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**Company No.** **09734238**

MINUTES of the reconvened Annual General Meeting / Extra Ordinary General Meeting of the Company held on Tuesday 6 December 2016 at Learn Sheffield Training and Development Hub, Lees Hall Road, Sheffield, S8 9JP from 5.30 pm to 6.30 pm.

Present - Mr D Tidmarsh, Chair of the Interim Board of Directors

Mr S Betts, Chief Executive, Learn Sheffield

Ms L Culloden, Headteacher, Carfield Primary School

Mr C Dillon, Sheffield Park and Springs Academy

Mr C Holder, Headteacher, Lowfield Primary School

Mr S Jones, Headteacher, Lydgate Junior School

Ms A Lant, Tapton School Academy Trust

Ms A Leach, Wharncliffeside Primary School  
 Ms J Smith, Talbot Special School

Ms P Smith, Sheffield City Council  
 Mr J Wirth, Ecclesfield School

Apologies - Mr M Allen, Chair of Governors, Phillimore School

Ms A Clarke, Headteacher, Lower Meadow Primary School

Mr N Crew, Executive Principal, UTC Academy Trust

Ms C Eaton, Shooters Grove Primary School

Ms R Edwards, Headteacher, Meersbrook Bank Primary School

Mr J Elliott, Firth Park Academy School

Mr S Green, Headteacher, Broomhall Nursery School

Ms D Hetherington, Broomhall Nursery School

Mr M Patterson, Head of School Governance Improvement

Ms H Quarterman, Manor Lodge Primary School

Ms N Shipman, Headteacher, Fox Hill Primary School

Ms M Somerville, Strategic Business Director

Ms H Stokes, Headteacher, Waterthorpe Nursery / Infants School

Mr C Weston, Headteacher, Yewlands Academy

Ms C Whittingham, Headteacher, Acres Hill Primary School

Ms A Woodhead, Headteacher, St Teresa’s Catholic Primary School

In Attendance - Mr M McDonagh, Hart Shaw LLP (Auditors)

Ms V Struggles, Clerk to the Board of Directors

Proxy forms submitted by – Walkley Primary School,

Sheffield UTC Academy Trust,

Springfield Primary School,

Parkwood Academy,

Marlcliffe Primary School

# Quorum

# In accordance with Article 40, this being a reconvened meeting, after a period of 15 minutes from the publicised start time, the Chairman announced that although insufficient members were present for the required quorum was present the meeting was declared open.

# With the consent of all the members present the notice convening the meeting was taken as read.

# Articles of Association

# Revisions to the Articles of Association were highlighted together with the rationale and detail of the changes which had been considered and approved by the Interim Board of Directors (13 October 2016) on the basis of legal advice received.

# The Chairman proposed the First Resolution, the amended Articles of Association, set out in the notice and on a show of hands declared that the resolution had been passed unanimously.

# Financial Statements 2015/16

# On behalf of the Interim Board of Directors, the Chair expressed appreciation to the Strategic Business Director for the work undertaken with the external auditors, Hart Shaw LLP. Key aspects of the Financial Statements, which covered the Company’s first year of operation were highlighted by the external auditor, namely –

# The Company is regulated by the Companies Act not the Charities Act;

# Income from commercial activities will be subject to corporation tax.

# Some 2015/16 income from Sheffield City Council has been deferred to 2016/17 due to the timing of the delivery of outcomes linked to the commission

# Information declared in respect of Related Party Transactions was recorded in the notes to the accounts

# Based on a review of the financial transactions and controls, an unqualified audit opinion was provided

# The Chairman proposed the Second Resolution, the Financial Statements 2015/16, set out in the notice and on a show of hands declared that the resolution had been passed unanimously.

# Directors’ Report 2015/16

# The Chief Executive provided a presentation of the significant developments achieved by the Company during 2015/16 as summarised in the report.

# The Chairman proposed the Third Resolution, Directors’ Report 2015/16, set out in the notice and on a show of hands declared that the resolution had been passed unanimously.

# Re-appointment of the Auditors

# At the meeting held on 13 October, the Interim Board of Directors considered and agreed to recommend the re-appointment of Hart Shaw LLP as external auditors for the 2016/17 financial year.

# The Chairman proposed the Fourth Resolution, Re-appointment of the Auditors, set out in the notice and on a show of hands declared that the resolution had been passed unanimously.

# Resignation of the Interim Directors

# In accordance with the Articles the following Interim Directors formally resigned from the Board –

# Mr M D Allen Mr D Bowes Mr D V Linkhorn Mr P H Stockley Mr D Tidmarsh

# Thanks were express to the Chairman and other Interim Directors of the Board for their contribution during the past year.

# The Chairman proposed the Fifth Resolution, Resignation of the Interim Directors, set out in the notice and on a show of hands declared that the resolution had been passed unanimously.

# Appointment of the new Board of Directors

# In accordance with the Articles, the outcome of the process of nomination and ballot (as required) for the new Board of Directors was as follows –

# Primary schools – Mr C Holder and Ms A Lant Secondary schools – Mr C French and Mr J Wirth Special school – Ms J Smith FE colleges – Mr D Tidmarsh

# The Chairman proposed the Sixth Resolution, Appointment of a new Board of Directors, set out in the notice and on a show of hands declared that the resolution had been passed unanimously.

# There being no further formal business members were thanked for their attendance and the meeting closed



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Chair of Interim Board of Directors