

HERTS FOR LEARNING LTD trading as HFL Education (HFL)
Minutes of the Annual General Meeting
held on Monday 29 September 2025 at 5pm online via Microsoft Teams

<u>The HFL Education Board</u> Present: • Paul Layzell (Chair – Board appointed NED) • Carole Bennett (Chief Executive Officer) • Allen Talbot (Chair at Field Junior School/Governor at Central Primary School – Primary elected NED) • Angela O'Rourke (Head at Southfields School - Special/AP elected NED) • Hilary Clements (Chair of the Hart Schools Trust – Secondary elected NED) • Liz Edwards (Board appointed NED) • Rachael Adler (Vice Chair at Wheatcroft Primary School / Governor at Richard Hale School - HCC appointed NED) • Simon Hay (Board appointed NED) • Simon Newland (Chair of the Falconer School - Board appointed Associate NED) • Tracy Clements (Co-Head at Mary Exton Primary School – Primary elected NED) Apologies: • Beth Honnor (Head at Marriotts School – Secondary elected NED) • Hero Slinn (HCC appointed NED) • Lynette Dexter (Company Secretary) • Margaret Chapman (Co-CEO of the Ambition Education Trust - Board appointed Associate NED)	<u>Shareholders</u> Present: • Hertfordshire County Council (Scott Crudgington & Tony Fitzpatrick) • Alban City School • Boxmoor Primary School • Chorleywood Primary School • Greenfields Primary School • Lanchester Primary School • Sir John Lawes School • St Alban & St Stephen Catholic Primary School & Nursery • St Augustine's Catholic Primary School • Tewin Cowper Primary School • Townsend C of E School • Yorke Mead Primary School <u>In attendance</u> • Andrew Griffiths – HFL Executive • Anne Peck – HFL Executive • Catherine Loake – HFL Executive • Dan Lewis – North Herts ESC • Dan Nearney – North Herts ESC • David Windridge – HFL Executive • Kate Robinson – North Herts ESC • Laurence Shenker – HFL Events • Liz Shapland – HFL Executive
<u>Proxy votes received from:</u> • Beech Hyde Primary School and Nursery • Boxmoor Primary School • Freman College • Garden Fields JMI School • Haileybury Turnford School • Little Green Junior School • Marriotts School • Ridgeway Academy	• Sandringham School • Skyswood Primary & Nursery School • St Albans Girls' School • The Adeyfield Academy • Thorn Grove Primary School • Verulam School • Wheatfields Infants' and Nursery School • Wheatfields Junior School

Item	Minute
1	Welcome Carole Bennett, CEO of HFL Education, formally welcomed attendees to the 2025 Annual General Meeting of Herts for Learning Ltd (trading as HFL Education) and acknowledged the importance of the AGM in reviewing Company performance. Carole noted the absence of the Company Secretary, Lynette Dexter, due to illness and thanked Laurence Shenker (Events Manager) and Andy Griffiths (CFO) for stepping in to support the meeting. Laurence advised participants that questions could be submitted throughout the session via the Q&A function and that these would be addressed during the Questions and Answers segment at the end of the meeting. He also drew attention to the 'Polls' function, where attendees would be invited to vote on the AGM Resolutions. A test poll was successfully conducted to confirm voting functionality.
2	Overview of the HFL Board of Directors Paul Layzell, Chair of the Board, provided an update on new appointments to the HFL Board since the 2024 AGM and gave a brief overview of the Board's current composition. Paul also reminded attendees from primary phase shareholding schools of the current election process for a new Non-Executive Director to join the HFL Board. In closing, he expressed his gratitude to HFL members (Hertfordshire schools and Hertfordshire County Council), the Board of Directors, the Executive Team, HFL colleagues, and customers for their continued support of HFL.
3	Chief Executive Officer's overview Carole Bennett reflected on the achievements and challenges of 2024-25, illustrating the reach and impact of HFL's services. She focused on some key highlights from the past year including: • Focus on quality and affordability of services. • Strategic changes to service offerings, including: ▪ Launch of a new complaints service ▪ Restructuring of primary maths support ▪ Streamlining of courses and conferences ▪ Consolidation of broadcast platforms. • Increased engagement with Multi Academy Trusts and other local authorities. • Office relocation for cost savings and improved staff engagement. • Alignment with UN Sustainable Development Goal 4 (Quality Education). • Strong performance metrics: ▪ 100% Hertfordshire schools engaged with HFL services ▪ 106 trusts purchased services ▪ 686 new customers acquired ▪ High satisfaction scores from courses and consultancy services ▪ National recognition and awards, including a DfE tender for Reading Fluency. Carole provided an overview of the current HFL Executive team and presented the financial results for 2024-25, highlighting a return to operating profit at 0.8% of revenue. She noted that, as a not-for-profit organisation, HFL's target margin remains at 1%.

Looking to the year ahead, Carole summarised the key priorities that HFL will be focusing on:

- Continuing with review and efficiencies projects
- Supporting customers through significant change
- Strengthening our presence through human connection in Hertfordshire and beyond
- Reviewing and enhancing delivery methods for support
- Strengthening our internal Head of Service and leadership framework.

Carole concluded her update by thanking HFL members for their continuing support and inviting their ongoing feedback about HFL's services.

4 Resolutions

Andy Griffiths, Chief Finance Officer, asked members to vote on three Ordinary 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 2025.

Votes for = 12 member votes and 15 proxy votes = 27

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 2026.

Votes for = 12 member votes and 15 proxy votes = 27

Votes against = 0

Votes withheld = 0

Resolution passed.

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

Votes for = 12 member votes and 15 proxy votes = 27

Votes against = 0

Votes withheld = 0

Resolution passed.

5 Questions from members

One pre-submitted question had been received regarding how we had achieved such significant cost savings over the past year. In response, Carole explained that we had engaged with customers to understand their evolving needs, especially given the significant changes and challenges in the education sector. This input and feedback led to a realignment of our service portfolio, with the removal of some services and the addition of others. She advised that we had also streamlined some of our internal systems and processes, relocated offices, and made substantial savings on agency and recruitment fees by focusing on staff retention.

No additional questions were raised during the session.

6 AGM close

The CEO thanked everyone for taking the time to attend today's AGM. She emphasised the importance of ongoing engagement with shareholders beyond the AGM and encouraged schools to continue reaching out throughout the year to help shape and evolve HFL's services.

This concluded the business of the meeting which finished at 5:42pm.