

Trust Board Minutes

2pm 2nd March 2021, via Zoom

Attendees: Andrew Needham (Chair), William Bagnall (Trustee), Maria Dawes (Trustee), Peter Eyre (Trustee), Simon Jarvis (CEO), Andrew Majury (Trustee)

Present: Morag Roddick (Eversheds-Sutherland), Paul Edwards (TPT Finance Director), Kate Thomlinson (Clerk)

With the required quorum being present, the meeting opened at 2.04pm.

1. Standing Items

- Apologies: Jo Smithson (Trustee). Agreement to all the Board Actions listed below was received from JS via email, prior to the meeting.
- No interests declared, further to those set out in the current year's Pecuniary Interest Forms.
- Minutes from 2nd February 2021 approved.

AN set out the purpose of the meeting as being to:

- approve the conversion of Frimley Church of England School ("Frimley") to an academy within the Prospect Trust ("the Trust"), with effect from 1st April 2021, or such later date as determined by the DfE ("the Conversion")
- approve documentation relating to the Conversion; and
- approved updated funding agreements relating to the funding of the Trust's existing academies.

2. The Conversion

As Frimley is a Church of England school, the Diocese of Guildford have a number of requirements to be met in order for the Conversion to go ahead:

- A change in the constitution of the Trust to reflect a Mixed MAT status, operating both faith and non-faith academies
- Participation of the Diocese at Member and Trust Board level;
- A Memorandum of Agreement regarding the future operation of the Trust operating as a Mixed MAT the exercise of the respective parties' powers under the revised constitution; and
- An undertaking from Trustees and Frimley Governors as required in Articles 43 and 103 of the new Articles of Association.

The Board discussed the Conversion documents provided prior to the meeting. It was noted that the Common Transfer Agreement (CTA) has not yet been commented on by Surrey County Council. The Board discussed the potential risks arising from the transfer of liabilities noting the thorough due diligence that has taken place. The DfE are aware that agreement of the CTA has been delayed and have extended their deadline until 12th March 2021.

It was also noted that following sign off from the DfE the Articles of Association are now with the Charities Commission. The DfE have indicated that this will not hold up the Conversion.

Board Actions:

The Board unanimously resolved that the Conversion is in the best interests of the Trust.

The Board unanimously approved the final forms of the Conversion Documents and gave Simon Jarvis, CEO, authority to finally approve any of the Conversion Documents still in draft form.

The Board unanimously resolved that Simon Jarvis, CEO, be authorised to:

- Execute in the presence of a witness those Conversion Documents taking the form of deeds;
 - Execute such other Conversion Documents (other than the Undertakings) required to be entered into on behalf of the Trust;
 - Approve and execute any other documents or take such other action as is necessary to effect the Conversion;
 - Circulate the Written Resolution to the members of the Trust.
- **The Board unanimously agreed** to each execute a Trustee Undertaking prior to the Conversion date.
 - **The Board unanimously resolved** that Eversheds-Sutherland be given authority to collate, date and complete the Conversion Documents at the relevant time.
 - **The Board unanimously resolved** that if the transfer has to be moved back to take effect after 1 April 2021, the approval is given for a later transfer date.

3. Trust Governance

3.1 Diocese Appointments

The Board discussed the Trustee appointment notice from the Diocesan Board of Education appointing Alex Tear (who has consented to act) as Trustee of the Trust. The Diocese have not yet notified the Trust of whom they propose to represent their Membership.

Board Actions:

The Board unanimously approved the appointment of the Diocese of Guildford as a Member of the Trust, conditional upon and effective from the Conversion taking effect.

The Board unanimously approved the appointment of Alex Tear to the Trust Board, as recommended by Diocesan Board of Education, conditional upon and effective from the Conversion taking effect.

3.2 Frimley CofE Junior AQC

The Board discussed the transfer of the existing Board of Governors to Frimley AQC.

Board Actions:

The Board unanimously approved the School's current serving Governors be appointed as members of the Frimley AQC for an initial period of 12 months, wef the date of Conversion.

The Board unanimously approved that Tony Ryles be appointed as Chair of the AQC for an initial period of 12 months, wef the date of Conversion.

5. Calendar

- Tuesday 23rd March
- Tuesday 4th May
- Tuesday 22nd June (Trust Advisory Forum)

The meeting closed at 2.43pm

Signed: _____

Andrew Needham, Chair of the Board of Trustees