



Minutes of the Meeting of the CORPORATION

held in the Boardroom, Fawcett Building
Willesden Campus
at 5.30pm on Wednesday, 5th July 2017

Present: Tony Johnston (Chair)
Judith Williams (Vice-Chair)
Andy Cole
Peter Child
Jan Knight
Berta Miguez
Ros Aird
Ben Humpage
Vineeta Manchanda

Present [9 of 14]
[64 %]

Vacancies [3]

In Attendance: Fiona Chalk, Clerk to the Corporation
Mike Welsh, Deputy Principal, (Curriculum, Teaching and Curriculum)
Eamonn McCarroll, Vice-Principal (Finance & Resources)
Anna Openshaw-Lawrence, Vice-Principal (People and Planning)

16/070 STRATEGIC ALLIANCE AND OPERATIONAL PLANNING (C1)

C1ia. *To approve the resolution to dissolve and transfer of assets to CWC as at 1st August 2017.*

The Chair NOTED that (i) the meeting had been convened in accordance with the Instrument of Government of the Corporation, (ii) a quorum was present; (iii) the meeting could accordingly proceed to business and (iv) no member of the Corporation no person present at the meeting was precluded from forming part of the quorum present at the meeting or from voting in favour of the resolutions referred to below by virtue of having any conflict of interest or loyalty on these agenda items.

Merger with City of Westminster College

Following:

- publication of the results of the statutory consultation exercise (as required under The Further Education Corporations (Publication of Proposals) (England) Regulations 2012);
- the carrying out of legal and financial due diligence exercises in respect of City of Westminster College; and

- publication of the draft resolution of the Corporation of the College of North West London to dissolve and provide for the transfer of its assets, rights and liabilities and as formally notified to the Department for Education

the Corporation of the College of North West London hereby **RESOLVED**:

- (i) that pursuing its merger with the Corporation of the City of Westminster College remains a prudent course of action and in the best interest of the College and its stakeholders,
- (ii) to merge with Corporation of the City of Westminster College Corporation with effect from 1st August 2017, with the Corporation of the College of North West London dissolving at 0:01 on 1st August 2017 and its assets, rights and liabilities transferring immediately before that time to City of Westminster College provided that all the necessary legal arrangements can be agreed with third parties prior to 1st August 2017 to the entire satisfaction of the Authorised Signatories (see below),
- (iii) that the following people shall be fully authorised signatories (the “Authorised Signatories”) to represent the Corporation individually in its merger discussions with the City of Westminster Corporation and towards all third parties, including without limitation, making all the necessary arrangements and draft, prepare, circulate and sign all the necessary letters or documents on behalf of the Corporation with respect to the merger process:
 - a. Andy Cole
 - b. Anthony Johnston
 - c. Judith Williams
 - d. Jan Knight
- (iv) the Corporation’s seal may be affixed to any agreement which has been approved by an Authorised Signatory in accordance with the provisions of the College’s Instrument of Government in the presence of any two members of the Corporation.

C11b. *To agree the Deed of Transfer with effect from 1st August 2017*

It was resolved that the Deed of Transfer be approved.

C11c. *To approve Barclays Loan Agreements and Delegated Authority*

It was resolved the indicative terms for the loans agreements going forward be approved and that in lieu of a specific resolution from the bank, the loan agreements novate under the Deed of Transfer and delegated authority to sign such agreements be given to the Chair, Vice-Chair and Accounting Officer.

Signed:

Date: