

Company Number 09068195

BLESSED PETER SNOW CATHOLIC ACADEMY TRUST

Minutes of the First Trust Board Meeting

Date of Meeting: Thursday 5th. June 2014

Venue: St John Fisher Catholic High School-Dewsbury.

Present: Rev Dr J D Cortis (Chair) from item 5, Mrs S McManamin, Mrs A McNally and Mr K Higgins.

In attendance: Ms V Hair (Browne-Jacobson-Chair for Items 1-4), Mrs A Cox (Principal Education Officer Diocesan Council for Education)

1 **APOLOGIES AND PRELIMINARIES.**

13/01 RESOLVED: that due notice of the meeting had been given and that a quorum was present.

It was reported that no apologies had been received.

13/02 RESOLVED: that the Company had been incorporated for the purposes of the conversion of Sacred Heart Catholic Primary School, St John Fisher Catholic High School and St Malachy's Catholic Primary School (the "Schools") into academies ("Academies") under the Academies Act 2010 (the "Conversions").

13/03 RESOLVED: the current Governing Bodies of the Schools (the "Governing Bodies") had approved the Conversion at meetings of the Governing Bodies held on Thursday 5th. June 2014 subject to the following:

- i. Confirmation of the accuracy of financial statements issued to Sacred Heart and St Malachy primary schools
- ii. Approval of Commercial Transfer Agreement and Land Leases for St John Fisher Catholic High School by the legal team of Kirklees Council

2 **INTEREST OF DIRECTORS**

Each Director present declared the nature and extent of his/her 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 s/he had no such interest which s/he was required to disclose.

The interests declared were as follows:

Name	Nature and extent of interest
Mr K Higgins	Employee of the Trust
Mrs S McManamin	Employee of the Trust
Mrs A McNally	Employee of the Trust
All Directors of the Schools which is to be a party to the Commercial Transfer Agreement.	

3 INCORPORATION AND DIRECTOR APPOINTMENTS

The certificate of incorporation (number 9068195) of the Company dated 3rd. June 2014 was produced to the meeting together with a copy of the articles of association of the Company (the "Articles").

13/04 RESOLVED: that the Company had been incorporated with the Articles which had been approved by the governors of the Governing Bodies (the "Current Governors") and the Department for Education.

13/05 RESOLVED: the Company had been incorporated with the following Directors (with Director designations as referenced in the Articles):

Rev Dr J D Cortis as Chair of the Directors up until the date of this meeting (and as a Foundation Director);

Mr K Higgins, Mrs A McNally and Mrs S McManamin as Principals of the Schools;

Parent Director to be determined

Staff Director to be determined

Community Directors to be determined

Rev Dr J D Cortis as a Foundation Director. Other Foundation Directors to be appointed in the near future.

13/06 RESOLVED: that the Directors listed above were Current Governors and had been previously elected/appointed as Governors of the Governing Bodies and were still serving their current term.

13/07 RESOLVED: that their appointment as Directors of the Company would continue for the remainder of their elected term.

13/08 RESOLVED: that Rev Mgr John Wilson, Rev Mgr Michael Joseph McQuinn and Rev Dr Joseph Domenic Cortis had also been appointed as members of the Company.

4 ELECTION OF CHAIR

13/09 RESOLVED: that Rev Dr J D Cortis having consent to act, be elected as Chair of Directors of the Company with immediate effect.

5 ACCOUNTING OFFICER

13/10 RESOLVED: to be determined at the next meeting.

6 APPROVAL OF CONVERSION DOCUMENTS

13/11 RESOLVED: that following the Conversion the Company would take responsibility for running the Academies and accordingly it was proposed that:

all contracts and assets (and liabilities) used in the running of the Schools be transferred to the Company under commercial transfer agreements to be entered into between the Company, the Governing Bodies and Kirklees and Calderdale Council (the "**Commercial Transfer Agreement**"), the proposed versions of which was produced to the meeting ;

13/12 RESOLVED: that the Company would enter into one master funding agreement and a supplemental funding agreement for each of the Academies (the "**Funding Agreements**") with the Secretary of State for Education setting out the terms of the funding of the Academies going forward, the proposed versions of which was produced to the meeting and which had been approved by the Department for Education;

13/13 RESOLVED: that the Company would enter into **125 year leases** with Local Authority, the draft of which was produced to the meeting and which had been approved by the Department for Education;

13/14 RESOLVED: that the Company would enter into supplemental agreements with the Diocese of Leeds in respect of the property occupied by the Schools to the Company (the "**Supplemental Agreement**"), the proposed versions of which was produced to the meeting;

13/15 RESOLVED: that the Multi Academy Trust would enter into a scheme of delegation with the Academies to document the delegation of power to run the Schools on a day to day basis from the Multi Academy Trust to the Schools (the "**Scheme of Delegation**"), the proposed version of which were produced to the meeting.

13/16 RESOLVED: that a memorandum of understanding ("**Memorandum of Understanding**") would be entered into between the Leeds Diocese Trustees, the Multi Academy Trust and the Academies, which provides a framework for education to be in accordance with the teachings, doctrines, discipline and norms of the Catholic Church and with any guidelines and policies of Leeds Diocese.

together the ("Conversion Documents").

The Directors 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 Company and their duty to have regard to the factors set out at subsection (1)(a)-(f) of that section.

13/17 RESOLVED that:-

- the Conversion be approved;
- the terms of the Conversion Documents be approved;
- any Director of the Company be authorised to approve any amendments to the Conversion Documents;
- any Director be authorised to sign the Conversion Documents on behalf of the Company; and
- any Director be authorised to execute any other ancillary documentation in connection with the Conversion on behalf of the Company.

7 ACCOUNTING REFERENCE DATE

13/18 RESOLVED: that the accounting reference date of the Company be changed to 31 August in each year.

8 APPOINTMENT OF BANKERS

13/19 RESOLVED: that Lloyds Bank (the "Bank") be appointed as bankers of the Company and for the operation of the Company's account.

9 DOCUMENTS FOR REGISTRATION

13/20 RESOLVED: that an electronic notice of change of accounting reference date was to be delivered to the Registrar of Companies. This to be completed by Vicki Hair of Browne-Jacobsen on behalf of the Trust.

13/21 RESOLVED: that two copies of the signed Funding Agreements and that three copies of the signed Supplemental Agreement were to be delivered to the Department for Education by the 7th. July 2014.

10 DATE OF NEXT MEETING

There being no further business the meeting then closed.

13/22 RESOLVED: that the next meeting of the Directors was to be held on Wednesday 9th. July 2014 at St John Fisher Catholic Voluntary Academy commencing at 6.00 pm

13/23 RESOLVED: that no part of these minutes, agenda or related papers be excluded from the copy to be made available at the schools, in accordance with the Freedom of Information Act.