

THE MANOR ACADEMY TRUST

COMPANY NUMBER: 07685991

Minutes of a meeting of the Board of Directors (the “**Directors**”) of The Manor Academy Trust (the “**Company**”) held on Thursday 21st July 2016 at 5pm.

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| Present | Margaret Lovell - Director and Member Chris Richards - Director Dr William Pierce - Director Suzanne Tryner - Director Donna Trusler - Ex Officio Director and Principal |
| In attendance | Steven Singleton - Director of Business Hazel Robinson - Company Secretary |
| Apologies | Neil Melton - Chair and Member Jeff Sale - Director and Member Michael Douglas - Director Neil Perry - Director David Stanley - Director |

1. Preliminaries

It was confirmed by the Company Secretary that due notice of the meeting had been given to all Directors and that there was a quorum present.

The Director of Business advised that those Directors that had not been able to attend the meeting had been encouraged to raise any questions prior to the meeting and then cast a vote electronically.

The Director of Business asked whether any Director present objected to allowing any votes cast in this way to be taken into consideration when the time came to vote on the matter.

The Company Secretary advised that she was satisfied that electronic votes had been cast in a fair and transparent way using secure academy email.

It was agreed unanimously that votes cast in this way could be counted as part of the decision of the Board.

Electronic votes had been cast by Michael Douglas and Jeff Sale.

2. Purpose of the meeting

It was noted that the purpose of the meeting was to consider and agree legal documents (“the Merger Documents”) that are required to enable proposed merger with The Two Counties Trust to be formally enacted.

The draft merger documents had been circulated to all Directors prior to the meeting.

3. Interests of Directors

Each Director present declared the nature and extent of their 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 Company’s articles of association or confirmed they had no such interest which they was required to disclose.

4. Merger with The Two Counties Trust

4.1 It was noted that on the 23rd may 2016 the Company agreed, subject to further work being completed, to merge with The Two Counties Trust (the “MAT”).

4.2 The Director of Business explained, that as part of the Merger it was intended that the Company, would transfer its entire undertaking, namely the assets, contracts, liabilities and employees of The Manor Academy (the “Academy”). The Director of Business advised that a business case had been submitted to the Education Funding Agency and the Merger arrangements had been given formal approval.

4.3 It was noted that a consultation with stakeholders regarding the Merger had been carried out from 29th June 2016 to 15th July 2016 and that the responses to this consultation exercise had been considered by the Directors

4.4 The aim was for the merger to take effect on 1st September 2016 (the “Merger”).

5. Merger Documents

5.1 The Director of Business explained that to enable the Merger arrangements to be concluded it was necessary for the Directors to approve certain Merger documentation which apply to the Company. It was proposed that the following documents be approved:

- 5.1.1 the entire operation and undertaking of the Company, namely all contracts and assets (and liabilities) used (or incurred) as the case may be, in the managing of the Academy be transferred to the MAT by way of a Commercial Transfer Agreement to be entered into between the Company and the MAT, a final copy of which was produced to the meeting;
- 5.1.2 the MAT would enter into a new Supplemental Funding Agreements with the Secretary of State setting out the terms of funding for the Academy and the MAT . The funding arrangements would be documented by way of a Deed of Novation and Variation, final copies of which were produced to the meeting;
- 5.1.3 Deeds of Assignment by way of TR1 to be entered into between the Company and the MAT to assign the existing lease arrangements for the MAT which were entered into between the Company and Nottinghamshire County Council.

The Director of Business explained that there was no requirement for any licenses to assign the Titles on the basis no Local Authority consent was required to the assignment of the Titles to a successor public or charitable body. The Director of Business confirmed that the Company was an exempt charity and therefore the only consent required prior to the Deeds of Assignment being entered into was written approval from the Secretary of State. The Director of Business also confirmed that any approval of the terms of the Deed of Assignments were subject to receipt of written consent from the Secretary of State;

- 5.1.4 the Director of Business explained that the Company had been advised that the Transfer of Undertakings (Protection of Employment) Regulations 2006 will apply to the transfer of the Company's employees to the MAT as part of the Transfer arrangements. The Director of Business explained that all Company employees employed immediately before the Merger, will transfer to the MAT on their existing terms and conditions of employment with full continuity of service. In accordance with the TUPE Regulations, the Director of Business explained appropriate communication had been made by both the Company and MAT to the union representatives and their employees to notify the parties to the arrangements and to confirm that it was not envisaged that any measures will be taken in connection with the Merger, either by the Company or the MAT (as appropriate);

5.2 The Directors considered the terms of the Merger Documents and again 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

IT WAS RESOLVED that:-

5.2.1 the Merger be approved;

5.2.2 the terms of the Merger Documents be approved; and

5.2.3 where appropriate any Director be authorised to sign and execute the Merger Documents on behalf of the Company.

There being no further business the meeting then closed.



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Mrs Margaret Lovell

Director and Member