

REIGATE LEARNING ALLIANCE
("the Trust")

MINUTES of a meeting of the directors ("**the Trustees**") of the Trust held at

on 11 July 2017 at 1700

PRESENT: Ciaran McSharry (Chair)
Richard Stephen
Chris Whelan

IN ATTENDANCE: Jon Allen (Clerk)

1. **PRELIMINARIES**

A quorum being present, the chair of the meeting declared the meeting open.

2. **CHAIR**

IT WAS RESOLVED that Ciaran McSharry (having consented to act) be Chair of the Board of Trustees until otherwise determined by the Board.

3. **PURPOSE OF MEETING**

3.1 The chair of the meeting reported that the Trust has been established to operate a 16 to 19 academy replacing Reigate College ("**the College**") on its conversion to academy status ("**the Conversion**"), proposed to take place on 1 September 2017. The purpose of the meeting was to:

3.1.1 confirm the details of the Trust following its incorporation and to approve the opening of a bank account;

3.1.2 consider the proposed Conversion and the transfer of the College's property, rights and liabilities from the College Corporation to the Trust on 1 September 2017 and, if thought fit, to resolve to accept the transfer of those property, assets and liabilities to the Trust; and

3.1.3 consider and, if thought fit, approve the Documents to be entered into prior to the 1 September 2017 in respect of the Conversion.

3.2 In addition, the Chairman reminded the Trustees of their statutory duty to promote the objects of the Trust (both in relation to the proposals set out on the agenda of this meeting and generally) and identified each of the considerations to which they were to have regard as set out in section 172 (1) of the Companies Act 2006.

4. **DECLARATION OF INTERESTS**

Each Trustee present declared the nature and extent of their interests to the Directors in accordance with the duty imposed by section 182 of the Companies Act 2006 in any transactions or arrangements or section 177 of the Companies Act 2006 in any proposed transactions or arrangements with the Trust and which were to be considered at the meeting.

5. **CERTIFICATE OF INCORPORATION**

IT WAS NOTED that the Trust had been incorporated on 6 July 2017 and had received its Certificate of Incorporation.

6. **REGISTERED OFFICE**

IT WAS NOTED that the registered office of the Trust is at Reigate College, Castlefield Road, Reigate, RH2 0SD.

7. **ACCOUNTING REFERENCE DATE**

IT WAS RESOLVED that the accounting reference date be changed to 31 August.

8. **TRUSTEES**

8.1 **IT WAS NOTED** that the following, having consented to act, had been appointed as Directors and therefore also Trustees of the Trust, with effect from its incorporation:

Christopher Peter Whelan

Ciaran Brian McSharry

Richard Stephen

9. **SUBSCRIBERS**

IT WAS NOTED that the subscribers to the Memorandum of Association, and therefore the first Members of the Trust were:

Christopher Wright

Ian Fortune

Michael Charles Jones

who accordingly under the Articles of Association were admitted as Members of the Trust. After careful consideration **IT WAS RESOLVED** that they be entered in the Register of Guarantors as Members.

10. **GUARANTEE CERTIFICATE**

IT WAS RESOLVED that guarantee certificates be issued in the name of the following guarantors:

Christopher Wright

Ian Fortune

Michael Charles Jones

and that they will be executed by the Company as a deed acting by the Trustees.

11. **MEMORANDUM AND ARTICLES OF ASSOCIATION AND CHARITY CONSIDERATIONS**

11.1 There was produced to the meeting a print of the Memorandum and Articles of Association of the Trust and a copy handed out to each Trustee present at the meeting. These were carefully considered by the Trustees of the Trust and the Chairman reminded the meeting that these had been approved by the Secretary of State for Education and were appropriate for the constitution of an Trust. The Memorandum and Articles were approved by the Trustees.

11.2 The Trustees were reminded of their duties as charity trustees as set out, among others, in the guidance published by the Charity Commission (in particular Charity Commission Guidance on The Independence of Charities from the State, and Charity Commission Guidance- Essential Trustee Guide). **IT WAS NOTED** that this guidance can be downloaded from the Charity Commission website.

12. **AUDITORS**

IT WAS RESOLVED that RSM UK Audit LLP be appointed as auditors of the Trust from the date of incorporation.

13. **BANK ACCOUNT**

IT WAS RESOLVED that a bank account be opened with Barclays bank in the name of the Trust [If the bank have any specific requirements about the resolution please add in].

14. **IT WAS NOTED** that:

- 14.1.1 that the Conversion has consent from the Department for Education;
- 14.1.2 the College had published the results of its statutory consultation exercise (as required under The Sixth Form College Corporations (Publication of Proposals)(England) Regulations 2012);
- 14.1.3 consultation had been carried out on behalf of the Trust on the question of whether the Trust should enter into "academy arrangements" and the responses to that consultation were presented to the board;
- 14.1.4 legal and financial due diligence had been carried out on the College, the reports for which were presented to the board;
- 14.1.5 the College were awaiting formal confirmation from the Transaction Unit that it would grant fund the VAT reclaim arising on Conversion in respect of the zero rated College buildings, as well as confirmation of the process for settlement and payment of the VAT reclaim amount estimated to be £139,464.40 ; and
- 14.1.6 the Department for Education had cleared the draft funding agreements, property transfers and land questionnaire submitted by the College on behalf of the Trust in relation to the Conversion.

15. **CONVERSION DOCUMENTS**

15.1 The Trustees reviewed the following draft documents which were presented to the meeting:

- 15.1.1 a master funding agreement between the Secretary of State for Education and the Trust in relation to the funding of academies ("the MFA"). **IT WAS NOTED** that the MFA had the approval of the Secretary of State;
- 15.1.2 a supplemental funding agreement between the Secretary of State for Education and the Trust pursuant to which the Trust would receive funding for Reigate College (the "SFA"). **IT WAS NOTED** that the SFA had the approval of the Secretary of State;
- 15.1.3 a transfer agreement to be entered into between the College and the Trust recording the transfer of all of the property, rights and liabilities of the College to the Trust immediately before the College's proposed dissolution on 1 September 2017; and
- 15.1.4 a transfer of a portfolio of titles to be entered into between the College and the Trust in respect of, and to effect, the transfer of the properties registered under Title Numbers SY701990, SY718555, SY718556 and SY267868 (the "TR5"), such transfer to take effect on 1 September 2017; and

- 15.1.5 an Agreement to be entered into between the Trust and Surrey County Council confirming that College liabilities in respect the Surrey Pension Fund will be allocated to the Trust thereby avoiding crystallisation of the exit payment which would otherwise become due to the Fund from the College ("the Pension Agreement")

together the "**Documents**".

- 15.2 Trustees were asked to consider the Documents tabled and, if thought fit:

- 15.2.1 to approve the Trust's entry into the Documents and authorise the performance of its obligations and the exercise of its rights in relation to them; and

- 15.2.2 authorise the Trust's execution and delivery of the Documents.

RESOLUTIONS

- 15.3 Having fully considered;

- 15.3.1 the Documents;

- 15.3.2 the items listed in paragraph 14;

- 15.3.3 the position in respect of the VAT presented to the meeting; and

- 15.3.4 the terms of the Funding Agreement, Transfer Agreement and TR5

the Trustees **RESOLVED** as follows:

- 15.4 that considering the nature of the obligations which the Trust would undertake and the rights and liabilities which the Trust would acquire following completion of the Documents, that it was in the best interests of the Trust to enter into the Documents and that:

- 15.4.1 any two Trustees be authorised to approve the final forms of the Documents and any other documents advised to be necessary or desirable to effect or supplement the Conversion; and

- 15.4.2 any Trustee be authorised to execute (and in the presence of a witness to execute and deliver as a deed) on behalf of the Trust any of the Documents or any other agreements approved under the authority given in paragraph [3.1.1].

- 15.5 to accept the transfer of the College Corporation's property, rights and liabilities in accordance with section 33P(2) of the Further and Higher Education Act 1992 with effect from 00:01 1 September 2017 immediately prior to the College's dissolution **CONDITIONALLY UPON** each of the following conditions being satisfied [or waived by the Chair of the Trust by written notice to the Trust], each satisfaction being evidenced:

- 15.5.1 as a matter of fact in respect of condition (a), (b) and (d); or
- 15.5.2 as notified by the Chair of the Trust in writing to the Trust and the Chair of the Corporation (to include notice by email) as being satisfied in respect of condition (c) prior to conditions (a) being satisfied:

Conditions

- (a) The Secretary of State for Education having entered into the Master Funding Agreement for Reigate Learning Alliance and Supplemental Funding Agreement for Reigate College which is effective on or before 1 September 2017;
- (b) The Pensions Agreement having been executed by Surrey County Council;
- (c) [Any conditions the Trust wish to impose re VAT];
- (d) The College's resolution to convert becoming unconditional (save in relation to the condition regarding the Trust's resolution being unconditional in all respects).

16. FILINGS

IT WAS RESOLVED that the statutory registers be updated and that the secretary be instructed to file Form AA01 (Change of Accounting Reference Date) at Companies House.

17. COULSDON COLLEGE

17.1 It was reported that the Coulsdon Corporation at its meeting held 10 July had passed a conditional resolution to transfer its property, rights and liabilities from the Coulsdon College Corporation to the Reigate Learning Alliance Trust at 00.00.01 on 1 September 2017; and

17.2 **IT WAS CONDITIONALLY RESOLVED** to accept the assets, rights and liabilities of Coulsdon College Corporation to the Reigate Learning Alliance Trust at 00.00.01 on 1 September 2017, subject to the conditions imposed by Coulsdon College Corporation having been fully met; **TO RESOLVE** to approve the master and supplementary funding agreements with the Secretary of State for Education in respect of the funding for the College as an academy; and to authorise any Director of the Trust to sign the Transfer Deed between Coulsdon College and the Trust.

Signed:
Chair

Date: