



Extraordinary Board of Directors' Meeting

Wednesday 24th May 2023

MINUTES

Directors present:	Derek Bell (Chair), Dean Judson (CEO), Tim Fisher, Michael Garmston, Julie Cornelius and Kelly-Ann Lyle.
Members present:	Derek Bell, Keith Bernstone, Laurence Job and Robert Bell.
In attendance:	Glen Hart: Chief Finance Officer, Swift Academies Angela Sweeten: Head Teacher, Longfield Academy John Armitage: Head Teacher, The Rydal Academy Rachel Somerville: Head of School, Hurworth School Laura Hawksby: Trust Governance and Policy Officer

Item	Description of discussion	Action by
1.	<p>Welcome, Introductions and confirmation quorum present</p> <p>It was confirmed that a quorum was present. The Scheme of Delegation for Swift Academies stated that the quorum for Board of Directors meetings will be three voting Directors. 6 (six) Directors were present.</p>	
2.	<p>Apologies for absence and their acceptance</p> <p>It was reported that apologies had been received from:</p> <ul style="list-style-type: none"> • Directors: Zoe Beach, Stuart Hargrove and Geoff Liddle. • Member: Irene Lavelle <p>Directors RESOLVED that the apologies for absence were received and accepted.</p>	

3.

Notification of items of urgent other business

There was 1 item of any other business: Re-appointment of Directors Tim Fisher and Julie Cornelius whose term so office was due to end on the 31st August 2023. (Minute 6 below refers.)

4.

Declaration of personal and pecuniary interests

- a) Declaration of personal and pecuniary interests:
It was confirmed that all Directors present had completed and submitted the annual Declaration of Interest form for the current academic year which was available to view on the Swift Academies website.
- b) It was noted that the Trust Development item (Minute 5 below refers) was for information and to seek agreement to invite for tenders to appoint a joint legal services to support both Swift Academies and Queen Elizabeth Sixth Form College. It was therefore not necessary for Director Tim Fisher and Member Laurence Job, employees of the Queen Elizabeth Sixth Form College, to leave the meeting during consideration of the item.
- c) Code of Conduct:
Directors were reminded that they had signed the Director's Code of Conduct, upon appointment to the Trust. It was confirmed that signed Governors Code of Conduct were held on file for all Directors.

5.

Trust Development

Further to Minutes 5 (Extraordinary Board of Director's Meeting - 7th March 2023) and Minute 10 (Board of Directors Meeting - 31st March 2023) the Chief Executive Officer (CEO) updated the Board of Directors with regard to the Trust Development. It was noted that Members had also been invited to be in attendance at the meeting in order to keep them abreast of the current progress in the growth of the Trust.

The CEO advised that at the Board of Directors meeting held on the 7th March, the Board had unanimously approved to proceed with further discussions regarding the growth of the Trust, which was also then subsequently agreed by Queen Elizabeth Sixth Form College's Governing Body (The Corporation). The CEO and Principal of Queen Elizabeth Sixth Form had then met with the Regional Director and her team on the 30th March, who had been receptive to the principle of the coming together of the organisations as a larger Multi Academy Trust (MAT).

The CEO explained the process of Queen Elizabeth Sixth Form College joining the MAT and academising, which would involve the dissolution of the college in order to join the existing Swift Academies company. The roles and the responsibilities within the top of the Central Trust team would change, with the CEO becoming the Deputy and Principal of Queen Elizabeth the CEO. There would be a new name for the Trust, to reflect the new entity, however the company number would remain the same. It was also advised that the new entity's Members and Board of Directors would be drawn from a mixture from both organisations, plus newly appointed Directors.

	<p>It was noted that the DfE (Department for Education) vision for Darlington was for larger groupings in MATs, and there were therefore a number of maintained schools, single academy trusts and small multi academy trusts that it was hoped to attract to the new larger trust of Swift Academies and Queen Elizabeth Sixth Form.</p> <p>It was noted that the requisite due diligence would be undertaken by both Swift Academies and Queen Elizabeth Sixth Form. In moving forward with the Trust growth, legal services would be required to be appointed for joint representation of Swift Academies and Queen Elizabeth Sixth Form.</p> <p>Directors RESOLVED after careful consideration to:</p> <ul style="list-style-type: none"> a) Invite tenders to appoint legal services for joint representation of both Swift Academies and Queen Elizabeth Sixth Form, in moving forward with the Trust growth and due diligence. b) Communicate to staff from both Swift Academies and Queen Elizabeth Sixth Form, early after the half term holidays, of the intention for the two institutions to come together to form a larger Multi Academy Trust. <p>6. Re-appointment of Directors</p> <p>The Chair reported that the term of office of Directors Julie Cornelius and Tim Fisher, were due to end on the 31st August 2023.</p> <p>Directors gave consideration to the re-appointment of Julie Cornelius and Tim Fisher as Directors with effect from the 31st August 2023. The Chair noted that Julie Cornelius and Tim Fisher had both consented to be re-appointed as Directors. It was noted that, to effect the re-appointment, the prior passing of resolutions by the Members of the Academy Trust would be required. 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 the re-appointment of Julie Cornelius and Tim Fisher. 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.</p> <p>Directors RESOLVED that</p> <ul style="list-style-type: none"> a) The re-appointment be approved and an ordinary resolution approving the re-appointment be circulated to the Members of the Company. b) Subject to approval by the Members of the Company to the Re-Appointment, the Chair instructed any Director to inform Weightmans LLP of the Re-Appointment and instruct them to update Companies House and the Company's statutory register. 	<p>CEO</p> <p>CEO</p> <p>Governance & Policy Officer</p> <p>Governance & Policy Officer</p>
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7. Approval of documents for inspection

Directors **RESOLVED** that the agenda, supporting documents and approved minutes be made available for public inspection.

Governance
& Policy
Officer

These minutes were approved by the Chair of the Board of Directors of Swift Academies as follows:

on: 7.7.23 date _____

Signature: 

Print Name: Derek Bell

The meeting concluded at 6.10pm

APPROVED