

Minutes from the August 2021

Board of Directors (Governing Body) Meeting

Meeting subject: Regular Termly Meeting of the Governing Body

Meeting date: Tuesday 24th August 4-6pm (via Zoom)

Date of previous meeting: 18th May 2021

Ex-officio members:

David Game – Principal & CEO (Chair)

John Dalton – Co-Principal

Funda Kavi – Director of Marketing & Operations

Dr John Sanders – Director of Higher Education (Deputy Chair)

Mansour Kaveh – UFP Director

Niel Pama – Director of Business Development

Invitations (GAC members):

Lindsay Badenoch

James Eytel

Philippe Herszaft

Agenda Items

1. Welcome and introduction from the Chair
2. Apologies for absence, confidentiality and quoracy
3. Review of minutes from previous meeting, matters arising and actions
4. **Main Business**
 - 4.1 Report from the June 2021 meeting of the CLG (JD)
 - 4.2 Report from the Higher Education Academic Board (JS)
 - 4.3 Strategic Direction
 - 4.31 Boarding School development plans update (FK)
 - 4.32 HE development plans (JS)
 - 4.4 Financial Sustainability
 - 4.41 Management Accounts (April 2021) and liquidity days forecasts (JS)
 - 4.42 Capital repayment plans
 - 4.43 OfS Annual Financial Return (JS)
 - 4.5 Operational Risks
 - 4.51 Student Protection Plan (SPP) presentation for approval (JS)
 - 4.52 Departmental Risk Registers
 - 4.6 Governance
 - 4.6.1 Independent membership
 - 4.6.2 Governance effectiveness - annual review by the GAC
 - 4.7 Key Performance Indicators
 - 4.8 Regulatory Compliance
5. Any other business
6. Date of next meeting

Minutes

1. Welcome and introduction from the Chair

JS welcomed the team to the meeting and outlined the agenda.

2. Apologies for absence, confidentiality and quoracy

JS noted that JE had sent apologies for absence, which was expected based on his pre-existing commitments. JS welcomed Niel to his first Board of Directors meeting and briefly outlined the purpose of the Board.

3. Review of minutes from previous meeting, matters arising and actions

JS asked if the team had reviewed the minutes from the meeting held May 2021, which had been circulated the previous week, and requested comments and observations. JD provided positive feedback on the minutes. JS noted that good progress had been made on most of the action points. JS advised that responses to the Skills Matrix were limited to a few members, so he assumed that his 'skillset' assumptions were correct, and this would be finalised. JD would also take further action on expanding the College Leadership Group Skills Matrix. **(ONE FURTHER ITEM NOT FOR PUBLICATION.)**

JS noted that David Game Higher Education did not receive any written submissions to the Board from its students, while JD judged that this step was unnecessary for DGC further education students. JS advised the Board that initial recruitment for the HR post had not been successful but a second round was in progress. JS identified difficulties establishing a meeting calendar due to the delay of key meetings as a result of COVID-19. JS hoped to present the completed calendar at the next meeting. JS identified KPIs for HE on access, continuation, attainment, progression, and achievement gaps for disabilities and ethnic groups. In the past no management system was in place to report on these areas in sufficient depth between different groups of students, and this would need to be developed further. JD had identified which KPIs would be useful for DGC and these would be implemented for September 2021. JS suggested that it would take six months to a year for sufficient information to be gathered.

The minutes were approved with no further comment.

4. Main Business

4.1 Report from the June 2021 meeting of the CLG (JD)

JS reiterated that the CLG (College Leadership Group) existed for operational and management issues, while the BoD covered strategic (and governance) issues. JD recapped the meeting of the CLG on the 9th of June. Updates were taken from each department on major developments in their fields, including UFP, DGHE, DGC, and Kensington Academy. These detailed updates had been circulated to the Board and would be sent to the Clerk in future. New staff appointments were explained by each department. This led into an ongoing discussion around GDPR led by JD. Each department had different levels of oversight in this area and no major violations were found, but JD advised the Board it would be best practice to standardise GDPR implementation across DGC by outsourcing it. MK mentioned a possible candidate for the management of GDPR. JD stated he doubted managing GDPR would be a full-time role and explained that outsourcing could be a more cost-effective solution for GDPR, as external providers could offer the service while benefiting from economies of scale. JD would investigate options in this area further. JD also

provided a Health and Safety update and noted that a fire test would occur soon. JD noted that the asbestos issue in the basement was being actively managed and the affected area had been sealed off. Fire improvement in the basement had a provisional date to start and would go ahead after preparatory work. JD advised the Board that the Building Manager had health and safety under control, while JD continued to provide oversight.

JD also discussed the CLG's reports on Safeguarding and Prevent. PT had made a contribution on this, but the OfS had recently advised the college that the institution as a whole could report solely to Ofsted for Prevent. JD noted further checks for health and safety, the installation of the disabled lift in the link between the two sides of the building, and the need for further training on working at height. More training was also needed for staff throughout the college on safe lifting at work. This would be arranged in due course. Gas and lift inspections were scheduled. JD discussed the expansion of Prevent to include incels. JD also advised the Board of updates to the curriculum and regulatory compliance, including sexual violence and harassment, where a new policy and new regulations were required and would be implemented. Training for staff in this area would also be needed. COVID policy was discussed and JD advised the Board that the social distancing signage would remain for the foreseeable future. JD discussed preparations to conduct lateral flow testing at the college. JS discussed testing requirements in HE and noted that DGHE students did not return until late September, so they would miss the initial period of mandated testing. The relevant government policy after that point had not yet been announced. JD also raised the security entrance at the college, CPD at the college, and the lack of data required for KPIs including issues like staff turnover and attendance. JD informed the Directors that a safeguarding software solution, MyConcern, would be implemented across departments. JD summed up the report from the CLG by saying a few deficiencies had been identified and addressed, but there were no major problems.

4.2 Report from the Higher Education Academic Board (JS)

JS advised the Board that the DGHE Head of Centre (HoC) chaired the Academic Board, which was independent of the senior management team. The HoC had reported a few key points on the maintenance of academic standards, with positive reports from Pearson and University partners. JS also highlighted the ongoing efforts in quality assurance through the QIPs (Quality Improvement Plans) system. Risk management was a key issue this year to improve KPIs. Learning and teaching strategy had changed as a result of online teaching during the lockdown period, and lessons learned from the delivery of blended learning would continue to be implemented. Significant improvements had been made in the resourcing of the Art and Design facilities in order to improve retention to the franchised Top-Up degrees. JS noted that the NCS sub-contracting agreement was ending this academic year. As a result, online resources would be required to support the directly registered HND students. MP had researched the available online content and around £20,000 a year needed to be spent on online journal content. JS noted that that a significant saving was to be made by moving away from the NCS sub-contract, which gave scope to invest in online resources.

4.3 Strategic Direction

4.31 Boarding School development plans update (FK)

(NOT FOR PUBLICATION)

4.32 HE development plans (JS)

JS advised the Board that the planned three-year degree in Business and Marketing Management had been withdrawn due to lower than expected recruitment levels. JS commented that interest in the Business School was generally down, while interest in Public Services remained very high. JS was uncertain why there was a downturn in Business in particular, so more research would be needed in this area. A new degree in Health and Social Care Leadership and Management was planned for September 2022. A top-up degree in Public Services Leadership and Management was being planned to provide an additional progression route for HND Public Services students. DGHE was on course to submit its Access and Participation Plan for October 2021 in order that it could secure OfS Approved Fee Cap status.

4.4 Financial Sustainability

4.41 Management Accounts (April 2021) and liquidity days forecasts (JS)

PH led in this area. PH advised the Board that for the first three-month period of the year DGC had a pre-tax profit. A downturn was seen in certain departments last year, but certain parts of DGC FE and DGHE in general had supported the performance of the group. JS advised that the year ahead would be a crucial period with the impact of Brexit on HE and the end of COVID.

JS then explained the need for the College to demonstrate ongoing financial sustainability and highlighted that the OfS measured this (partly) by the expectation that the business operated with 30 liquidity days. JS also confirmed that the College was operating at a very positive ratio. PH provided a basic and simple explanation of 'liquidity days' as how long the college could last (cash-flow) until it ran out of money if it had no income. PH didn't yet have evidence on the trend in this area but suspected the college's position was improving further over time. **(FURTHER SPECIFIC DISCUSSION NOT FOR PUBLICATION)**

4.42 Capital repayment plans

(NOT FOR PUBLICATION)

4.43 OfS Annual Financial Return (JS)

JS reported on the OFS financial return, including the need for a five-year financial forecast. Data from various departments was required by the end of the week to facilitate this work. JS noted that the submission was due in October but a large amount of work would need to be done with the raw data before the submission was ready. The submission itself would need the Board's approval, so it would be circulated by email in due course.

4.5 Operational Risks

4.51 Student Protection Plan (SPP) presentation for approval (JS)

JS advised that the SPP had been circulated to the Board after a few minor amendments had been made. DGHE had consulted extensively with staff and students to ensure these changes were acceptable. The SPP was published on the website. JD positively compared DGHE's SPP with that of another organisation he had reviewed. JD took a vote from the Directors and the SPP revisions were unanimously approved.

4.52 Departmental Risk Registers

JS advised the Board that limited progress had been made on developing a DGHE risk register, although the current SPP did much toward the identification and mitigation of risks. JD advised that with regards to DGC he had identified a range of risks but this hadn't been formalised into a risk register. JD informed the group he had mitigated the identified risks wherever possible. JS requested the completion of the HE and FE risk register by November 2021.

4.6 Governance

4.6.1 Independent membership

JS advised the Board of the need to add an independent member to the Governance Advisory Committee and requested recommendations from the BoD. JS reiterated that this individual should have no financial relationship with the college.

4.6.2 Governance effectiveness - annual review by the GAC

JS advised the GAC members of the need to meet and provide an annual review on governance. JD informed the Board of JB's feedback to the CLG, which was very valuable. JS agreed with the discussion that the GAC members should be invited to the leadership groups that best suited their skills. JS suggested that JB might produce a report on governance, but advised that LB and PH would need to provide JB with feedback on the BoD meetings. JD suggested that an appointment of someone with a legal background would make a substantial contribution to the Board. The Board discussed a range of possibilities for legal professionals who could potentially attend the BoD and JS agreed to continue with the search.

4.7 Key Performance Indicators

JS noted that this had been discussed extensively earlier in the meeting.

4.8 Regulatory Compliance

JS noted that the approval process for the Boarding School (via Ofsted) had already been discussed. JS also stated that the OfS had confirmed that DGHE was meeting its regulatory duties with regards to statistics and records. JS advised the Board that the Student Alternative Record submission due by November would be a major piece of work but was on schedule to meet the deadline.

5. Any other business

None.

6. Date of next meeting

JS stated that the next meeting should take place in November and a date would be agreed later.

BoD Meeting Actions/ Matters Arising (from 24/08/21)

Action Point	Deadline	Person Responsible
Complete Skills Matrix for CLG	31 October 2021	John Dalton
Recruit for HR Manager post	30 November 2021	Dr John Sanders

Expand data management to better inform new KPIs	28 February 2022	Dr John Sanders (HE) John Dalton (FE)
Submit Access and Participation Plan to OfS	31 October 2021	Dr John Sanders
Identify solutions for GDPR across the college	30 November 2021	John Dalton
Continue discussions with Barclays on a possible alternative to the BACB loan facility	31 October 2021	Dr John Sanders
Complete OfS Annual Financial Return (AFR21)	4 October 2021	Dr John Sanders
Complete HE and FE Risk Registers	30 November 2021	Dr John Sanders (HE) John Dalton (FE)
Recruit independent member to GAC	30 November 2021	Dr John Sanders
Complete annual review of governance at DGC	31 October 2021	GAC