

` CORPORATION OF HILLS ROAD SIXTH FORM COLLEGE

**Corporation Meeting: Wednesday 25 June 2025 at 6.50pm
Agenda (Ordinary Business)**

1 Apologies for Absence & Quoracy

2 Declarations of Interest

3 Draft Minutes of the Previous Meeting: 14 May 2025

To note that the draft minutes of the meeting held on 14 May 2025 have received provisional approval by the Chair of the Corporation for circulation.

To approve the minutes of the meeting held on 14 May 2025 as a correct record of the business transacted and *prima facie* evidence of the proceedings to which they relate.

4 Matters Arising from the Minutes of the Previous Meeting: 14 May 2025

To report matters not otherwise arising on the meeting agenda.

5 Chair's Action

To report any relevant actions.

6 Fundraising Strategy

To receive and discuss a report from the Development Director.

7 Audit Committee Report

To receive the draft minutes of the meeting held on 11 June 2025, approved for circulation by the Independent Chair of the Committee, and a report on its business.

To receive for information the Board Assurance Framework as reviewed by the Audit Committee.

If thought fit, to approve the Financial Statements Audit Plan 2024-25, as recommended by the Audit Committee.

8 Principal's Update, Key Performance Indicators (Non-Financial) and Ofsted Report

For information concerning matters not otherwise arising on the meeting agenda.

9 Academisation

To receive and discuss a progress report.

10 Demonstration of Strategic Planning Report

To view an on-screen demonstration of the proposed format.

11 Quality Improvement Plan

For information and discussion.

12 Departmental Quality Visits: Art

For information and discussion.

13 Annual Safeguarding Report

For information and discussion.

14 Management Accounts 2024-25 (to Period 9: 30 April 2025)

For information and discussion.

15 Estimates of Income and Expenditure: August 2025

For discussion and, if thought fit, approval.

This represents the thirteenth month of the 2024-25 reporting period.

16 Annual Estimates of Income and Expenditure 2025-26

To note that the annual estimates are subject to approval by the Board of Trustees of Hills Education Trust Limited.

Otherwise for information.

17 Annual Procurement Summary

For information and discussion.

18 Survey Reports

For information and discussion.

19 Corporation and College Policy Schedule

For information.

20 Governance Professional's Announcements

21 Dates of Governing Body Meetings 2025-26

To note the approved dates and times below.

Wednesday 17 September 2025 (6.30pm)

Thursday 6 November 2025 (6.30pm)

Wednesday 10 December 2025 (6.30pm)

Wednesday 4 February 2026 (6.30pm)

Wednesday 25 March 2026 (6.30pm)

Wednesday 13 May 2026 (6.30pm)

Wednesday 24 June 2026 (6.30pm)

22 Any Other Competent Business

To be notified in advance of the meeting to the Governance Professional, and to be taken at the discretion of the Chair of the Corporation.

23 Dissolution of the Corporation

Papers provided for this agenda are for information only.

If thought fit, to pass the following resolution:

IT WAS NOTED THAT:

- Under the draft Transfer Deed, all the undertaking (all assets, staff and liabilities) of Hills Road Sixth Form College (the College) would be transferred to Hills Education Trust Limited (the Academy Trust) and the Academy Trust would assume responsibility for all the liabilities of the College with effect from the 1 September 2025 (Dissolution Date).
- In exchange for this transfer, the Academy Trust would indemnify the College and its Governors to the extent provided for at law.
- All the employees of the College will transfer to the Academy Trust by operation of law under the Transfer of Undertakings (Protection of Employment) Regulations 2006 (as amended) (TUPE) on the Dissolution Date and the parties had and would comply with their respective obligations in this regard.
- The property belonging to the College shall be transferred to the Academy Trust.
- Immediately after the transfer of the undertaking of the College to the Academy Trust, the College would be dissolved as a sixth form further education corporation
- Once the final terms of the Transfer Deed have been agreed and it has been executed and exchanged, each of its parties would be bound by its terms and it would become an unconditional contract and therefore the College and the Academy Trust would be bound by its terms and committed to completing the transaction.
- There may be ancillary deeds, documents and instruments required to be completed in order to give effect to the Merger and the agreement of the parties under the BTA and, therefore, the agreement given by the Board today would extend to the completion of such documents.
- The terms of the transaction documents were carefully considered by the Board . It was noted, in particular, that in order for the transaction documents to be entered into by the College, the Board must have formed the bona fide opinion that it is in the best interests of the College to enter into those and that the entering into of those transaction documents will further the purposes of the College.
- In light of and subject to the above, **IT WAS RESOLVED** that:
 - Following publication of the results of the statutory consultation undertaken by the College in accordance with the Sixth Form College Corporations (Publication of Proposals) (England) Regulations 2012 and the publication of the draft dissolution resolution (as required by law) that it was in the best interests of, and would promote the success of, the College in pursuit of its charitable objects to enter into the transaction documents

proposed in order to effect the transfer of the operations of the College to the Academy Trust

- pursuant to s 27B of Further and Higher Education Act 1992 (as amended), that the transfer of assets and undertaking of the College to the Academy Trust in accordance with the terms of the draft Transfer Deed, shall take place at 00:01 on 1 September 2025 or such other date as the parties agree and immediately thereafter the College shall be dissolved;
- the terms of each of the transaction documents and of all ancillary and incidental documents (including any post transaction documents) as considered in or contemplated by the transaction documents be and are hereby approved, subject to any minor modification or amendment considered necessary by Stone King being made to reflect the agreed terms of the transaction, by the Board for and on behalf of the College;
- the College's entry into, execution, delivery and performance of each transaction document (once in final form) and any such ancillary documents be approved;
- any member of the Board, for and on behalf of the College, be authorised to sign on behalf of the College such of the transaction documents as are not required to be executed as deeds;
- The Chair and another member of the Board (other than a staff (but not excluding the Principal/CEO) or student Governor), or any two members of the Board (other than a staff (but not excluding the Principal/CEO) or student Governor) (Authorised Governors) for and on behalf of the College, be authorised to execute such of the transaction documents or any post transaction documents that are required to be executed as deeds by applying the College's seal which would be attested by the signature of the Authorised Governors (where applicable) and all such documents which may be required in connection with such documentation;
- The Authorised Governors for and on behalf of the College, be authorised to execute any ancillary or supplemental documents, certificates or statements to be executed as a deed by the College (including which may be required by way of condition precedent or condition subsequent under the transaction documents or any post transaction documents) applying the College's seal and attested by the Authorised Governors;
- The Authorised Governors (in relation to the execution of deeds) or any member of the Board (in relation to the execution of documents which are not deeds) for and on behalf of the College are authorised to approve any amendment to a document they are authorised to sign on behalf of the College as they consider necessary in order to ensure that the arrangements contemplated by the Transfer Deed can take place; and
- The College's solicitors to liaise with Stone King and arrange for all necessary matters arising in connection with the business of this meeting to be dealt with and, in particular, will attend to all relevant filings to ensure the effective transfer and registration of

legal and beneficial title to the College's assets to the Academy Trust.

And also, to thank those who have contributed to the Corporation's proceedings over the period since incorporation.