



# Northern Arch

## LEARNING PARTNERSHIP

### Special Meeting of the Board of Directors'

Wednesday 5<sup>th</sup> February 2025 at 5.00 pm  
at Queen Elizabeth Sixth Form College, Vane Terrace, Darlington, Co. Durham  
DL3 7AU

### MINUTES

Directors present:	Iain Clyde (Chair), Zoe Beach, Tim Fisher (CEO), Michael Garmston, Tarryn Lloyd Payne, Mavis Lord and Professor Graham Wynn. Geoff Liddle (Joined the meeting remotely via Teams)
In attendance:	Lisa Marron: Chief Operating Officer, Northern Arch Learning Partnership Glen Hart: Chief Financial Officer, Northern Arch Learning Partnership Nikki Wade: Strategic Development Officer, Northern Arch learning Partnership Laura Hawksby: Trust Governance and Policy Officer, Northern Arch Learning Partnership

Item	Description of discussion	Action by
1.	<b>Welcome, Introductions and Confirmation Quorum Present</b>  The Chair welcomed Directors and those present to the meeting of the Board of Directors of Northern Arch Learning Partnership.  The Governance & Policy Officer confirmed that a quorum was present.	
2.	<b>Apologies for absence and their acceptance</b>  Apologies for absence were received and accepted from Director Emma Chawner.  Directors <b>RESOLVED</b> that the apologies for absence be noted and accepted from Director Emma Chawner.	
3.	<b>Notification of items of urgent other business</b>  There were no items of other business.	
4.	<b>Declaration of personal and pecuniary interests:</b>  Directors and those present were reminded that they should declare any personal or pecuniary interest in any matters arising from the agenda of the current meeting.	

	<p>Directors Michael Garmston and Tarryn Lloyd Payne declared an interest in relation to Minute 7 below as an employee and Director respectively of the Federation of Mowden Schools. They left the meeting and took no part in consideration or voting for that item.</p> <p><b>Part B – Business items for Discussion</b></p> <p><b>5. Mowden – Consultation TUPE</b></p> <p>The Chief Executive Officer (CEO) advised that the TUPE consultation undertaken between Northern Arch Learning Partnership and The Federation of Mowden Schools Trust had raised no issues of concern or objection. A presentation had been provided to all staff at The Federation of Mowden Schools by the Trusts' Schools Human Resources Manager and the CEO advised it had been a very positive meeting with all involved.</p> <p>Directors <b>RESOLVED</b> that the report be noted.</p> <p><b>6. Due Diligence</b></p> <p>The Chief Executive Officer (CEO) advised that representatives of Northern Arch Learning Partnership have been working with representatives of the Federation of Mowden Schools Academy Trust (FMSAT), along with the Trust's solicitors to progress the transfer of FMSAT into Northern Arch, including the formal aspects of legal due diligence. Directors carefully considered information provided by FMSAT in relation to:</p> <ul style="list-style-type: none"> <li>• General details</li> <li>• Commercial agreements</li> <li>• Assets (excluding land and buildings)</li> <li>• Employees and pensions</li> <li>• Land and buildings</li> <li>• Litigation</li> <li>• Insurance</li> <li>• Intellectual property</li> <li>• Consents and compliance</li> </ul> <p>He confirmed that no issues or areas of concern had been identified.</p> <p>Directors <b>RESOLVED</b> that the due diligence on the Federation of Mowden Schools be approved.</p> <p><b>7. Board of Director's Approval for the Federation of Mowden Schools to join Northern Arch Learning Partnership</b></p> <p><b>1. Documents produced to the meeting</b></p> <p><b>1.1</b> There was produced to the meeting a copy of the following documents:</p> <p><b>1.1.1</b> deed of novation and variation to the current supplemental funding agreements of the schools within</p>	
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	<p>FMSAT between (1) the Secretary of State for Education, (2) FMSAT and (3) the Trust (DoNV);</p> <p>1.1.2 advice note on indemnities in the DoNV produced by the Trusts' solicitors (Advice Note)</p> <p>1.1.3 draft commercial transfer agreement between (1) the Trust and (2) FMSAT (CTA); and</p> <p>1.1.4 form TR1 for the transfer of land to the Trust in relation to the land held by FMSAT (Transfer Form);</p> <p>(together the Documents).</p> <p>2. <b>Review of Documents</b></p> <p>2.1 After due and careful consideration of the Documents, the meeting confirmed its full understanding of the effect and implications for the Trust of:</p> <p>2.1.1 proceeding with the proposed Transfer;</p> <p>2.1.2 entering into the DoNV;</p> <p>2.1.3 entering into the CTA;</p> <p>2.1.4 entering into the Transfer Form; and</p> <p>2.1.5 entering into any other documents required in connection with the Transfer;</p> <p>and the meeting concluded that the educational objects of the Trust would be best furthered by the Transfer.</p> <p>2.2 Consequently, it was unanimously <b>RESOLVED</b> that, the Transfer was in the best interests of the Trust and that the Transfer on the terms set out in the CTA and other documents presented to the meeting be approved. It was unanimously resolved to enter into and execute the Documents (subject to such amendments as any director of the Trust may approve).</p> <p>3. <b>Execution</b></p> <p>It was unanimously <b>RESOLVED</b> that:</p> <p>3.1 the [Chair/Director] be hereby authorised to approve any amendments to the Documents or any ancillary document in order to finalise the same;</p> <p>3.2 the execution and delivery by the directors of all documents relevant to the Transfer (including the Documents) be and are hereby approved (subject to any amendments approved in accordance with minute 3.1 above);</p> <p>3.3 the [Chair/Director] in the presence of a witness, be and are hereby authorised and instructed to execute and deliver any documents relevant to the Transfer (including the Documents) requiring execution as a deed;</p> <p>3.4 any person or persons authorised pursuant to minute 3.3 above (each an Authorised Signatory) be and are hereby authorised:</p> <p>3.4.1 to do all acts and things so as to carry into effect the purposes of the resolutions referred to herein;</p>	<p>Chair</p> <p>Chair</p>
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	<p>3.4.2 to substitute any director as a new Authorised Signatory and/or appoint any director as an additional Authorised Signatory; and</p> <p>3.4.3 to agree such amendments, variations or modifications to any notices, communications or other documents as such Authorised Signatory may (in his/her absolute discretion) think fit.</p> <p>3.5 It was further unanimously <b>RESOLVED</b> that all directors are authorised to do all such acts and things as are necessary to comply with and give effect to the Transfer and the resolutions set out herein.</p> <p>4. <b>Appointment of the Local Governing Body</b></p> <p>4.1 Pursuant to clause 9 of the CTA, a Local Governing Body (as defined in the Trust's scheme of delegation) shall be appointed to oversee the schools currently within FMSAT and be established with effect from the Transfer Date. The Local Governing Body shall include such directors of the board of FMSAT who have agreed to act as a member of the Local Governing Body and such additional persons as required under the scheme of delegation of the Trust.</p> <p>4.2 In accordance with article 100 of the Trust's articles of association, the directors of the Trust may appoint committees for each academy, including Local Governing Bodies, and the constitution, membership and proceedings of any committee shall be determined by the directors of the Trust.</p> <p>4.3 The Chair noted that pursuant the scheme of the delegation, the role of a Local Governing Body is to provide focused governance for an academy at local level within the Trust.</p> <p>4.4 It was unanimously <b>RESOLVED</b> that the Trust approve the appointment of the below persons, including those who formed part of FMSAT's current board of directors, as members of the local governing body for the schools currently within FMSAT in order that the Local Governing Body be constituted in accordance with the scheme of the delegation as from the Transfer Date;</p> <p><b>Head Teacher</b></p> <table border="1"> <thead> <tr> <th></th><th>Term of Office Start Date</th><th>Term of Office End Date</th></tr> </thead> <tbody> <tr> <td>1. Peter King</td><td>1<sup>st</sup> March 2025</td><td>ex. officio</td></tr> </tbody> </table> <p><b>General</b></p> <table border="1"> <thead> <tr> <th></th><th>Term of Office Start Date</th><th>Term of Office End Date</th></tr> </thead> <tbody> <tr> <td></td><td></td><td></td></tr> </tbody> </table>		Term of Office Start Date	Term of Office End Date	1. Peter King	1 <sup>st</sup> March 2025	ex. officio		Term of Office Start Date	Term of Office End Date				<p>Governance &amp; Policy Officer</p>
	Term of Office Start Date	Term of Office End Date												
1. Peter King	1 <sup>st</sup> March 2025	ex. officio												
	Term of Office Start Date	Term of Office End Date												

1. Nick Bowerman (Vice Chair)	10 <sup>th</sup> October 2022	9 <sup>th</sup> October 2026
2. Paul Freeman (Chair)	26 <sup>th</sup> April 2022	25 <sup>th</sup> April 2026
3. Ben Hall	1 <sup>st</sup> April 2022	31 <sup>st</sup> March 2026
4. Sarah Heslop	17 <sup>th</sup> February 2025	16 <sup>th</sup> February 2029
5. Danielle James	1 <sup>st</sup> March 2025	28 <sup>th</sup> February 2029
6. Jonathon Reay	3 <sup>rd</sup> May 2022	2 <sup>nd</sup> May 2026
7. Jackie Saint	28 <sup>th</sup> March 2022	27 <sup>th</sup> March 2026
8. Diane Turner	28 <sup>th</sup> March 2022	27 <sup>th</sup> March 2026

**Parent Governors**

	Term of Office Start Date	Term of Office End Date
1. Rebecca Foster-Snook	9 <sup>th</sup> October 2023	8 <sup>th</sup> October 2027
2. Helen Livingstone	22 <sup>nd</sup> September 2022	21 <sup>st</sup> September 2026

**Teaching Staff Governors**

	Term of Office Start Date	Term of Office End Date
1. Michelle Dunwell	30 <sup>th</sup> January 2023	29 <sup>th</sup> January 2027
2. Vacancy		

**Support Staff Governor**

	Term of Office Start Date	Term of Office End Date
1. Vacancy		

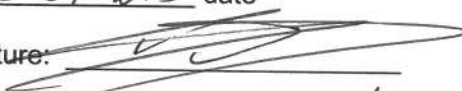
4.5 It was unanimously **RESOLVED** that Paul Freeman be appointment to the Northern Arch Learning Partnership Board of Directors as Chair of the Local Governing Body and Nick Bowerman as Vice-Chair of the Local Governing Body as of the 1<sup>st</sup> March 202 as recommended by FMSAT's Board of Directors at their meeting on the 29<sup>th</sup> January 2025.

*(Note: Directors Tarryn Lloyd Payne and Michael Garmston left the meeting during consideration and voting on the above item)*

**8. Approval of Resignation of Director as of the 1<sup>st</sup> March 2025**

Directors' consideration was given to and, if thought fit, to approve the resignation of Michael Garmston with effect from the 1<sup>st</sup> March 2025. After due and careful consideration Directors approved the resignation of Michael Garmston from the Company with effect from the 1<sup>st</sup> March 2025.

Governance &  
Policy  
Officer

	<p>There was produced to the meeting a form of written resolutions of the Members of the Company to approve the resignation which would be sent to every eligible Members of the Company.</p> <p>After due and careful consideration Directors <b>RESOLVED</b> that, pursuant to the Members approval of the Written Resolutions, Michael Garmston's resignation be accepted to take effect from the 1<sup>st</sup> March 2025.</p> <p><b>Part C - Concluding Items</b></p> <p><b>9. Approval of Documents for Inspection</b></p> <p>Directors <b>RESOLVED</b> that the agenda, supporting documents and approved minutes be made available for public inspection with the exception of information concerning identifiable pupils, staff and/or teachers.</p> <p><b>10. Time, and date of Directors' Spring Term Meetings</b></p> <ul style="list-style-type: none"> <li>Standards Committee – Wednesday 26<sup>th</sup> March 2025 at 4.30 pm</li> <li>Finance &amp; Resources Committee – Thursday 27<sup>th</sup> March 2025 at 5.00 pm</li> <li>Full Board of Directors – Thursday 10<sup>th</sup> April 2025 at 5.00 pm</li> </ul> <p><b>11. Acknowledgements</b></p> <p>The Chair thanked Michael Garmston for all his hard work and dedication as a Director at Northern Arch Learning Partnership, which was much appreciated.</p> <p>The meeting concluded at approximately 5.30 pm.</p> <p>These minutes were approved by the Chair of the Board of Directors of Northern Arch Learning Partnership as follows:</p> <p>on: <u>10 April 25</u> date</p> <p>Signature: </p> <p>Print Name: <u>J. I. Clyde</u></p>	Governance & Policy Officer
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