

THE ELIZABETHAN ACADEMY TRUST

COMPANY NUMBER: 7964360

Minutes of a meeting of the Governors of the above named company (the “Trust”) held at
The Elizabethan High School on 29th February 2012 at 8.35pm

Present Mrs L Kenworthy, Mr R Parry, Dr C Cheetham, Mr P Eley, Mr P Lewis,
Mr D George, Mrs S Gibbings, Mr S Harwood-Gray, Mr S Wood, Mrs A
Lund

In attendance Mrs S Booth, Mrs H Bowden

1 Preliminaries

- 1.1 It was confirmed that due notice of the meeting had been given and that a quorum was present.
- 1.2 It was noted that the Trust had been incorporated for the purposes of the conversion of The Elizabethan High School (the “School”) into an Academy under the Academies Act 2010 (the “Conversion”).
- 1.3 It was further noted that the current Governing Body of the School (the “Governing Body”) had approved the Conversion at a meeting of the Governing Body held on 29th February 2012.

2 Interests of directors

- 2.1 Each Governor present declared the nature and extent of his interest in the business to be transacted at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Trust’s articles of association or confirmed s/he had no such interest which s/he was required to disclose.

- 2.2 The interests declared were as follows:

Name	Nature and extent of interest
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All Governors

Governors of the School and party to the Commercial Transfer Agreement (as defined below)

3 Incorporation

- 3.1 The certificate of incorporation 7964360 of the Trust dated 24th February 2012 was produced to the meeting together with a copy of the articles of association of the Trust (the “Articles”).
- 3.2 It was noted that the Trust had been incorporated with the Articles which had been approved by both the Governors of the Governing Body (the “Current Governors”) and the Department for Education.
- 3.3 The Trust had been incorporated with the following Governors (with Governor designations as referenced in the Articles):
 - 3.3.1 Ronald Parry as Chair of the Governors up until the date of this meeting (and as a Community Governor);
 - 3.3.2 Lynn Kenworthy as Principal of the School;
 - 3.3.3 Derek Cheetham, Paul Eley, Philip Lewis, Jeffrey Rickells, David George, Lindsay Jones and Stephen Harwood-Gray as Community Governors;
 - 3.3.4 Susan Storey, Susan Gibbings, Margaret Gillatt and Helen Bowden as Parent Governors; and
 - 3.3.5 Samuel Wood, Amanda Lund and Christopher d’Albuquerque as Staff Governors.
- 3.4 It was noted that the Governors listed above were Current Governors and had been previously elected as Governors of the Governing Body and were still serving their current term. **IT WAS RESOLVED** that their appointment as Governors of the Trust would continue for the remainder of their elected term.
- 3.5 It was noted that Ronald Parry, Derek Cheetham, Philip Lewis, Paul Eley and

Lynn Kenworthy had also been appointed as members of the Trust and had signed the memorandum of association of the Trust on incorporation of the Trust.

3.6 It was further noted that Lindsey Myers, having consented to act, had been appointed as Secretary of the Trust from incorporation of the Trust.

4 Election of Chair

IT WAS UNANIMOUSLY RESOLVED THAT Ronald Parry, having consent to act, be elected as Chair of Governors of the Trust with immediate effect.

5 Approval of Conversion Documents

5.1 It was noted that following the Conversion the Trust would take responsibility for running the Academy and accordingly it was proposed that:

5.1.1 all contracts and assets (and liabilities) used in the running of the School (other than the PFI related assets) be transferred to the Trust under a commercial transfer agreement to be entered into between the Trust, the Governing Body and Nottinghamshire County Council (the “**Commercial Transfer Agreement**”), a draft of which was produced to the meeting.

5.1.2 the Trust would enter into a funding agreement (the “**Funding Agreement**”) with the Secretary of State for Education setting out the terms of the funding of the Academy going forward, a draft of which was produced to the meeting and which had been approved by the Department for Education;

5.1.3 the Trust would enter into a 125 year lease with Nottinghamshire County Council, the draft of which was produced to the meeting and which had been approved by the Department for Education;

together the (“**Conversion Documents**”).

5.2 The Governors considered the terms of the Conversion Documents and their duties generally, including their duty under section 172 of the Companies Act 2006 to promote the success of the Trust and their duty to have regard

to the factors set out at subsection (1)(a)-(f) of that section and **IT WAS RESOLVED** that:-

- 5.2.1 the Conversion be approved;
 - 5.2.2 the terms of the Conversion Documents be approved;
 - 5.2.3 Mr R Parry, Dr D Cheetham and Mrs L Kenworthy be authorised to approve any amendments to the Conversion Documents;
 - 5.2.4 Mr R Parry, Dr D Cheetham and Mrs L Kenworthy be authorised to sign the Conversion Documents on behalf of the Trust; and
 - 5.2.5 Mr R Parry, Dr D Cheetham and Mrs L Kenworthy be authorised to execute any other ancillary documentation in connection with the Conversion on behalf of the Trust.
- 5.3 **IT WAS NOTED** that in advance of the conversion the Trust would enter into:
- 5.3.1 a school agreement (the “**School Agreement**”) with the Local Authority in relation to their respective obligations, rights and liabilities under the PFI project agreement (the “**PFI Project Agreement**”), a draft of which was produced at the meeting; and
 - 5.3.2 a principal agreement (the “**Principal Agreement**”) with the Local Authority and Department of Education in relation to the Trust’s financial obligations under the PFI Project Agreement, a draft of which was produced to the meeting; and
 - 5.3.3 a deed of variation (the “**Deed of Variation**”) with Nottinghamshire County Council and the PFI Provider to vary the project documents to allow for the academy conversion; and
 - 5.3.4 a deed of variation and novation (the “**Deed of Variation and Novation**”) with Nottinghamshire County Council and North Nottinghamshire College, St Giles School and Retford Oaks Academy to transfer rights and obligations under the management and governance agreement;

together the “PFI Documents”.

5.4 The Governors considered the terms of the PFI Documents and their duties generally, including their duty under section 172 of the Companies Act 2006 to promote the success of the Trust and their duty to have regard to the factors set out at subsection (1)(a)-(f) of that section and **IT WAS RESOLVED** that:-

5.4.1 the terms of the PFI Documents be approved;

5.4.2 Mr R Parry, Dr D Cheetham and Mrs L Kenworthy be authorised to approve any amendments to the PFI Documents;

5.4.3 Mr R Parry, Dr D Cheetham and Mrs L Kenworthy be authorised to sign the PFI Documents on behalf of the Trust.

6 **Accounting reference date**

IT WAS RESOLVED that the accounting reference date of the Trust be changed to 31 August in each year.

7 **Appointment of bankers**

There was produced to the meeting a form containing the resolutions for the appointment of Lloyds Bank plc (the “Bank”) as bankers of the Company and for the operation of the Company's account. The resolutions were approved and adopted, with the intention that they be regarded as forming part of these minutes, and **IT WAS UNANIMOUSLY RESOLVED** that the form should be returned to the Bank, duly completed, together with the associated specimen signature form.

8 **Documents for registration**

8.1 It was noted that the following were to be delivered to the Registrar of Companies:-

8.1.1 notice of change of accounting reference date (form AA01).

8.2 It was further noted that two copies of the signed Funding Agreement were to be delivered to the Department for Education.

9 **Close**

There being no further business the meeting then closed.

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Governor