

BARBRI GLOBAL LIMITED

Company No. 13733203

(the "Company")

**Summary of the first meeting of the Board of Directors of the Company held on 10th of August
2022 via Microsoft Teams**

Present:	Stephen Fredette	(In the Chair)
	Mike Sims Sarah Hutchinson	Via Video Conferencing
In Attendance:	Dan Wilson Lucie Allen	

1. QUORUM

The chairperson reported that notice of the meeting had been given in accordance with the articles of association of the Company (the "**Articles**"). A quorum being present, the chairperson declared the meeting open.

2. APPROVAL OF PRIOR MINUTES

2.1 A draft of the minutes of the board meeting held on 1 March 2022 was produced to the meeting. It was unanimously agreed to approve this draft without amendment and the chair was authorised to sign them as a complete record of the relevant meeting

3. DECLARATION OF INTERESTS IN PROPOSED TRANSACTION OR ARRANGEMENT WITH THE COMPANY

3.1 None of the directors present declared that they were directly or indirectly interested in the business to be transacted at the Meeting

3.2 PURPOSE

3.3 The chair reported that this was an ordinary quarterly meeting of the board to discuss the day-to-day management of the Company.

3.4 The directors noted that they were aware of the need to consider their general duties including those set out in the Companies Act 2006 ("**CA 2006**"), and in particular, their duty to promote the success of the Company for the benefit of its members.

4. BUSINESS OF THE MEETING

4.1 The Chair reported that this was an ordinary quarterly meeting of the board to discuss the day-to-day operation of the Company

4.2 The business of the meeting was to consider, review and receive quarterly updates on the following matters:

4.2.1 the Company's activities and performance;

4.2.2 the outlook for the Company's business and strategic matters;

4.2.3 the Company's financial position including the Company's performance against budget;

4.2.4 the risks for and management of the Company; and

4.2.5 the specific items listed below were further discussed.

ITEMS
1. Discussions of the assessment of the directors and their skills matrix,
2. A Resolution was brought forth to add four new members to the Board and passed. Dan Wilson and Lucie Allen were then welcomed to attend the meeting as new directors of the BGL Board. Matter requiring follow up is providing all new directors the skills matrix questionnaire, fit and proper form, and the conflict-of-interest form.
3. In relation to the Business Plan and Strategy, the directors reviewed and asked several questions.
4. In relation to the Corporate Register, the directors reviewed, asked several questions to which a discussion ensued. The document will be reviewed again at the next board meeting.
5. In relation to the Cycle of Business, the directors reviewed and requested minor edits to the document. Matter does not require follow up since edits were made, discussed, and agreed upon.
6. In relation to the new student facing policies and procedures, specifically the student facing documents, the directors reviewed and asked several questions to which a discussion ensued. . Matter does not require follow up since edits were made, discussed, and agreed upon
7. In relation to the self-assessment on governance and management the directors reviewed and requested minor edits to the document. Matter does not require follow up since edits were made, discussed, and agreed upon.
8. In relation to the student concerns, specifically the memorandum regarding student concerns and course results, the directors reviewed and asked several questions to which a discussion ensued. The document will be updated and reviewed again at the next board meeting
9. In relation to the student concerns, the directors reviewed any student and vendor issues from the previous course and offered suggestions to the BGL management team.
10. Discussion of the formation of the student advisory board.

In relation to each matter, the directors asked several questions to which a discussion ensued. All matters requiring follow up were noted

5. DOCUMENTS PRODUCED TO THE MEETING

5.1 Board Member's Skills Matrix

5.2 Board Member's Fit and Proper Person Forms

5.3 New Articles of Association

- 5.4 Business Plan and Strategy
- 5.5 Corporate Risk Register
- 5.6 Cycle of Business
- 5.7 Conflict of Interest Policy and Register of Interest
- 5.8 Code of Practice on Academic Freedom and Freedom of Speech
- 5.9 Student Terms and Conditions
- 5.10 Refund and Compensation Policy
- 5.11 Student Complaint Procedure
- 5.12 Student Protection Plan
- 5.13 Self-Assessment on Governance and Management
- 5.14 Self-Assessment on Consumer Law Compliance
- 5.15 Parent Company Guarantee
- 5.16 Student Concerns
- 5.17 Advisory Board Plan
- 5.18 Additional Student Facing Policies

6. RESOLUTIONS

After consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED:

	ACTIONS
1. THE APPROVAL OF THE ASSESMENT OF THE BOARD'S FITNESS WHICH INCLUDES THE DIRECTOR SKILLS MATRIX AND EACH DIRECTORS' FIT AND PROPER FORM,	
2. THE APPOINTMENT OF CHRISTINE WANG, ANDERS MIKKELSEN, DANIEL WILSON AND LUCIE ALLEN AS DIRECTORS IN ACCORDANCE WITH ARTICLE 30.1.2 OF THE CURRENT ARTICLES OF ASSOCIATION,	
3. THE APPROVAL OF THE NEW ARTICLES OF ASSOCIATION FOR CIRCULATION TO THE SHAREHOLDER FOR APPROVAL BY SPECIAL RESOLUTION,	
4. THE ADOPTION OF THE STANDING ORDERS INCLUDING THE TERMS OF REFERENCE OF THE ACADEMIC BOARD AND THE AUDIT AND RISK COMMITTEE,	
5. THE NOMINATION OF DAWN ANDERSON AS THE OFS ACCOUNTABLE OFFICER,	
6. THE APPOINTMENT OF ANDERS MIKKELSEN AS THE CHAIR OF THE AUDIT AND RISK COMMITTEE,	

7. THE APPOINTMENT OF LUCIE ALLEN AS THE CHAIR OF THE ACADEMIC BOARD,	
8. THE APPROVAL OF THE CYCLE OF BUSINESS FOR THE 2022 AND 2023 YEARS,	
9. THE APPROVAL OF THE CONFLICT-OF-INTEREST POLICY & REGISTER OF INTERESTS,	
10. THE APPROVAL OF THE CODE OF PRACTICE ON ACADEMIC FREEDOM AND FREEDOM OF SPEECH,	
11. THE APPROVAL OF THE STUDENT TERMS AND CONDITIONS,	
12. THE APPROVAL OF THE REFUND AND COMPENSATION POLICY,	
13. THE APPROVAL OF THE STUDENT COMPLAINT PROCEDURE,	
14. THE APPROVAL OF THE STUDENT PROTECTION PLAN,	
15. THE APPROVAL OF THE SELF-ASSESSMENT ON GOVERNANCE AND MANAGEMENT,	
16. THE APPROVAL OF THE SELF-ASSESSMENT ON CONSUMER LAW COMPLIANCE	
17. THE APPROVAL OF PARENT COMPANY GUARANTEE ON BEHALF OF COMPANY,	
18. THE APPROVAL OF FORECAST STUDENT NUMBERS AND FINANCIAL TABLES	

7. **FILINGS**

The company secretary was then instructed to make the necessary filings at Companies House.

8. **CLOSE**

There being no further business, the meeting closed.


 CHAIRPERSON