

# Falmouth & Exeter Students' Union

## Extraordinary Board of Trustees Minutes

Date	Wednesday 7 July 2021	Time	10:30-12:00
Location	MS Teams Online – connection via the calendar invitation		
Trustees	Kevin Werry (KW) Steven Preece (SP) Ben Statham-Wilkins (BSW) Charlotte Agnew (CA) Ellie Ricks (ER) Rosie Hunnam (RH) Paul Northmore (PN) Julian Waring (JW)	Lay Trustee (Chair) President Exeter President Falmouth President Welfare & Inclusivity President Student Experience Lay Trustee Lay Trustee Lay Trustee	
Observers (not trustees)	Michael Carney (MC)	Student Trustee (Falmouth) (incoming)	
In attendance	Sarah Davey (SD) Karen Pardoe (KP)	Chief Executive Project Officer (minutes)	
Apologies	Sajjad Hossain (SH) Fatuma Mohamud (FM) James Francis (JF)	Student Trustee (Falmouth) Student Trustee (Exeter) Incoming Student Trustee (not trustee)	

Item and Minute
<p><b>1. Welcome (KW)</b></p> <p><b>1.1. Noted:</b> apologies from SH, FM and JF.</p> <p><b>1.2. Confidential minute</b></p>
<p><b>2. Minutes from the last meeting (KW)</b></p> <p><b>2.1. Received:</b> <i>Minutes 22 June 2021</i> (paper 1).</p> <p><b>2.2. Approved:</b> the minutes of the above meeting were confirmed as a true and accurate record.</p> <p><b>2.3. Noted:</b> that all matters arising were resolved.</p>
<p><b>3. Confidential item</b></p>
<p><b>4. Incorporation Resolution</b></p> <p><b>4.1. Received:</b> <i>Approvals Resolutions (paper 3)</i></p>

- 4.2. Noted:** The Trustees of the Unincorporated Charity, having decided to incorporate, have arranged for a CIO to be set up to receive the assets, activities and liabilities of the Unincorporated Charity (the "Incorporation"). This CIO is called Falmouth & Exeter Students' Union (registered charity number 1193045) (the "New Charity").
- 4.3. Noted:** It was noted that the transfer agreement effecting the Incorporation would grant an indemnity to the trustees of the Unincorporated Charity. It was further noted that four of the trustees of the Unincorporated Charity are currently trustees of the New Charity: Paul Northmore, Charlotte Agnew, Rosie Hunnam and Cara Chittenden, and that all of the other trustees would become trustees of the New Charity on the date on which Incorporation takes effect.
- 4.4. Noted:** The trustees of the Unincorporated Charity therefore all have a conflict of interest in relation to the Incorporation and are unable to take a quorate decision, unless the conflict is authorised by the Charity Commission under section 105 of the Charities Act 2011. An application has therefore been made to the Charity Commission on behalf of the Unincorporated Charity for consent to the Incorporation and authorisation of the conflicts of interest.
- 4.5. Noted:** It was further noted that there would be insufficient unconflicted trustees on the board of the New Charity to form an independent quorum, and so the New Charity would also need consent from the Charity Commission to authorise the conflicts of interest. It was noted that an application to the Charity Commission for its consent had been submitted on behalf of the New Charity, and a resolution would be put to the members of the New Charity before the Incorporation takes place.
- 4.6. Member consent:** clause 6 of the Unincorporated Charity's constitution provides that the members may authorise the Trustees to transfer the assets and liabilities of the Unincorporated Charity to a limited liability entity established for exclusively charitable purposes with the same or similar objects, and to dissolve the Union at any time following the transfer if it is considered appropriate to do so. The members of the Unincorporated Charity passed a resolution to this effect by referendum, which was open for voting between 12 October 2020 and 15 October 2020. The referendum required 2.5% of members to cast a vote and a simple majority of those votes cast needed to be in favour of the resolution for it to pass. Those requirements were met and the resolution approving the Incorporation passed.
- 4.7. Timing:** it was noted that the target incorporation date is 1 August 2021.
- 4.8. Transfer agreement:** it was noted that the Incorporation would be effected by way of transfer agreement ("**Transfer Agreement**") signed by two trustees on behalf of the Unincorporated Charity and by the New Charity.
- 4.9. Signing the documents:** it was noted that the most efficient way of dealing with the Transfer Agreement was to authorise any two trustees to agree and sign the documents.
- 4.10. Draft documents:** a draft of the Transfer Agreement had been circulated with the meeting papers.

**IT WAS RESOLVED:**

- 4.11.** that it was in the best interests of the Unincorporated Charity and in furtherance of the Unincorporated Charity's objects to pursue the Incorporation by transferring the Unincorporated Charity's assets, activities, contracts, employees, etc to the New Charity;
- 4.12.** to approve the Transfer Agreement in its current form;

- 4.13.** that any two of the trustees shall have authority to take any action and to negotiate and agree any documents or arrangements which are required to effect Incorporation, including without limitation the Transfer Agreement;
- 4.14.** that, pursuant to section 333 of the Charities Act 2011 and any other relevant powers, any two trustees (as required by the relevant documents) be and hereby are authorised to:
- 4.14.1.** sign, execute and deliver in the names and on behalf of the Trustees any documents (including but not limited to the Documents) which are necessary or expedient to effect the Incorporation;
- 4.14.2.** make or approve such amendments as they see fit to any documents (including but not limited to the Documents) prior to such signature or execution; and
- 4.14.3.** do whatever additional acts or things they may deem appropriate and expedient in relation to the Incorporation; and
- 4.15.** that once Incorporation has completed and subject to further advice from Wrigleys Solicitors LLP or other advisers, the Unincorporated Charity shall be closed and that the Chief Executive of the Unincorporated Charity shall be instructed to take whatever steps are necessary to remove the Unincorporated Charity from the Register of Charities kept by the Charity Commission.

## **5. Transfer Agreement**

**5.1. Received:** *Transfer Agreement (paper 4)*

**5.2. Noted:** the Trustees noted the contents of this document as part of the incorporation process.

## **6. Chair of Sub-Committees 21/22**

**Approved :**

**Finance** – Paul Northmore

**Appointments** – Ben Statham-Wilkins

**Remuneration & HR** – Charlotte Agnew

## **7. AOB – Communications & PR Manager**

**7.1. Noted:** that the Communications and PA Manager has left. SD is currently scoping interim support and a recruitment timeline will be confirmed when Hayley Rowley returns.

## **8. Reserved Business**

**8.1. Noted:** that SD and KP left the meeting for this item.