

**SB MULTI-ACADEMY TRUST**

**COMPANY NUMBER: 10067116**

Minutes of a meeting of the Trustees of the above named company (the “Company”)

held at Knavesmire Primary School on Monday 21 March 2016 at 6.00 pm.

Present:	Trevor Burton	Executive Trustee (Millthorpe School)
	Adam Cooper	Executive Trustee (Knavesmire Primary School)
	Martin Frost	Non-Executive Trustee
	Nicki Mitchell	Vice Chair of Trustees
	Andrea Preston	Non-Executive Trustee
	Helen Priestley	Non-Executive Trustee
	Jon Stonehouse	Non-Executive Trustee
	Edwin Thomas	Chair of Trustees

In attendance:	Lesley Buckley	Clerk to the Board of Trustees
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**1 Apologies and Preliminaries**

1.1 It was confirmed that due notice of the meeting had been given and that a quorum was present. It was reported that apologies had been received from the following:

Reuben Barrett	(Non-Executive Trustee);
Anna Cornhill	(Executive Trustee - Scarcroft Primary School).

1.2 It was noted that the Company had been incorporated for the purposes of the conversions of Knavesmire Primary School, Millthorpe School and Scarcroft Primary School (the “Schools”) into academies under the Academies Act 2010 (the “Conversion”).

1.3 It was further noted that the current Governing Bodies of each of the Schools (the “Governing Bodies”) had approved the Conversions at meetings of the Governing Bodies.

**2 Interests of Trustees**

2.1 Each Trustee present declared the nature and extent of his 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.

2.2 The interests declared were as follows:

Name	Nature and extent of interest
<b>Executive Trustees</b>	
Trevor Burton	"Own an education data consultancy but I do not supply any of the schools in the Trust."
Adam Cooper	Governor at Knavesmire Primary School.
Anna Cornhill	Completed form not yet received.
<b>Non-Executive Trustees</b>	
Reuben Barrett	Completed form not yet received.
Martin Frost	Director (Partner) of Lupton Fawcett Denison Till LLP Director - York Professionals Director - Yorkshire Law Society Trustee - York Ebor and County Round Table
Nicola Mitchell	Lawyer - Lupton Fawcett Denison Till LLP
Andrea Preston	HR Director, cap hpi
Helen Priestley	No reportable interests.
Jon Stonehouse	Director of Children's Services, Education and Skills, City of York Council
Edwin Thomas	Daximma Fiction Ltd Historical Writers' Association University of York (Wife's employer) Hodder and Stoughton (Publisher)

### 3 Incorporation and Trustees Appointments

- 3.1 The certificate of incorporation (number 10067116) of the Company dated 16 March 2016 was produced to the meeting together with a copy of the articles of association of the Company (the “Articles”).
- 3.2 It was noted 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.
- 3.3 The Company had been incorporated with the following Trustees (with Trustees’ designations as referenced in the Articles):
- 3.3.1 Edwin Thomas as Chair of the Trustees up until the date of this meeting;
- 3.3.2 Trevor Burton, Adam Cooper and Anna Cornhill as Principals of the Schools; and
- 3.3.3 Reuben Barrett, Martin Frost, Nicola Mitchell, Helen Priestley, Andrea Preston and Jonathon Stonehouse as Trustees.
- 3.4 It was noted that Robert Sydes, Tanya Wheatley and Tracy Kuhn had also been appointed as members of the Company.

### 4 Election of Chair and Vice Chair

- 4.1 *Edwin Thomas left the meeting room.*

**IT WAS RESOLVED THAT** Edwin Thomas, having consent to act, be elected as Chair of Trustees of the Company with immediate effect.

Proposed by: Helen Priestley                      Seconded by: Nicki Mitchell

**Carried unanimously. Term of appointment: one year.**

*Edwin Thomas re-joined the meeting.*

- 4.2 *Nicki Mitchell left the meeting room.*

**IT WAS RESOLVED THAT** Nicki Mitchell, having consent to act, be elected as Vice Chair of Trustees of the Company with immediate effect.

Proposed by: Adam Cooper                      Seconded by: Edwin Thomas

**Carried unanimously. Term of appointment: one year.**

*Nicki Mitchell re-joined the meeting.*

5 **Accounting Officer**

IT WAS RESOLVED THAT, having consented to act Trevor Burton be approved as the Accounting Officer. **Term of appointment: two years.**

**ACTION: Edwin Thomas to confirm the appointment in writing.**

6 **Approval of Conversion Documents**

6.1 It was noted that following the Conversion the Company would take responsibility for running the Academies and accordingly it was proposed that:

6.1.1 all contracts and assets (and liabilities) used in the running of the Schools be transferred to the Company under a Commercial Transfer Agreement to be entered into for each School between the Company, the Governing Body and City of York Council (the “**Commercial Transfer Agreements**”), drafts of which were produced to the meeting;

6.1.2 the Company would enter into a Master Funding Agreement and for each School a separate Supplemental Funding Agreement (the “**Funding Agreements**”) with the Secretary of State for Education setting out the terms of the funding of the Academies going forward, drafts of which were produced to the meeting and which had been approved by the Department for Education;

6.1.3 the Company would enter into a 125 year lease with City of York Council for each of the Schools, drafts of which were produced to the meeting and which had been approved by the Department for Education;

together the (“**Conversion Documents**”).

6.2 The Trustees 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 and IT **WAS RESOLVED** that:-

- 6.2.1 the Conversion be approved;
- 6.2.2 the terms of the Conversion Documents be approved;
- 6.2.3 any Trustee of the Company be authorised to approve any amendments to the Conversion Documents;
- 6.2.4 any Trustee be authorised to sign the Conversion Documents on behalf of the Company; and
- 6.2.5 any Trustee be authorised to execute any other ancillary documentation in connection with the Conversion on behalf of the Company.

7 **Accounting reference date**

IT WAS RESOLVED that the accounting reference date of the Company be changed to 31 August in each year.

8 **Appointment of bankers**

There was produced to the meeting a form containing the resolutions for the appointment of Lloyds (the “Bank”) as bankers of the Company and for the operation of the Company’s account. The resolutions were approved and adopted, with the intention that they be regarded as forming part of these minutes, and IT WAS RESOLVED that the form should be returned to the Bank, duly completed, together with the associated specimen signature form.

9 **Documents for registration**

- 9.1 It was noted that an electronic notice of change of accounting reference date was to be delivered to the Registrar of Companies.
- 9.2 It was further noted that two copies of the signed Master Funding Agreement and each of the School’s Supplemental Funding Agreements were to be delivered to the Department for Education by noon on Tuesday 22 March 2016.

10 **Approval of Name Change**

IT WAS RESOLVED that the name of the Company be changed to South Bank Multi-Academy Trust.

11 **Work Plan**

Trustees discussed the Company's priorities for the coming months. It was agreed that the Headteachers and the Chair would continue to develop these and report progress at the next meeting.

12 **AOB**

There was no other business.

13 **Close and Confirm Date of Next Meeting**

There being no further business the meeting then closed (8.10 pm), and it was noted that the next meetings of the Trustees would be held on the following dates:

Day	Date	Time	Location
Wednesday	13 April 2016	6.00 pm	Scarcroft
Wednesday	11 May 2016	6.00 pm	To be confirmed.
Wednesday	15 June 2016	6.00 pm	To be confirmed.
Wednesday	13 July 2016	6.00 pm	To be confirmed.



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Trustee

**ACTIONS**

By Whom	Action	Date
Edwin Thomas	Confirm in writing the two year appointment of Trevor Burton as Accounting Officer.	ASAP