



Full Board Meeting Minutes

Tuesday 24th March 2020

Present

**Vic Millard (VM)– Chair of Directors
 Katy Quinn (KQ)– CEO/Principal, ML
 Jon Newman (JN)– CFO
 Scott Deeming (SD)– Trust Clerk/COO
 **Sam Trevorrow (ST)

**Pat Henchie (PH)
 **Chantelle Mashiter (CM)
 **Val Jeffries (VJ)
 **Paul Lilley (PL)
 **Nick Tallamy (NT)

Apologies: Jan Caig (JC)

**dialled in on the phone

Meeting opened at 09:15am – calls made into the meeting between 09:05 and 09:15

<p>24.03.00 – Protocol Explanation from KQ. Protocol explained for Conference call in these exceptional circumstances. Say name before you make your point, please try not to interrupt each other. All agreed the shortened agenda to be followed. KQ advised that VM is chairing meeting. This was queried by VM, but after discussion, agreed.</p>	
<p>24.03.01 – Welcome and apologies – JC email dated 19.03.20.</p>	
<p>24.03.02 - Decision on Board resolution, to give Directors powers to vote by written resolution, or meet virtually – Proposed by KQ. VM – is this giving of two separate powers, to hold virtually and to vote by proxy? I am assuming, we are voting on a process? KQ- within current articles – video call, conferencing. Article 137 make such rules...vote by written proxy/resolution. Qs and comments – sign and send back with comments and vote. ST – agree with the above. PL - agree with above, make use of technology. NT – in agreement PH – happy, good back up. CH – happy. VJ – in agreement. VM – nothing to add. Yes agree. Agreed: until further notice to proceed with this resolution.</p>	SDe
<p>24.03.03 - Chairs Role – VM – confusion over legal position as to where I stand as Chair. Opening comments by KQ in light of technology. VM – background to situation, note that Article 84 –is not clear, and, in my view, can be interpreted. PL – No. NT – situation that I became involved in was that following VM’s email, I felt the need to step up to support the Board in the interim. As in my nomination note – needed to steady the ship. PH - thanks to VM for what he has taught me. Due diligence for the role. In a process, that being legal, is there allowance for another nomination? Guided by the board...Have a ballot with NT and VM included? CM – no further comments. ST – ballot is something we</p>	

<p>can do. Emails have not helped – from the initial email, in the legal sense the process starts. NT is the only nomination. Legally we are chairless – someone needs to be in the Chair. VJ – nothing to add. I can say that VM has supported me – NT could be an excellent chair – legal aspect concerns me. VM – thank you for your constructive comments and I am personally appreciative. Believe that at this challenging time discord is not needed – and teamwork is. Am still not clear of the legal process of suggesting I may now stand for election. Uncertainty around this. I would not wish to stand in the way of what the board may now want. I believe I have the experience and knowledge of the schools and board that NT does not currently have. We are in a situation of a national crisis with COVID-19, as well as other issues within the schools. KQ – initial email – usual process after resignation email. Brown Jacobsen agrees that is the process. Article 89 has been considered by all Directors and the original process was the deadline that only NT met. Are we to vote in NT or is it now agreed to go to ballot via email including VM alongside NT -by 4pm today? PL – gravity of the situation. Prefer to resolve at conference call. NT – understand VM’s comments. No offence taken at lack of experience. Call upon the Board to support as team for positive outcomes. PH – Appreciate all discussions, VJ - I would go to ballot. CM – Ballot, fair way. ST – Secret ballot. Risk of disharmony. VJ – support a secret ballot. VM – two things come to mind – disappointed that, in circumstances, NT has not withdrawn nomination? Confusion as to how we now seem to be flexing the articles. Secondly concern as to harmony within the board – Could we consider a Co-Chair option? ST – clarification. KQ – might make for an awkward situation. Agreed: Secret ballot between NT and VM. KQ – NT, VM, KQ should not vote. Agreed. SDe to send ballot email for votes to the Board. To be returned by 4pm today.</p>	<p>SDe</p>
<p>24.03.05 - COVID-19 Update for Trust Schools – KQ -Schools are working on providing childcare for key workers and vulnerable children. We have all moved towards a staff rota system this side of the Easter holidays. It is still unclear what schools are expected to provide over the Easter break. However, we are working with Exeter City who are able to provide a holiday club for key workers and vulnerable families over the break. This will be a trust wide community provision run out of ALIVE and we are in discussions with Devon County Council for funding.</p> <p>NT – From perspective of Cockwood school pass thanks and admiration to all Trust staff. VM – The approach to this from KQ has been superb. Managed this well. PH – in agreement with VM. Agreed : KQ to circulate a message of thanks to all Trust staff.</p>	<p>KQ</p>

Meeting closed at: 10:20