



HEREFORD SIXTH FORM COLLEGE
A COMPANY LIMITED BY GUARANTEE
(THE "ACADEMY TRUST COMPANY")

COMPANY NUMBER: 10499174

Minutes of the first meeting of the directors of the Academy Trust Company, duly convened and held at Hereford Sixth Form College on Thursday 15th December, 2016 at 6.00pm.

Present: Mr Vernon Amor, Dr Jonathan Godfrey, Dr Marion Hawkins, Mr Clive Hodgeman, , Mr Martin Churchward, Dr Ken Hopkins (Chair), Mr Shubham Kulkarni, Mrs Heidi Macdougall, Miss Ella Mapes, Mr James Miller, Mr Andrew Parsons, Mr Phil Tranter, Mrs Shirley Tully, Dr Helen Underhill, Ms Andrea Webb

In attendance: Mr Peter Cooper (Deputy Principal), Mr Robert Gorman (Clerk), Mrs Sallyanne Griffiths (Finance Director)

Apologies Ms Michelle Balcombe, Mr Charles Davies, Dr Amber Tahir

1 INCORPORATION OF THE ACADEMY

1.1 It was noted that:

1.1.1 The Academy Trust Company had been formed as a company limited by guarantee on 28th November 2016 with company number 10499174.

1.1.2 Michelle Balcombe, Dr Kenneth Hopkins, Heidi Macdougall, James Miller, Shirley Tully are the subscriber members of the Academy Trust Company.

2 DIRECTORS AND COMPANY SECRETARY

2.1 It was noted that the following, each of whom had consented to act, had been appointed as the first Directors of the Academy Trust Company: Vernon Amor, Michelle Balcombe, Martin Churchward, Jonathan Godfrey, Marion Hawkins, Clive Hodgeman, Kenneth Hopkins, Heidi MacDougall, James Miller, Andrew Parsons, Amber Tahir, Philip Tranter, Shirley Tully, Helen Underhill, Andrea Webb.

2.2 It was noted that Robert Gorman, who had consented to act, had been appointed as the first Company Secretary of the Academy Trust Company.

3 CHAIRMAN

Dr Kenneth Hopkins was appointed as Chairman of the meeting and chaired the meeting throughout.

4 NOTICE AND QUORUM

The Chairman reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chairman declared the meeting open.

5 BUSINESS OF THE MEETING

5.1 The Chairman reported that the business of the meeting was to:

5.1.1 report on the formation of the Academy Trust Company and approve the costs of formation and to complete the registration formalities and other initial business required;

5.1.2 report on the proposed conversion of Hereford Sixth Form College (the College) to an academy and the proposed transfer from the existing Sixth Form College Corporation (the Corporation) of all of the assets necessary for the proper operation of the College as an academy by the Academy Trust Company (the Conversion); and

5.1.3 consider the documents to be entered into by the Academy Trust Company in connection with the Conversion.

5.2 It was noted that Jonathan Godfrey is leading the negotiations with the DfE in connection with the Conversion on behalf of the Academy and the Corporation, with ongoing legal advice and support from Blake Morgan.

5.3 It was noted that a bank account had already been opened for the Academy Trust Company, Hereford Sixth Form College, with Lloyds Bank at Hightown, Hereford, HR1 2AE and the details had been submitted to the DfE in accordance with its timetable for proposed conversions.

6 CONFLICTS OF INTEREST

6.1 Each Director present declared his or her interest as a member of the Corporation of the College in relation to the proposed Conversion, in accordance with the requirements of section 177 of the Companies Act 2006 and article 97 of the Academy Trust Company's articles of association.

6.2 It was noted that there was no possibility that a conflict of interest would arise between any Director's duty to act solely in the interests of the Company and that Director's duty or personal interest in his or her role on the Corporation in respect of the proposals being put forward at this meeting. This is because the Corporation has approved the Conversion and the Academy Trust Company will, in all respects, be carrying on the operations of and furthering the objects of the College in the same manner as the Corporation would have continued to do, had the governors of the Corporation not approved the Conversion.

7 DOCUMENTS PRODUCED TO THE MEETING

7.1 The following documents were produced to the meeting:

7.1.1 Certificate of incorporation of the Academy Trust Company dated 30th November 2016, together with a copy of the memorandum and articles of association that had already been filed with Companies House.

- 7.1.2 Company registers and books.
- 7.1.3 The following documents in connection with the Conversion (the Conversion Documents):
- (a) Funding Agreement, approved by the Department for Education, to be entered into between the Academy Trust Company and the Secretary of State;
 - (b) Draft transfer, based on an approved Department for Education model document and currently under negotiation with the Council, to be entered into between the Academy Trust Company, the Corporation and the Council for transfer from the Corporation of all assets necessary for the proper operation of the College by the Academy Trust Company.

8 RESOLUTIONS

8.1 It was resolved:

- 8.1.1 THAT Dr Kenneth Hopkins be appointed as permanent Chairman of the Board.
- 8.1.2 THAT the payment of fees incurred on the formation of the Academy Trust Company be approved.
- 8.1.3 THAT Thorne Widgery, Chartered Accountants, of 2 Wyevale Business Park, King's Acre, Hereford HR4 7BS be appointed as auditors of the Academy Trust Company.
- 8.1.4 THAT the accounting reference date of the Academy Trust Company shall be 1st. August and that the relevant return be made to Companies House.
- 8.1.5 THAT Dr Jonathan Godfrey, Sallyanne Griffiths, Peter Cooper and Jackie Jones be authorised as signatories to cheques drawn on the Academy Trust Company bank account.
- 8.1.6 THAT the proposed Conversion be approved and all Conversion Documents be approved.
- 8.1.7 THAT Dr Jonathan Godfrey be authorised to conclude matters relating to the Conversion on behalf of the Academy Trust Company without further approval from the Board.
- 8.1.8 THAT any one Director (or two directors or one director and the company secretary in relation to the execution of deeds) be authorised to do all such acts and things and agree and execute on behalf of the Academy Trust Company all such documents to which the Academy Trust Company is a party and all other documents as may be required, subject in each case to such amendments as those executing the same on behalf of the Academy Trust Company think fit.
- 8.1.9 THAT following completion of the Conversion a letter be sent to all employees whose contracts have been transferred from the Corporation to the Academy Trust Company containing the necessary confirmation of the status and terms of their employment with the Academy Trust Company.

9 FILINGS

The Chairman instructed Robert Gorman, Clerk, to make all necessary entries in the books and registers of the Academy Trust Company and all appropriate filings with Companies House.

10 CLOSE

There was no further business and the chairman declared the meeting closed.

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Chairman

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Dated