

HERTS FOR LEARNING LTD trading as HFL Education (HFL)
Minutes of the Annual General Meeting
held on Tuesday 24 September 2024 at 5pm online via Livestorm

<p><u>The HFL Education Board</u></p> <p>Present:</p> <ul style="list-style-type: none"> • Paul Layzell (Chair – Board appointed NED) • Carole Bennett (Chief Executive Officer) • Lynette Dexter (Company Secretary) • Angela O’Rourke (Head at Southfields School - Special/AP elected NED) • Emma Bradley (Board appointed NED) • Liz Edwards (incoming Board appointed NED) • Natalie Knight-Wickens (Chair at Sheredes Primary School – Primary elected NED) • Simon Hay (Board appointed NED) <p>Apologies:</p> <ul style="list-style-type: none"> • Beth Honnor (Head at Marriotts School – Secondary elected NED) • Catherine Glickman (Board appointed NED) • Hero Slinn (HCC appointed NED) • Marcus Cooper (CEO of Spiral Partnership Trust – Primary elected NED) • Rachael Adler (HCC appointed NED) • Tracy Clements (Co-Head at Mary Exton Primary School – Primary elected NED) 	<p><u>Shareholders</u></p> <p>Present:</p> <ul style="list-style-type: none"> • Hertfordshire County Council (Helen Maneuf & Tony Fitzpatrick) • Ashlyns School • Fairfields Primary School and Nursery • Millbrook Primary School • Presdales School • Sheredes Primary School • Southfield School • St George’s School • St Paul’s Walden • The Sele School • Whitehill Junior School • Yorke Mead Primary School <p><u>HFL Education staff</u></p> <p>In attendance:</p> <ul style="list-style-type: none"> • Andrew Griffiths • Catherine Tallis • David Windridge • Jeremy Loukes • Liz Shapland • Nicola Adams
<p><u>Proxy votes received from:</u></p> <ul style="list-style-type: none"> • Ardeley St Lawrence CofE VA Primary • Ashlyns School • Boxmoor Primary School • Grange Academy • Little Green Junior School • Marriotts School • Mary Exton Primary School • Oakwood Primary School • Roundwood Park School • Sheredes Primary School • St Albans Girls School • St. John Lawes • The Giles Nursery and Infants’ School • Thorn Grove School 	

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1	Welcome
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Lynette Dexter, Company Secretary, welcomed attendees to the 2024 Annual General Meeting of Herts for Learning Ltd (t/a HFL Education). She explained how the voting for resolutions would be undertaken, using the ‘Poll’ feature on the Livestorm webinar platform.

Paul Layzell, Chair of the Board, presented the agenda for the meeting and thanked HFL members (Hertfordshire schools and HCC), the Board of Directors, the Executive team, HFL colleagues and customers for their ongoing support. He recognised the importance of the two-way relationship between HFL and our shareholders and the need for HFL to listen to feedback from schools, trusts and settings about our products and services. He reminded HFL members that we are here to serve them and help them succeed.

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2	Chief Executive Officer's Overview
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Carole Bennett, Chief Executive Officer, thanked HFL members for finding the time to attend the AGM, recognising that September is a very busy time for schools.

Carole reflected on the last financial year (2023-24), her first as CEO of HFL, having rejoined the organisation in May 2023. She thanked the Hertfordshire school community for welcoming her to their forums and consortia meetings, and for sharing their thoughts and feedback about HFL's products and services, so that we can continue to meet our customer's needs.

She recognised that 2023-24 was a tough financial year for the whole school community, and explained how this has had a knock-on effect on HFL. She reminded members that HFL is a non-for-profit organisation and we usually budget to achieve a 1% margin, as our core purpose is to serve the Local Authority and schools who own us.

Carole explained that one of HFL's key success measures is the performance of children and young people in Hertfordshire schools. She reported that 91.9% of Hertfordshire schools and settings are currently rated by Ofsted as good or outstanding (compared to 90.4% nationally). Outcomes for Hertfordshire pupils across all key stages also exceed national averages.

Over the past year HFL has brought together Trust leaders to help us develop and shape our services for Academies, so we can provide a uniformed support system to all schools, trusts and settings in Hertfordshire and beyond.

In response to feedback from the school community, HFL has developed new offers over the past year to meet the changing needs of our customers, including attendance support, a small schools' programme and a complaints support service. Carole encouraged HFL members to keep engaging and sharing their feedback to HFL about their changing needs.

Carole shared examples of where HFL has grown its presence outside of Hertfordshire over the past year, including the roll out of the Reading Fluency Programme which is proven to make dramatic gains in the reading attainment of children.

HFL is constantly seeking cost savings and internal efficiencies and has made some significant changes over the past year including the relocation of our office and internal restructures. Carole explained that many of these cost savings will only be realised in the 2024-25 financial year.

Once again, Carole recognised the financial pressures that the Local Authority and schools are under and she explained how this is affecting discretionary spend by schools on HFL's services (i.e. training courses). She reported that that HFL made an operating loss of £231k in 2023-24. However, the full reported loss for the year was £531k, partly due to financial commitments such as investing common good money in the Great Representation Programme, narrowing the gap activities and other areas of need in Hertfordshire. Equally, some one of costs were incurred in restructuring the business to ensure that HFL was able to reduce costs of delivery in the future. However, HFL's reserves remain strong and we are in a good position to return to a surplus this financial year.

Carole provided an overview of the current HFL Executive team, which has been streamlined down to six members.

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

- review and efficiencies projects, to ensure that we continue to deliver quality and best value for money for the Local Authority, HFL and our customers.
- refreshing our training offer to better meet the needs of schools.
- building our 'human' presence in Hertfordshire and beyond, to create relationships and enable customers to locate the right person to help at the right time
- how HFL services need to evolve (i.e. how can we support SEND in schools?)
- how our contracting process can be more transparent, informative and user friendly
- embedding our new leadership structure; create strong internal CPD to ensure that HFL can recruit, retain and deploy the strongest professionals to our customers.

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

3 Resolutions

The Chair asked members to vote on three Ordinary Resolutions and one Special Resolution. 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 2024.

Votes for = 12 member votes and 12 proxy votes = 24

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 2025.

Votes for = 12 member votes and 12 proxy votes = 24

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 12 proxy votes = 24

Votes against = 0

Votes withheld = 0

Resolution passed.

Special Resolution 1: To approve the HFL Board's proposal to make provision for the Board to have authority to appoint up to two Associate Non-Executive Directors at any given time, as non-voting / non-decision-making advisers to the Board of Directors, within our Articles of Association as follows:

New defined term: "Associate non-executive director" means a non-voting / non-decision-making adviser to the Board of Directors but who is not a part of the Executive team.

New Article: "The board may from time to time at their sole discretion appoint up to two Associate non-executive directors."

Votes for = 12 member votes and 12 proxy votes = 24

Votes against = 0

Votes withheld = 0

Resolution passed.

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4	Questions from members
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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.

5	AGM close
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The Chair thanked everyone for taking the time to attend today's AGM.

This concluded the business of the meeting which finished at 5:28pm.