



Minutes of Governing Board (GB) Extraordinary Meeting (meeting 64)

Held at St Mary's Hampton CofE Primary School,
Oldfield Road, Hampton, TW12 2HP on Thursday 27th June 2024

Present:

Governor Category	Name	Additional Information	End of Term
Principal (1)	Matthew White (MW)	Headteacher	Ex-officio
St Mary's Hampton PCC (7)	Revd. Ben Lovell (BL)	Chair of Governors; Vicar, St Mary's Hampton Church	Ex-officio
	Andrew Parish (AP)	Chair, Resources Committee	26 May 2026
	David Western (DW)		1 Dec 2025

In attendance: Clare Struthers (CS, Clerk to Governors)
Helen Vernon (HV; School Business Manager)


Apologies: Hilary Hart (HH; St Mary's Hampton PCC; end of term 1 April 2028)
Robert Hodges (RH; Vice Chair of Governors; Vice Chair, Resources; Chair, Personnel & Pastoral Committee; end of term 18 July 2026)
Alana Rowlandson (AR; staff governor; end of term 22 November 2024)
Timothy Stephens (TS; St Mary's Hampton PCC; end of term 25 November 2024)
Jodi Timbou (JT; parent governor; Vice Chair, Personnel & Pastoral committee; end of term 5 December 2026)
Nicholas Woods (NW; LDBS appointed governor; Chair, Teaching & Learning committee; end of term 24 February 2028)
Jenny Yiend (JY; parent governor; 29 October 2027)

Minute	Discussion & Decisions
757	BL welcomed everyone to the meeting at 10:38am and opened with a prayer. BL explained HV was attending to answer governors' questions regarding the due diligence process (minute 762a).
758a	BL said that apologies for absence had been RECEIVED from Hilary Hart, Robert Hodges, Alana Rowlandson, Timothy Stephens, Jodi Timbou, Nicholas Woods and Jenny Yiend. The board ACCEPTED the apologies.
758b	CS CONFIRMED that the meeting was quorate.
759	Declarations of Interest: BL, MW and DW said one of their children either currently attended or had been offered a place for the autumn 2024 intake at Bishop Wand secondary school.
760	Any Other Business Items: None were raised.
761	Purpose of this Meeting
761a	Transfer of St Mary's Hampton Church of England Primary School (the "Academy School") to Instantaner Multi-Academy Trust (the "MAT") Governors (directors of the "Academy School") CONFIRMED having received the agenda and

	<p>papers for the meeting in good time.</p> <p>Resolution: Governors RESOLVED the work necessary to transfer St Mary’s Hampton Church of England Primary School (the “Academy School”) from the Company (Hampton St Mary Academy Trust) to the multi-academy trust established by Bishop Wand Church of England School (Instanter Multi-Academy Trust, the “MAT”) should be undertaken.</p> <p>Governors NOTED the proposed transfer date (the “Transfer Date”) was 1st September 2024.</p>
761b	<p>BL said, as detailed on the agenda, the purpose of the meeting was to consider and, if thought fit, to approve the:</p> <ul style="list-style-type: none"> • Transfer of the Academy School to the MAT (minute 762); • Documentation relating to the transfer of the Academy School (minute 763); • Winding up of the Company (minute 764).
762	Consideration of Transfer of the Academy School
762a	<p>Due Diligence</p> <p>MW referred governors to the outcome of the due diligence exercise undertaken in partnership with the MAT, the report of which had been circulated with the papers for the meeting.</p> <p>Decision: Having regard to the information provided, governors concluded the transfer of the Academy School to the MAT appeared to be in the best interests of the Academy School and the Company.</p>
762b	Consultation
762b.1	Governors NOTED a parent consultation meeting took place on Thursday 20 th June 2024 to receive stakeholders’ feedback on the transfer of the Academy School to the MAT.
762b.2	MW ADVISED stakeholders had initially been informed of the transfer of the Academy School through articles in the school newsletter and on the website, and a letter. In addition, parents/carers had raised questions at the school gate and there was the parent consultation meeting the previous week.
762b.3	MW said two parents attended the parent consultation meeting.
762b.4	<p>BL said the main theme raised was the admissions policy for the MAT in terms of whether there would be any change to the admissions criterion for students attending the Academy School. BL said that appropriate representation had been made to the Bishop Wand leadership team.</p> <p>Governors acknowledged the main theme raised during the consultation and recognised this was a matter for future consideration in line with the Schools Admissions Code 2021.</p>
762b.5	MW said a formal consultation meeting had taken place with staff and a union representative on Wednesday 26 th June 2024 acknowledging the obligations on the Company under the Transfer of Undertakings (Protection of Employment Regulations 2006 (TUPE)).
762b.6	MW said staff members had not raised any significant points. Generally, staff feedback regarding the transfer of the Academy School to the MAT had been positive.

763	Equality Impact Assessment
763a	Governors CONFIRMED having reviewed the briefing note, 'Academy Conversion and the Public Sector Equality Duty' (circulated with the papers for the meeting), providing an overview of some of the relevant legal considerations.
763b	Governors ACKNOWLEDGED their legal obligation to have due regard to: <ul style="list-style-type: none"> • Eliminate discrimination, harassment, victimisation and any other conduct prohibited by the Equality Act 2010; • Advance equality of opportunity between persons sharing a relevant protected characteristic and persons not sharing it, including having due regard to the need to: <ul style="list-style-type: none"> ○ Remove or minimise disadvantages suffered by persons sharing a relevant protected characteristic connected to that characteristic; ○ Take steps to meet the needs of persons sharing a relevant protected characteristic different from the needs of those not sharing it; ○ Encourage persons sharing a relevant protected characteristic to participate in public life or in any other activity in which participation by such persons is disproportionately low; and ○ Foster good relations between people sharing a relevant protected characteristic and persons not sharing it, including having due regard to the need to tackle prejudice; • Promote understanding in regard to the relevant protected characteristics of age, disability, gender reassignment, pregnancy and maternity, race, religion or belief, sex and sexual orientation.
763c	Governors considered the likely impact of the transfer of the Academy School to the MAT on equality matters both in general and on the particular matters they were required to have due regard to, and CONCLUDED the proposal was unlikely to have any equality impacts, considering there would be no changes as a result of the transfer.
764	Resolution to Proceed with transfer of St Mary's Hampton CE Primary School (the "Academy School")
764a	Having considered all relevant factors and their duties generally, including their duty under: <ul style="list-style-type: none"> • Section 172 of the Companies Act 2006 to promote the success of the Company and their duty to have regard to the factors set out at subsection (1)(a)-(f) of that section, and • Charity law to consider what is in the best interest of the current beneficiaries of the Company and to ensure any changes are not injurious to those beneficiaries: <p>governors RESOLVED to proceed with the transfer of the Academy School to the MAT with effect from the Transfer Date.</p>
765	Transfer Documents for the Academy School
765a	Governors NOTED that with effect from the Transfer Date the MAT would have legal responsibility for running the Academy School in place of the Company and accordingly it was PROPOSED:
765a.1	The entire operation of the Academy School, namely all contracts and assets (and liabilities)

<p>765a.2</p> <p>765a.3</p> <p>765a.4</p> <p>765a.4</p>	<p>used (or incurred) in the running of the Academy School be transferred to the MAT under a Transfer Agreement to be entered into between the Company and the MAT, a draft of which had been circulated with the papers and was produced to the meeting;</p> <p>A Deed of Novation and Variation with the Secretary of State for Education be entered into to novate the existing single funding agreement for the Academy School to the MAT and vary it by adopting a new supplemental funding agreement setting out the terms of the funding for the Academy School within the MAT, a draft of which was circulated with the papers and was produced to the meeting and had been approved by the Department for Education (signed copies of which were with the Department for Education);</p> <p>A Land Transfer in respect of the leasehold premises occupied by the Academy School be entered into between the Company and the MAT, a draft of which was circulated with the papers and produced to the meeting for signing;</p> <p>All employees of the Company employed at the Academy School immediately before the Transfer Date transfer to the MAT on their existing terms and conditions of employment with full continuity of service. In accordance with the TUPE Regulations, MW said that the appropriate letter had been circulated to trade union representatives and staff, and a consultation meeting had subsequently taken place (minute 762b.5).</p> <p>Governors NOTED the documents (circulated with the papers and presented to the meeting) constituted the Transfer Documents.</p>
<p>765b</p>	<p>Having considered the terms of the Transfer Documents, governors RESOLVED:</p> <ul style="list-style-type: none"> • To APPROVE the transfer of the Academy School to Instanter Academy Trust • To APROVE the terms of the Transfer Documents • To AUTHORISE any governor of the Company to approve any final amendments to the Transfer Documents (i.e. amendments made to the versions circulated with the papers for this meeting) • To AUTHORISE any governor to sign the Transfer Documents on behalf of the Company (if not already signed), and • To AUTHORISE any governor to execute any other ancillary documentation in connection with the transfer on behalf of the Company. <p>Governors acknowledged the Winckworth Sherwood legal team were providing appropriate advice on the terms of the Transfer Documents and the documents were subject to change on the basis of this legal advice.</p>
<p>766</p>	<p>Resignations & winding up the Company</p>
<p>766a</p>	<p>Governors NOTED after the transfer of the Academy School, the Company would no longer run the Academy School and would thereafter be dormant.</p>

766b	<p>Governors RESOLVED:</p> <ul style="list-style-type: none"> • the Company be wound up no less than six months after the Transfer Date, and • The appropriate Companies House form (DS01) and Written Resolution be signed by the Governors (Directors).
767	AOB: None raised.
768	<p>Governors NOTED the following meeting dates:</p> <p style="text-align: center;">T&L: Thursday 4 July at 7pm and FGB: Thursday 11 July at 7.30pm</p>
769	BL THANKED governors for their flexibility in attending the meeting that was CLOSED at 10.58am.
	<p style="text-align: center;">Governors in attendance at this meeting formally AGREED these minutes to be a TRUE and ACCURATE record at the full governing board meeting on 11th July 2024.</p> <div style="text-align: center;">  </div> <p style="text-align: center;">Signed by the Chair</p>