



MINUTES OF THE TRC CORPORATION MEETING

THURSDAY 26 OCTOBER 2017

PRESENT

Mr M Chaudhary; Ms M Allen; Mr R Gray; Mr P Jagger MBE (Chair); Mr S Kirk; Mr R Leith; Mr T Mulroy; Cllr D Roche; Ms A Todd; Dr P R Williams

NB Mr T Mulroy was in attendance via Skype.

In Attendance:

Mr M Patterson, Vice Principal Finance & Resources; Mr A Amery, Assistant Principal Curriculum & Quality, Dr C Walls, Assistant Principal Curriculum & Systems; Mrs S Martin, Clerk.

APOLOGIES

17.16 Apologies were received from Mr T Grice and Ms B Reynolds

DECLARATIONS OF INTEREST

17.17 Members were reminded of the need to declare any interests and reserved the right to declare an interest at any stage of the meeting. No declarations were made.

MINUTES

17.18 The Minutes of the Meeting held on 2 October 2017 were agreed as a true and accurate record and were signed by the Chair.

MATTERS ARISING

17.19 The Corporation received a list of actions arising from previous meetings.

Item 16.178

The Principal confirmed that details of the governor safeguarding training had been added to the safeguarding report.

Members noted the status of the remaining items as being either ongoing or complete.

PURPOSE OF THE MEETING

17.20 The Chair reported that at the meeting of Thomas Rotherham College, a sixth form college corporation, (the "Corporation") held on 3 July 2017, the Corporation had agreed to move forward with the proposed conversion of Thomas Rotherham College (the institution being conducted by the Corporation) to a 16-19 academy to be called Thomas Rotherham College

("the Academy") as part of the Inspire Trust ("the Trust") ("the Conversion"). The purpose of the meeting was to:

- 17.20.1 consider the Conversion and, if thought fit, for the Corporation to resolve to transfer all its property, rights and liabilities from the Corporation to the Trust on 1 November 2017; and
- 17.20.2 consider and, if thought fit, approve the Documents (as defined in minute 17. 25 below) to be entered into prior to the 1 November 2017 in respect of the Conversion.

UPDATE

- 17.21 The Principal provided an update on the current position at Thomas Rotherham College. Referring to the summer 2017 exam results, members discussed the impact this may have on the outcome of an Ofsted inspection along with the potential to attract new partners to join Inspire Trust. The VP F&R confirmed that the HR, finance and payroll systems for Inspire Trust are almost complete and ready to proceed.

Mr T Mulroy left the meeting (this was due to technical issues with Skype)

- 17.22 The Chair reported that:
 - 17. 22.1 South Yorkshire Pension Fund ("the Fund") had provided email confirmation that it will not require the Corporation, or the Inspire Trust, to clear any Local Government Pension Scheme deficit as at the merger date or any future date other than through the normal mechanism in accordance with the Fund's Funding Strategy Agreement and that the Thomas Rotherham College's and the Trust's funds held by the Fund will continue to be kept separate after the Conversion;
 - 17.22.2 a Deed of Variation to move the Trust onto the latest DfE model funding agreements (together with the new Master Funding Agreement for the Inspire Trust and the new Supplemental Funding Agreements for Oakwood and Sitwell), new Articles of Association to move the Trust onto the latest DfE model Articles, the Supplemental Funding Agreement for Thomas Rotherham College, land questionnaire and land transfers to effect the Conversion had been approved by the Department for Education.
- 17.23 It was noted that the Trust board had met and passed a conditional resolution to accept the property, rights and liabilities of the Corporation in its dissolution and had also approved the Supplemental Funding Agreement to be entered into with the Secretary of State for Education in respect of the funding for the Academy.

CONVERSION DOCUMENTS

- 17.24 The Corporation reviewed the Memorandum of Understanding.

17.25 The Corporation reviewed the following documents which were presented to the meeting:

17.25.1 transfer deed to be entered into between the Corporation and the Trust recording the transfer of all of the property, rights and liabilities of the Corporation to the Trust immediately before the Corporation's proposed dissolution on 1 November 2017; and

17.25.2 a transfer of title (TR1) in relation to freehold title number SYK51615 to be entered into between the Corporation and the Trust, such transfer to take effect on 1 November 2017;

together the "**Documents**".

17.26 Members were asked to consider the Documents tabled and, if thought fit:

- to approve the Corporation's entry into the Documents and authorise the performance of its obligations and the exercise of its rights in relation to them; and
- authorise the Corporation's execution and delivery of the Documents; and
- to approve the Memorandum of Understanding.

RESOLUTIONS

having given due and careful consideration to:

- the impact of the Conversion on Thomas Rotherham College;
- the terms of the Documents;
- the position in respect of the LGPS deficit; and

following:

- publication of the results of the statutory consultation exercise undertaken by the Corporation (as required under The Sixth Form College Corporations (Publication of Proposals)(England) Regulations 2012); and
- the carrying out of legal and financial due diligence exercises in respect of the Corporation and the Inspire Trust;
- publication of the draft resolution of the Corporation to dissolve and provide for the transfer of its property, rights and liabilities (as required under Article 26 of Thomas Rotherham College's Articles of Association); and
- the passing, by Inspire trust, of a resolution to acquire the property, rights and liabilities of Thomas Rotherham College, such acquisition to take effect at 00:01 on 1 November 2017;

- the vote on 26 October 2017, by show of hands, with an outcome of 7-2 in favour of the resolution with no abstentions;

the Corporation **HEREBY RESOLVES** as follows:

- 17.27 that the terms of the Documents be approved and that entry into the Documents is in the best interests of the Corporation and in order to affect the Conversion and that;
- 17.27.1 Mr Paul Jagger and Ms Alison Todd be authorised to approve any amendment that may be required to the Documents or any other documents advised to be necessary or desirable to effect or supplement the Conversion; and
- 17.27.2 Mr Paul Jagger be authorised to execute on behalf of the Corporation any of the Documents or any other agreements approved under the authority given in paragraph 17.27.1 be executed as a simple agreement; and
- 17.27.3 Mr Mamoon Chaudhary and Cllr David Roche be authorised to witness the affixation of the Corporation seal and deliver any of the Documents or any other deeds approved under the authority given in paragraph 17.27.1 to be executed as deeds; and
- 17.28 to transfer all of its property, rights and liabilities to the Inspire Trust, with the Corporation dissolving at 00:01 on 1 November 2017 and all of its property, rights and liabilities transferring immediately before that time to the Trust in accordance with sections 330 and 33P of the Further and Higher Education Act 1992 (as amended) **CONDITIONALLY UPON** the Secretary of State for Education having entered into a Supplemental Funding Agreement for Thomas Rotherham College on or before 1 November 2017.

CLOSING COMMENTS

- 17.29 The Chair thanked all involved for the time and effort put into the option appraisal and conversion process since the Area Based Review began in 2015, and concluded that everyone should remain confident that Thomas Rotherham College will continue to provide high quality education into the future.
- 17.30 The Chair confirmed that, following his resignation, this would be the last meeting for Mr Mamoon Chaudhary. On behalf of the Corporation, the Chair thanked Mamoon for his time and commitment as a TRC governor and wished him well for the future.

The meeting closed at 6:30pm and remained quorate

POST MEETING

- 17.31 Inspire Trust staff, members, trustees and governors joined the meeting. Mr Adrian Robinson, Chair of Inspire Trust and Mr David Naisbitt, CEO Inspire Trust both gave a welcome speech and a schedule of meetings for 2017/18 was provided.

Signed:  Chair

Date: 04.112.17