

BOARD RESOLUTIONS TO APPROVE NEW LOAN FACILITIES FOR 14/15

1 BUSINESS OF THE MEETING

1.1 The chairperson reported that the business of the meeting was to approve the Trust entering into:

1.1.1 a £7.392m revolving working capital support facility agreement between the Trust (as borrower) and The Secretary of State for Health (as lender) to support the Trust's interim working capital requirements in advance of the development of a Recovery Plan;

1.1.2 a £6.214m interim revenue support facility agreement between the Trust (as borrower) and The Secretary of State for Health (as lender) to support the Trust's interim working capital requirements in advance of the development of a Recovery Plan; and

(together the Documents).

1.2 It was noted that information from Monitor contained reference to "additional terms and conditions" with which the Trust would be required to comply should the Documents be approved and entered into (the **Additional Terms**). At the date of the private Board meeting no specific additional terms have been received.

1.3 It was further noted that, at the time of deciding to commit the Trust to each Document, the Trust is not insolvent in accordance with Section 5.2.8 (i) of the FREM and Section 3.20 of the ARM and will not become insolvent as a result of entering into and performing its obligations under the Documents.

2 DOCUMENTS PRODUCED TO THE MEETING

Template drafts of the Documents were produced to the meeting, together with term sheets setting out the key financial terms of each Document (**Term Sheets**). The chairperson reported that final versions of the Documents were not yet available, but that Monitor would be required to provide assurances that the final versions of the Documents would reflect the terms set out in the Term Sheets.

The Term Sheets are appended as follows: 1. Interim Revolving Working Capital Facility; 2. Interim Revenue Support Loan and 3. Interim Capital Support Loan

3 RESOLUTIONS

Following full and careful consideration, including consideration of the terms of the Documents and the transactions contemplated by them, the Term Sheets, any Additional Terms, and the interest model for years 1 and 2, 13 week cash-flow forecast and assumptions and the private Board paper entitled '15/16 revenue and capital funding', the meeting resolved that:

3.1.1 the terms of, and the transactions contemplated by, the Documents including any Additional Terms and the Term Sheets, and any ancillary or related documents:

(a) be and are approved; and

- (b) are in accordance with and not in contravention of the Trust's statutory powers or constitutional documents or any law or other obligation of the Trust,

and that the Trust execute the final versions of the Documents and any ancillary or related documents once they are available;

- 3.1.2 Paul O'Connor be named executor of the agreement and Paul O'Connor and Paul Robinson be and are authorised to agree and approve any amendments (whether or not material) made to the Documents after the holding of this meeting in order to finalise the Documents and to sign each of the Documents once in final form and any ancillary or related documents to the Documents on behalf of the Trust;
- 3.1.3 Any two of Karen Fisher, Peter Wozencroft, Paul Robinson, Michael Powell, Jonathan Clements and Neil Wilkinson be and are authorised to sign and/or dispatch or deliver all other documents, notices and certificates to be signed and/or dispatched or delivered by the Trust under or in connection with the Documents;
- 3.1.4 Paul Robinson be appointed to manage the performance of the transactions contemplated by each of the Documents during their term.