

THE HARMONY TRUST



BOARD OF TRUSTEES MEETING

MONDAY 21ST SEPTEMBER 2015

ACTIONS FROM MINUTES

Started at: 18.00

Present:	Antony Hughes	Chair, Trustee, Member	AH
	Sajen Bakht	Vice Chair, Trustee	SB
	Sandy Dixie	Chief Executive, Trustee	SD
	Tracey Mellor	Business Strategy Director, Trustee	TM
	Marian Simmons	Member, Trustee	MS
	Mike Parker	Trustee	MP
	Steve Smith	Trustee	SS
Also Present:	Suzanne Thompson	Finance Director	ST
	Maggie Williams	Strategic Adviser to the Board	MW
	Andrew Jones	Head of Governance & Infrastructure	AJ
	Kim Callaghan	Clerk	KC

	Agenda Item	Action/Decision
1.	Apologies	
	1.1 Apologies for absence were received and accepted from Kevin McCormick.	
	1.2 The Board gave consent to the apologies received.	
2.	Declarations of Interest & Register of Business Interests	
	2.1 The Trust is required to maintain a register of business interests, all Trustees present completed declarations and returned them to the KC for retaining in the Harmony Trust head office.	
3.	Minutes previous Board of Directors meeting – 13th July 2015	
	3.1 MP noted that his initials within the opening section were incorrect.	
	3.2 The minutes were accepted as true representation of the meeting.	
5.	CEO Report	
	5.1.5 TLT to assess internal capacity to create a CIF bid.	
	5.4 <u>New School</u> – AJ to provide detail on the admissions policy and the marketing strategy for the new school.	
	5.6.2 ST to check with the benefits team at the LA to ensure that they were following procedure.	
	5.8 AH requested item to be added to the next meeting agenda focussing on Alt academy's improvement plan.	

6.	Articles of Association and Scheme of Delegation									
	<p>Andrew Jones presented this item.</p> <p>6.1 Business of the meeting</p> <p>6.1.1 The chairperson reported that the business of the meeting was to consider, and if thought fit, approve:</p> <p>6.1.1.1 the adoption of new articles of association (the "New Articles") of the Company;</p> <p>6.1.1.2 certain documents (the "Transaction Documents" as defined below) relating to the funding and operation of each Academy managed (or to be managed) by the Company; and</p> <p>6.1.1.3 certain formalities in connection with the matters listed at the minutes above.</p> <p>7.1 Declaration of interests</p> <p>7.1.1 The following directors declared in person and by proxy the nature and extent of their interest in the matters to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's current articles of association (the "Articles"), as follows:</p> <table border="0"> <thead> <tr> <th data-bbox="245 981 347 1014">NAME</th> <th data-bbox="620 981 1198 1014">NATURE AND EXTENT OF INTEREST</th> </tr> </thead> <tbody> <tr> <td data-bbox="245 1050 448 1084">Antony Hughes</td> <td data-bbox="620 1050 1054 1084">Is also a member of the Company</td> </tr> <tr> <td data-bbox="245 1120 408 1153">Riaz Ahmad</td> <td data-bbox="620 1120 1078 1153">Is also a member of the Company –</td> </tr> <tr> <td data-bbox="245 1189 469 1223">Marian Simmons</td> <td data-bbox="620 1189 1054 1223">Is also a member of the Company</td> </tr> </tbody> </table> <p>7.1.2 It was noted that pursuant to article 97 of the Articles, the directors so interested would not vote or count as part of the quorum on any matters in which they were respectively interested but that, nevertheless, there would be a quorum for all items of business to be transacted by the meeting</p> <p>8.1 New Articles</p> <p>8.1.1 The following documents were produced to the meeting in final form:</p> <p>8.1.1.1 the New Articles; and</p> <p>8.1.1.2 a draft form of written resolution of the members of the Company (the "Written Resolution") to adopt the New Articles, (the documents referred to at minutes 5.1.1 to 5.1.2 (inclusive) referred to as the "New Articles Documents").</p> <p>8.1.2 The meeting considered the New Articles Documents in detail and noted that the:</p> <p>8.1.2.1 New Articles were proposed to be adopted as the articles of association of the Company to the exclusion of the Articles;</p>	NAME	NATURE AND EXTENT OF INTEREST	Antony Hughes	Is also a member of the Company	Riaz Ahmad	Is also a member of the Company –	Marian Simmons	Is also a member of the Company	
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8.1.2.2 the New Articles had been approved by the Department for Education; and

8.1.2.3 adoption of the New Articles would not contravene the restrictions on amendments to the Articles contained in article 11 of the Articles regarding the status of the Company.

8.1.3 After due and careful consideration of the New Articles Documents, the directors confirmed their full understanding of the effect and implications for the Company in entering into and completing the New Articles Documents and **IT WAS UNANIMOUSLY RESOLVED** that:

8.1.3.1 the entering into and completion of the New Articles Documents by the Company in accordance with the terms thereof would be in the best interests of the Company and its objects as a whole;

8.1.3.2 the New Articles be approved in the form produced to the meeting and submitted to the members for their approval following which the New Articles would be the articles of association of the Company; and

8.1.3.3 the Written Resolution be approved in the form produced to the meeting and submitted to every eligible member of the Company for their consideration.

9.1 Transaction Documents

9.1.1 The following documents were produced to the meeting in final form:

9.1.1.1 a deed of variation to be made between (1) the Secretary of State for Education ("**SoS**") and (2) the Company which, when executed by all parties, would have the effect of replacing the existing master funding agreement between the SoS and the Company with a new master funding agreement and a supplemental funding agreement relating to each Academy referred to therein (the "**Funding Agreement Variation**");

9.1.1.2 the master funding agreement to be made between (1) the SoS and (2) the Company (the "**Master Funding Agreement**") pursuant to the Funding Agreement Variation;

9.1.1.3 the supplemental funding agreement to be made between (1) the SoS and (2) the Company relating to Greenhill Academy (the "**Greenhill Funding Agreement**") pursuant to the Funding Agreement Variation;

9.1.1.4 the supplemental funding agreement to be made between

(1) the SoS and (2) the Company relating to Alt Academy (the "**Alt Funding Agreement**") pursuant to the Funding Agreement Variation;

9.1.1.5 the supplemental funding agreement to be made between (1) the SoS and (2) the Company relating to Richmond Academy (the

"**Richmond Funding Agreement**") pursuant to the Funding Agreement Variation;

9.1.1.6 the supplemental funding agreement to be made between (1) the SoS and (2) the Company relating to Westwood Academy (the "**Westwood Funding Agreement**") pursuant to the Funding Agreement Variation,

(the documents referred to at minutes 6.1.1 to 6.1.6 (inclusive) referred to as the "**Transaction Documents**").

9.1.2 It was noted that the Transaction Documents[, with the exception of the Greenhill Funding Agreement and the Alt Funding Agreement] had been approved by the Department for Education.

9.1.3 After due and careful consideration of the Transaction Documents, the directors confirmed their full understanding of the effect and implications for the Company in entering into and completing the Transaction Documents and **IT WAS UNANIMOUSLY RESOLVED** that:-

9.1.3.1 the form, terms and contents of the Funding Agreement Variation be and are hereby approved in the form produced to the meeting, subject to such amendments and modifications as any director in his absolute discretion may think fit;

9.1.3.2 the form, terms and content of the Master Funding Agreement be and are hereby approved in the form produced to the meeting, subject to such amendments and modifications as any director in his absolute discretion may think fit;

9.1.3.3 [subject to receipt by the Company of the requisite consent of the Department for Education], the form, terms and content of the Greenhill Funding Agreement be and are hereby approved in the form produced to the meeting, subject to such amendments and modifications as any director in his absolute discretion may think fit;

9.1.3.4 [subject to receipt by the Company of the requisite consent of the Department for Education], the form, terms and content of the Alt Funding Agreement be and are hereby approved in the form produced to the meeting, subject to such amendments and modifications as any director in his absolute discretion may think fit;

9.1.3.5 the form, terms and content of the Richmond Funding Agreement be and are hereby approved in the form produced to the meeting, subject to such amendments and modifications as any director in his absolute discretion may think fit;

9.1.3.6 the form, terms and content of the Westwood Funding Agreement be and are hereby approved in the form produced to the meeting, subject to such amendments and modifications as any director in his absolute discretion may think fit;

	<p>9.1.3.7 any director in the presence of a witness be and are hereby authorised to sign the Transaction Documents (and any document required to be entered into by the Company in relation thereto) on behalf of the Company;</p> <p>9.1.4 any director be and is hereby authorised to (as and when appropriate)</p> <p>9.1.4.1 deliver the Transaction Documents to the appropriate counterparties for execution and completion (subject to the discretion conferred upon any director detailed in minute 7.1) and the performance of the Company's obligations thereunder be and are hereby approved,</p> <p>9.1.4.2 approve, agree, give, make, sign and execute (if and when appropriate) any notices, demands, consents, instruments, instructions, statements, communications, acknowledgements, letters or communications, documents, or deeds; and</p> <p>9.1.4.3 take all actions and steps whatsoever as may be required to be given, made, signed, executed, done or taken,</p> <p style="padding-left: 40px;">pursuant to or in connection with or in order to give effect to and implement the Transaction Documents.</p> <p>10.1 Filing</p> <p>The chairperson requested that the Company Secretary be instructed to:</p> <p>10.1.1 subject where appropriate to the passing of the Written Resolution, make all necessary and appropriate entries in the books and registers of the Company and to arrange for the preparation and delivery to the Registrar of Companies of all relevant documents including the signed Written Resolution, together with a print of the New Articles.</p>	
7.	New School Update	
	<p>7.2 AJ to share the timeline with Trustees but for the Trustees to be made aware that the timeline will change.</p> <p>7.4 AH to be briefed about the admissions proposal as soon as possible.</p> <p>7.8 AJ to write to Gill Hoar about the issues raised at the Board meeting to obtain further detail prior to the meeting on 30th September.</p>	
7.1	Infrastructure Paper – additional item	
	<p>7.1.4 The Board of Directors approved the proposals made in the paper.</p>	

8.	Leadership Proposal	
	8.5 The Board approved the recommended changes as outlined.	
9.	Under 3's at Greenhill	
	9.2 KC to add an agenda item on the Early Years focus across the Trust at the Trustees meeting in March meeting.	
10.	Policies Updates	
	<p>10.1 The Board approved that the Harmony Trust implement the following policies:</p> <ul style="list-style-type: none"> • Family Leave (replacing Maternity, Paternity and Adoption) • Flexible working • Grievance • Managing Change • Pay (including the proposed national teachers' pay award from September 2015) <p>10.2 The Board approved that the Harmony Trust adopts the National Living Wage.</p> <p>10.5 AH requested a brief paper providing information on what financial implications there would be if the admissions arrangements were changed at Richmond academy and the new school.</p> <p>10.6 ST requested the Trustees approval for the Charging & Remissions Policy to be published on the website. The Trustees approved this action.</p>	