

**Non-Confidential Minutes of the Special Corporation Meeting  
held on 17 September 2025 at 5:15pm by Virtual Attendance**

<b>Corporation Members</b>	<b>Appointed as</b>	<b>Chair/Vice</b>	<b>Apologies</b>
Angela Moran	Independent Member	<b>Chair</b>	<i>Apologies Received</i>
Neil Cunningham	Staff Member		
Susan Hamer	Independent Member		
Jim Harris	Independent Member		
Chris Henson	Independent Member		
John Hurst	Independent Member		
Danny Metters	Ex-Officio		
Emma Middleton	Independent Member		
Adam Milner	Independent Member		
Olly Nicholl	Independent Member		
David Richardson	Independent Member		
Martyn Thomas	Independent Member		
Gray Towse	Independent Member		
Ian Watson	Independent Member		
Laura Woodhouse	Staff Member		
VACANT	Student Member		
VACANT	Student Member		

**In Attendance**

Sallyanne Pearson	Director of Governance	<b>(DG)</b>
Robert Knight	Independent Member ( <i>pending completion of pre-appointment checks</i> )	<b>(RK)</b>

(2025/26/SC1)

**1 Welcome and Apologies**

The Chair of the Corporation (**Corporation Chair**) opened the Meeting with a welcome to all; noting thanks to everyone for attending the Special Corporation Meeting.

The objectives and purpose of convening the Special Meeting was outlined as follows:

- to reduce the volume of reporting scheduled for the 23 October face-to-face meeting, enabling more focused and strategic discussions during that session; and
- to address and confirm appointments including Committee Chairs, the Vice Chair of the Corporation and committee memberships at the earliest opportunity in the academic year, following the rescheduling of the Governance, Search and Remuneration Committee Meeting (**GSR Committee Meeting**) from 24 September to 3 September 2025 due to governor availability.

The Corporation Chair explained this meeting also enabled the appointment of Vice Chair enabling them to participate in the Principal's Performance and Development Review.

Apologies were noted from Martyn Thomas, Laura Woodhouse, and Neil Cunningham. Technical difficulties delayed John Hurst joining the Meeting at the outset.

**2 Declarations of Interest**

**Consider and declare, as required, amendments to the Register of Interest**

*(the Register of Interest: Corporation Members, Executive and Director of Governance, was included in the Meeting Pack)*

- Ian Watson: Directorship, Kidgate Primary Academy has ceased
- Emma Middleton (*subject to appointment*): Daughter is attending the College as a Student.  
Director & Shareholder of C F Middleton Property Limited

## Consider and declare conflicts of interest to items arising as part of the evening's business

- Item 6.2 (*Appointment of Vice Chair to the Corporation*): Chris Henson
- Item 6.3 (*Appointment of Chair to the Governance, Search and Remuneration Committee*): Ian Watson
- Item 6.4 (*Governor Recruitment*): Robert Knight, Emma Middleton, Susan Hamer (*as required*)
- Item 6.6 (*Confidential: Senior Post Holder Remuneration: Consideration of 2% Pay Award*): Danny Metters and Sallyanne Pearson (*as required*)

Items were taken out of order

### 6.4 Governor Recruitment

*(the Executive Summary Report "Governor Recruitment", was included in the Meeting Pack)*

Discussion was undertaken and decisions taken as follows:

#### Emma Middleton – Independent Governor

Following confirmation that all pre-appointment checks had been satisfactorily completed, the Corporation **APPROVED** the appointment of Emma Middleton, subject to a one-year probationary review, to the following roles:

- Independent Member of the Corporation
- Committee Member to the Finance and Resources Committee
- "Commercial" Link Governor

#### Robert Knight - Independent Governor

The Corporation **APPROVED**, subject to completion of one outstanding pre-appointment check, the appointment of Robert Knight, to the following roles:

- Committee Member to the Finance and Resources Committee; and
- "Land Management / Farm" Link Governor pending its development.

#### Susan Hamer – Independent Governor

The Corporation **APPROVED** the appointment of Susan Hamer as an Independent Governor to the GSR Committee (from 18 September 2025).

*Danny Metters joined the Meeting*

*Emma Middleton joined the Meeting and introductions were undertaken.*

### 3 Minutes and Actions Arising

*(all Minutes detailed and the Action Summary were included in the Meeting Packs provided for the Meeting)*

Minutes were taken as read. The Corporation **APPROVED** the following Minutes as true and accurate records of the Meeting.

#### Minutes of the Corporation Meeting held on 8 July 2025

- Non-Confidential (Part 1 of 5) and Confidential (Part 2 of 5)
- Restricted Confidential (*access restricted as appropriate*) (Part 3 of 5)

*(Part 4 of 5 and Part 5 of 5, of the Minutes, were taken as part of the Restricted Confidential Agenda)*

#### Action Summary

All actions noted on the Action Summary were **RESOLVED** as completed or included as part of the meeting's business.

### 4 Written Resolution and Delegation of Authority to the Chair of the Corporation

*(the Executive Summary Report entitled Written Resolution and Delegation of Authority to the Chair of the Corporation and papers were included in the Meeting Pack)*

## **Written Resolution**

The Corporation formally **NOTED** the passing of the Written Resolution to **APPROVE** the entering into of a Partnership Agreement with Hull FC Community Foundation.

## **Delegation of Authority to the Chair of the Corporation**

Reference was made to the Finance and Resources Committee held on 1 July 2025 and the subsequent Corporation Meeting held on 8 July 2025, where discussions had been undertaken regarding the suspension of the Operating Surplus to Total Debt Service Covenant, included in the Santander Loan Agreement.

It was explained that following submission of the Colleges CFFR to Santander, Santander had proposed additional amendments to the Bank Loan Covenants, which were considered advantageous to the College but subject to a tight timescale for completion. It had not been considered practicable to convene a Special Corporation Meeting and, in the best interests of the College, the Corporation Chair had exercised a Delegation of Authority. The subsequent circulation informing Governors of the decision taken was noted. All amendments made to the Santander Loan Agreement were:

- Interest Cover Covenant: reduction to 1.25 x for the Financial Year ending 2025 before reverting back to the original 2x cover for the Financial Year ending 2026; and
- the requirement that a quarterly minimum cash balance of £2,200,000 be extended until the Financial Year ending 31 July 2026; and
- the Total Debt Service Covenant be reduced from the current 1.5x requirement to 1.25% in Financial Year ending 2026 before being uplifted to 1.5x for the Financial Year ending 2027; and
- the suspension of the Total Debt Service Covenant for the Financial Year ending 2025.

The Corporation **NOTED** the same and their endorsement of the action taken.

## **5 Committee Self-Assessment and Annual Report Update**

*(the Executive Summary Report outlining the Committee Self-Assessment and Annual Report Update, was included in the Meeting Pack)*

*John Hurst entered the Meeting*

The Corporation Chair thanked Governors for completing the Self-Assessments, acknowledging that while repetitive, they remain important and would be refined further going forward. It was explained that individual Committee Self-Assessments and Annual Reports would be reviewed by respective Committees and not the full Corporation. However, all it was reported that all Governors would have access to these documents on the Governor's Team site and their feedback and analysis would be amalgamated into the overarching Corporation Self-Assessment.

## **6 Reporting of the Governance, Search and Remuneration Committee**

The Corporation Chair noted that the GSR Committee had originally hoped to undertake its annual review of the Constitutional Documents at its meeting on 3 September 2025, so the documents could be included for approval at this Corporation Meeting. However, due to the Meeting being brought forward from its original date, this had not been feasible.

### **6.1 Minutes of the Governance, Search and Remuneration Committee**

*(all Minutes referred to were included in the Meeting Pack)*

#### **5 August 2025: Special Governance, Search and Remuneration Committee**

*The Minutes were taken as part of the Restricted Confidential Agenda.*

#### **2 September 2025: Governance, Search and Remuneration Committee:**

The following Minutes were received and accepted into the Corporation's record:

- Non-Confidential (Part 1 of 4)
- Restricted Confidential (Part 2 of 4) (*access restricted as appropriate*)
- Confidential (Part 3 of 4)

*The Restricted Confidential Minutes (Part 4 of 4), were taken as part of the Restricted Confidential Agenda.*

## **6.2 Appointment of Vice Chair to the Corporation**

*(the Executive Summary Report entitled, Appointment of Vice Chair to the Corporation, was included in the Meeting Pack)*

Chris Henson noted his willingness to withdraw from the Meeting. The Corporation was content for Chris Henson to remain. The Corporation **APPROVED** the appointment of Chris Henson as Vice Chair to the Corporation with immediate effect.

## **6.3 Appointment of Chair to the Governance, Search and Remuneration Committee**

*(the Executive Summary Report entitled Appointment of Chair to the Governance, Search and Remuneration Committee)*

Ian Watson expressed his willingness to withdraw from the Meeting. The Corporation was content for Ian Watson to remain. Following consideration, the Corporation formally **APPROVED** Ian Watson's appointment as Chair of the GSR Committee with effect from 18 September 2025.

## **6.4 Governor Recruitment**

*Item taken out of order.*

## **6.5 Corporation Self-Assessment 2024/25**

*(the Executive Summary Report entitled Corporation Self-Assessment 2024/25 and Executive Summary Report and draft Corporation Self-Assessment 2024/25 was included in the Agenda Pack)*

The Corporation reviewed the Executive Summary Report and endorsed the Committee's recommendation to complete the Corporation Self-Assessment using the responses received up to the date of drafting the Self-Assessment but requested that any further submissions be reviewed for key themes. The Corporation Chair also raised the requirement to undertake annual conversations with each of the Governors and confirmed that she would be contacting Governors (with the exception of Robert Knight and Emma Middleton) to get the process underway.

## **6.6 Confidential: Senior Post Holder Remuneration: Consideration of 2% Pay Award**

*(the Executive Summary Report, entitled "Senior Post Holder Remuneration" was included in the Meeting)*

*This item is recorded as part of the Restricted Confidential Minutes*

*The Restricted Confidential Agenda was then taken and recorded in the Restricted Confidential Minutes*

There being no further business Meeting closed at 5:00pm.

Chair \_\_\_\_\_  
Name \_\_\_\_\_  
Date \_\_\_\_\_