

Minutes from the September 2022 Board of Directors (Governing Body) Meeting

Meeting subject: Regular Termly Meeting of the Governing Body

Meeting date: Thursday 29th September 2022 (4-6pm in-College; Room A203)

Date of previous meeting: 14th June 2022

Ex-officio members:	Invitations GAC members:
David Game – Principal & CEO (Chair)	Jill Bainton (GAC Chair)
John Dalton – Co-Principal	Lindsay Badenoch
Funda Kavi – Director of Marketing & Operations	James Eytley
Dr John Sanders – Director of Higher Education (Deputy Chair)	Philippe Herszaft
Mansour Kaveh – UFP Director	
Marie Clark – Non-Executive Director	
<i>Clerk to the Board – Mark Pester</i>	

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 latest meeting of the College Leadership Group CLG (JD)
 - 4.2 Report from the School Academic Board (JD)
 - 4.3 Report from the Higher Education Academic Board (JS)
 - 4.4 Strategic plans and direction
 - 4.4.1 GCSE/A levels (JD/FK)
 - 4.4.2 KAE English language provision (FK)
 - 4.4.3 UFP developments (MK)
 - 4.4.4 Higher Education (DGHE) update (JS)
 - 4.5 Financial Viability and Sustainability
 - 4.5.1 OfS Annual Financial Return Jan 2022 – progress update (JS)
 - 4.5.2 July 2022 Management Accounts & Liquidity days forecasts (PH)
 - 4.5.3 Boarding accommodation occupancy forecasts (FK)
 - 4.6 Operational Risks and Mitigation
 - 4.6.1 Safeguarding (JD)
 - 4.6.2 HR – planning and recruitment (JS)
 - 4.6.3 HE international student recruitment (JS)
 - 4.6.4 Institutional Risk Register (JD/JS)
 - 4.6.41 Strategic planning
 - 4.6.42 Financial management
 - 4.6.43 IT and data security
 - 4.6.44 Reputational risk
 - 4.7 Governance
 - 4.7.1 Appointment of Non-Executive Director (JS)
 - 4.7.2 Constitution of Remuneration Committee (JS)

- 4.7.3 BoD meeting dynamics (JS)
- 4.8 Key Performance Indicators
- 4.9 Regulatory Compliance
 - 4.9.1 OfS 'Approved (Fee Cap)' registration – progress update (JS)
- 5. Any other business
- 6. Date of next meeting

Minutes

1. Welcome and introduction from the Chair

DG offered the Chair to JS. JS introduced Marie Clark, the new Non-Executive Director. JS welcomed the team to the meeting and outlined the agenda.

2. Apologies for absence, confidentiality and quoracy

JS confirmed the meeting was quorate. Apologies for absence from Philippe Herszaft and Lindsay Badenoch.

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

The minutes were reviewed. JS discussed positive progress on the action points from the previous meeting. JS noted that legal advice from Penningtons was still outstanding. JD reported to the Board on mental health issues following his Mental Health and Wellbeing Strategy Review. JD discussed the areas covered and strategies for promoting mental health in the curriculum. JD stressed the strategy was being implemented on the ground in practice. JB agreed that efforts in this area were comprehensive. JS advised the Board of DGHE's efforts on mental health strategy, which were also well-established.

The minutes were approved.

4. Main Business

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

JD recapped key points from the discussions of the CLG to the Board. He highlighted expanded security efforts in connection with the new boarding school and safeguarding. In particular, several doors were being maglocked to restrict and control access. JD discussed the possibility of installing upgraded locks on the main doors, but JD warned that the building's listed status might be an obstacle to this, and he also noted it was a low priority for security overall. JD related that the CLG discussed the boarding school, health and safety issues, safeguarding and mental health, as well as further operational matters.

4.2 Report from the School Academic Board (JD)

JS and JD discussed the handling of academic matters at David Game College. JD chaired the School Academic Board, but a meeting hadn't been held for some time while senior staff focused on the new boarding school.

4.3 Report from the Higher Education Academic Board (JS)

JS noted that he had circulated the minutes from DGHE's Academic Board. He highlighted key points from this meeting. Marking guidelines had been updated to reflect the needs of students with learning differences. Training on library resources was being put in place for Art and Design students. Assignments for the Business programme were being adjusted to address low attainment on some

modules due to overassessment. Scholarly activity was also discussed. New courses were being considered for future implementation. JB asked if staff had paid time set aside for research. JS agreed it would be a priority to make time in the schedule of full-time staff for research, but this would come with trade-offs. JD suggested staff write white papers. MC asked if staff were keen to conduct research and JS said that in general the full-time staff were enthusiastic.

4.4 Strategic plans and direction

JS invited each section to update the Board on their strategic direction.

4.4.1 GCSE/A levels (JD/FK)

Funda Kavi provided an update on numbers for David Game College's GCSE and A-Level programmes, with 212 students in place and recruitment ongoing. This was a considerable increase on last year. 50 boarding students were enrolled and there was a waiting list. FK noted that foundation students were unsuitable for the boarding school environment. FK advised that DGC would ask for more places following the inspection and aim to fill all 114 beds at the boarding house. MC asked for breakdown on the international students at the boarding school and suggested the diverse student body could be a good marketing point. JS asked about the contribution of the college's international marketing efforts and FK provided a positive report on the results. FK advised the Board that the college had taken external accommodation to meet demand. JD advised the inspection of the Boarding School would occur within 2-3 terms, perhaps in March. After a successful inspection, more places could be requested. DG, JD, and JB discussed the relative merits of OFSTED and ISI. The Board also discussed safeguarding issues in depth. FK advised that further rooms in another residence would need to be secured. FK had identified a location to meet this need. MK asked about room space at the college if further students were enrolled and it was agreed to discuss this further later in the meeting. MK asked about entrance requirements and JD agreed that the college could now be more selective as a result of strong demand.

4.4.2 KAE English language provision (FK)

FK advised that an improvement had been seen in KAE student numbers but the classroom capacity was limited. JD asked if a separate site could be found for KAE.

4.4.3 UFP developments (MK)

MK updated the Board on an excellent year of destinations for the UFP, with 75% of students proceeding to Russell Group universities. Numbers were up. 14 students were enrolled for medicine and 8 for pharmacy. 18 students were enrolled for art, which was short of a target of 25. MK warned the Board that art was an expensive programme. MK recruited 8 new members of staff. MK also discussed international efforts by UFP. The project in UAE had been cancelled but a number of other territories were seeing more success. An opening day would be held in Turkey in the near future. MK advised the Board he had recruited an assistant to help administer the international programmes. MK updated the Board's progress on the International Foundation Programme with the University of Gloucester. JS and MK evaluated the timeline for implementing the IFP. FK discussed the practices of competitors with MK and JE. MK informed the Board of the challenges he had encountered with UFP's medicine programmes.

4.4.4 Higher Education (DGHE) update (JS)

JS informed the Board about his future plans for the higher education division. The Board's discussions on course development plans were redacted due to commercial sensitivity.

4.5 Financial Viability and Sustainability

4.5.1 OfS Annual Financial Return Jan 2022 – progress update (JS)

JS advised the Board he had submitted the Annual Financial Return and was not anticipating further queries from the OfS.

4.5.2 July 2022 Management Accounts & Liquidity days forecasts (PH)

JS commented on the accounts in the absence of PH. The Board reviewed changes in income and costs.

Liquidity days were well in excess of the 30-day minimum requirement.

JS advised the Board there had been an increase in deferred income of £400,000 on the 31st of July relative to last year, which was a positive sign as the college had taken more course deposits in advance.

4.5.3 Boarding accommodation occupancy forecasts (FK)

FK had already updated the Board on the numbers for the Boarding school. At JB's suggestion the Board took note of the strong start delivered by the Boarding School as a result of hard work from all the staff involved. FK commented on progress, challenges, and continued improvement. There was a minor issue with timetabling but overall feedback was very positive.

4.6 Operational Risks and Mitigation

4.6.1 Safeguarding (JD)

JD noted that Boarding had increased the bar for safeguarding and DGC was working actively to address this need. JB stressed the need for Safeguarding training for the Board of Directors and JD agreed this would be arranged as a matter of urgency.

JS relayed concerns from members of his team about the proximity of DGHE students to DGC students around M01. JD noted that this risk had already been assessed. Given the presence of security guards and other safeguards there would be no issue so long as students exited by the mezzanine.

JS also relayed concerns about LG05 and the eating area at LG06. JD discussed this point further. FK suggested the corridor should be safeguarded in some fashion and it was agreed JD would explore this further.

4.6.2 HR – planning and recruitment (JS)

All departments of David Game College were having difficulties with recruitment of suitable staff. JS discussed the possibility of recruiting foreign workers, which might help to address this problem. FK noted difficulties involved in the Visa process, particularly paperwork. JS suggested if this was pursued, an HR Officer would need to be employed. JD discussed his reservations with this proposal. The Board agreed with JS's proposal that the skilled worker route and an HR Officer should be discussed further on another occasion to work out the details.

JS asked if the college's accountant needed more support for her work. JD suggested hiring a part-time person to act as a filter. FK discussed issues with invoicing. JE suggested involving other staff in oversight of invoices. JS also discussed concerns around IT support services. The Board agreed that the IT team needed to be strengthened. JS suggested that further discussions should occur in the meeting on HR for strengthening staffing in the area of accounting and IT.

4.6.3 HE international student recruitment (JS)

JS briefed the Board on progress in this area following discussions with the Home Office. The switch would be made in February 2023. The Home Office had given assurances that there would be no interruption in business. JD stressed the VAT issue needed to be resolved before proceeding in February. FK discussed some further points in this area.

4.6.4 Institutional Risk Register (JD/JS)

JS informed the Board that four risk areas had been identified for ownership by the Board. All these areas were under discussion by the board.

4.6.41 Strategic planning

Discussed earlier in the meeting.

4.6.42 Financial management

Discussed earlier in the meeting.

4.6.43 IT and data security

JS noted the connection to the need for further staffing and support for the IT team, which had previously been discussed.

4.6.44 Reputational risk

Addressed through discussion of key projects such as boarding and safeguarding.

4.7 Governance

4.7.1 Appointment of Non-Executive Director (JS)

MC was introduced at the outset of the meeting.

4.7.2 Constitution of Remuneration Committee (JS)

JS reminded the Board of previous commitments to improve disclosure on banding of senior management pay. JS had suggested a committee to address senior management pay and appointments, possibly staffed by MC and the GAC members. JD asked if DGHE could handle this separately but JS advised this would only be possible if DGHE was a separate legal entity. JS discussed the remit of a Remuneration Committee. JB noted the importance of transparency. JE asked a few questions to clarify the scope and remit of the committee further. JS would provide further information to the GAC and discuss this further.

4.7.3 BoD meeting dynamics (JS)

JS asked for feedback from MC on the meeting. MC noted that the written reporting was quite brief and could potentially be expanded on, but she did understand that staff might struggle to assemble more notes in advance. JS noted that an element of reporting was expected at a high-level meeting. He also noted a range of debate had occurred at the meeting.

FK noted the significant pressures on her time. JB asked if enough administrative support was in place to help staff at the college. JS agreed there could be more support for IT and HR. MC suggested more support with operations in general would have a positive impact.

JS suggested further discussion on the Board's dynamics would be held over to the next meeting.

4.8 Key Performance Indicators

JS had nothing to note at this time.

4.9 Regulatory Compliance

DGHE had a responsibility to use public funds appropriately. JS suggested a Value for Money Statement, as many universities implemented. He had circulated a draft from 2019 to the Board and would look to update this further.

4.9.1 OfS 'Approved (Fee Cap)' registration – progress update (JS)

JS noted the appointment of the NED was key for this, as was the submission of an Access & Participation Plan and approved Student Protection Plan. Success from the recent QAA quality and standards review was also critical. The QAA would report on the outcome of their inspection by 21st October and would probably submit the results to the OfS in November. The OfS could potentially (if the application as successful) update DGHE's status at any time from January-August 2023.

5. Any other business

JS proposed a separate meeting to discuss room usage over the coming academic year and next September. This would include the possibility of taking another building or simply using the existing space more efficiently. JS, JD, and FK discussed some proposals.

DG noted the recruitment of two dedicated teaching assistants into its School provision.

6. Date of next meeting

January/February 2023, date TBC

BoD Meeting Actions/ Matters Arising (from 29/09/22)

Action Point	Deadline	Person Responsible
Obtain further legal advice on implications of UKVI license for VAT-exempt status	30/11/22	Dr John Sanders
Apply for title of 'University Centre'	30/11/22	Dr John Sanders
Arrange all necessary safeguarding training for Directors	16/12/22	John Dalton
Implement further safeguarding for corridor by LG06 eating area	16/12/22	John Dalton
Arrange a further discussion on Skilled Worker route recruitment	30/11/22	Dr John Sanders
Arrange a further discussion on staff recruitment to strengthen operational areas including HR, Accounting, and IT	16/12/22	Dr John Sanders

JS to meet with the GAC and discuss the constitution of a Remuneration Committee.	16/12/22	Dr John Sanders GAC
Convene meeting to plan room usage over the next year	16/12/22	Dr John Sanders
Update Value for Money Statement	30/11/22	Dr John Sanders