

# MEMBERS MEETING

Wednesday 3<sup>rd</sup> November 2021, 6.00pm  
Shaw Ridge Primary School, Swindon

## COMPANY LAW GENERAL MEETING – Part 1

### MINUTES

#### ATTENDANCE of MEMBERS:

Representative	Role	School	Status
Phil Harland	Chair of Governors	Shaw Ridge Primary School	Member of LACT
Andrew Bourne	Chair of Governors	Peatmoor Primary School	Member of LACT
Luke Dawson	Chair of Governors	Millbrook Primary School	Member of LACT

Others			
Holly Coe	Vice Chair of Governors	Westlea Primary School	Observer
Amelia Penfold	Clerk to the LACT		

	OPENING ITEMS	Action
<b>1</b>	<b>Welcome and Chair of the Meeting</b>	
<b>1.1</b>	AB opened the meeting as Chair of the LACT Board of Directors.	
<b>1.2</b>	Following the resignation of Westlea School as a Member in the email from Nigel Green, Chair of the Board at Westlea School, dated 12.10.21, the meeting acknowledged that there are now three Members of LACT: Peatmoor School, Millbrook School and Shaw Ridge School.	Agreed
<b>1.3</b>	The meeting voted unanimously that AB would chair the Members' meetings to follow.	
<b>2</b>	<b>Legal Advice</b>	
<b>2.1</b>	Following guidance from Stone King LLP after the notice of meeting had been issued, the following adjustments were made to proceedings: <ul style="list-style-type: none"> <li>- General Meeting to be held to agree to hold a Members' meeting with a special resolution re Westlea Primary School.</li> <li>- Meeting regarding Westlea Primary School's withdrawal from the LACT.</li> <li>- General Meeting with Special Resolution to be reconvened to consider a revision to the Articles regarding the quorum required for Directors' meetings.</li> </ul>	
<b>3</b>	<b>Consent to Short Notice under Article 9.2.2</b>	
<b>3.1</b>	As the original notice of meeting had not been sent with 14 <i>clear</i> days (ie not including date of issue or date of meeting), this General Meeting was to seek the consent of 90% of Members present to continue with the General Meeting at which a special resolution in respect of amending the LACT's Articles of Association was to be considered. Separately (although not strictly a Company Law General Meeting issue), the Members were also asked to consent to proceeding with the consideration of Westlea School's request to withdraw from the LACT.	
<b>4</b>	<b>Vote by the General Meeting of Members</b>	
<b>4.1</b>	The meeting of the three Members voted unanimously to consent to short notice of the General Meeting under Article 9.2.2 and further to consider the request from Westlea School.	Agreed
<b>6.05</b>	<i>This meeting was adjourned in order to hold a meeting to consider Westlea School's Withdrawal from the Agreement' meeting. The adjournment was permitted under Article 9.5 with consent (i.e. the agreement of) the majority of the (Company Law) Members. The Company Law General Meeting of Members is subsequently continued below from Minute 5.</i>	



## MEETING to consider WESTLEA SCHOOL'S REQUEST to WITHDRAW from the LACT AGREEMENT

Wednesday 3<sup>rd</sup> November 2021, 6.05pm  
Shaw Ridge Primary School, Swindon

### MINUTES

#### ATTENDANCE:

Representative	Role	School
Phil Harland	Chair of Governors	Shaw Ridge Primary School
Andrew Bourne	Chair of Governors	Peatmoor Primary School
Luke Dawson	Chair of Governors	Millbrook Primary School
Holly Coe	Vice Chair of Governors	Westlea Primary School
<b>Other</b>		
Amelia Penfold	Clerk to the Board	

6.10	WESTLEA PRIMARY SCHOOL'S REQUEST TO WITHDRAW FROM THE LACT	
<b>1</b>	<b>Welcome</b>	
1.1	AB opened the meeting, explaining the purpose of this meeting.	
<b>2</b>	<b>Attendance, Apologies, Proxies</b>	
2.1	Attendance: Luke Dawson, Andrew Bourne, Phil Harland, Holly Coe (see Minute 6); Clerk to the Board of Directors (Amelia Penfold) to take minutes.	
2.2	No apologies and no proxies were relevant as all members were present through their representative.	
<b>3</b>	<b>Note the appointed representative of the member schools of the LACT for the purposes of the Meeting [Article 6.8.1]</b>	
3.1	The Clerk reported on the following representatives for each school: <ul style="list-style-type: none"> <li>• Millbrook School – Luke Dawson (Chair of the Board at the school)</li> <li>• Peatmoor School – Andrew Bourne (Chair of the Board at the school)</li> <li>• Shaw Ridge School – Phil Harland (Chair of the Board at the school)</li> <li>• Westlea School – Holly Coe (Vice Chair of the Board at the School).</li> </ul>	
3.2	The meeting noted that Westlea School was being represented by their Vice Chair because the Chair of the Board at Westlea (Nigel Green) was currently unwell. The Clerk confirmed that HC was the named representative at this meeting, with authority to act on behalf of Westlea School.	
<b>4</b>	<b>Resolution regarding Westlea Primary School's withdrawal from the LACT</b>	
4.1	AB summarised the communications that had taken place to date, and the evidence that had been provided by Westlea's Board of Directors to show their intent: <ul style="list-style-type: none"> <li>- Letter and covering email from Chair of Westlea Primary School, dated 12.10.21</li> <li>- Email from Chair of LACT to Chair of Westlea Primary School, dated 15.10.21</li> <li>- Evidence from Westlea Board of Directors of the decision to leave the LACT (3 documents)</li> </ul>	
4.2	AB asked HC if Westlea wished to continue with their request to leave the LACT or if they would like to change their mind. HC stated that Westlea School wished to leave the LACT.	

<p><b>4.3</b></p> <p><b>4.4</b></p> <p><b>4.5</b></p>	<p>The following Resolution was circulated:          “To commence the process whereby Westlea Primary School withdraws from the Partnership Agreement, as specified in Clause 7.1 of the LACT Memorandum of Agreement.”</p> <p>The meeting agreed to support the Resolution. It was signed by the four representatives present.</p> <p>One copy of the signed Resolution was given to the Clerk for the LACT files, and one was given to HC for Westlea’s files.</p>	<p>Agreed</p>
<p><b>5</b></p> <p><b>5.1</b></p>	<p><b>Practical Arrangements regarding the Withdrawal</b></p> <p>The meeting discussed and agreed the following:</p> <ul style="list-style-type: none"> <li>- The proposed date by which the withdrawal arrangements are to be completed is 31.12.21, subject to the completion of all legal, financial and other requirements.</li> <li>- There are several areas of joint financial commitment that have historically been shared by the four schools, including School Improvement support (Ian Hart) totalling £11,800 for 2021/22, management of the LACT Clerk’s salary payments, and legal costs in managing the process and consequences of withdrawal by Westlea School (£450 + VAT).</li> <li>- The LACT Director for Financial Expertise will work with the Millbrook Bursar to complete an up-to-date review of all costs incurred to date by the LACT and any reasonable costs anticipated between now and 31.12.21.</li> <li>- The LACT will review all data held; if any relates to Westlea School and it is deemed unnecessary to continue holding this data, then it will be destroyed by 31.12.21.</li> <li>- Westlea School’s access to the LACT portal on Governor Hub will cease at 31.12.21.</li> <li>- The LACT will seek advice from Stone King whether the four schools’ individual Articles of Association need to be amended with reference to the LACT.</li> <li>- Financial commitment re service provided by Ian Hart to the four schools. The meeting advised HC that Westlea School should liaise directly with Ian Hart to determine the provision required after the finalised withdrawal.</li> </ul>	<p>Agreed</p> <p>Agreed</p> <p>Action</p> <p>Action</p> <p>Action</p> <p>Action</p>
<p><b>6</b></p> <p><b>6.1</b></p>	<p><b>Comms Statement</b></p> <p>The content of the statement had previously been agreed by email between the representatives of the four schools. This was confirmed at this meeting on 3.11.21:</p> <p><i>In 2013, Millbrook, Peatmoor, Shaw Ridge and Westlea Primary Schools became individual School Academies reporting to the Education and Skills Funding Agency but additionally came together to work collaboratively as The Link Academies Collaborative Trust (LACT).</i></p> <p><i>For the last 8 years the LACT schools have worked in a successful partnership that has enabled each school to retain their individuality whilst collaborating to support and challenge school improvement. We have shared teaching resources and expertise, held LACT training events with our staff, worked jointly as Governors, and had cross-LACT competitions for our students.</i></p> <p><i>At this time, Westlea have decided that the best way forward for their future development as a school is to move away from single academy status and towards becoming part of a Multi-Academy Trust. As a result Westlea will withdraw from the LACT to pursue this change of status.</i></p> <p><i>Millbrook, Peatmoor and Shaw Ridge will continue to work collaboratively as the LACT.</i></p> <p><i>We wish all four schools continued success under these new arrangements.</i></p>	

	<p><i>Andrew Bourne, Chair of the LACT and Chair Peatmoor Primary School</i>  <i>Luke Dawson, Chair Millbrook Primary School</i>  <i>Philip Harland, Chair Shaw Ridge Primary School</i>  <i>Holly Coe, Acting Chair Westlea Primary School</i></p> <p><b>6.2</b> The following actions were agreed:</p> <ul style="list-style-type: none"> <li>- LACT Clerk to put the statement onto LACT headed paper.</li> <li>- The statement is to be published on 4.11.21 after 1pm.</li> <li>- The statement to be sent by the LACT Clerk to HTs (for circulation to parents and staff) and the four schools' clerks (for circulation to their governors). This should include clear messaging to all parties of the embargo to 1pm on 4.11.21.</li> </ul> <p><b>6.3</b> [ After the meeting, the Comms Statement was subsequently amended by email in relation to one word (as highlighted below), to read as follows:</p> <p>This was approved electronically by Andrew Bourne, Nigel Green, Holly Coe and Sarah Sumner (HT at Westlea School) on 4.11.21.]</p> <p><i>In 2013, Millbrook, Peatmoor, Shaw Ridge and Westlea Primary Schools became individual School Academies reporting to the Education and Skills Funding Agency but additionally came together to work collaboratively as The Link Academies Collaborative Trust (LACT).</i></p> <p><i>For the last 8 years the LACT schools have worked in a successful partnership that has enabled each school to retain their individuality whilst collaborating to support and challenge school improvement. We have shared teaching resources and expertise, held LACT training events with our staff, worked jointly as Governors, and had cross-LACT competitions for our students.</i></p> <p><i>At this time, Westlea have decided that the best way forward for their future development as a school is to move away from single academy status and <b>consider</b> becoming part of a Multi-Academy Trust. As a result Westlea will withdraw from the LACT to pursue this change of status.</i></p> <p><i>Millbrook, Peatmoor and Shaw Ridge will continue to work collaboratively as the LACT.</i></p> <p><i>We wish all four schools continued success under these new arrangements.</i></p> <p><i>Andrew Bourne, Chair of the LACT and Chair Peatmoor Primary School</i>  <i>Luke Dawson, Chair Millbrook Primary School</i>  <i>Philip Harland, Chair Shaw Ridge Primary School</i>  <i>Holly Coe, Acting Chair Westlea Primary School</i></p>	<p>Actions</p> <p>Agreed</p>
<p><b>7</b> <b>7.1</b></p>	<p><b>Closing Statements</b></p> <p>On behalf of the LACT, AB asked for their best wishes to be sent to Nigel Green (Chair of Westlea School Board of Governors) for his speedy recovery.</p> <p>AB also thanked Westlea School for their part in the collaboration through the LACT over the past 8 years because it had been a productive working relationship.</p> <p>The representatives of Millbrook, Shaw Ridge and Peatmoor Schools wished Westlea School well in their future endeavours.</p>	
<p>6.25</p>	<p><i>The meeting ended.</i></p>	



# MEMBERS MEETING

Wednesday 3<sup>rd</sup> November 2021, 6.25pm  
Shaw Ridge Primary School, Swindon

## COMPANY LAW GENERAL MEETING – Part 2

### MINUTES

#### ATTENDANCE of MEMBERS:

Representative	Role	School	Status
Phil Harland	Chair of Governors	Shaw Ridge Primary School	Member of LACT
Andrew Bourne	Chair of Governors	Peatmoor Primary School	Member of LACT
Luke Dawson	Chair of Governors	Millbrook Primary School	Member of LACT
<b>Others</b>			
Holly Coe	Vice Chair of Governors	Westlea Primary School	Observer
Amelia Penfold	Clerk to the LACT		

6.25	GENERAL MEETING OF MEMBERS on 3.11.21 – RECONVENED	
<b>5</b>	<b>Attendance and Quorum</b>	
<b>5.1</b>	The meeting noted that the membership of the LACT still comprised three schools: Millbrook Primary, Peatmoor Primary, Shaw Ridge Primary, all of which were represented as follows: <ul style="list-style-type: none"> <li>• Millbrook School – Luke Dawson (Chair of the Board at the school)</li> <li>• Peatmoor School – Andrew Bourne (Chair of the Board at the school)</li> <li>• Shaw Ridge School – Phil Harland (Chair of the Board at the school)</li> </ul>	
<b>5.2</b>	Holly Coe, Vice Chair of Westlea Primary School Board, was in attendance as an Observer.	
<b>5.3</b>	The Clerk advised that the quorum for the reconvened Members' meeting is 75% of members in attendance. With all three schools represented, the quorum requirement has been met.	
<b>6</b>	<b>Declaration of Interests for this meeting</b>	
<b>6.1</b>	No interests were declared in relation to the agenda items for this meeting.	
<b>7</b>	<b>Special Resolution re revised quorum for the operation of Directors' meetings</b>	
<b>7.1</b>	The following Resolution was circulated: "If the Resolution to start the process of Westlea Primary School's withdrawal from the LACT is passed, then the quorum required at future meetings of the LACT Board of Directors will be amended to '50% of Directors, with the majority of schools represented', with formal amendment to the Articles of Association (Article 11.2)."	
<b>7.2</b>	This Resolution was agreed and signed by the representatives of the three schools present.	Agreed
<b>7.3</b>	A copy of the signed Resolution was given to the Clerk for the LACT files.	
<b>6.30</b>	<i>The meeting closed.</i>	

# ACTIONS and AGREEMENTS

## From Company Law General Meeting Part 1

### AGREED

Min	Detail
1.3	AB to chair the Members meeting on 3.11.21.
4.1	To hold a separate meeting to consider the request by Westlea School to withdraw from the LACT Agreement.

## From Meeting to consider Westlea School's request to withdraw from the LACT Agreement

### ACTIONS

Min	Detail	Initiated	By Whom
5.1	The LACT Director for Financial Expertise will work with the Millbrook Bursar to complete an up-to-date review of all costs incurred to date by the LACT and any reasonable costs anticipated between now and 31.12.21.	3.11.21	AB
	The LACT will review all data held; if any relates to Westlea School and it is deemed unnecessary to continue holding this data, then it will be destroyed by 31.12.21.	3.11.21	AB
	Westlea School's access to the LACT portal on Governor Hub will cease at 31.12.21.	3.11.21	Clerk
	The LACT will seek advice from Stone King whether the four schools' individual Articles of Association need to be amended with reference to the LACT.	3.11.21	AB
6.2	- LACT Clerk to put the statement onto LACT headed paper. - The statement is to be published on 4.11.21 after 1pm. - The statement to be sent by the LACT Clerk to HTs (for circulation to parents and staff) and the four schools' clerks (for circulation to their governors). This should include clear messaging to all parties of the embargo to 1pm on 4.11.21.	3.11.21	Clerk – actioned

### AGREED


Min	Detail
4.4	"To commence the process whereby Westlea Primary School withdraws from the Partnership Agreement, as specified in Clause 7.1 of the LACT Memorandum of Agreement."
5.1	Proposed date by which the withdrawal is to be completed is 31.12.21, subject to the completion of all legal, financial and other arrangements.
	Areas of joint financial commitment shared by the four LACT schools.
6.3	Revised wording to Comms Statement.

## From Company Law General Meeting Part 2

### AGREED

Min	Detail
7.2	"If the Resolution to start the process of Westlea Primary School's withdrawal from the LACT is passed, then the quorum required at future meetings of the LACT Board of Directors will be amended to '50% of Directors, with the majority of schools represented', with formal amendment to the Articles of Association (Article 11.2)."

SIGNATURE OF CHAIR:



DATE: 12.11.21