

## Minutes from the January 2023 Board of Directors (Governing Body) Meeting

**Meeting subject:** Regular Termly Meeting of the Governing Body

**Meeting date:** Thursday 26<sup>th</sup> January 2023 (5-7 pm in-College; Room A203)

**Date of previous meeting:** 29<sup>th</sup> September 2022

<b>Ex-officio members:</b>	<b>Invitations GAC members:</b>
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) (JS)
  - 4.5 Financial Viability and Sustainability
    - 4.5.1 October 2022 Management Accounts & Liquidity days forecasts (PH)
  - 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)
      - Strategic planning
      - Financial management
      - IT and data security
      - Reputational risk
  - 4.7 Governance
    - 4.7.1 Constitution of Remuneration Committee (JS)
    - 4.7.2 School/Boarding provision – strengthening governance (JD)
  - 4.8 Key Performance Indicators
    - 4.8.1 OfS B3 and TEF metrics/indicators (JS)

#### 4.9 Regulatory Compliance

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

4.9.1.1 QAA review outcome

4.9.1.2 Access & Participation Plan

5. Any other business

6. Date of next meeting

## Minutes

### 1. Welcome and introduction from the Chair

JS assumed the responsibility of Chair in David Game's absence. JS welcomed the team to the meeting and outlined the agenda. JS suggested rotating the Chair of the meeting in future to ensure all departments were fairly represented. The BoD adopted this suggestion. JD would chair the next meeting and shape the next agenda. JD suggested forming a sub-committee that met on Zoom to address governance issues in particular.

### 2. Apologies for absence, confidentiality and quoracy

JS confirmed the meeting was quorate. Apologies for absence from DG, who arrived at a later stage in the meeting.

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

The minutes were reviewed. JS examined the action points and confirmed that legal conversations on the VAT issues were still not resolved due to a lack of engagement from the law firm involved. JD agreed to follow up on this issue with the firm and JS would investigate if any IT issues were limiting communications. JS advised the Board that DGHE had succeeded in the application to use the name University Centre at David Game College. This would be incorporated into branding and marketing in the future, though the exact format of this had yet to be determined. JD confirmed that safeguarding training had been completed by all Directors. JS advised that consultations with Carter Thomas on the Skilled Worker Route were ongoing. JB highlighted risks for schools associated with students on Student Visas converting to a Skilled Worker Visa and dropping out. MC confirmed this was a potential issue and provided further information. JS noted that DGHE was not currently recruiting international students, but he agreed to investigate this risk and report back to the Board. JS confirmed that a part-time HR Officer had been recruited to work for DGHE. JS also noted that an existing member of the DGHE team, who worked as a Digital Learning Technologist, had been repositioned on a part time basis as Linux System Administrator to provide additional support for the IT team. There were no current plans to recruit any additional support for the accounting office at this stage, but JD discussed some potential plans in this area. JD advised the Board that a separate meeting would be convened to discuss the account function. JS informed the Board that work on a Remuneration Committee would need to be revisited. It was agreed that Issues around room management would be discussed later in the meeting.

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. JD reported on the introduction of the Safeguarding app, which had been highly successful. The college had joined the Safeguarding and Child Protection Association. The college had arranged a positive visit from the local authority for the purpose of attendance monitoring. Attendance at the college met national standards. Safeguarding and qualification verification for new members of staff was in place. Extensive staff training occurred during the INSET day. JD advised the Board that he had created a detailed risk assessment for Prevent and was cooperating with the local authority in this area.

JD advised the Board that updates had been made to the college handbooks, particularly around Boarding, as well as a Healthy Living and Wellbeing document. A system for rewarding positive behaviour from boarders had been introduced. JD discussed the details of this with LB. An expert had delivered training for all Boarding Staff and the Head of Boarding on key issues including de-escalation, reasonable force, lived experiences, national minimum standards, and safeguarding. This also included further training in a number of areas including L3 Safeguarding, Prevent, and First Aid.

JD notified the Board that a survey for boarders and a general survey for all students had been completed, as well as a survey on staff wellbeing and mental health. A general review of risk assessments had been completed, with a particular focus on first aid rooms. JD advised the Board that this had identified a few areas where further improvement was desirable, so the risk assessments would be updated in some areas. JD advised the Board that health and safety for Boarding were outsourced to Urbannest but JD had oversight of the key reports. The Board was updated on fire safety and other priorities for health and safety within the college building itself. JD advised the Board on other developments in the college, which included a new Code of Practice and Framework for Special Educational Needs & Disabilities (SEND) provision.

Based on past precedent, JD expected an OFSTED visit in the next 3-4 weeks.

#### *4.2 Report from the School Academic Board (JD)*

JD advised that the School Academic Board had met and discussed issues around university applications in particular. New standards were being put in place to establish appropriate academic thresholds for applications to top programmes such as Oxbridge and medicine in order to maintain the quality of the DGC brand in the eyes of universities. The Board noted that this would be advisory as students made the final decision on their applications.

#### *4.3 Report from the Higher Education Academic Board (JS)*

JS advised the BoD that minutes from the latest Academic Board meeting had not yet been circulated. He did anticipate key points from this meeting, and in particular the planned introduction of new courses including an HND in Policing and a certificate in Health and Social Care.

#### *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)*

FK updated the Board on the student numbers. 220 students were in the college as of January, including 150 new students. There were more direct bookings than before. The GCSE department had grown, as had the A-level department. FK projected further growth in subsequent years if trends continued and student satisfaction remained high. The case of 4 online students were discussed from a cost-benefit perspective and it was agreed that online teaching would not be actively

promoted by the college. FK advised the board that 49 nationalities were represented in the A-level student body and 17 nationalities were represented in the Boarding School.

FK advised the Board that the current bed capacity was fully booked and 18+ students would need to be moved to new accommodation next year. New accommodation was being evaluated at a nearby building the college had used previously. Another 60-70 beds were needed but this would require another considerable investment. Failing to resolve this issue would result in students being lost. FK advised a decision immediately as otherwise there would be no available accommodation remaining. JD advised proceeding with the proposed Unite option. FK was also in favour.

JS summarised the position following extensive discussions. LB raised the issue of a potential bottleneck when the college reached full capacity. Lesson planning and timetabling was discussed. JB advised this was a particular pain point for students based on their feedback, as students often didn't have lessons until 11PM. JD noted a clash of culture between a day school's timetabling and a boarding school's timetabling. JB advised that improvements in this area were urgently needed. JS asked if the rooms were available to timetable from 9PM instead of the later start. FK advised that more teachers would be needed. JD suggested a range of solutions to this problem. JB asked if the requirements for minimum taught hours were being met and JD confirmed they were in all instances.

JS informed the board that a separate meeting would be convened to discuss room usage and the possible reallocation of space from DGHE to DGC plus timetabling and staffing.

The BoD agreed by majority vote to proceed with the rent of new accommodation.

JD advised that canteen arrangements would need to change if boarding expanded. This would have implications for the usage of the basement rooms by DGHE. JS confirmed this would be discussed in the meeting.

#### 4.4.2 KAE English language provision (FK)

FK advised that 95 students were attending KAE. FK anticipated more than 200 students in the summer. FK suggested appointing a member of staff to lead on a junior summer school.

DG advised the Board that if the college continued to grow more space would be needed.

#### 4.4.3 UFP developments (MK)

MK updated the Board on partnerships with the University of Hungary. MK discussed collaboration with new agents and friction around this. He also raised another possible partnership he was exploring with a medical school in Greek Cyprus. MK informed the Board that UFP had 130 students, up from 82 last year and including 47 students in China. JS asked MK about progress with the University of Gloucestershire and MK confirmed that this was underway but his team was highly stretched. MK hoped to make progress on this by May. MK also mentioned an approach from the University of York. DG and MK discussed a meeting with a potential member of staff.

#### 4.4.4 Higher Education (DGHE) update (JS)

JS advised the Board that 250 students had been recruited in September. 150 were targeted for Jan/Feb 23 and 140 had already been recruited. The target for May was 80-100 students. Recruitment targets were being met so far. The approval process for the Policing HND was ongoing with a goal of April 2023, which would support a launch in September 2023. The new degree in Health had very poor recruitment and the March intake would not run. One problem was that the University of Gloucestershire were unwilling to validate and franchise a 4-year programme that

would build up students from the Foundation level. However, they would approve delivery of a 1-year certificate (HE Cert) that could lead into the Health BA. The relaunch of the Health BA would be delayed until September 2024 so it could draw students from the Cert HE, which was intended to launch in September 2023. JE asked if cohorts were combined for some lessons and JS confirmed this was the case.

JS discussed plans for Masters programmes but advised that these would not launch until September 24.

JD raised the question of VAT status changes if the political environment changed. PH stated he would consult his VAT expert. JS raised a point in connection with this and DGHE's application for fee-cap status, as this might present a possible route to retaining the college's VAT-free status.

#### *4.5 Financial Viability and Sustainability*

##### *4.5.1 October 2022 Management Accounts & Liquidity days forecasts (PH)*

JS updated the Board on the management accounts for October. Accounts showed a small operating profit and a healthy turnover. JD expected a further increase in turnover before the end of the month.

The college's Liquidity days were well in excess of OfS requirements.

JD asked about the heating costs for the college and JS advised that he did not have the immediate figures. It was agreed that monitoring in this area should be strengthened.

Profits would be subdued due to a variety of costs including heating, marketing, boarding, and reduced HE business. JS was hopeful that greater profits would be realised in the years to come once the capital investment in Boarding was concluded.

JS suggested a separate financial committee meeting to examine utility costs and potential cost savings.

#### *4.6 Operational Risks and Mitigation*

##### *4.6.1 Safeguarding (JD)*

This was discussed previously, particularly in section 4.1.

##### *4.6.2 HR – planning and recruitment (JS)*

Discussed in section 3.

##### *4.6.3 HE international student recruitment (JS)*

JS confirmed that nothing was planned in this area until September 2024.

##### *4.6.4 Institutional Risk Register (JD/JS)*

This was discussed previously, particularly in section 4.1.

#### *4.7 Governance*

#### 4.7.1 Constitution of Remuneration Committee (JS)

JS planned to meet with the GAC to progress the Remuneration Committee proposal further.

#### 4.7.2 School/Boarding provision – strengthening governance (JD)

JD had circulated a proposal for a more structured and accountable role for GAC oversight. These proposals were subject to change. JD would provide the GAC members with extensive information to help them fulfil their oversight role. LB agreed to come into the college to meet with key staff and inspect the boarding school. JB had already completed this process and was providing oversight of safeguarding. JD would develop this further. JE asked if GAC members were legally responsible. JD advised the GAC members that legal responsibility lay with the Directors, while the GAC had an advisory role. JD was circulating forms for signature concerning fit and proper persons and other routine checks. JD was planning to introduce a fourth member of the GAC to oversee boarding. JD had a potential candidate in mind. JD would also arrange training for the GAC. JD advised the GAC of documents they would need to review.

JB's email feedback on the GAC's role and purpose was discussed. JB advised that the GAC needed to be supplied with more information to fulfil their role as a critical friend. JD as next Chair and MP as Clerk to the Board would work together to provide this information. JD suggested that DGHE should also deliver an educational walk to interested GAC members. JB suggested a short executive summary for each area. MP suggested circulating further documents to the Directors as well, and taking some reporting out of the BoD meeting itself.

### 4.8 Key Performance Indicators

#### 4.8.1 OfS B3 and TEF metrics/indicators (JS)

JS stated that for DGHE these were now been scrutinised by the OfS as part of its TEF submission and results would be known by September 2023.

### 4.9 Regulatory Compliance

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

JS advised the Board that if DGHE achieved Fee Cap provider status, it would gain VAT exemption. This might be a useful asset to the college as a whole should legislation in this area change under a Labour government.

JS advised that DGHE had made their TEF submission and a rating would be received in September 2023. JE commented that this would provide a useful marketing asset.

##### 4.9.1.1 QAA review outcome

The process was ongoing and JS had nothing further to report to the Board at this time. The outcome from the QAA quality review had been submitted to the OfS which in turn would inform the decision on DGHE's application for a change in its registration category. JS stated that he was optimistic that this would be achieved.

##### 4.9.1.2 Access & Participation Plan

A decision on DGHE's APP for 2023/24 would take place alongside the registration decision so the outcome would be known by the end of February or early March.

5. Any other business

None

6. Date of next meeting

April, date TBC

BoD Meeting Actions/ Matters Arising (from 26/01/23)

<b>Action Point</b>	<b>Deadline</b>	<b>Person Responsible</b>
Form sub-committee to discuss Governance issues	10/3/23	John Dalton
Obtain further legal advice on implications of UKVI license for VAT-exempt status	24/2/23	John Dalton
Investigate risks around Student Visas converting to a Skilled Worker Visa	28/4/23	Dr John Sanders
Arrange meeting to discuss the Accounts function	17/2/23	John Dalton
JS to meet with the GAC and discuss the constitution of a Remuneration Committee.	28/4/23	Dr John Sanders GAC
Secure additional 60-70 beds in nearby location to enable expansion of boarding numbers in Urbanest building.	3/2/23	Funa Kavi
Convene a meeting to discuss room usage, timetabling and staffing issues at DGC	10/3/23	John Dalton Dr John Sanders
Develop UFP relationship with University of Gloucestershire	31/3/23	Mansour Kaveh
Investigate ways to retain VAT exempt status should a new government change current legislation	28/4/23	PH
Organise financial committee meeting to examine utility costs and potential savings	31/3/23	Dr John Sanders
Deliver educational walks for GAC members as appropriate	On-going	John Dalton Dr John Sanders
Strengthen GAC with addition of fourth member	31/3/23	John Dalton
Circulate executive summaries of key information to GAC in advance of next BoD meeting	2 weeks before each BoD meeting takes place	John Dalton Mark Pester