

**HERTS FOR LEARNING LTD trading as HFL Education (HFL)**  
**Minutes of the Annual General Meeting**  
**held on Tuesday 26 September 2023 at 5pm online via Livestorm**

<p><b><u>The HFL Education Board</u></b></p> <p>Present:</p> <ul style="list-style-type: none"> <li>• Paul Layzell (Chair – Board appointed NED)</li> <li>• Carole Bennett (Chief Executive Officer)</li> <li>• Lynette Dexter (Company Secretary)</li> <li>• Catherine Glickman (Board appointed NED)</li> <li>• Natalie Knight-Wickens (Chair at Sheredes Primary School – Primary elected NED)</li> <li>• Hero Slinn (HCC appointed NED and nominated representative at the AGM)</li> <li>• Margaret Chapman (Executive Headteacher at the St. Albans Girls' School – Secondary elected NED)</li> <li>• Simon Hay (Board appointed NED)</li> <li>• Cynthia Rowe (Head at How Wood Primary School and Nursery – Primary elected NED)</li> </ul> <p>Apologies:</p> <ul style="list-style-type: none"> <li>• Beth Honnor (Head at Marriotts School – Secondary elected NED)</li> <li>• Rachael Adler (HCC appointed NED)</li> <li>• Emma Bradley (incoming Board appointed NED)</li> </ul>	<p><b><u>Shareholders</u></b></p> <p>Present:</p> <ul style="list-style-type: none"> <li>• Hertfordshire County Council (Hero Slinn)</li> <li>• Boxmoor Primary School</li> <li>• How Wood Primary School and Nursery</li> <li>• Howe Dell Primary School</li> <li>• Presdales School</li> <li>• Samuel Lucas</li> <li>• Sheredes Primary School</li> <li>• St Albans Girls' School</li> <li>• Yorke Mead Primary School</li> </ul> <p><b><u>HFL Education staff</u></b></p> <p>In attendance:</p> <ul style="list-style-type: none"> <li>• Andrew Griffiths</li> <li>• Catherine Tallis</li> <li>• Liz Shapland</li> </ul>		
<p><b><u>Proxy votes received from:</u></b></p> <table border="0"> <tr> <td style="vertical-align: top;"> <ul style="list-style-type: none"> <li>• Arlesdene Nursery School and Pre-school</li> <li>• Astley Cooper School</li> <li>• Bayford CofE Primary School &amp; Nursery</li> <li>• Beech Hyde Primary School &amp; Nursery</li> <li>• Belswains Primary School</li> <li>• Bengoe Primary School</li> <li>• Broxbourne C of E Primary School</li> <li>• Furneux Pelham Church of England School</li> <li>• Hockerill Anglo European College</li> <li>• Marriotts School</li> </ul> </td><td style="vertical-align: top;"> <ul style="list-style-type: none"> <li>• Northfields Infant and Nursery School</li> <li>• Presdales School</li> <li>• Sheredes Primary School</li> <li>• St. Catherine's C of E Primary School</li> <li>• The Adeyfield Academy</li> <li>• The Giles Nursery and infants' School</li> <li>• The Priory School</li> <li>• Thomas Alleyne</li> <li>• Thorn Grove Primary School</li> <li>• Whitehill Junior School</li> </ul> </td></tr> </table>		<ul style="list-style-type: none"> <li>• Arlesdene Nursery School and Pre-school</li> <li>• Astley Cooper School</li> <li>• Bayford CofE Primary School &amp; Nursery</li> <li>• Beech Hyde Primary School &amp; Nursery</li> <li>• Belswains Primary School</li> <li>• Bengoe Primary School</li> <li>• Broxbourne C of E Primary School</li> <li>• Furneux Pelham Church of England School</li> <li>• Hockerill Anglo European College</li> <li>• Marriotts School</li> </ul>	<ul style="list-style-type: none"> <li>• Northfields Infant and Nursery School</li> <li>• Presdales School</li> <li>• Sheredes Primary School</li> <li>• St. Catherine's C of E Primary School</li> <li>• The Adeyfield Academy</li> <li>• The Giles Nursery and infants' School</li> <li>• The Priory School</li> <li>• Thomas Alleyne</li> <li>• Thorn Grove Primary School</li> <li>• Whitehill Junior School</li> </ul>
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Item	Minute
<b>1</b>	<p><b>Welcome</b></p> <p>Lynette Dexter, Company Secretary, welcomed attendees to the 2023 Annual General Meeting of Herts for Learning Ltd t/a HFL Education. She presented the agenda for the meeting and explained how the voting for resolutions would be undertaken, using the 'Poll' feature on the Livestorm webinar platform.</p>
<b>2</b>	<p><b>HFL Board Update</b></p> <p>Paul Layzell, Chair of the Board, presented an update from the HFL Board (see attached presentation).</p>

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Paul provided an overview of the changes to the membership of the Board over the past year and reminded members about the current school NED election processes for the primary and special / alternative phrases.

He explained that the Board's focus continues to be on the needs of Hertfordshire schools, settings and trusts, ensuring that HFL are providing and developing value for money services aligned to their differing needs. The Board have also been supporting the new Chief Executive Officer, Carole Bennett, with the reviewing and aligning our leadership structure and vision to reflect the needs of our customers. He advised that the Board continues to actively support and drive the anti-racism agenda, whilst also focusing on the development and wellbeing of our HFL Education colleagues during these challenging times.

Looking ahead, Paul set out the Board's future priorities including the need for HFL Education to provide relevant and affordable support to Hertfordshire schools, trusts and settings, whilst ensuring that our offer meets the needs of these very differing communities. He recognised that our schools, trusts and settings all operate with varying needs and advised that we are strengthening our product innovation team and we will be working closely with schools to co-design services for the future. Paul noted that whilst we will continue to work with schools and local authorities nationally, we will be focusing on working with our geographical neighbours. He explained that we are investing in the professional development of the wider HFL leadership team to help strengthen the organisation and build a team with one central purpose. We are also progressing our work on anti-racism and sustainability. He reported that the Board are fully aware of the financial challenges facing the education sector and the organisation continues to be cost conscious and financially prudent.

Paul ended by welcoming Carole Bennett to her first AGM as HFL Education's Chief Executive Officer.

### 3 Chief Executive Officer's Report

Carole Bennett, Chief Executive Officer, reflected on HFL's first ten years (see attached presentation), and recognised the ongoing challenges that face both HFL and the schools, trusts and settings that we support.

Carole reminded members of the HFL's background, including our ownership structure and our positioning, purpose and values and reflected on how HFL measures success. She noted that one of our key performance indicators is the % of pupils who attend a good or outstanding Hertfordshire school. She reported that at the inception of HFL in 2013, 76.7% of pupils attended a good or outstanding Hertfordshire school and that this figure has steadily improved over the past ten years to 90.5% in 2023. She also reminded members that, as a not for profit organisation, over the past ten years HFL has reinvested £1.2m back into common good initiatives for our member school.

Carole thanked members who had completed the 2023 HFL Members Survey and she reported that 94.6% Headteachers and 94.9% Chairs of Governors continue to be 'satisfied' or 'very satisfied' with HFL's services.

Carole shared the headlines of the 2022-23 financial year, whilst recognising how tough it is for everyone in the education sector. She advised members that whilst growing our revenue last year, HFL Education made a small loss due to investments in services and technology, to help us provide

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better services to schools. She reported that HFL Education remains financially stable with the reserves necessary for future challenges and opportunities.

Looking to the future, Carole provided an overview of HFL Education's Executive team and encouraged members to engage with or contact Executive team members. She advised that our strategic objectives remain the same and that we are committed to enabling Hertfordshire schools to thrive, whilst growing our customer base beyond Hertfordshire. These objectives are underpinned by Organisational Effectiveness and our desire to be as efficient and effective as possible, and we take our Corporate Social Responsibility very seriously. She explained that we are currently refining how we will deliver these objectives and she shared our goals for 2023-25.

Carole thanked HFL members for their continued support and offered to speak to or meet with school networks or consortia to talk about how HFL Education can support them.

#### 4 Resolutions

The Chair asked members to vote on three Ordinary Resolutions and three Special Resolutions. All votes have been checked and ratified.

**Ordinary Resolution 1: To receive the Herts for Learning Ltd Annual Report and Accounts for the year ended 31 March 2023.**

*Votes for = 6 member votes and 20 proxy votes = 26*

*Votes against = 0*

*Votes withheld = 0*

*Resolution passed.*

**Ordinary Resolution 2: To reappoint Hillier Hopkins as the Company's auditors for the year ended 31 March 2024.**

*Votes for = 20 member votes and 6 proxy votes = 26*

*Votes against = 0*

*Votes withheld = 0*

*Resolution passed.*

**Ordinary Resolution 3: To authorise the Board to agree the remuneration of the auditors.**

*Votes for = 20 member votes and 6 proxy votes = 26*

*Votes against = 0*

*Votes withheld = 0*

*Resolution passed.*

**Special Resolution 1: To ratify the HFL Board's decision to update the job title of Managing Director to Chief Executive Officer and to resolve to reflect this change by amending the Herts for Learning Ltd Articles of Association by deleting all references to "Managing Director" and replacing with "Chief Executive Officer".**

*At the Extraordinary Board meeting on 6 October 2022, the Board discussed the recruitment process for the new Chief Executive Officer. Feedback from the recruitment agencies was that the title of Managing Director is viewed as outdated, and they advised that this should be changed to Chief Executive Officer, in line with similar external roles.*

*The Board agreed this change with immediate effect and acknowledged that this amendment would require shareholder approval at the 2023 AGM. Following this meeting, HFL Education*

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*informed Hertfordshire County Council, as our majority shareholder, of this change and they confirmed their agreement to this 7 October 2022.*

*Votes for = 5 member votes and 20 proxy votes = 25*

*Votes against = 0*

*Votes withheld = 0*

*Resolution passed.*

**Special Resolution 2: To approve the HFL Board's proposal to increase the number of co-opted non-executive director positions on the HFL Board from "up to three" to "up to four" and to resolve to reflect this change in Article 3.2 of the Herts for Learning Ltd Articles of Association.**

*This change is proposed in order to provide additional commercial expertise to enhance the Board's effectiveness. Hertfordshire County Council, as our majority shareholder, confirmed their agreement to this proposed change on 20 June 2023.*

*Votes for = 4 member votes and 20 proxy votes = 24*

*Votes against = 0*

*Votes withheld = 0*

*Resolution passed.*

**Special Resolution 3: To approve the HFL Board's proposal to allow the Board to extend a second term of office for a non-executive director by up to two years, without the need for a further school election and to resolve to reflect this change in Article 6 of the Herts for Learning Ltd Articles of Association.**

*This change is proposed to help the Board to address situations whereby several non-executive directors are all due to retire or step down from their role at the same time, which poses a risk to the Board in terms of continuity of knowledge about HFL. It is intended that this power is only used exceptionally and not simply to extend the normal two terms of offices as a matter of routine.*

*Votes for = 5 member votes and 19 proxy votes = 24*

*Votes against = 0*

*Votes withheld = 1*

*Resolution passed.*

**5 Questions from members**

The Chair and Chief Executive Officer invited online questions from members. No questions had been submitted in advance and none were asked at the meeting.

**6 AGM close**

Paul thanked everyone for taking the time to attend today's AGM.

This concluded the business of the meeting which finished at 5:36pm.