

Education South West

Board Meeting Minutes

Friday 7 May, 2021 - 6.30pm

Microsoft Teams

Attendees:
Peter Di Giuseppe (PDG), Matthew Shanks (MS), Jeremy Fothergill (JF), David Potter (DP), Barrie
Taylor (BT), Stephen Tucker (ST), Lindsay Yelland (LY), Kellie Knott (KK), Jenny Sutton (JS)
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In attendance:
Apologies:
Notes:
Caroline Battong (CB)
Caroline Battong (GB)

1 Chair, notice and quorum

Peter Di Giuseppe was appointed Chair of the Meeting. It was reported that proper notice of the Meeting had been given in accordance with the Company's articles of association (the **Articles**) and that a quorum was present. Accordingly, the Chair declared the Meeting open.

2 Business of the Meeting

The Chair reported that the purpose of the Meeting was to propose a resolution to the members of the Company.

3 Declaration of interests

i. Each of the directors present confirmed that they had no interest in the transactions and other arrangements to be considered at the Meeting that they were required to declare by section 177 CA 2006, section 182 CA 2006 or the Articles, which they had not previously duly declared in accordance with the relevant provisions.

4 Written resolution

- i. The Chair reported that the following resolution was to be proposed to the members of the Company as a written resolution:
 - a. That on the passing of this resolution the articles of association contained in the document annexed to this resolution are adopted as the new articles of association of the Company to the exclusion of, and in substitution for, the existing articles of association of the Company, to be proposed as a special resolution.

(the Written Resolution).

ii. A form of Written Resolution was produced to the Meeting.

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- iii. It was noted that the Written Resolution included explanatory notes that inform the members:
 - a. how to signify agreement to the proposed resolution, and
 - b. of the date by which the Written Resolution must be passed if it is not to lapse
- iv. The Chair noted that the board intended to circulate the Written Resolution to all members at the same time (so far as reasonable practicable).

5 Resolution

- i. It was noted that under section 172 CA 2006, each director must act in the way the director considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole and in doing so have regard (amongst other matters) to certain factors set out in that section.
- ii. Having carefully considered their obligations pursuant to section 172 CA 2006, IT WAS RESOLVED that the Written Resolution produced to the Meeting be approved and be circulated in accordance with the statutory procedure.
- iii. The Chair was instructed to circulate the Written Resolution to all members of the Company.
- iv. The meeting was then adjourned to enable the Chair to circulate the Written Resolution to the members of the Company.
- v. On resumption of the Meeting, the Chair reported that the Written Resolution had been passed by the members of the Company.

6 Close

There being no further business the Chair declared the Meeting closed.

Next meeting

Board - Thursday 20th May 6.30pm

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