

HERTS FOR LEARNING LTD trading as HFL Education (HFL)
Minutes of the Annual General Meeting
held on Monday 28 September 2026 at 5pm online via Microsoft Teams

<u>The HFL Education Board</u> Present: • Paul Layzell (Chair – Board appointed NED) • Carole Bennett (Chief Executive Officer) • Lynette Dexter (Company Secretary) • 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) • Hazel Leslie - Headteacher at St. Catherine's School – Ware – Primary elected NED) • Liz Edwards (Board appointed NED) • Simon Hay (Board appointed NED) • Simon Newland (Chair of the Falconer School - Board appointed Associate NED) • Tony Fitzpatrick (Director of Education, Hertfordshire County Council and Chair of Governors at Prae Wood Primary School) Apologies: • Hilary Clifford (Chair of the Hart Schools Trust including the Thomas Alleyne Academy and Roebuck Primary school – Secondary elected NED) • Margaret Chapman (Trustee of Links Academy and Governor at Adeyfield Academy - Board appointed Associate NED) • Rachael Adler (Vice Chair at Wheatcroft Primary School / Governor at Richard Hale School - HCC appointed NED) • Robin Newman (Principal at Haileybury Turnford – Secondary elected NED)	<u>Shareholders</u> Present: • Hertfordshire County Council (Scott Crudgington) • Codicote CE Primary School • Howe Dell Primary School • Mandeville Primary School (St. Albans) • St. Francis of Assisi Catholic Academy Trust, including: ○ Sacred Heart Catholic Primary School ○ St Augustine's Catholic Primary School ○ St. Cross Catholic Primary School ○ St. Josephs Catholic Primary School (Bishops Stortford) ○ St. Josephs Catholic Primary School (Hertford) ○ St. Josephs Catholic Primary School (Waltham Cross) ○ St Marys Catholic Primary School ○ St. Thomas of Canterbury Catholic Primary School) • Yorke Mead Primary School <u>In attendance</u> • Andrew Griffiths – HFL Executive • Anne Peck – HFL Executive • Catherine Loake – HFL Executive • David Windridge – HFL Executive • Laurence Shenker – HFL Events • Liz Shapland – HFL Executive
<u>Proxy votes received from:</u> • Aycliffe Drive Primary School • Bishop's Hatfield Girls School • Codicote School • Fairlands Primary School and Nursery • Flamstead Village School • Galley Hill Primary School and Nursery • Garden Fields JMI School • Giles Nursery & Infants School • Great Gaddesden CE (VA) Primary School • Haileybury Turnford School • Hollybush Primary School • Howe Dell Primary School • Katherine Warington	• Nash Mills CE Primary School • Presdales School • Roundwood Park School • Sandon JMI School • Sele School • Sheredes Primary • St John Catholic Primary School • St. Bartholomew's C of E VA Primary School • Strathmore Infant and Nursery School • Swallow Dell Primary School • The Priory School • The Reach Free School • Thomas Alleyne Academy

- Longmeadow Primary School
- Ludwick Nursery School
- Markyate Village School & Nursery
- Marriotts School

- Thorn Grove Primary School
- Tudor Primary School
- Westfield Primary School

Item	Minute
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1 Welcome

The Company Secretary, Lynette Dexter, welcomed attendees to the Annual General Meeting (AGM) and confirmed that the meeting was being recorded. Attendees were advised of the arrangements for asking questions via the Q&A function and voting on resolutions using the Polls feature. She advised that proxy votes received in advance of the meeting would be reconciled with votes cast during the meeting to avoid duplication.

2 Overview of the HFL Board of Directors

The Chair, Paul Layzell, welcomed attendees and outlined the agenda for the meeting.

The Chair reported on Board activity during the year and welcomed three Non-Executive Directors who had joined the Board during 2025–26:

- Hazel Leslie (Primary Phase elected Director)
- Robin Newman (Secondary Phase elected Director)
- Tony Fitzpatrick (Hertfordshire County Council appointed Director)

The Chair noted the value of having a diverse Board comprising phase representatives and independent NEDs who provide constructive challenge and bring a range of professional experience to Board discussions.

The Chair also advised shareholders of the forthcoming NED elections, with vacancies arising in the Primary, Secondary, and Special/AP phases. The nominations process opened on the day of the AGM, with nominations invited from eligible headteachers, trust CEOs, governors and trustees of HFL shareholder schools. The closing date for nominations was confirmed as 16 October 2026.

The Chair thanked HFL shareholders, Directors, the Executive team and HFL colleagues for their continued support and contribution to the success of the organisation

3 Chief Executive Officer's overview

Carole Bennett, Chief Executive Officer, presented a review of HFL's performance during the 2025–26 financial year. Key points included:

- Hertfordshire schools continued to perform above national averages at Key Stages 2, 3 and 4, remaining among the strongest-performing authorities in the East of England.
- 83% of maintained schools voted to continue supporting the county-wide school improvement system, securing its continuation for at least the next three years.
- HFL strengthened its national engagement through its work with APEA and the Department for Education, including hosting national briefings and supporting the development of the RISE programme.
- The organisation continued to refine its service offer in response to school feedback, simplifying training provision and improving accessibility.
- HFL successfully relocated its offices, significantly reducing operating costs while maintaining high-quality facilities for staff and customers.
- National expansion of products such as Reading Fluency and Essential Writing generated additional income and raised the profile of Hertfordshire educational practice nationally.
- A surplus was generated during the year, enabling a distribution to school shareholders and bringing total school shareholder returns since HFL's inception to £1.8 million.

- HFL achieved positive financial performance, reporting a profit margin of 3.25% for the year.
- Customer reach remained strong, with 100% of Hertfordshire schools purchasing at least one HFL service and customer satisfaction ratings remaining high.

Looking ahead, Carole highlighted priorities including responding to system reforms, supporting schools through changes to Ofsted and SEND policy, strengthening key advisory services, and investing in emerging technologies, including artificial intelligence, to enhance services and support for school.

4 Resolutions

The Chair invited members to vote on three Ordinary Resolutions. Following verification, all votes were duly ratified

Ordinary Resolution 1: To receive the Herts for Learning Ltd Annual Report and Accounts for the year ended 31 March 2026.

Votes for = 14 member votes and 33 proxy votes = 47

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 2027.

Votes for = 14 member votes and 33 proxy votes = 47

Votes against = 0

Votes withheld = 0

Resolution passed.

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

Votes for = 14 member votes and 33 proxy votes = 47

Votes against = 0

Votes withheld = 0

Resolution passed.

5 Questions from members

A question was raised regarding the tenure of the Company's auditors. The CEO advised that Hillier Hopkins LLP has served as HFL's external auditor since their appointment through a competitive tender process in 2021. The Board's Audit & Risk Committee remains satisfied with the quality of the audit service and is confident that auditor independence is maintained.

No other questions were submitted beforehand or raised during the meeting.

The CEO reminded shareholders that questions or feedback could be submitted directly to HFL outside the meeting at any time via established communication channels.

6 AGM close

The Chair thanked shareholders and colleagues for attending the AGM, and for their continued support of HFL Education. He acknowledged the important contribution of schools, Hertfordshire County Council, Board directors and HFL colleagues to the success of the organisation and its work in supporting education across Hertfordshire. This concluded the business of the meeting which finished at 5:33pm.