

**Minutes of the extraordinary Board meeting 23.Y held on Tuesday 25 June 2024
Room A203, Long Road Sixth Form College, Cambridge**

Present: Gerry Bolton (Corporation Chair), Yolanda Botham (Principal), Chris Cope, Alex Curnow, Abby Futter, Gemma Long, Hugo Macey, Melissa Mlauzi, Jenny O’Hare, Alex Pryce, Sebastian Rasinger, Gavin Sheffield and Alex Wong

In attendance: Steve Dann (Vice Principal), and Charlotte Hemmins (Finance Director)

Clerk: Anne-Marie Diaper

Ref	Actions:
23.Y.1	Apologies for absence Apologies were received from Gary Bourton, Ishan Cader, Sophie Harrison and Rob Howes. Alex Pryce had informed the Clerk that she would be late arriving.
23.Y.2	Declarations of Interest The senior post holders and Clerk to the Corporation declared an interest in agenda items 6 and 7.
23.Y.3	Minutes of last 2 Board meetings <i>23.5 held on Wednesday 8 May 2024, and 23.4 held on Tuesday 14 May 2024</i> The minutes from the 8 May and 14 May 2024, full Corporation meetings were approved with no amendments as a true and accurate record of the meetings held.
23.Y.4	Matters arising None.
23.Y.5	Introduction and purpose of the meeting The Corporation Chair explained the purpose and the format of the meeting, commenting it was important that all Corporation members feel they have the right information to enable them to come to a decision. Many papers were for information only and previous versions had been presented to the Corporation at meetings earlier in the year. The Chair handed over to Vice Chair, Hugo Macey, to lead the next part of the meeting.
23.Y.6	Report from the Academisation Working Group (AWG) meeting on Wednesday 12 June 2024, and key documents The Vice Chair reported that The Sixth Form College, Colchester (project partner) had met on 24 June in order to take their decision. The outcome of both meetings would be shared on the morning of 26 June.

- a. *Summary on Board deliberations on MAT formation.* The Vice Chair drew the Board's attention to the written report drafted by the Clerk, setting out an overview of the background to the project, and the processes and deliberations that had occurred to date.
- b. *Due diligence reports (see 23.S minutes).* He reminded Corporation members of the Board meeting held on 8 May that had enabled scrutiny of the due diligence (DD) work. He reminded the meeting that legal DD would continue until the establishment date of the Trust.
- c. *Public consultation data.* A written summary of all responses to the public consultation had been provided. Public consultation had had a deadline of 17 May. He summarised the numbers. The Public response included in the papers acknowledged the concerns raised and sought to provide a response to those concerns. A Governor raised a point about the responses not in support of the Trust project, asking what detailed local conversations had occurred with stakeholders as part of the consultation. There was a comment made from a staff Governor member about the Union's response not in support of the project, and the numbers of staff who had engaged during the period of consultation.
- d. *DfE checklist.* The AWG had scrutinised the checklist. Some matters were still in process, but many matters were complete/in hand. A further meeting with the DfE was imminent.
- e. *Scheme of Delegation (SoD).* The meeting noted that the SoD had been amended and somewhat redesigned and simplified since March 2024. He explained that the SoD was a work in progress and provided a baseline for the Trust Board function. It would be reviewed annually, with the Trust Board as the legal body, with some local control at LGB level.
- f. *Articles of Association.* The Articles were cleared by the DfE on 13 June. They provide the constitution of the company and are a DfE mandated document. The Vice Chair pointed out that student Governors had been added as LGB members at Article 101. Staff Governors would also be LGB members, but the Articles were silent on this matter.
- g. *Master funding agreement.* He explained that this set out conditions by which the DfE expects the Trust to operate under the funding provided. The MFA had been cleared on 13 June by the DfE but would need to be signed by Trustees by 1 August 2024.

Alex Pryce joined the meeting at 5.36pm.

- h. *Supplemental funding agreement.* There would be one for each College, which would operate under the same funding methodology. This was still in draft awaiting DfE clearance.
- i. *Transfer Deed.* This was the legal document (mirrored for each Corporation) that would need to be signed and sealed by the Corporation. There were still some minor amendments to be made to the Deed before it would be signed and sealed, and the solicitor was guiding the Corporation through the amendments.

A Governor referring to the documents the project partner would also sign asked whose responsibility would it be to ensure the schedules are complete. It was explained that the legal document set out a lift and shift arrangement for assets, contracts and employees and provides for any errors and/or omissions. There was no residual contractual party.

23.Y.7 Resolution on the dissolution of the Long Road Sixth Form College Corporation in order to become a 16-19 Academy and establish The Sixth Form Colleges Trust, a co-created Multi Academy Trust with The Sixth Form College, Colchester

As set out by the written report provided for this agenda item, by the resolution set out, the Corporation Vice Chair explained the members would be agreeing to dissolve the Corporation, effect the transfer and, in line with the key documents, agree to establish the Trust/MAT, and approve the use of the College seal to execute the Deed.

At this point he gave a reminder of the defensive reasons for the direction about to be taken, and the positive drivers. In response to a question from a Governor about the 'point of no return', the Vice Chair advised that once the master funding agreement (MFA) had been signed and submitted (deadline 8 August), the Corporation would dissolve by 31 August 2024, with the new Trust created on 1 September 2024 (the date set out in the Deed).

It was noted that:

- Under the draft Commercial Transfer Agreement (the Deed), all the undertaking (all assets, staff and liabilities) of the College would be transferred to The Sixth Form Colleges Trust, and The Sixth Form Colleges Trust would assume responsibility for all the liabilities of the College.
- In exchange for this transfer, The Sixth Form Colleges Trust would indemnify the College and its Governors and officers to the extent provided for at law.
- All the employees of the College will transfer to The Sixth Form Colleges Trust by operation of law under the Transfer of Undertakings (Protection of Employment) Regulations 2006 (as amended) (TUPE) on 1 September 2024 (Merger Date) and the parties had and would comply with their respective obligations in this regard.
- The property belonging to the College shall be transferred to The Sixth Form Colleges Trust.
- Immediately after the merger (effective on 1 September 2024) the College would be dissolved as a sixth form further education corporation
- Once the final terms of the Commercial Transfer Agreement have been agreed and it has been executed and exchanged, each of its

parties would be bound by its terms and it would become an unconditional contract and therefore the College and The Sixth Form Colleges Trust would be bound by its terms and committed to completing the merger.

- There may be ancillary deeds, documents and instruments required to be completed in order to give effect to the merger and the agreement of the parties under the Commercial Transfer Agreement and, therefore, the agreement given by the Board today would extend to the completion of such documents.
- The terms of the transaction documents were carefully considered by the Board. It was noted, in particular, that in order for the transaction documents to be entered into by the College, the Board must have formed the bona fide opinion that it is in the best interests of the College to enter into those and that the entering into of those transaction documents will further the purposes of the College.

In light of and subject to the above, it was unanimously resolved that:

- to dissolve the Corporation of the Long Road Sixth Form College in order to become a 16-19 Academy and establish the Sixth Form Colleges Trust, a co-created Multi Academy Trust with The Sixth Form College, Colchester.
- it was in the best interests of, and would promote the success of, the College in pursuit of its charitable objects to enter into the transaction documents proposed in order to effect the Transfer
- pursuant to s 27B of Further and Higher Education Act 1992 (as amended), that the transfer of assets and undertaking to The Sixth Form Colleges Trust in accordance with the terms of the Commercial Transfer Agreement, shall take place at 00:01 on 1 September 2024 or such other date as the parties agree and immediately thereafter the College shall be dissolved;
- the terms of each of the transaction documents and of all ancillary and incidental documents (including any post transaction documents) as considered in or contemplated by the transaction documents be and are hereby approved, subject to any minor modification or amendment considered necessary by Stone King being made to reflect the agreed terms of the merger, by the Board for and on behalf of the College;
- the College's entry into, execution, delivery and performance of each transaction document (once in final form) and any such ancillary documents be approved;
- any member of the Board, for and on behalf of the College, be authorised to sign on behalf of the College such of the transaction documents as are not required to be executed as deeds;
- The Chair and another member of the Board (other than a staff (but not excluding the Principal/CEO) or student Governor), or any two members of the Board (other than a staff (but not excluding the

- Principal/CEO) or student Governor) (Authorised Governors) for and on behalf of the College, be authorised to execute such of the transaction documents or any post transaction documents that are required to be executed as deeds by applying the College's seal which would be attested by the signature of the Authorised Governors (where applicable) and all such documents which may be required in connection with such documentation;
- The Authorised Governors for and on behalf of the College, be authorised to execute any ancillary or supplemental documents, certificates or statements to be executed as a deed by the College (including which may be required by way of condition precedent or condition subsequent under the transaction documents or any post transaction documents) applying the College's seal and attested by the Authorised Governors;
 - The Authorised Governors (in relation to the execution of deeds) or any member of the Board (in relation to the execution of documents which are not deeds) for and on behalf of the College are authorised to approve any amendment to a document they are authorised to sign on behalf of the College as they consider necessary in order to ensure that the arrangements contemplated by the Commercial Transfer Agreement can take place; and
 - The College's solicitors to liaise with Stone King and arrange for all necessary matters arising in connection with the business of this meeting to be dealt with and, in particular, will attend to all relevant filings to ensure the effective transfer and registration of legal and beneficial title to the College's assets to The Sixth Form Colleges Trust.

Subject to the resolution, the Clerk would find a suitable date with two Corporation members for the updated Deed to be signed and sealed.

23.Y.8 Communications and next steps

Communications. The meeting was reminded that on the morning of 26 June, the two Corporations (Colchester and Long Road) would be sharing the outcome of their meetings (the resolution), the solicitor would need to be informed, so that, if appropriate, the new Trust may be incorporated with Companies House.

A formal announcement had been prepared, approved by both Board Chairs, to go out to both bodies of employees by email at the same time on 26 June 2024. Further detail on the appointments made to the central MAT roles would be communicated later.

Next steps. As set out in the written report supporting agenda item 7, funding agreements would need to be signed by 1 August 2024 for submission to the DfE.

Ref**Actions:**

The Trust Board would need to meet in shadow form during the summer, and then the Trust Board will meet again after 1 September 2024 to start to establish some working practices.

The Governance and Search committee (GSC23.3) was meeting on 10 July, and that meeting would include a discussion about the membership of the Long Road LGB.

23.Y.9 Any other business

None.

23.Y.10 Date of next meeting

23.5 Tuesday 16 July 2024