hall on the 24th June between 2.00pm and 2.30pm for their photographs to be taken.</p> <p>RESOLVED:</p> <p>That the report be noted.</p> <p>8. Health & Safety Accident Statistics (including any proposed recommendations for change)</p> <p>Further to Minute 12 (Governing Body 17th March 2015) the Health & Safety accident statistics from September 2014 to early May 2015 were brought for Governors' information and consideration. An extra column had been included since the last report to the Board, which incorporated any resulting recommendations as a direct result of the accidents. There were no recommendations for improvement. A standard accident form was also attached to the Agenda for Governors' information.</p> <p>RESOLVED:</p> <p>That the Health & Safety accident statistics be noted.</p> <p>9. Meeting Dates & Times for the 2015/2016 Academic Year</p> <p>Initial consideration was given by the Board to meeting dates and times for the 2015/2016 Academic Year. It was agreed by the Board that the meetings should remain at 5.00 pm and after taking initial soundings of preferred days the Clerk would enquire further at the various sub-committee meetings held in the Summer Term. A report setting out draft dates and times for the next Academic Year would then be brought back to the next meeting of the Governing Body.</p>	
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	<p>RESOLVED:</p> <p>That a report setting out the draft meeting dates and times for the 2015/2016 Academic Year be brought back to the next meeting of the Governing Body scheduled for the 30th June 2015.</p> <p>10. Young Carers</p> <p>The Deputy Head Teacher (A.G) advised that everything had been completed on the School's Young Carers action plan and that the School had achieved the 'Young Cares Charter' which would be presented to the school shortly. The issue of Young Carers is of high priority in Darlington and lots of schools are now involved.</p> <p>RESOLVED:</p> <p>That the report be noted.</p> <p>11. Agenda Items for the Next Meeting</p> <ul style="list-style-type: none"> • Draft meeting dates and times for the 2015/16 Academic Year. <p>Policies scheduled for review</p> <ul style="list-style-type: none"> • Early Years Foundation Stage (Teaching & Learning Committee to advise.) <p>12. Approval of Documents for Public Inspection</p> <p>RESOLVED:</p> <p>That the Agenda, supporting documents and approved Minutes be made available for public inspection.</p> <p>13. Date & Time of Next Meeting</p> <p>RESOLVED:</p> <p>That the next meeting of the Governing Body be held on Tuesday 30th June 2015 at 5.00pm.</p> <p>The Meeting concluded at 6.15 pm</p>	<p><i>Clerk</i></p>
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	<p>Approved by the Governing Body:</p> <p>Date: _____</p> <p>Signature (Chair): _____</p> <p>Name: _____</p>	
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APPENDIX A

Company Business (Minute 5 above refers.)

Company No. 7699775

THE FEDERATION OF ABBEY SCHOOLS ACADEMY TRUST

Extract of the minutes of a meeting of the board of Directors of the Academy Trust held at The Federation of Abbey Schools (Junior Building), Abbey Road, Darlington, County Durham on **Tuesday 12 May 2015** at **5pm**.

Chairman: Deborah J. Leigh

Directors present:

Sarah Baker	Amanda E. B. Gledhill
Laurence M. Bryant	Charles V. Johnson
Marlene Chew	Elaine McCue
Emma L. De La Motte	James J. Watson
George E. Ford	Peter M. Willson
Michael J. Fryer	

Other attendees: Laura Hawksby (Clerk) and
Amanda F. Noel

Apologies: Joseph A. Deane and Jill
Rayner

1. Preliminary

1.1. The chairman 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. The chairman reminded those present that the meeting had been duly convened to note various changes to the board. The chairman also reminded those present of the need to consider their general duties as Directors and as charity trustees when considering these changes.

1.3. 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.

- 1.4. 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. Upcoming expiry of terms of office of Article 50 Directors

- 2.1. It was noted that the term of office of each of the following Directors previously appointed by the members under article 50 of the Articles (**Article 50 Directors**) would expire on 31 July 2015:

- (a) Michael James Fryer;
- (b) Charles Vincent Johnson;
- (c) Deborah Joan Leigh; and
- (d) Peter Malcolm Willson.

- 2.2. It was noted that the above Article 50 Directors, subject to remaining willing and eligible to act, could be re-appointed in accordance with article 64 of the Articles.

3. Re-appointment of Article 50 Directors

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

4. Upcoming expiry of terms of office of Staff Directors

- 4.1. It was noted that the term of office of each of the following Staff Directors would expire on 31 July 2015:

- (a) Marlene Chew;
- (b) George Edmund Ford; and
- (c) Elaine McCue.

- 4.2. It was noted that the above Staff Directors, subject to remaining willing and eligible to act, could be re-appointed in accordance with article 64 of the Articles.

5. Re-appointment of Staff Directors

- 5.1. It was noted that George Edmund Ford and Elaine McCue had confirmed their willingness and eligibility to continue to act as Staff Directors of the Academy Trust and it was therefore proposed that they be re-appointed as such by the members (**Proposal 2**).

6. Resignation of Staff Director

- 6.1. The chairman reported that a letter had been received from Marlene Chew, stating her wish not to be re-appointed and resigning from her position as a Staff Director of the Academy Trust with effect from 31 July 2015. After due and careful consideration, the resignation was accepted.

7. Appointment of Staff Director

- 7.1. It was noted that Amanda Faye Noel had consented to act as a Director of the Academy Trust and a copy of her signed declaration of willingness and eligibility to act as such, was produced to the meeting.
- 7.2. It was proposed to appoint Amanda Faye Noel as a Staff Director in accordance with article 50A of the Articles (**Proposal 3**).
- 7.3. It was noted that this appointment would not cause the total number of Directors who are employees of the Academy Trust to exceed one third of the total number of Directors, as prohibited by the Articles.

8. Upcoming expiry of terms of office of Parent Directors

- 8.1. It was noted that the term of office of each of the following Parent Directors would expire on 31 July 2015:
 - (a) Laurence Miles Bryant;
 - (b) Emma Louise De La Motte; and
 - (c) Jill Rayner.
- 8.2. It was noted that the above Parent Directors, 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 Parent Directors as Article 50 Directors

- 9.1. It was resolved not to proceed with the re-election process for each of Laurence Miles Bryant and Emma Louise De La Motte and it was instead proposed to arrange for their re-appointment by the members under article 50 of the Articles (**Proposal 4**).
- 9.2. It was noted that Laurence Miles Bryant and Emma Louise De La Motte had consented to this proposal and it was agreed that it would not reduce the number of Parent Directors to less than the minimum of two required by article 53 of the Articles.

10. Resignation of Parent Director

- 10.1. The chairman reported that a letter had been received from Jill Rayner, stating her wish not to be re-elected or re-appointed and resigning from her position as a Parent Director of the Academy Trust with effect from 31 July 2015. After due and careful consideration, the resignation was accepted.

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 Michael James Fryer, Charles Vincent Johnson, Deborah Joan Leigh and Peter Malcolm Willson as Article 50 Directors;

- (b) re-appoint George Edmund Ford and Elaine McCue as Staff Directors;
- (c) appoint Amanda Faye Noel as a Staff Director; and
- (d) re-appoint Laurence Miles Bryant and Emma Louise De La Motte (originally elected as Parent Directors) as Article 50 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. The meeting was then adjourned for this purpose for the Members present. It was noted that after the Board Meeting the written resolutions would also be forwarded by the clerk, on this date the 12th May 2015, to the Member not present (Mike King).

11.4. When the meeting reconvened, the chairman reported that the written resolutions had been signed by the requisite majority of eligible Members and accordingly had been validly passed.

12. Board changes effected by the Members

12.1. It was noted that, pursuant to the written resolutions referred to above, the members of the Academy Trust (**Members**) had re-appointed the following persons as Directors of the Academy Trust under article 50 of the Articles, with effect from 31 July 2015. It was further noted that the term of office of each Director would expire on 31 July 2019:

- (a) Michael James Fryer;
- (b) Charles Vincent Johnson;
- (c) Deborah Joan Leigh; and
- (d) Peter Malcolm Willson.

12.2. It was noted that, pursuant to the written resolutions referred to above, the Members had re-appointed the following persons as Staff Directors of the Academy Trust under article 50A of the Articles, with effect from 31 July 2015. It was further noted that the term of office of each Staff Director would expire on 31 July 2019:

- (a) George Edmund Ford; and
- (b) Elaine McCue.

12.3. It was noted that, pursuant to the written resolutions referred to above, the Members had appointed Amanda Faye Noel as a Staff Director of the Academy Trust under article 50A of the Articles, with effect from 12th May 2015. It was further noted that her term of office would expire on 12th May 2019.

12.4. It was noted that, pursuant to the written resolutions referred to above, the Members had re-appointed the following persons, previously elected as Parent Directors, as Directors of the Academy Trust under article 50 of the Articles, with effect from 31 July 2015. It was further noted that the term of office of each Director would expire on 31 July 2019:

SUMMER TERM

- (a) Laurence Miles Bryant; and
- (b) Emma Louise De La Motte.

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. Close of meeting

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

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Chairman