

Minutes of the Extraordinary Meeting of the Trustees of the Winifred Holtby Academy Trust.
Winifred Holtby Academy. Thursday 21 November 2019 at 17:00

PRESENT:

Miss C Bushell (Chair, CB), Mr M Brown (Principal, MB), Mr B Horsley (BH), Mr V Tennison (VT)

ALSO IN ATTENDANCE:

Mrs L Craxton (Trainee Clerk to the LGB, LC), Mr R Gore (Academy Business Manager, RG), Ms A Greensmith (Forrester Boyd, AG for minute 25 to 28 only), Mrs G Stafford (Clerk to the LGB, GS), Mrs C Thorley (Director of Business, CT)

Throughout these minutes a question is indicated by Q followed by the initials of the questioner and a comment is marked by C.

25 WELCOME AND INTRODUCTIONS

Amy Greensmith was introduced to the meeting as the accountant from Forrester Boyd.

Those present were informed of the resignation of Kristian Nicholson due to personal reasons.

26 DECLARATIONS OF INTEREST

None other than the annually declared interests were tabled

27 APOLOGIES

Apologies had been received from Mrs G Barley, Mr G Barley, Mr C Foster, Mrs A Hoy, Mrs N Sketchley (Maternity Leave)

Resolved: Consent was given for the absence of the above named governors.

28 APPROVAL OF 2018/19 ACCOUNTS

AG gave a brief summary of the 2018/19 accounts.

- The audit was completed smoothly with no problems found in accounting or internal control systems.
- Income of £9 277 106 compares to costs of £9 465 538 showing a deficit of £188 432 before actuarial gains and losses
- Income
 - Income for the year was £9 277 106, a decrease of £35 277 compared to the previous year
 - There has been a decrease in GAG funding of £40 000 due to a decrease in pupil numbers

- Total taxable income was below £62 500, therefore no liability is due
- Expenditure
 - Resources expended totals £9 465 538, a decrease of £28 000 on the previous year
 - Premises cost have increased by £113 000 to £2 239 751
 - Staff costs amount to 62% costs at £5 903 107. Average salary £35,186
- Balance Sheet
 - Fixed Assets amount to £536 848
 - Debtors amount to £516 489
 - Cash at bank £1 699 126
 - Creditors due within one year totalled £1 200 420, a decrease of £216 689
 - Free reserves for future expenditure £1 002 379
 - The pension deficit is £2 712 000. However, this is underwritten by the DfE

The audit resulted in two actions. One amber (of moderate concern) and one yellow (minor concern):

Amber: Some accrued costs had been included for costs that relate to 2019/20

Yellow: One Governor's details were not included on the Get Information About Schools site.

The yellow finding was discussed further as the Governor's details were confirmed as being on GIAS prior to joining TCAT 1 September 2019 and may have been removed temporarily in error.

CB asked if the Accounts were as expected. CT assured that everything was within the financial plan.

CT, on behalf of WHA, thanked Forrester Boyd for their professional service provided since 2013.

Prior to the meeting, votes to approve the accounts had been received from GaB, GB and CF. They also authorised CB to approve the accounts on their behalf.

Resolved: Governors were content to approve the 2018/19 accounts. CB signed the accounts.

AG left the meeting at 6.20pm.

29 WHA LIQUIDATION

At the last Full Governing Body meeting in July 2019, RSM Restructuring Advisory LLP explained the process of liquidation to Governors.

The purpose of this meeting today was to officially appoint the liquidators.

Prior to the meeting, approval was given by GAB and GB. However, CF did not wish to approve the appointment as he did not want to be connected in any way with what could be seen as a failing company.

The following questions were raised:

Q: (CB) *What happens if anything goes wrong?*

CT: *As a Trust in liquidation, if anything were to go wrong then we are insured.*

C: (VT) *I hear Craig's concern but this is a formality – we are not a failing company or bankrupt. We are an educational establishment with insurance.*

CT: We followed our solicitor's advice and appointed a liquidator to protect you as Trustees. The liquidator looks after your interests. We have been told the process can take up to 6 months.
CB: We asked all our questions at the last meeting and we were all satisfied.

VT and CB were content to appoint the Liquidators. When combined with the approval given by GaB and GB, a quorum decision was reached.

Resolved: Governors approved the appointment of RSM Restructuring Advisory LLP as liquidators.

The full minutes from the meeting can be found in Appendix One.

Appendix One:

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Winifred Holtby Academy. Thursday 21 November 2019 at 17:00

PRESENT:

Miss C Bushell (Chair, CB), Mr M Brown (Principal, MB), Mr B Horsley (BH), Mr V Tennison (VT)

ALSO IN ATTENDANCE:

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Mrs G Stafford (Clerk to the LGB, GS), Mrs C Thorley (Director of Business, CT)

- 1 Notice of the meeting was taken as read. Christine Bushell was appointed Chair of the meeting and it was agreed that a quorum was present.
- 2 For the purpose of Section 177 of the Companies Act 2006, and the Articles, the directors present declared the nature and extent of their interest in the business to be conducted at the meeting.
- 3 The financial position of the company was discussed and it was resolved that written resolutions will be considered to place the company into members voluntary liquidation. The following resolutions are to be considered:

As special resolutions

That the company be wound up voluntarily and that Joint Liquidators be appointed for the purposes of such winding up.

That pursuant to section 21 of the Companies Act 2006, if necessary and appropriate, the Articles of Association of the company be amended as necessary to permit the distribution of the whole or any part of the assets of the company in specie or in kind, and that the Joint Liquidators be and are hereby authorised to divide and distribute amongst the members, in specie or in kind, the whole or any part of the assets of the company, and to determine how such division and distribution shall be carried out as between the members.

That the Joint Liquidators be and are hereby authorised to pay or make an advance distribution to the members, if they consider it appropriate and prudent to do so, in an amount that they shall determine at their sole discretion, or, if in specie or in kind, of such of the assets as they shall determine in their sole discretion, in such proportions as they shall determine.

As ordinary resolutions

That James Miller of RSM Restructuring Advisory LLP Central Square, 5th Floor, 29 Wellington Street, Leeds, LS1 4DL and Alec Pillmoor of RSM Restructuring Advisory LLP of Two Humber Quays, Wellington Street West, Hull, HU1 2BN be and are hereby appointed Joint Liquidators to the company, to act on a joint and several basis.

The Joint Liquidators shall be authorised to draw their remuneration based upon their time costs by reference to the time properly given by the Joint Liquidators and their staff, in attending to matters arising in the liquidation at RSM Restructuring Advisory LLP's standard hourly rates, at the rates prevailing at the time the work is done.

That the Joint Liquidators be authorised to draw 'category 2' disbursements out of the assets as an expense of the liquidation, at the rates prevailing when the cost is incurred.

That until such time as they are delivered to the Joint Liquidators, or the Joint

Liquidators are released, the books and records of the company are to be held by the Directors to the order of the Joint Liquidators.

- 4 It was resolved that instructions be given to RSM Restructuring Advisory LLP to assist the directors and secretary in placing the company into liquidation in accordance with the Companies Acts, the Insolvency Act 1986, the relevant legislation and, in particular:
 - a to send the written resolutions to the members of the company.
 - b to advise on the preparation of the declaration of solvency and all other information to be provided to the members;
 - c to advise the directors on the financial control of the company up to the date of the passing of an effective resolution for the winding up of the company;
 - d to advise the company on its appointment of solicitors if necessary and appropriate;
- 5 It was further resolved that Joint Liquidators be authorised to sign the Certificate of Appointment of Liquidator should the requisite written resolution be passed by the members.
- 6 Notwithstanding the matters dealt with at 3 above, the written advice of RSM Restructuring Advisory LLP, (a copy of which is attached to these minutes) concerning the conduct of the company's affairs it was noted by the meeting that the directors remain solely responsible for the conduct of the company's affairs until the commencement of its winding up by the passing of the winding up resolution by the members.
- 7 RSM Restructuring Advisory LLP are hereby authorised to discharge their and their advisors' (if any) proper charges, based on time necessarily occupied at RSM Restructuring Advisory LLP's standard charging rates, together with disbursements and out of pocket expenses, for services rendered prior to the winding up, out of the assets of the company.
- 8 It was further reported that RSM Restructuring Advisory LLP had quoted a fee of a minimum of £2,300 plus VAT (exclusive of expenses) for advice to be given in the period leading up to the passing of the winding up resolution, and this was agreed. It was also agreed that RSM Restructuring Advisory LLP should be able to draw pre-liquidation fees and expenses on account up to this amount but that any excess, be agreed by the directors.
- 9 Christine Bushell or failing them, an alternative Director be appointed to sign the statutory documents.
- 10 The chair was authorised to sign these minutes as a true record of the proceedings.
- 11 The chair instructed the company secretary to make all necessary and appropriate entries in the books and registers of the company.

The meeting closed at 18:00.