

MARY WARD SETTLEMENT - INTEGRATED BOARD
Minutes of the meeting held on
Wednesday 18th April 2018 at 6.30pm
Room 11, 42 Queen Square, London WC1N 3AQ

Present:	Frances Bates (Chair) Kate Watters Nadine Cartner Andrea Williams Andrew Peck Austin Hill Kim Duong John Edwards (MWLC) Raja Nadajaran (MWLC)
In Attendance:	Suzanna Jackson (Warden) Allister Duncan (Head of Finance and Resources – H of FR) Paula Twigg (Director of the Legal Centre - DLC) Sue Craggs (Head of Adult and Community Education – HACE)
Clerk:	Beverley Campbell

Agenda Item	Action
1.	Apologies for absence were received from Emma Wyatt
2.	Declarations of interest: None
3.	Proposed Merger with Blackfriars
3a	Update on Due Diligence Report There was a full discussion on the details of the Due Diligence Report.
3b	Draft Merger Agreement There was a full discussion on the details of the draft Merger Agreement.
3c	Proxy Notice Details of proxy vote noted
3d	New Articles for Blackfriars Settlement Details of new articles noted
3e	Merger Completion Agenda Details of timetable for merger completion noted
3f	Resolution for Merger <i>The following resolution was discussed by the Integrated Board, however those members who are only trustees of the Legal Centre were not included in the vote.</i>
	1. Resolutions to be passed by the Board of Mary Ward Settlement (the “Charity”)
	1.1 After due and careful consideration, having regard to what would be most

	<p>likely to promote the success of the Charity for the benefit of its members as a whole, IT WAS RESOLVED THAT:</p> <ul style="list-style-type: none"> 1.1.1 the proposed merger with Blackfriars Settlement (“Blackfriars”) by way of Blackfriars becoming a wholly-owned subsidiary of the Charity (the “Merger”) be and is hereby approved; 1.1.2 the terms of, and entry into, the draft merger agreement (the “Merger Agreement”) in the form in which it was circulated or tabled to the meeting (with such amendments as the persons signing it on behalf of the Charity may approve, such approval being conclusively evidenced by execution of the Merger Agreement) be and are hereby approved; 1.1.3 the following persons: Frances Bates, Margaret Wheeler, Alex Horsup, Kim Duong, Emma Wyatt, Andrew Peck, Nadine Cartner, Beatriz Montoya and Brian Chandler, be and are hereby nominated as Trustees of Blackfriars, with effect from completion of the Merger and subject to the passing of an ordinary resolution of the members in respect of the same; 1.1.4 the current Chair of the Charity, Frances Bates be and is hereby appointed as Chair of Blackfriars with effect from completion of the Merger and subject to any necessary resolution of the Trustees of Blackfriars as may be required by its Articles of Association; 1.1.5 any two of the Directors in the presence of a witness who attests his signature be and are hereby authorised to execute and deliver the Merger Agreement (and any other document to which the Charity is a party which is necessary in connection with the Merger and is to take effect as a deed of the Charity); and 1.1.6 any one Director be and is hereby authorised to enter into any other document and to give any notice or communication on behalf of the Charity and take any action which is necessary or desirable in connection with, or to effect, the Merger or to carry into effect the purposes of the resolutions referred to herein or the transactions contemplated hereby. <p>The Chair invited Board members to raise any questions in regard to each of the resolutions. No questions or objections were raised. Those listed in 1.1.3 signed the consent to act as Director or Blackfriars.</p> <p>The Board of the Mary Ward Settlement duly passed the resolutions as stated.</p>	
<p>4.</p>	<p>Update on Property Purchase</p> <p>4.1 The Head of Finance & Resources (HoFR) gave an update on the opportunity to purchase a property in East London. The property Queensway House is located on Stratford High Street, close to the main transport hub. A survey has been completed and the building is structurally sound, although no refurbishment work has been done on the property for about 30 years.</p> <p>4.2 As a minimum the services to the building will need to be updated. It is estimated that this will cost in the region of £800k. There are a number of renovation options as the internal space is open and flexible. The estimated cost of remodelling is £2.5m. Further investigation will have to be conducted if an additional storey is part of any plans to extend the property.</p> <p>4.3 In discussing the issue the following comments were noted:</p>	

	<ul style="list-style-type: none"> • The building has development potential, which will be a positive indicator for the Stage 2 bid to the Mayor’s Skills for Londoners Capital Fund • It would be possible to meet the refurbishment costs from MWS current funds, however, a programme of capital fundraising is much more viable once we secure a building. It is very unlikely that the fundraising campaign would not generate some funds towards the refurbishment costs. <p>4.4 MWS were one of 6 bidders invited to make a final bid by 19th April. Property Consultants, Gryphon Property Partners (GPP) advised that at bid of £7.1m should be made. The seller requires a quick sale, 15 days to exchange and 15 days to completion. It will be difficult for MWS to meet as most of the funds are in 95 notice accounts and will require both SIB and LPFA as signatories to release the funds.</p> <p>4.5 In discussing the issue the following comments were noted:</p> <ul style="list-style-type: none"> • GPP suggested that MWS make a bid and agree to the terms of the seller and if the bid were successful to try and renegotiate terms. • Linklaters have suggested that a more realistic timescale is 4-6 weeks. This would require a bridging loan. The 95 day notice has been activated, but the funds will not be available until mid-July • The bridging loan would be required for a period of 5-6 weeks. The arrangement fees will cost 1-2% (£40-£80k), plus interest per month (£20k). A total of £60-£100k. <p>The Board agreed to</p> <ul style="list-style-type: none"> • make a bid of £7.1m with a 4-6 week completion • authorised a maximum bid of £7.5m • HoFR to email Board if there is a need to increase the limit 	
5.	<p>SMT Update</p> <p>5.1 The Warden announced that Juliet Woodford had been appointed the Head of Finance & Resources with effect from 23rd April 2018. A copy of her CV and a profile were circulated prior to the meeting.</p> <p>The Board approved the appointment</p>	
6.	<p>Any Other Business None</p>	
7	<p>Confidentiality ITEMS 3a and 3b</p>	
8.	<p>Date of Next Meetings</p> <p>IB Meeting – Tuesday 29th May 2018</p> <p>Board Strategy Day – Saturday 23rd June 2018</p>	

Beverley Campbell,
Clerk,
May 2018