Minutes of the meeting of the Board of the Corporation held on Tuesday 16 December 2025 at 6:00pm in room 1.53-1.57 at HICSA and via Teams Conferencing

Present:	Louise Bradford, Vice Chair Ian Brown Modaser Choudhary (from item 53) Pamela Dawson Louise Doyle Jessany Dumble, Staff Governor Julia Fox Chris Jones Lyndsey O'Leary (via Teams) Ian Ritchey Alison Shaw, Chair Darren Sterling James Stuart Ellen Thinnesen, Chief Executive
In Attendance:	Toni Rhodes, Deputy Chief Executive David Howells, Chief Financial Officer Sonya Anderson, Campus Principal Sunderland College (City and HICSA) Mike Chapman, Campus Principal Sunderland College (Bede) Lee Lister, Campus Principal Northumberland College (Kirkley Hall) Vikkie Morton, Vice Principal Student Life and Stronger Communities Judith Quinn, Campus Principal Northumberland College (Ashington) Iain Nixon, Vice Principal Partnerships and Business Solutions Naomi Robson, Vice Principal Corporate Services Emma Cottle, Vice Principal Strategy and Engagement Jo Cooper, Associate Principal Teaching, Learning and Quality (through item 47) Christine Stretesky, Head of Corporate Governance and Policy

Bd/25-26/42 Welcome and Introductory Comments

The Chair welcomed all to the meeting thanking everyone for attending and taking the time to prepare for the meeting. She continued by emphasising the importance of being present and confirming her commitment to making governance as manageable as possible.

A video of our students expressing what they like about the College was shared. The Chair explained that a new feature at the start of every meeting will be to hear from some of our students with the aim of providing insight into their lived experience of College life and to help inform, energise and focus our sense of purpose.

Bd/25-26/43 Apologies and consent for absence, attendance and declarations of interest

There were no apologies for absence, however Governor Choudhary would arrive later due to issues with public transport.

Governor Dumble shared that, whilst not declaring an interest, she is, pursuant to subparagraph 10.4 of the Instrument of Government, confirming that during item 52 (Staff Pay Award) she will act in the best interests of the Corporation as a whole and not seek to represent the interests of any other person or body, including herself as a member of staff.

There were no declarations of interest made.

Bd/25-26/44 Minutes of previous meeting held on 14 October 2025 and Matters Arising

The Board agreed the regular minutes of the meeting held on 14 October 2025.

The Board agreed the confidential minutes presented as an accurate record of the meeting held on 14 October 2025 with these minutes being maintained separately.

The Action Log was noted. There were no matters arising.

Bd/25-26/45 Confidential minutes of the special meeting held on 10 November 2025 and Matters Arising

This item was deemed confidential with minutes maintained separately.

Bd/25-26/46 Confidential minutes of the special meeting held on 28 November 2025 and Matters Arising

This item was deemed confidential with minutes maintained separately.

Bd/25-26/47 EPNE Self-Assessment Review

This item was deemed confidential with minutes maintained separately.

Bd/25-26/48 Risk Register Biennial Review

This item was deemed confidential with minutes maintained separately.

Bd/25-26/49 Audited Annual Report and Financial Statements

The CFO presented the Audited Annual Report and Financial Statements, noting the review undertaking by the Audit Committee and the Finance, Resources and Projects Committee at their joint meeting on 02 December 2025. He shard that since that meeting, a small amendment has been made to the operating position relating to a £87k reduction in 16-18 income which is reflected in the accounts presented to the Board. He assured governors the modification does not have an impact on the financial health score.

Continuing, the CFO highlighted the following:

- The Group made an operating surplus of £2,792k
- EBITDA is 10.31%
- In-year budget movements have been shared previously with the Board
- The Group has met all bank covenant tests
- The financial health score is 220 points which is good with the anticipation of it being outstanding next year
- Liquidity is good

Governor Fox as Chair of the Finance, Resources and Projects Committee reminded the Board that the accounts are a matter of public record, and have undergone a statutory process of testing by our external auditors, Azets. She continued sharing her delight there were no issues needing to be addresses, only sector specific risks. She thanked and congratulated the CFO and his team noting the Board receives a high level of assurance on the Group's financial positioning from these accounts.

The Chair thanked the members of the Audit and FRP committees who work throughout the year providing scrutiny and support.

Turning to the Annual Report, the Board queried the reporting of risk within the report and asked for clarification on how the information in the report reconciles with the risk register presented in the previous agenda item. The CFO and Governor O'Leary stated that what is in the report are the risks identified at year end. They noted the auditors would have reviewed against the register from year end and what is reported in the report. Governor O'Leary commented that strategic risk and principal risk cannot always align perfectly where principle risk is about the Group as a going concern and strategic risks relate to ambition. The Board agreed the reporting of risk and requested the residual scores should be reviewed and tightened up as a condition of approval.

AGREED to:

- Approve the City of Sunderland College Report and Financial Statements for 2024/25 subject to a small amendment
- Note the Regularity Questionnaire signed by the Chair and CEO and provided to Azets
- Note the Audit Committee Annual Report
- Provide Azets with a management representations letter confirming general and specific matters in line with International Standards on Auditing
- Note that dormant accounts have been produced for Blue Square Trading Limited, City of Sunderland College Supplies, Sunderland College Enterprises Limited and Kirkley Hall Limited

Bd/25-26/50 Washington Campus Update

This item was deemed confidential with minutes maintained separately.

Governor O'Leary left the meeting

Bd/25-26/51 Staff Pay Award

This item was deemed confidential with minutes maintained separately.

Bd/25-26/52 Redundancy Policy

The Vice Principal Corporate Services (VP CS) presented the revised Redundancy Policy identifying the substantive change of the inclusion of a new section regarding the provision of the right to an appeal.

The Board questioned whether the 2-day period for a written notice of appeal was enough, especially in light of the emotions a person going through redundancy may be feeling. The VP CS stated that as a result of the strengthening of the language around the selection criteria, the unions were in agreement with the inclusion of this provision.

The Board asked if there were any considerations to be made in relation to the Employee Rights Bill. The VP CS stated there were not, as the strengthening of the selection criteria provides for more consultation even in the event the redundancy effects one employee.

AGREED: to approve the Redundancy Policy.

Governor O'Leary re-joined and Governor Choudhary joined the meeting at this point.

Bd/25-26/53 Recommendations from Committees

Upon questioning by the Chair, the Head of Corporate Governance and Policy stated there were no requests for any of the items to be raised for discussion. On that basis, the Chair asked if all were happy to agree the actions as recommended by the committees.

The Board **AGREED** the following:

- Governance Committee Terms of Reference
- Governance Self- Assessment Review
- Finance, Resources and Projects Committee Terms of Reference
- HE Fees Policy
- HE Refunds and Compensation Policy
- FE Fees and Refunds Policy
- Liquidity Plan 2025-2030
- Curriculum, Quality and Student Experience Committee Terms of Reference
- Acknowledgement of approval by the CQSE Committee: Teaching Learning and Assessment Policy, and
- Audit Committee Terms of Reference
- Public Interest Disclosure Policy

Bd/25-26/54 Thanks and Farewells

The Chair noted there were two important colleagues to thank: Governor Stuart and the CE.

Starting with Governor Stuart, the Chair shared the story of his interview for the role of Chair, and commented that from the outset, it was clear that he would bring wisdom, poise, and stature to the position. Both the College and its governors have greatly benefited from his leadership as Chair, and his impact has been profound. She continued stating while the Board feel conflicted emotions about his decision to stand down, we deeply appreciate his candour and integrity in relation to why he has had to take it. She concluded by stating the Board's gratitude that he has agreed to remain as a governor, ensuring that we will continue to benefit from his experience and insight.

Shifting attention to the CE, the Chair reflected on her experience working with many talented senior leaders in education, noting that she has never encountered anyone of greater calibre. She continued, noting that the CE's talents span an impressive range, combining resilience and toughness with an unwavering focus on values and the fundamental purpose of why we are here. Her ability to move at pace while ensuring every detail is covered has been remarkable. It was noted it is no surprise that the CE is leaving to take on such a senior role as FE Commissioner and that her drive, commitment and absolute dedication will continue to influence and inspire us in the future.

The Chair also noted that the Board is very much looking forward to working with the DCE as the new Chief Executive.

The CE thanked the Chair and the Board and reflected on her time at the College and the governors she has worked with over the past ten years. She stated she appreciated their commitment and passion for the College and the region.

Staff attendees withdraw from the meeting

Bd/25-26/55 Senior Postholders: Governance and Accountability

This item was deemed confidential with minutes maintained separately.

The following items were taken out of order

Bd/25-26/57 Strategy for Washington: Inclusion

This item was deemed confidential with minutes maintained separately.

Governor Sterling withdrew from the meeting

Bd/25-26/56 Ashington Campus: Estates

This item was deemed confidential with minutes maintained separately.

Governor Stuart withdrew from the meeting

The Board received the following reports for information:

- **Bd/25-26/58 Draft minutes of the following Committees:**

    - Governance – 10 November 2025,
    - Finance Resources and Projects (FRP) – 11 November 2025,
    - Audit and Risk – 18 November 2025,
    - Curriculum, Quality and Student Experience – 20 November 2025, and
    - Joint Audit and FRP – 2 December 2025.
- **Bd/25-26/59 Papers from Committees: Annual Committee Reports 2024/25**
    - Governance Committee,
    - FRP Committee, and
    - Curriculum Quality and Student Experience Committee.

Bd/25-26/60 Any Other Business

There was one item of any other business.

Governor Fox shared that after 6.5 years as a Governor, she has taken the incredibly hard decision to step down. She shared her reasons behind this related to the demands of her career and her feeling that she will not be able to devote the necessary amount of time to the College as is required. She emphasised that the decision has not been made lightly, noting she will remain in post until the end of this academic year. The Board thanked her for providing notice so far in advance to allow for recruitment and a proper farewell.

Bd/25-26/61 Date, time, and venue of the next meeting

The Board noted the arrangements for the next regularly scheduled meeting as follows:

- Tuesday 3 March 2025 at 6:00pm at HICSA with a request to the HoCGP to determine whether the meeting could be moved to Kirkley Hall.

Bd/25-26/62 Meeting Wrap-up

The Chair asked the governors to reflect on whether they have exhibited the College values during the meeting, asking if they have been courageous, authentic, respectful and pitched for excellence. The Board thanked the Executive Leadership for the way in which the agenda items have been delivered and explained.

There being no further business the meeting closed at 20:28 pm

These minutes were approved by the Board at its meeting held on 03 March 2026 pursuant to minute Bd/25-26/66.