



GOVERNING BODY
Minutes of the Meeting held on 19th March 2020

Present:	Mr J Kirk	Chair of Governors
	Mr J Bagley	Principal
	Ms H Bains	Governor (by telephone call)
	Ms N Cuffy	Governor
	Mr C Gray	Governor
	Mr H Hadani	Governor (Chair for agenda item 4.8)
In Attendance:	Ms N Martin	Assistant Principal
	Mr H Ravat	Vice-Principal
	Ms F Rippin	Assistant Principal
	Ms F Singer	PA to the Senior Team

The Chair welcomed all to the final meeting of the Gateway Sixth Form College Corporation and confirmed that the meeting was quorate and could proceed to business.

Minute No

ACTION

B/20/09

Item 1 – Attendance and Membership Matters

1.1 Apologies for Absence

Apologies for absence were received from Ms P Hamer, Mr S Holderness, Mr N Smith, Ms S Gelle and Ms S Varghese (Student Governors), and Mr M Tolond (Clerk).

1.2 Declarations of interest in Agenda items

Mr J Kirk declared an interest in respect of Item 4.8 as he had been proposed to join the BFMAT Board and also stated that he had been approached to join the De Montfort University Board.

B/20/10

Item 2 – Minutes of Previous Meeting and Matters Arising

2.1 Minutes of the meeting held on 13th February 2020

The minutes of the meeting held on 13th February 2020 were approved.

2.2 TUPE plans and completion of consultation processes

It was confirmed that the consultation process had been completed with no issues arising.

2.3 Loan repayment

This matter was covered under agenda item 4.

2.4 Insurance cover for Gateway Governors post dissolution

It was confirmed that BFMAT had given assurances that in respect of Gateway College Governors any retrospective liabilities in respect of their periods of office would be covered under the indemnity insurance policy provided by BFMAT.

B/20/11

Item 3 – Finance, Staffing and General Purposes Committee

The minutes of the Finance, Staffing and General Purposes Committee held on 10th March 2020 were received and in Steve Holderness' absence Chris Gray confirmed that there were no issues arising from the minutes.

Hamid Ravat confirmed that the Committee had examined the College's accounts in detail and that there would be a 12% increase in funding for the College for 2020/21. As a consequence of the dissolution of the College the final financial accounts would need to be produced for the period 1st August 2019 to 31st March 2020.

Nelista Cuffy queried the figure of 800 places which had been accepted by students following recent interviews. James Bagley stated that there had been an 81% turnout for interviews compared to 60% in the previous year with consequently a higher number of acceptances. Given the usual conversion rate this would probably translate into 600 enrolments for the academic year 2020-21.

B/20/12

Item 4 – Dissolution and Transfer to BFMAT

4.1 Formal minutes relating to Dissolution and Transfer

1. PURPOSE OF RESOLUTIONS

1.1 The Chair reported that the Corporation had agreed to move forward with the conversion of Gateway Sixth Form College (the institution being conducted by the Corporation) ("Gateway College") to a 16-19 academy ("the Conversion") to be called Gateway Sixth Form College ("the Academy") which is to be operated by Better Futures Multi-Academy Trust ("the Trust") and to:

- 1.1.1 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 01 April 2020; and
- 1.1.2 consider and, if thought fit, approve the Documents (as defined in minute [3.1] below) to be entered into prior to the 01 April 2020 in respect of the Conversion.

2. UPDATE

2.1 The Chair reported that:

- 2.1.1 a deed by way of a 'pensions agreement' had been agreed with Leicestershire County Council, as administering authority of the Leicestershire Pension Fund ("the Fund"), regarding the treatment of the Corporation's Local Government Pension Scheme liabilities ("the LGPS Liabilities") in the Fund ("the Pensions Agreement"). Under the Pensions Agreement, the Trust agrees to be responsible for all of the LGPS Liabilities with effect on and from the Conversion date and therefore no Local Government Pension Scheme exit debt ("the LGPS Debt") will be triggered or payable by the Corporation; and
- 2.1.2 the academy funding agreement and land questionnaire to effect the Conversion had been approved by the Department for Education.

2.2 It was noted that the Trust board had, prior to the Corporation meeting, met and passed a conditional resolution to accept the assets, rights and liabilities of the Corporation immediately prior to its dissolution on 1 April 2020 and had also approved the form of funding agreement to be entered into with the Secretary of State for Education in respect of the funding for the Academy.

- 2.3 The Chair noted that Lloyds Bank plc had agreed to the prepayment of the outstanding Gateway Sixth Form College loan on 30th March 2020 and to the release of the Corporation from all outstanding liabilities under the loan facility agreement.

3. **CONVERSION DOCUMENTS**

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

- 3.1.1 a final form 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 April 2020;
- 3.1.2 a final form transfer of title (TR1) in relation to freehold land on the west side of Hamilton Way, Hamilton, Leicester registered with title number LT408508 to be entered into between the Corporation and the Trust, such transfer to take effect on 1 April 2020;
- 3.1.3 the final form Pensions Agreement to be entered into between the Corporation, the Trust and Leicestershire County Council relating to the treatment of the LGPS Liabilities and LGPS Debt in the Fund;
- 3.1.4 a final form deed of novation in respect of a community use agreement to be entered into between the Trust, the Corporation and the English Sports Council;
- 3.1.5 a final form deed of novation in respect of a grant funding award to be entered into between the Trust, the Corporation and the English Sports Council; and
- 3.1.6 an agreed form of release letter to be sent to Lloyds Bank plc directing the settlement of the outstanding Gateway Sixth Form College loan and releasing the Corporation from all further liabilities under the its loan facility with Lloyds Bank plc ("the Lloyds Letter");

together the "**Documents**".

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

- 3.2.1 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
- 3.2.2 authorise the Corporation's execution and delivery of the Documents.

4. **BANKING ARRANGEMENTS**

- 4.1 The Chair reported that Lloyds Bank plc had agreed to the prepayment of the outstanding Gateway Sixth Form College loan on 30th March 2020 and noted the contents of the Lloyds Letter which sets out the prepayment process and secures a release from all outstanding liabilities under the loan facility agreement.

- 4.2 Following the passing of its Conversion resolutions, the Corporation would sign and send the letter to Lloyds and secure a countersigned letter from Lloyds Bank plc.

- 4.3 It was noted that prepayment of the loan is a condition of the Trust's resolution noted at minute 2.2 and that following prepayment, the Corporation would be released from all obligations under the related loan facility agreement.

5. **RESOLUTIONS**

Following:

- publication of the results of the statutory consultation exercise (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's operations; and
- the approval of the Department for Education to Gateway College's Conversion; and

having given due and careful consideration to:

- the impact of the Conversion on Gateway College;
- the terms of the Documents; and
- the position in respect of the LGPS Liabilities and LGPS Debt;

the Corporation **HEREBY RESOLVED** as follows:

- 5.1 to transfer all of its property, rights and liabilities to the Trust with effect from 1 April 2020, with the Corporation dissolving at one minute past midnight on 1 April 2020 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** each of the following conditions being satisfied as a matter of fact, or waived by the Chair of the Corporation in writing, by midnight on 31 March 2020:

Conditions

- (a) The Trust and the Department for Education having entered into a supplemental funding agreement in relation to the funding of Gateway Sixth Form College which is effective on or before 1 April 2020;
 - (b) The Corporation, the Trust and Leicestershire County Council as administering authority for the Leicestershire Pension Fund having entered into a pensions agreement relating inter alia, to the level of the LGPS Debt on the Corporation leaving the Fund;
 - (c) The Corporation having discharged all outstanding amounts (including any redemption charges) in respect of a loan from Lloyd's Bank Plc;
 - (d) The Trust's board resolution to accept the transfer of all of the property, rights and liabilities of the Corporation becoming unconditional (save in relation to the condition regarding the Corporation's resolution being unconditional);
- 5.2 that the terms of the Documents be approved (subject, in each case, to such amendments as any authorised governor and/or individual may approve) and that entry into the Documents is in the best interests of the Corporation and in order to effect the Conversion and;

- 5.2.1 John Kirk and James Bagley as Governors be authorised to approve any other documents advised to be necessary or desirable to effect or supplement the Conversion together with the transactions contemplated by each of them; and
- 5.2.2 John Kirk and James Bagley as Governors be authorised to execute on behalf of the Corporation any of the Documents or any other documents approved under the authority given in paragraph 5.2.1 to be executed as a simple agreement; and
- 5.2.3 any two governors be authorised to witness the affixation of the Corporation seal and deliver any of the Documents or any other documents approved under the authority given in paragraph 5.2.1 to be executed as deeds.

4.2 – 4.7 Governors approved the following documents which were referred to in the formal minutes relating to the Dissolution of Gateway Sixth Form College and the Transfer to Better Futures Multi Academy Trust:

4.2 Transfer Deed – to transfer all College assets, employees and land to BFMAT

4.3 Transfer of Title to Land – from the College to BFMAT

4.4 Loan Repayment Letter – the loan of £1.2m would be repaid to Lloyds Bank on 30th March with an additional £100k breakage cost

4.5 LGPS Pension Agreement

Hamid Ravat confirmed that teaching staff would continue to belong to the National Teachers Pension Scheme. Corporate staff who belonged to the Local Government Pension Scheme would continue in this scheme with the contract now being between BFMAT and Leicestershire County Council.

4.6 Supplemental Funding Agreement

Hamid Ravat confirmed that the supplemental funding agreement would now transfer to BFMAT. The agreement required Gateway to have at least 80% of students in the 16-19 age group and it was confirmed that the College was comfortably within this threshold.

4.7 Novation of English Sports Council Agreement

Hamid Ravat stated that Sport England had previously given a £30k grant to the College with which to build a football pitch and had attached a legal charge to the land to ensure it would continue as a pitch. This agreement had therefore been novated from Gateway to BFMAT.

4.8 Formal resolution to dissolve Gateway College

Governors, with Harnish Hadani as Acting Chair for this item, approved the formal resolution to dissolve Gateway Sixth Form College with effect from 1st April 2020.

John Kirk Chair of Governors did not partake in the discussion or vote and resumed as Chair for the remaining agenda items.

B/20/13

Item 5 – Gateway Local Governing Body

Governors reviewed Michael Tolond's paper which provided outlined details of the new Gateway Local Governing Body. Meetings would take place at Gateway premises and the

meeting dates had been scheduled so that meetings would take place approximately 2 weeks prior to the BFMAT Board meetings. The current COVID-19 public health situation meant that it was likely that the April and June meeting dates could be subject to change.

B/20/16

Item 6 – Any Other Business

6.1 COVID-19

James Bagley reported that prior to the Government's direction to close UK schools the College had already planned to close after lessons on Friday 20th March. Plans had been put in place to provide off-site learning facilities for students and there was confidence that they would be adequately supported in the short-term. The Chair confirmed that this decision was an operational matter and that the school management had acted correctly and promptly to update all concerned with the latest guidance as it was released by Government.

James Bagley confirmed that the College would remain open for staff to attend if they were well and there would be a facility for staff to work at a distance from each other up to the Easter break. The College had also made payments to students who were eligible for free school meals.

6.2 Final Gateway Board meeting

John Kirk expressed his thanks to all Governors, including those not present at the meeting, and to the Senior Leadership Team and the Head of Quality for all their hard work and support over the years.

He advised that the Board was unable to hold a celebration event due to current circumstances, but an event would be planned for the future.

On behalf of the College James Bagley thanked the Chair for his hard work and support over many years as both Chair of the Governing Body and as a College Governor.

The meeting closed at 6.15pm