

Subject	Decisions taken between meetings of the Authority	Status	For Publication
Report to	Authority	Date	04 September 2025
Report of	Head of Governance and Corporate Services		
Equality Impact Assessment	Not Required	Attached	No
Contact Officer	Jo Stone Head of Governance and Corporate Services	Phone	01226 666418
E Mail	istone@sypa.org.uk		

1 Purpose of the Report

- 1.1 To report on decisions taken as a matter of urgency between meetings of the Authority.
-

2 Recommendations

- 2.1 Members are recommended to:
- a. Note the decisions taken between meetings of the Authority using the urgency procedure.**
-

3 Link to Corporate Objectives

- 3.1 This report links to the delivery of the following corporate objectives:
Effective and Transparent Governance

To uphold effective governance showing prudence and propriety at all times.

4 Implications for the Corporate Risk Register

- 4.1 The contents of this report will contribute to addressing risks around regulatory compliance.

5 Background and Options

- 5.1 It is often necessary for decisions to be taken between meetings of the Authority due to the time sensitive nature of the matters involved. These decisions are taken by the Chair in consultation with the s41 members and the Director and, while published on the Authority's website, are also reported to the next Authority meeting for transparency.
- 5.2 Since the last report to the Authority, there have been two decisions taken under the urgency procedure between meetings of the Authority, both regarding the Border to Coast annual general meeting.

Decision to Agree to Delayed Circulation of Notice of AGM

- 5.3 In accordance with Section 307 of the Companies Act 2006, a general meeting of a private company must be called by notice of at least 14 clear calendar days. A general

meeting may be called by shorter notice if it is agreed by shareholders who together hold not less than 90% in nominal value of the shares giving a right to attend and vote at the meeting.

- 5.4 The Company's annual general meeting ("AGM") was scheduled on 16 July 2025. The Company was in the final stages of appointing its next Board Chair following a competitive search. The Board considered the preferred candidate at its meeting on 24 June 2025 and shareholder officers were briefed on the candidate at an informal shareholder meeting on 2 July 2025.
- 5.5 To facilitate this process, it was proposed to issue the Notice of AGM and associated reports on 2 July 2025, being 13 clear calendar days prior to the AGM.
- 5.6 Agreement to delay circulation of the Notice of AGM was confirmed for and on behalf of South Yorkshire Pensions Authority.

Decision on Shareholder Resolutions

- 5.7 Border to Coast circulated several shareholder resolutions for approval at the Annual Meeting of shareholders. The Authority was requested to vote on the following resolutions and recommended the votes indicated below on each item.
- i. Received the financial statements for the year ended 31st March 2025 – Vote: FOR
 - ii. Reappoint the external auditors, KPMG and authorise the directors to agree the fee – Vote: AGAINST

The auditors contract results in a term of appointment longer than is approved of in the Corporate Governance and Voting Guidelines, therefore the Authority is opposed to this on principle.

In previous years the Authority has abstained on this resolution but this year that option has not been provided.
 - iii. Note the Directors Outside Business Interests Policy – Vote: FOR
 - iv. Receive the Register of Directors' Outside Business Interests – Vote: FOR
 - v. Approve the appointment of John Lister as Chair of the Company for three years to 30th September 2028 – Vote: FOR
 - vi. Approve the reappointment of Cllr David Coupe as a Partner Fund nominated non-executive director for one year to 30th September 2026 – Vote: FOR
- 5.8 The Chair was consulted and had no objections; the decision was approved to vote in line with the recommendations above.

6 Implications

- 6.1 The proposals outlined in this report have the following implications:

Financial	No direct implications.
Human Resources	No direct implications.
ICT	No direct implications.
Legal	No direct implications.
Procurement	No direct implications.

Jo Stone,

Head of Governance and Corporate Services (Monitoring Officer)

Background Papers	
Document	Place of Inspection
Published Decision Records	