



THE PEGASUS ACADEMY TRUST
BOARD OF DIRECTORS'
EXTRAORDINARY MEETING MINUTES

Friday, March 8th 2023 at 13:30

Virtual meeting via GoogleMeet

Directors		
Emma Whapham (EW)	Director /Co-Chair of Board	Apologies received
Richard Hill (RH)	Director /Co-Chair of Board	Present
Ian Patterson (IP)	Vice Chair of Board	Present
Jolyon Roberts (JRo)	Executive Principal/CEO	Present
Lynne Sampson (LS)	Executive Principal	Present
Xavier Villers (XV)	Director	Apologies received
Gary Griffin (GG)	Director	Present
Nina Pogossova (NP)	Director	Present
Sasha Henry-Crawford (SHC)	Director	Present
Shelley Davies (SD)	Director	Apologies received
Carl Knightly (CK)	Director	Apologies received
Trust staff		
Jo Ridge (JRI)	Chief Financial Officer	Present

Clerked by:	Sonia Wesley
Supporting documents:	<ul style="list-style-type: none"> • Agenda Board of Directors 08/03/2023; • Draft revised Articles of Association
Meeting closed at:	13.45

	ITEM	Time	Lead
1.	Apologies for absence and confirmation of quorum: Chair thanked those present for their attendance to the Extraordinary Board	2	Chair

	<p>of Directors meeting at such short notice.</p> <p>Apologies were received and accepted from CK, SD, XV and EW.</p> <p>The meeting was declared quorate.</p>		
2.	<p>Approval of the revised Articles of Association</p> <p>RH explained, due to the requirement from the Regional Schools Commissioner (RSC), that the board include no more than one member of staff, the Articles of Association need to be amended.</p> <p>Both JRo and LS resigned as Directors.</p> <p>Confirmation was received from EW that she would no longer stand as Co-Chair and would see her term of office through as a Director until December 2023. RH clarified he would continue as sole Chair of the board.</p> <p>The articles were amended in line with the latest model available.</p> <p>The following amendments were noted:</p> <ul style="list-style-type: none"> • The addition of the 'governance professional' role; • The duty on Directors to consider the award of any contract to a member instead of a third party; • The termination of membership should a member become insolvent; • The termination of membership should a member be convicted of a serious criminal offence; • The acknowledgement that members and Directors may now attend meetings by 'any suitable electronic means'; • A new duty that an employee of the Trust cannot be a member; • The removal of Executive Principals as Directors <p>JRo pointed out that the duty to consider the award of any contract to a member instead of a third party would have been carefully recorded in minutes but has never previously been a consideration in practice.</p> <p>RH also highlighted the new requirement for Directors to have DBS and List 128 check upon appointment.</p> <ul style="list-style-type: none"> • Question 1: A director asked: "How often are checks required to be renewed?" • Answer 1: LS explained that as recommended by Ofsted, DBS checks do not expire. However, staff are required to complete a suitability form annually to declare any changes in circumstances around the suitability to work with children including any convictions/cautions they or anyone living in their household may have received. <p>It was agreed that Directors should also complete a suitability form annually.</p> <p>Action 1: Clerk to circulate suitability form for Directors to complete, sign and return at next BoD meeting on 19.05.23.</p>	5	Chair

	<p>LS also shared with the board that there was free Safeguarding training available on the London Grid for Learning which was very informative, it highlighted the need for contractors such as Harrison's catering company to be invited to Pegasus specific safeguarding training in addition to the safeguarding training they would already receive internally.</p> <p>Action 2: JRI to update changes in membership on the Trust's website and Companies House</p> <p>All directors present agreed the proposed changes to the Articles of Association.</p>		
3.	<p>Date for next meeting:</p> <p>Directors Day – Thursday 4th May 2023 Friday 19th May 2023 in person at 1:30pm</p>	1	Chair
Signed as a true and accurate record of the meeting			
Chair's signature			
Chair's name			
Date			