

ST WILFRID'S C OF E AIDED PRIMARY SCHOOL
("the School")

Minutes of a conference meeting of the interim executive board of Governors (the "IEB") of the School held on Tuesday 7th June 2016 at 11am.

PRESENT:	POSITION
Paul Good	IEB member
Andrew Kent	IEB Chair
Matthew Bennet	IEB member

IN ATTENDANCE:	POSITION
Jamie Otter	Browne Jacobson IEB Legal Adviser

APOLOGIES FOR ABSENCE RECEIVED FROM:

Anne Flatman	IEB member
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1 CHAIRPERSON

Andy Kent was appointed chairperson of the meeting and chaired the meeting throughout.

2 NOTICE AND QUORUM

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

3 DECLARATION OF INTEREST

- 3.1 Paul Good gave notice of his interest in matters to be discussed at the meeting as being a director of St James and Emmanuel Academy Trust Limited (the "**MAT**").
- 3.2 The other Governors present confirmed that they had no direct or indirect interest in the matters to be considered which they were required to declare and unanimously resolved that Paul Good be and hereby is authorised to vote upon and count towards the quorum in respect of the matters to be discussed at the meeting.

4 MEETING

- 4.1 The Governors noted that they were to consider and if thought fit approve the disposal of the business, assets and responsibility for the operation of the School to the MAT (the "**Academy Conversion**").
- 4.2 The Governors noted that on 2 February 2016 an academy order was issued by the Secretary of State for Education to the Academy Conversion.

5 DOCUMENT PRODUCED

A draft Transfer Agreement between the Council of the City of Manchester (1) the IEB (2) and the MAT (3) was previously circulated for the Governors' consideration (the "**Agreement**").

6 APPROVAL OF THE ACADEMY CONVERSION

The Governors resolved that:

- 6.1 the Academy Conversion would promote the success of the School for the benefit of its pupils, parents, staff, prospective pupils and parents and all wider stakeholders and as such it should be and is hereby approved;
- 6.2 any Governor be authorised and in the case of any document requiring execution as a deed, the Chair of the IEB together with any other Governor in the presence of a witness who attests their signature, to execute the Agreement.

- 6.3 The Governors considered the advice offered by their Legal Adviser in respect of point 17.1.4 and agreed that this may be removed subject to the Chair receiving confirmation from Anne Flatman of her agreement. The Chair confirmed this in a telephone conversation with Anne Flatman immediately after the meeting and subsequently reported this to the other members of the IEB by email. Jamie Otter left the meeting at this point.
- 6.4 The members agreed not to proceed with the scheduled meeting of the IEB for 30th June 2016 and to re-schedule a meeting in July in the event the academy conversion was delayed. The Chair undertook to write to parents and staff at the school to inform them of this and thank them for their support
7. There was no further business and the Chair declared the meeting closed.

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Chairperson

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Date