

NUNNERY WOOD HIGH SCHOOL
MINUTES OF AN EXTRA-ORDINARY MEETING OF THE NWHS MEMBERS
HELD ON 23RD MAY 2022 @ 5.30pm AT NWHS

Quorum: 4	Chair: Ruth Jenkinson
Clerk: Helen Lees	Date of meeting: 23 rd May 2022

ATTENDANCE		
Heather Hazell	Member	Present
Paul Shoesmith	Member	Present
Steve Hegerty	Member	Present
Roz Barnwell	Member	Absent
Jean Newton	Member	Present
Ruth Jenkinson	Member	Present
Katie Thompson	Member	Present
Sajeeda Begum	Member	Present
Will Poole	Member	Present
Gareth DeVile	Member	Apologies (Proxy Vote Submitted)
Steve Powell	Trustee (Head)	In Attendance
Sarah Young	Trustee	Apologies
Freya Harper	Trustee	Absent

1.	<p>Welcome from Chair</p> <p>The Chair welcomed everyone to the Extra-Ordinary Members Meeting which had been convened to consider a Special Resolution to adopt the revised Articles of Association that had been issued with the Notice of the Meeting.</p> <p>The Chair advised that if 75% of Members vote in favour of the Special Resolution the Special Resolution will be approved, and the revised Articles of Association, which allow for separation between the Members and the Trustees (as recommended by the External Auditors and the DfE) will be adopted. The Chair reminded attendees that Trustees are not eligible to vote at the Meeting.</p>	Actions
2.	<p>Receipt of Apologies and Proxies</p> <p>Apologies were received and accepted from Gareth DeVile (Member), from whom a Proxy vote had been received, and from Sarah Young (Trustee). Roz Barnwell (Member) and Freya Harper (Trustee) were absent from the meeting. All other Members were in attendance. The Head, who is a Trustee, was also in attendance.</p> <p>The Clerk confirmed that the Notice had been issued to the Auditors, however no response had been received from them regarding their attendance at the meeting.</p>	


3.	<p>Declarations of Interest</p> <p>There were no Declarations of Interest, over and above those captured in the Register of Interest.</p>	
4.	<p>Receive a proposal from the Chair that the following resolution should be voted upon as a Special Resolution: “Undertake a vote upon a Special Resolution that the Articles of Association attached to this Notice should be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association for the Company”</p> <p>The Chair presented a proposal that the revised Articles of Association that were attached to the Notice of the Extra-Ordinary Meeting should be adopted as the Articles of Association for NWHS in substitution for, and to the exclusion of, the current Articles of Association for the Company.</p> <p>The Chair confirmed that the revised Articles of Association were based on the 2016 Model Articles of Association, which were the Model Articles that were in force at the time of the NWHS submission to the DfE in March 2021, and that it is proposed that these will replace the current Articles of Association, which were adopted in 2019.</p> <p>The Chair confirmed that the revised Articles of Association have been ratified by the DfE. The Chair also confirmed that as part of the process to amend the Articles of Association the DfE also requested that a Deed of Variation to the NWHS Funding Agreement should be progressed, and that this change has been executed.</p> <p>The Chair proposed that the Special Resolution should be put to the vote and be decided upon via a show of hands, which was unanimously agreed.</p> <p>The Chair invited Members to vote upon the Special Resolution. Members unanimously voted to approve the Special Resolution, with Paul Shoesmith also voting in favour of the Special Resolution on behalf of Gareth DeVille as per the Proxy Vote submitted.</p>	
5.	<p>Appoint the following new independent Members</p> <p>Following the Members agreement to adopt the revised Articles of Association which allow for separation between Members and Trustees, the Chair proposed that the Members should appoint the following new independent Members:</p>	

	<ul style="list-style-type: none"> • David Heywood • Jane Owens • Tim Parker <p>The Chair confirmed that the proposed new Members have all confirmed that they are willing to become Members. Members unanimously voted to appoint David Heywood, Jane Owens and Tim Parker as Members with immediate effect.</p>	Clerk to update GIAS and NWHS documentation & to obtain written consent from the new Members; HW to update Companies House
6.	<p>Receive the resignations of the following current Members</p> <p>Following the Members agreement to adopt the revised Articles of Association which allow for separation between Members and Trustees, the Chair proposed that the following Members should resign as Members (but remain as Trustees) with immediate effect:</p> <ul style="list-style-type: none"> • Jean Newton • Stephen Hegerty • Gareth DeVille • Will Poole • Katie Thompson • Paul Shoesmith • Roz Barnwell • Sajeeda Begum <p>Members unanimously agreed that the above Members should resign with immediate effect, in order to allow for the creation of a new Board of Members separate from the Board of Trustees. It was agreed that all of the above Members should submit a written notice of resignation to the Clerk as soon as possible.</p> <p>Members noted that following the above resignations, the Boards would be composed as follows:</p> <p>Board of Members: David Heywood (Independent Member) Jane Owens (Independent Member) Tim Parker (Independent Member) Ruth Jenkinson (Chair of Trustees) Heather Hazell (Chair of Outcomes Committee)</p> <p>Board of Trustees: Ruth Jenkinson (Chair of Trustees) Paul Shoesmith (Vice Chair of Trustees) Heather Hazell Jean Newton Stephen Hegerty Gareth DeVille Will Poole</p>	<p>Clerk to update NWHS documentation & GIAS; HW to update Companies House</p> <p>All Members listed above</p>

	Katie Thompson Roz Barnwell Sajeeda Begum	
7.	<p>Any Other Members' Business Arising</p> <p>A discussion took place regarding when the first meeting of the new Board of Members should be convened. The Chair proposed that a meeting of the new Board of Members should be convened in the Autumn Term, in order to allow the Members to meet each other and to familiarise themselves with the school and the Trust Board in advance of the first AGM meeting in December 2022. All in attendance agreed with the Chair's proposal.</p> <p>It was noted that it is the Members who are responsible for appointing "Other Trustees" and that now that there is separation between the Board of Members and the Board of Trustees this may need to be done via correspondence going forwards in order to ensure that appointments are made in a timely manner.</p> <p>There were no other items of business requiring discussion, and the Chair closed the meeting at 17:51 pm.</p>	Clerk to convene Members Meeting Autumn 2022

Signed Date
(Chair)

OPEN ACTIONS				
ACTION REF	ACTION	BY WHOM	BY WHEN	STATUS
230522-01	Update GIAS and NWHS documentation re the appointment of the 3 new Members (David Heywood, Jane Owens and Tim Parker) & obtain their written consent to become new Members; and notify Helen West and request that she updates Companies House	Clerk	31/05/22	New
230522-02	Submit a written notice of their resignation to the Clerk	JN/SH/GdV/WP/KT/PS/RB/SB	31/05/22 at the latest	New
230522-03	Update GIAS and NWHS documentation re the resignation of the following Members (JN/SH/GdV/WP/KT/PS/RB/SB) and notify Helen West and request that she updates Companies House	Chair/Clerk	31/05/22	New
230522-04	Convene a Members Meeting in Autumn Term 2022	Clerk	31/08/22	New

Accounting Officer (Headteacher): STEPHEN POWELL
 21/6/22