

Minutes from the March 2022

Board of Directors (Governing Body) Meeting

Meeting subject: Regular Termly Meeting of the Governing Body

Meeting date: Tuesday 15th March 2022 4-6pm (in-College)

Date of previous meeting: 23rd November 2021

Ex-officio members:

David Game – Principal & CEO (Chair)

John Dalton – Co-Principal

Funda Kavi – Marketing Manager

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

Mansour Kaveh – UFP Director

Niel Pama – Director of Business Development

Invitations (GAC members):

Lindsay Badenoch

Jill Bainton

James Eytel

Philippe Herszft

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 February 2022 meeting of the College Leadership Group CLG (JD)
 - 4.2 Report from the Higher Education Academic Board (JS)
 - 4.3 Strategic Direction
 - 4.3.1 Boarding School developments (FK/JD)
 - 4.3.2 DGC Liverpool update (NP)
 - 4.3.3 UFP developments (MK)
 - 4.3.4 Higher Education update (JS)
 - 4.4 Financial Sustainability
 - 4.4.1 Management Accounts (Oct 2021) and liquidity days forecasts (JS)
 - 4.4.2 Audited financial statements 2022/23 additional disclosures (JS)
 - 4.4.3 OfS developments – AFR22, Change of registration category (JS)
 - 4.5 Operational Risks
 - 4.5.1 Departmental risk registers – update on progress (JD)
 - 4.5.2 Institutional risk register, BCP and Crisis Management planning (JD)
 - 4.6 Governance
 - 4.6.1 Public Interest Governance Principles additional elements – value for money statement and independent member on Board (JS)
 - 4.6.2 Succession planning (DG)

- 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

DG offered the Chair to JS. JS welcomed the team to the meeting and outlined the agenda. The Head of Boarding and Head of International Recruitment also attended for the first part of the meeting and were asked to make a presentation to the Board on progress.

2. Apologies for absence, confidentiality and quoracy

JS confirmed the meeting was quorate. Apologies for absence from PH and NP.

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

JS commented that the minutes had been circulated and asked for any corrections. JS advised that the Skills Matrix had been completed by JD and would be circulated in due course. JS noted that the HR responsibilities would remain at the departmental level for the foreseeable future. JS made brief comments concerning future strategies for DGHE but would update the Board fully on these later. The minutes were approved.

4. Main Business

4.1 Report from the February 2022 meeting of the College Leadership Group CLG (JD)

JD noted that he had circulated minutes for the CLG to several members of the board. Increased cooperation between departments was an ongoing target, but had not yet been realised on the ground. JD advised the BoD that boarding was taking a huge amount of his time. JS and MK discussed opportunities for DGHE and UFP to work together on technology (CRM) issues. JD reported that a safeguarding app would be purchased to cover training in this area, as this would save money relative to current approaches. This provided a holistic service on safeguarding and tracking of students during the school day. Another app would be in place for boarding. JD noted that information sharing between departments was strengthened by the CLG.

4.2 Report from the Higher Education Academic Board (JS)

JS advised the Board that the OfS was going through consultations on quality, standards and the student experience. This consultation was coming to a conclusion. Key Performance Indicators (KPIs) included continuation, completion, and progression. DGHE was close to meeting the required standard for all three KPIs (outcome metrics) and was already above the required level on continuation. Measures from the academic team were in place to meet the required targets and improve KPIs. JS noted that recruitment for the Head of School of Business was ongoing and further staff were being recruited for study skills. JS also pointed out that the DGHE Academic Board's February 2022 meeting had been delayed so a more detailed report would be presented at the next BoD meeting.

4.3 Strategic Direction

4.3.1 Boarding School developments (FK/JD)

The Head of International Recruitment presented details on the progress being made with the international development plans.

(NOT FOR PUBLICATION)

4.3.2 DGC Liverpool update

JD provided an update on Liverpool as NP was not present. A principal had been appointed and legal advice had been taken on how to proceed. DG endorsed the new principal as a strong and dynamic individual. JD was advised that it would be as time-consuming to have the Liverpool campus international student recruitment under DGC's student visa- license as to obtain a new license for the Liverpool school, so he suggested a new separate license be applied for. The cycle to obtain a new license could take up to 26 weeks. This delay may prevent international students from being taken in September 2022.

4.3.3 UFP developments (MK)

MK updated the board on developments in the university foundation programme. MK was expanding across the world using the franchise model, with regions including Dubai, South Korea, Cairo, and Bangladesh all being targeted. Other markets had approached UFP but were offering a rate too low to justify the costs, as the quality assurance processes were quite expensive. MK noted that South Korea and China was a challenging market due to their demand for students to attend programmes at high-ranking universities. The foundation programme for medicine had fallen through after Brunel withdrew. MK discussed potential collaborations partner institutions outside the UK for medicine. MK advised the BoD that UFP were trying to become a Pearson-approved centre, which would have a positive impact on the brand.

4.3.4 Higher Education update (JS)

JS updated the board on developments in HE. The legal position on securing a license to recruit international students was being explored but this was slow going due to limited communications from the legal firm involved in discussions. JS and JD explored the possibility of working with an alternative lawyer instead. JD asked if there was a conflict of interest with the college using other legal advice on the boarding school, but the Board regarded HE's work and the boarding school as separate issues. JS and JD discussed different approaches to the legal issue at stake. JD recommended JS make one more attempt to solicit concrete progress from the current law firm due to their specific expertise, then move on to the alternative if necessary.

(FURTHER SPECIFIC DISCUSSION NOT FOR PUBLICATION)

JS updated the Board on efforts to change DGHE's registration status with the OfS and raise the fee cap. In the context of this effort, JS noted the impact of Brexit would be a significant negative for DGHE this year. The OfS had accepted DGHE's application and would review several further points. A Quality and Standards Review by QAA would also be necessary with a submission in June and an inspection in September 2022. JS aimed to introduce new fees in September 2023. The changed registration status would also allow access to grant funding. JS noted that competitors had obtained grants from £150,000-£450,000 for widening access and participation as well as funding high-cost courses.

DG commented on the lower academic standards present in several colleges competing with DGHE. JS reaffirmed his commitment to ensuring DGHE offered only high-quality courses.

4.4 Financial Sustainability

4.4.1 Management Accounts (Oct 2021) and liquidity days forecasts (JS)

JS noted the liquidity days were well above the OfS target. The balance sheet and turnover were healthy. The financial performance of HE was down slightly due to the previously discussed factors but the college was otherwise performing strongly.

4.4.2 Audited financial statements 2022/23 additional disclosures (JS)

JS noted that changing registration status would include additional disclosures such as senior staff pay, the audited use of grant money, and access and participation efforts. JS said that PH had already confirmed that he was familiar with such disclosures and could manage them without difficulty.

4.4.3 OfS developments – AFR22, Change of registration (JS)

This was discussed above in HE strategy.

4.5 Operational Risks

JS advised the Board that work on operational risks were ongoing. JD commented that the Risk Committee was still meeting on a regular basis.

4.5.1 Departmental risk registers – update on progress (JD)

JD provided an update on the ongoing work in this area, which was about halfway done for DGC. JS commented that the register for HE would be completed by early April.

4.5.2 Institutional risk register, BCP and Crisis Management planning (JD)

JS reminded the Board that a fit for purpose risk register and a business continuity plan were already in place. These would be further enriched at the departmental level in due course.

4.6 Governance

4.6.1 Public Interest Governance Principles additional elements – value for money statement and independent member on Board (JS)

JS advised the Board that the OfS required a non-executive director on the Board of Directors as part of the change of registration conditions. JS had talked to two candidates and would speak to a third later this week. JS would contact PH for advice on the fiduciary responsibilities of a non-executive director. JD asked to meet a shortlist of candidates. JS advised that the candidate should have HE experience as this appointment was intended to meet requirements for DGHE in the first instance.

4.6.2 Succession planning (DG)

JS advised the Board that the current succession plan had been updated. JS outlined the current contingency planning for the eventuality that David Game could no longer continue as chairman. The Board agreed that these were broadly sensible and accepted the updated succession plan.

4.7 Key Performance Indicators

These were discussed during the HE update.

4.8 Regulatory Compliance

JS asked that policies owned by the CLG, and changes resulting from annual reviews, be circulated prior to the CLG meeting so they could be signed off as approved by the CLG. This needed to be on the record to meet the requirements of the OfS and was generally seen as a necessary part of good

governance. JD agreed that where necessary he would circulate policies later and approve them by chair's action.

5. Any other business

Discussions were ongoing with the landlord on a waiver of the rent increases. January 2022 accounts would be sent to them for discussion. **(FURTHER SPECIFIC DISCUSSION NOT FOR PUBLICATION)**

6. Date of next meeting

June 2022

BoD Meeting Actions/ Matters Arising (from 14/03/22)

Action Point	Deadline	Person Responsible
Increase interdepartmental cooperation, particularly on technology	ongoing	Dr John Sanders Mansour Kaveh
Review readiness for Boarding School inspection	TBC	Brett Suverkrop Directors
Continue to develop policy and train staff to prepare for Boarding School project	Ongoing	John Dalton
Take legal advice to evaluate possibility of securing UKVI license for international student recruitment into DGHE	29 April 2022	Dr John Sanders
Oversee written submission for Quality and Standards Review for OfS	June 2022	Dr John Sanders
Circulate, approve, and minute new policies and/or policy changes through CLG	Ongoing	John Dalton
Appoint non-executive director for HE to the Board	31 May 2022	Dr John Sanders John Dalton
(Action redacted) Continue discussions with landlords for rent waiver	1 April 2022	Dr John Sanders