

Hills Road Sixth Form College

Minutes of the Corporation Meeting: 25 June 2025 (Ordinary Business)

Members Present Jane Sterling (Vice-Chair of the Corporation and Acting Chair of the Meeting), Kevin Taylor (Chair of the Corporation – attending online), Adrian Clark, Bruno Cotta (Parent Member), Mark Dawe, Anthony Omo, Katie Paton (Staff Nominee Member), Carrie-Anne Philbin, Jonathan Russell, Matthew Smalley (Staff Nominee Member), Charlotte Southgate (Student Nominee Member), Alison Taylor, Jo Trump (Principal), Evren Uygun, Richard Westcott.

Governance Services Robert Smith (Governance Professional)

In Attendance Laragh Jeanroy (Independent Chair of the Audit Committee – Agenda 1-7 only), Liz Brinsdon (Development Director – Agenda 1-6 only), Ian Pryer (Deputy Principal), Saira Hanif (Chief Finance Officer), Rachel Hooper (Chief Operating Officer), Ali Kirkman (Vice-Principal: Staff & Student Learning), Tim Lomas (Vice-Principal: Student Progression & Support), Theo Gregory-Rabie (Student Observer).

1 Apologies for Absence & Quoracy

Apologies for absence had been received from the following member of the Corporation: Paula Heaney.

The meeting was quorate.

2 Declarations of Interest

Reference is made to Minute 2 of the Corporation meeting held on 11 September 2024, the circumstances of which continue to apply.

3 Minutes of the Previous Meeting: 14 May 2025

It was noted that the draft minutes of the meeting held on 14 May 2025 had received approval by the Chair of the Corporation for circulation.

The minutes were approved 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

There were no matters arising except as reported elsewhere in these minutes.

5 Chair's Action Report

None.

6 Fundraising Strategy

A report, prepared by the Development Director, was received.

It was noted that:

a 'case for support' had been established including priority areas, with the key message that Hills Road achieves significant outcomes within the College's existing resources but that there is an increasing gap between state funding and aspirations;

potential income sources are primarily trusts/foundations, alumni, parents and local businesses;

there is an existing alumni list of c.6,000 former students and staff which is being used as a base on which to build significantly;

an online giving mechanism has been established, with privacy policies to ensure data processing is compliant with GDPR;

a termly alumni newsletter is being produced; and

from 2025-26, provision for a part-time Fundraising Co-ordinator to support the Director's work has been included within the College budget.

It was further noted that the planned returns are: 2024-25 (£21K deficit), 2025-26 (£61K surplus), 2026-27 (£209K surplus), 2027-28 (£314K surplus).

The attendant strategy document was also received for information, in which regard it was noted that the College's priorities for extra funding are:

improvements to buildings, facilities and outside spaces;

a bursary fund for disadvantaged students, to pay for extra-curricular activities not covered by government support and for top-up funding of College lunches;

sustainability initiatives;

talks programme, including AI and careers;

HR4.5 and Eco Week, during which there is a focus on sustainability;

Social Action Week, during which Year 12 students raise awareness and funds for local, regional, national and international charities; and

Culture Fest, which celebrates a plethora of cultures around the world, including through food, music and dance.

Members suggested that an approach to alumni at a relatively early point after leaving the College, possibly mediated through current year leavers, might yield individually small but, in aggregate, significant amounts.

It was also proposed that alumni in senior corporate positions afford possible supportive opportunities to the College.

It was suggested that involvement of current students in direct approaches by telephone to alumni could have a positive influence on donations.

Clarity about the activities and projects for which funding is sought is important to all approaches made.

Members were invited to feedback fundraising ideas to the Development Director.

7 Audit Committee Report

The following documents were received:

draft minutes of the Audit Committee meeting held on 11 June 2025, approved by members present at the meeting;

the Board Assurance Framework reviewed by the Committee (as recorded under Audit Committee Minute 5); and

the Financial Statements' Audit Strategy recommended by the Committee for Corporation approval (as recorded under Audit Committee Minute 6).

A report of the proceedings of the meeting was also received from the Independent Chair of the Audit Committee who noted the importance of maintaining active scrutiny under the College's new governance arrangements of internal audit recommendations (particularly concerning payroll and estates) so that a consistent audit trail is observed. A similar consideration also applies to the Reserves Policy.

Members approved the financial statements audit strategy on the Committee's recommendation. The Independent Chair noted that, in the context of the winding-up of the Corporation on 31 August 2025, the accounts will be prepared on a non-going concern basis.

The Independent Chair thanked all Audit Committee members past and present for their commitment and support throughout her tenure in the role, and also thanked College staff for their assistance and cooperation.

The Acting Chair, in turn, thanked Laragh Jeanroy for her dedication to the role over the 22-year period during which she had fulfilled it with such exemplary distinction. Members joined the Acting Chair in the vote of thanks.

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

A written report, received from the Principal, included information concerning the Government spending review, pay and funding (2025-26), the revised entitlement to free school meals, AI and digital skills in education, the staggered timetable 2025-26, ideas week, students' social action week, and open events aimed at Y10 aspiring entrants.

It was particularly noted that:

sums to be received under the terms of the comprehensive spending review appear to provide for a small real-terms increase which is unlikely to significantly alleviate funding pressures, though the College's transfer to the school sector under academisation arrangements affords it the advantage of subsisting under a protected budget;

per capita student funding (£5,105) will rise above the 2010 rate for the first time in the succeeding period but, because of inflation, is worth significantly less in real terms;

funding increases will be received for disadvantaged students, English and Maths GCSE, and programme cost weightings; however

sixth form colleges have not yet begun negotiations for the 2025-26 pay settlements which may yet turn out less favourably by comparison with the outturn for schools by reason of the funding available to meet the 2025-26 teachers' pay increase owing to the variable mechanisms applying to the two sectors.

The Ofsted Inspection Report (1-4 April 2025) was formally received and noted with satisfaction. It was recorded that the College had, since Ofsted inspections began following incorporation, achieved Outstanding in every judgement category of every framework under which it had been inspected.

It was also noted that Ofsted are revising their inspection criteria, and that the College will need to consider its own quality assurance processes in the light of these changes. It will maintain close links with other leading 16-19 academies throughout the transition.

The efforts of students in raising £40,000 for good causes during social action week was noted with keen appreciation.

Members discussed the use of AI, and the College's approach was described. The distinction was noted between what AI is, and how it is used, both of which aspects have clear relevance to an educational institution. It was noted that Cambridge is a centre for AI research, and that the College is therefore well-placed to access emerging knowledge.

The non-financial key performance indicators were also noted with satisfaction, particular appreciation being expressed to staff responsible for the high level of student attendance and also by reference to the low levels of predicted staff turnover by the year-end.

9 Academisation

A report from the Deputy Principal was received for information, together with a draft response to the statutory consultation for consideration and, if thought fit, approval.

It was noted *inter alia* that:

the consultation had received 196 responses;

the Principal and Deputy Principal had met with NEU representatives to discuss academisation;

an item in the staff meeting on 23 June will feedback about the consultation before it is published, and there will be the offer of a further staff Q&A session, as required, during the remainder of the Summer Term;

the full range of statutory documentation is being prepared by Stone King Solicitors;

further meetings had taken place of the current Members and Trustees of Hills Education Trust Limited (the academisation vehicle), with further decisions taken over the composition of both groups;

the College loan will be repaid by the end of July 2025; and

a draft TUPE letter had been compiled and is lodged with Stone King for approval.

Members noted the generally strong support for the College's academisation proposals from respondents to the consultation. They approved the College's response for publication subject to care being taken not to appear to commit the Trust to taking specified future actions beyond the power of the Corporation to decide.

The Corporation and the Trustees of Hills Education Trust Limited continue to be advised on all matters relating to the academisation process by Stone King Solicitors.

10 Demonstration of Strategic Planning Report

The Chief Operating Officer gave a live on-screen presentation of a working model of the Report.

Members noted the Report's structure and how its various levels are related. In particular, it was noted that the Report is built from entry level data, and that the summary pages cannot be directly accessed and altered. Members noted the nature of the summary information which will be visible to the governing body, and the ability to examine aspects of concern in greater detail.

Members expressed some concern about the potential for senior staff workload to increase arising from populating the new spreadsheet templates. Senior staff suggested that this would be a live concern if the significant reporting functionality of the proposed new model did not replace several current reporting documents, such as QIP, risk register and dashboards - all of which it has the functionality to emulate.

It was confirmed that the Report will become operable with effect from the Autumn Term 2025-26.

11 Quality Improvement Plan

A report was received from the Deputy Principal.

Updates were noted in relation to quality of education, leadership & management, personal development behaviour and attitudes, and meeting skills needs.

12 Departmental Quality Visit Report: Art

The report was received and discussed, with key strengths and areas for further development particularly noted.

13 Annual Safeguarding Report

A report was received from the Vice-Principal: Student Progression and Support.

It was noted that during of the year:

all staff had received updated safeguarding training aligned with Keeping Children Safe in Education (KCSIE) 2024, and all safeguarding policies had been reviewed and updated (with Governors receiving regular briefings and updates);

there had been an increase in the complexity of safeguarding cases involving mental health, domestic abuse, and substance misuse;

225 students had accessed wellbeing support, with generalised anxiety, academic stress, and low mood as leading concerns, and 126 students had received counselling, with increased male engagement;

strong partnerships with CAMHS, CAMEO, the Police, and local charities had supported a multi-agency approach to safeguarding, a new partnership with the NHS Mental Health Support Team (MHST) had expanded capacity, and workshops on examination anxiety and sleep hygiene had been well-attended;

external safeguarding referrals had declined, probably due to improved internal support, external capacity and clearer thresholds, but internal complexity had increased, with two student suicides prompting a strengthened focus on male mental health and crisis response;

vulnerable students had been identified early through admissions data and supported via tailored interventions, including Fitness to Learn meetings and Team Around the Student (TATS) sessions;

access gates had been installed at the start of the year to improve site security; and

Student SharePoint had been updated with self-referral tools and wellbeing resources.

Members noted the comprehensive coverage in the Report and extended thanks to the College safeguarding team for the dedicated stewardship of their roles.

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

A report, prepared by the Chief Finance Officer, was received and considered.

It was noted that:

the year-end surplus is currently forecast to exceed the relevant approved budget, in which regard it was further noted that additional funding streams had been received during the year which had not been identifiable at the time that the annual estimates had been approved;

capital expenditure is projected to meet the relevant approved budget;

the year-end cash position is forecast to show a c.£1,186,000 outflow, but cash in hand days will remain above target, notwithstanding the loan repayments due in July;

the Financial Health Category is forecast to be 'Good' at the end of the year – the College will notify the Department of Education (DfE) of the forecast cash outflow for the 2024-25 period following the loan repayment (a result of exceptional circumstances, this is now a limiting factor in the revised calculation of Financial Health); and

the Free Reserves position in March was £703,000, which is below the threshold (£1.500,000) for reporting to the Corporation, including the repayment of the Barclays Bank loan of £700k as this is now a current liability - the loan must be repaid by the end of July 2025 due to the academisation process.

15 Estimates of Income and Expenditure: August 2025

Estimates of income and expenditure, prepared by the Chief Finance Officer, for the final month of the Corporation's operations were received and approved.

It was noted that the College is forecast to break even in the month.

16 Draft Annual Estimates of Income and Expenditure 2025-26

A report, prepared by the Chief Finance Officer, was received for information.

It was confirmed that estimates of development income had been included in the three-year forecast.

It was noted that the estimates will be submitted for approval by the Trustees of Hills Education Trust Limited on 4 July 2025.

17 Annual Procurement Summary

The summary was received and noted.

18 Survey Reports

Summaries of the outcomes of the student survey (Y13 leavers) and the parent survey (parents of Y13 students) were received.

It was noted that:

outcomes of the Student Survey had been stronger than those recorded in the previous iteration; however

outcomes from the Parent Survey had been more ambiguous, some dissatisfaction being expressed around communication and the impact of the teachers' strikes.

In relation to the student survey, it was reported that:

the response rate had been lower than in the previous year, possibly owing in part to the Ofsted inspection which took place in the week of the Survey and which generated its own questionnaire;

of the 19 questions eliciting quantitative results, 18 had been stronger at the whole College level, with 1 unchanged;

students are more likely to recommend the College to a friend by comparison with the previous year;

there had been some strong increases in student satisfaction with the effectiveness of digital routes and structures to support organisation and learning; and

there had been a return to positive for the first time in several years for the Future Ready programme.

In relation to the parent survey, it was reported that:

the response rate had been slightly lower than in the previous year - survey fatigue, owing to the Ofsted survey just before Easter, may also have been a factor;

4 questions had seen the positive response score improve overall, but 6 had demonstrated a fall – no changes had exceeded 0.1; and

constructive criticism had been received in relation to how the College communicates with parents and students, the compulsory nature of the Extended Project Qualification, and the challenges of transition from Year 11, all of which would receive further consideration by College managers.

In addition, adverse comments had been received concerning the impact of teacher strikes.

19 Corporation and College Policy Schedule

An updated schedule was received for information. It was noted that relatively few policies are overdue for review and that, where review dates have not been observed, there are good reasons for delays.

20 Governance Professional's Announcements

The Governance Professional gave notice that those members of the Corporation who are, or are to be appointed, to membership of the Board of Trustees of Hills Education Trust Limited or as Members of the said Trust, will be required to complete the following documents:

Declaration of Interests

Declaration of Eligibility to be a Member or Trustee of a 16-19 Academy Trust

He also gave notice that members of CST who regularly attend meetings of the governing body will be required to complete and sign a Declaration of Interests.

Blank forms, with guidance notes, will be circulated to relevant parties during July with a latest date of 31 August 2025 for their return. All declarations are subject to review by the external auditor.

Particular attention was drawn to the need to record NIL against any question to which there is nothing to declare, or to all questions if there is nothing to declare in relation to any of them.

The Governance Professional also gave notice that signed Declarations of Related Party Transactions for the period from 1 August 2024 to 31 August 2025 will be required from all persons, other than the student nominee member, who have been members of the Corporation during all or any part of the said period.

Blank forms, with guidance notes, will be circulated to relevant parties during August for return on 1 September 2025. All declarations are subject to review by the external auditor. Because they apply to the period from 1 August 2024 to 31 August 2025, none should be dated earlier than 1 September 2025.

The Governance Professional also noted that the Corporation would not have the opportunity to approve the minutes of the present meeting except by circulated written resolution. He therefore stated that, once the draft minutes had been approved for circulation by the Acting Chair, they will be sent to all members present at the meeting for them to record their agreement (or otherwise). Any substantive proposed amendments will be referred to the Acting Chair for decision, but a simple majority of members present at the meeting will otherwise suffice for approval.

21 Dates of Governing Body Meetings 2025-26

The following dates, formally approved by the Board of Trustees (Hills Education Trust Limited), were noted:

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

None.

23 Dissolution of the Corporation

It was noted that papers for this agenda, being for transaction by the Board of Trustees of Hills Education Trust Ltd, had been provided for information only.

The following resolution was passed unanimously:

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; and

the terms of the transaction documents having been 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 Corporation 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 the 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.

Thanks were extended to all members of the Corporation past and present, its elected officers, the independent chairs of the Audit Committee, College staff who have served the Committee (including Principals who have also acted as members), and the Governance Professional and his assistants.