



King
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KING ECBERT SCHOOL (Company Number 08119703)
MINUTES OF THE EXTRAORDINARY MEETING OF GOVERNORS HELD ON 8TH JANUARY 2014
MERCIA LEARNING TRUST – APPOINTMENT OF DIRECTORS

Minutes of a meeting of the directors (the “Directors”) of the above named company (the “Company”) held at King Egbert School on 8th January 2014 at 7pm.

Present: Lesley Bowes, Headteacher (KES/MLT Director)
Phil Smith, Chair of Governors (KES/MLT Director/MLT Member)
Chris Newman, Chair of Curriculum (KES/MLT Director/MLT Member)
John Deal, Chair of Finance (KES/MLT Director/KES/MLT Member)
Stephen Hillier, Chair of Community (KES/MLT Director/MLT Member)
Chris Stewart, TPS Headteacher (MLT Director)
Patricia Smith, TPS Vice Chair (MLT Member/MLT Director)
Charlotte Chance, KES Business Manager (KES/MLT Company Secretary)

KES Directors to be Re-appointed as KES LGB Governors:

Paul Archer
Shaheen Ahmed
Alan Brock
Andy Cole
David Lawrence
Rob Moore
Jurgen Morton Hall
Henry James Powell
James Rose
Martin Smith
Andrea Ward
Graham Webb

Apologies: Martin Falmer, TPS Chair (MLT Member/MLT Director)
KES Directors to be Re-appointed as KES LGB Governors:
Mick Downing
Jill Jones



1. **Preliminaries**

It was confirmed that due notice of the meeting had been given and that there was a quorum present.

2. **Purpose of the Meeting**

It was noted that the purpose of the meeting was set out in the agenda circulated to the Directors prior to the meeting, a copy of which was tabled at the meeting.

3. **Interests of Directors**

3.1. In accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association, each Director present confirmed they had no such interest, which they were required to disclose.

3.2. It was noted that, pursuant to the Company's articles of association, a Director may not vote and form part of the quorum in relation to any matter in which they are interested.

4. **Conversion of the Company to Multi Academy Status**

4.1. It was noted that on 13th November 2013 the Company agreed, subject to further work being completed, to convert the Company to multi-academy status, so that it could act as the academy trust for King Ecgbert School and Totley Primary School (with effect from 1st February 2014) and potentially other future academies (the "Conversion").

4.2. It was further noted that on 13th November 2013 the Company authorised any Director, with advice as appropriate from the Company's legal and other professional advisers, to:

4.2.1. negotiate with the DfE the Master Funding Agreement and Supplemental Funding Agreements to convert the funding arrangement with the DfE to a multi-academy funding arrangement; and

4.2.2. negotiate with both the DfE and the Charity Commission amendments to the Company's current constitution so that the Company can act as a multi-academy trust.

4.3. The Directors considered their duties generally, including:

- their duty under section 172 of the Companies Act 2006 to promote the success of the Company and their duty to have regard to the factors set out at subsection (1)(a)-(f) of that section;

- their duty under charity law to consider what is in the best interest of the current beneficiaries of the Company and to ensure that any changes are not injurious to those beneficiaries.

After having regard to such factors and all other relevant factors, **IT WAS RESOLVED** by the Directors that the Conversion be approved.

5. Change of Name and Adoption of New Articles

- 5.1. It was reported that the Company's lawyers had received confirmation from the Charity Commission that its consent was not required to the proposed amendments to the Articles and that the Company could therefore proceed to adopt the new form of Articles.
- 5.2. It was noted that the Directors had previously agreed to recommend to the Members that:
 - 5.2.1. the name of the Company be changed to "Mercia Multi Academy Trust" but that it was now proposed that the company name would be "Mercia Learning Trust";
 - 5.2.2. the Company adopts new articles of association in the form tabled to the meeting (the "New Articles").
- 5.3. A form of special resolutions to effect the above was considered and approved, and any Director was authorised to circulate a copy of the proposed resolutions to all Members (M. Smith and J. Deal).

6. Change of Directors

- 6.1. It was noted that following the adoption of the New Articles the composition of the Board of Directors would be different to that under the Company's current Articles of Association.
- 6.2. It was noted that:
 - Lesley Bowes
 - Phil Smith
 - Chris Newman
 - John Deal
 - Stephen Hillier

will remain as Directors of the Company under the New Articles.

- 6.3. Current directors of KES, who will not retain position on main board and will become local governors of KES with effect from the date of this meeting, tendered their resignations as directors of the Company. **IT WAS RESOLVED** that the resignations from the following be accepted with effect from the end of this meeting.

Paul Archer
Shaheen Ahmed
Alan Brock
Andy Cole
David Lawrence
Rob Moore
Jurgen Morton Hall
Henry James Powell
James Rose
Martin Smith
Andrea Ward
Graham Webb
Mick Downing (e-mailed consent - circulated)
Jill Jones (e-mailed consent - circulated)

6.4. IT WAS RESOLVED that:

Martin Falmer, TPS Chair, having consented to act (e-mailed consent – circulated), be appointed as MLT Academy Director/MLT Member

Chris Stewart, TPS Headteacher, having consented to act, be appointed as MLT Academy Director

Patricia Smith, TPS Vice Chair, having consented to act, be appointed as MLT Academy Director/MLT Member

with effect from the end of this meeting.

7. **Master Funding Agreement, Deed of Variation, King Egbert School Supplemental Funding Agreement**

7.1. It was confirmed that the Master Funding Agreement and the Supplemental Funding Agreement for King Egbert School (“KES SFA”) had been approved by the Department for Education. A copy of the final versions were produced at the meeting together with a proposed Deed of Variation (also approved by the Department for Education) which would have the effect of varying King Egbert School’s current funding agreement so that it took the form set out in the Master Funding Agreement, together with the KES SFA.

7.2. The Directors considered their duties generally, including:

- their duty under section 172 of the Companies Act 2006 to promote the success of the Company and their duty to have regard to the factors set out at subsection (1)(a)-(f) of that section; and

- their duty under charity law to consider what is in the best interest of the current beneficiaries of the Company and to ensure that any changes are not injurious to those beneficiaries.

After having regard to such factors and all other relevant factors, IT WAS RESOLVED by the Directors that:

- 7.2.1. the terms of the Master Funding Agreement, KES SFA and Deed of Variation be approved;
- 7.2.2. any Director be authorised to execute the Master Funding Agreement, KES SFA and Deed of Variation and exchange the same with the Secretary of State;
- 7.2.3. all steps to be taken by the Company pursuant to the Master Funding Agreement be taken and in particular any Director be authorised on behalf of the Company to execute and do all such acts, deeds, documents, certificates and notices as they may consider expedient in connection with the execution or performance by the Company of the Master Funding Agreement.

8. Scheme of Delegation

8.1. The scheme of delegation was produced to the meeting and its terms considered (the "Scheme of Delegation").

8.2. IT WAS RESOLVED by the Directors that the Scheme of Delegation be approved with effect from the date of adoption of the New Articles.

9. Totley Primary School – Supplemental Agreement

9.1. It was confirmed that the Supplemental Funding Agreement for Totley Primary School ("Totley SFA") was now approved by the Department for Education and was produced to the meeting.

9.2. The Directors considered their duties generally, including their duty under section 172 of the Companies Act 2006 to promote the success of the Company and their duty to have regard to the factors set out at subsection (1)(a)-(f) of that section. After having regard to such factors and all other relevant factors, IT WAS RESOLVED by the Directors that:

- 9.2.1. the terms of the Totley SFA be approved;
- 9.2.2. any Director be authorised to execute the Totley SFA and exchange the same with the Secretary of State subject to completion of the Master Funding Agreement;
- 9.2.3. all steps to be taken by the Company pursuant to the Totley SFA be taken and in particular any Director be authorised on behalf of the Company to execute

and do all such acts, deeds, documents, certificates and notices as they may consider expedient in connection with the execution or performance by the Company of the Totley SFA.

10. Totley Primary School – Commercial Transfer Agreement

- 10.1 The latest draft of the Commercial Transfer Agreement (currently being negotiated with Sheffield City Council) was produced at the meeting and its terms carefully considered.
- 10.2 The Directors considered that all contracts and assets (and liabilities) used in the running of the School will be transferred to the Company under the Commercial Transfer Agreement to be entered into between the Company, Totley Primary School's Governing Body and Sheffield City Council. After having regard to such factors, and other relevant factors, IT WAS RESOLVED by the Directors that:
 - 10.3 the terms of the Commercial Transfer Agreement as currently drafted be approved;
 - 10.4 any Director be authorised to approve any amendments to the Commercial Transfer Agreement which he should consider necessary or desirable in connection with the Conversion;
 - 10.5 any Director be authorised to execute the Commercial Transfer Agreement.

11. Documents – Next Steps

- 11.1. It was noted that following the passing of the above written resolutions the following were to be delivered to the Registrar of Companies:
 - 11.1.1 notice of change of name
 - 11.1.2 notice of resignation of director in respect of:

Paul Archer
Shaheen Ahmed
Alan Brock
Andy Cole
David Lawrence
Rob Moore
Jurgen Morton Hall
Henry James Powell
James Rose
Martin Smith
Andrea Ward
Graham Webb
Mick Downing (e-mailed consent - circulated)

Jill Jones (e-mailed consent - circulated)

11.1.3 notice of appointment of director in respect of:

Martin Falmer (*e-mailed consent - circulated*)
Chris Stewart
Patricia Smith

which would be updated following the meeting by Charlotte Chance, using the Companies House web filing service;

11.1.4 It was noted that exemption from use of the word “limited” (form NE01); notice of restriction on the company’s articles (form CC01); statement of compliance where articles are restricted (form CC03); statement of companies objects (form CC04); a signed copy of the written resolutions passed by the members and the new articles of association of the Company, which would be signed and returned to Browne Jacobson for the necessary filing.

11.1.5 It was further noted that two copies of the signed Deed of Variation (whose schedules comprise the Master Funding Agreement and KES SFA) and two copies of the signed Totley SFA were to be delivered to the Department for Education.

11.1.6. It was further noted that Charlotte Chance, Company Secretary would be authorised to establish appropriate banking arrangements as required by the Mercia Learning Trust.

12.0 **Date of Next Meeting**

The MLT Directors will meet at 6:00PM on Tuesday 4th February 2014 at King Egbert School.

The KES LGB will meet at 6:30PM on Wednesday 12th March 2014 at King Egbert School.

There being no further business the meeting then closed.

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Phil Smith: Chairman (MLT Director/Member)