

Minutes of the October 2023 Board of Directors (Governing Body) Meeting

Meeting subject: Regular Termly Meeting of the Governing Body

Meeting date: Tuesday 31st October 2023 17:00 – 19:00

Note: attendance by Zoom also permitted only where notice has been given in advance. (link to follow)

Date of previous meeting: 27th April 2023

Room: A203

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

Agenda Items:

1. Welcome and introduction from the Chair
2. Apologies for absence, confidentiality and quoracy
 - 2.1 Conflicts of Interest (FK/RF)
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 Boarding School developments (FK/JD)
 - 4.4.2 DGC Liverpool update (JD)
 - 4.4.3 UFP developments (MK)
 - 4.4.4 Marketing updates (FK)
 - 4.4.5 Higher Education update (JS)
 - 4.4.5.1 HE student recruitment
 - 4.5 Financial Viability and Sustainability
 - 4.5.1 Management Accounts & Liquidity days forecasts (PH/JS)
 - 4.6 Operational Risks and Mitigation
 - 4.6.1 Safeguarding (JD)
 - 4.6.2 Risk Issues and After Action Review (JD)
 - 4.6.3 Prevent (JD)
 - 4.6.4 Annual Performance Review of Staff (JD)
 - 4.6.5 Institutional Risk Register (JD/JS)
 - Strategic planning

Financial management
IT and data security
Reputational risk

- 4.7 Governance
 - 4.7.1 Annual Effectiveness Review (GAC)
 - 4.8 Regulatory Compliance (JS)
 - 4.9 Sponsorship of skilled workers (JS)
 - 4.10 Building and maintenance services (JD)
 - 4.11 Central IT Services and Infrastructure (JS)
 - 4.12 Additional Room Allocation (FK)
 - 4.13 Global Sales Team Appointments (FK)
 - 4.14 Support for 18+ in College Accommodation (FK)
 - 4.15 Bell Cambridge (FK)
 - 4.16 Admissions Consistency (MK)
 - 4.17 Franchise Fee for Constituent Colleges (MK)
- 5. Any other business
 - 6. Date of next meeting – February 2024

Minutes

1. Welcome and introduction from the Chair

FK has assumed the role of chair as per the pattern of rotation. FK has welcomed all that are present and has shared an outline of the agenda. JS has thanked MC for joining from New Zealand via Zoom. JS has also welcomed RF as the new Clerk. JS reminded members that RF had been nominated by JD and seconded by himself.

2. Apologies for absence, confidentiality and quoracy

Apologies received from JE prior to the meeting.

Apologies received from LB but arrangements have been made for LB to listen in remotely.

Apologies received from BB.

All other members are present.

2.1 Conflicts of Interest (FK/RF)

None disclosed.

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

One correction in the title of the minutes. 'January' to 'April'.

The board have agreed the minutes of the April 2023 meeting as a true and accurate record.

4. Main Business

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

JD has explained that CLG had convened on the 17th October 2023. The CLG was well attended with JB present as the Chair. The minutes have been circulated prior to the meeting (Paper M.). Each department's contributions were welcomed and highly valued. The meeting focal points were safeguarding, filtering and monitoring and, new staff appointments.

After a test of the filtering and monitoring systems has taken place a brief report will be published and circulated accordingly. Staff training (CPD) was also covered in the CLG Meeting. JD has explained that point V. in paper M requires a separate meeting to addresses the harmonisation between departments. Academic practices were also addressed in the meeting and the board notes the CLGs need to revive the pastoral care committee and academic board.

JB has praised the way in which discussions ensued during the CLG meeting. JB states it has become more collegiate and diverse contributions have increased from across the organisation, contributing to the overall develop of the College.

JS has noted that DGHE have regular senior management meetings to address high operational risks and sub committees to address low level risks. JS has asked if JD can share the A-Level risk register with him.

4.2 Report from the School Academic Board (JD)

The academic board are due to meet next week or possibly the week after. The purpose of that is to review the curriculum across A Level, GCSE and Foundation provision with a focus on technical analysis and study skills.

4.3 Report from the Higher Education Academic Board (JS)

The next meeting of the Higher Education Academic Board is on 08th November 2023. The board note that the minutes of the previous meeting were circulated as Paper D. JS explains that there was a focus on the concerns around AI and its effect on academic misconduct, resulting in a review of various policies. The positives were also evaluated. There was also a focus on the academic online presence (Moodle content and structure). A digital learning technologist has been hired in order to further the implementation of the HE Digital Strategy.

4.4 Strategic plans and direction (JD/FK)

The board have discussed the impact of academic rankings on the college reputation and where we sit in comparison to other schools and colleges. JD has also shared his concern around the lack of uptake with the innovation portfolio and how this impacts the college teaching practices. JD seeks to address this in due course.

New staff appointments.

Alan Kelly, Head of Academic Skills and Innovation (1.0 FTE).

Remi Ferguson, Head of Welfare (1.0 FTE)

Chris Demasi, Assistant Head of Sixth Form (0.7 FTE, 0.3 FTE Teaching)

Theo Theodorou, Director of Partnerships & Collaborations (Consultancy).

DG has shared updates on the collaboration between DGC and the University of Debrecen medical faculties.

FK has also shared international and home student fee updates. The board were referred to Paper L for more information. Clarity around where profit is generated was discussed by the board followed by a discussion about the tuition fee increase, which currently sits at around 5%.

A special meeting should be convened to discuss the impact of VAT possibly being added onto the tuition fees.

The board have discussed questions around DGHEs VAT exemption being applied to all DGC fees. The board have also discussed how the abolition of the charitable status VAT exemption could affect the college's fees if the UKs administration were to change at the next election. A brief discussion around the company's legal structure

and how this could affect things in the future has taken place with input from all members.

4.4.1 Boarding School developments (FK/JD)

An inspection of the boarding school provision took place in June 2023 conducted by a team of inspectors from Ofsted's Social Care Common Inspection Framework (SCCIF). JD has shared, in brief, the results of the inspection and has informed the board of the small concern that arose around the handling of medication. JD has also confirmed that the college regulatory oversight body has changed from Ofsted to the ISA. In November, the college will go through a pre/mock inspection with the ISI. JD has shared his concerns regarding the new inspectorate and the challenges the college could face as a result. The board have discussed the implications of the pre-inspection alluded to by the inspectorate, what to expect and the way members of the CLG will need to be involved. There was some confusion around the difference between ISI and the ISA however the board have made a distinction between the two. The board have asked when the official inspection would be carried out and they believe it to be between January 2024 and May 2024. MK has asked how the responsibility of each department will be managed as far as departmental oversight is concerned and has also raised concerns around how staff will be allocated to manage inspection frameworks within each area. JD has restated the importance of harmonisation and the need to bring internal controls into alignment.

FK has shared updates relating to the boarding school accommodation capacity. FK explained that there are now two medical rooms and seven studios designated to house parents. There are six house parents in residence at the moment and two nurses. A new dining room has been created in the lower ground floor of the college campus. More common areas have been created in the boarding house with paintings being installed with thanks given to DG. FK has mentioned that students used to pay for laundry services however, after the inspection, the College must arrange the laundry services and the fees for this are now included in the accommodation fee.

The board have discussed the allocation of rooms between boys and girls and allocation of offices within the boarding house.

The board have discussed the logistics behind the pricing structure of various parts of the boarding provisions. The board also note that new dining room furniture has arrived and they are pleased with the aesthetic.

The board have discussed a cost analysis of the boarding house with input from PH and how this is shown in the accounts.

FK has touched on the UFP boarding student numbers this year and how they have increased. Attention has been given to how their boarding fees are incorporated

within their pricing. The expense of resources dedicated to boarding needs to be evaluated and UFP charged accordingly.

4.4.2 DGC Liverpool update (JD)

LILA have been allocated 15 Confirmation of Acceptance for Studies (CAS) for A-Level but none were granted for UFP. JD has highlighted concerns around the recruitment and use of discounts to attract students. UKVI have shared that there is a delay in granting the CAS for UFP by up to 15 weeks. Pennington's have agreed to pursue the matter on behalf of the College. The board have discussed the possible pitfalls which led to CAS being withheld from LILA for the UFP. There were concerns around the presentation of progress/articulation agreements. The board would like Theo to action this.

4.4.3 UFP developments (MK)

A summary of developments were shared with the board in advance of the meeting, this was then explained in the meeting (Paper K). JD has asked how MKs Vice-Principal can effectively manage his duties owing to his number of teaching hours that he currently has. MK has confirmed how the allocation works within the UFP. MK has also confirmed he has appointed a new Maths teacher and is in the process of appointing a new Economics teacher which should reduce the VPs workload. MK has addressed the reduction in hours of the Director of Studies and the appointment of a new Deputy Director to compensate however he is concerned that the training period could be up to one year. MK has updated the board on the progress of the UFP franchised centres in China and the management of their examination logistics. The board have also discussed new partnership potential in China through the UFP at a school in Shanghai. MK has confirmed that 60% of the UFP China students progressed to university. MK has confirmed that the only factor which held students back from progressing was their IELTS. MK has shared that the UFP charge a £2000.00 franchise fee per student with a view of increasing this in the near future. MK has confirmed that the student numbers on the UFP China programme are 48 in one centre and 15 in another.

MK has shared his concerns around the quality of the sponsored Saudi students that have joined the programme this year and has questioned their ability to pass the course. The board have discussed how this could impact the course provision and the UFPs ability to recruit sponsored Saudi students in the future.

MK has raised concerns around room capacity within the campus and has floated the idea of morning/afternoon schools to accommodate the increase in numbers.

MK has also discussed the UFP art department and its long term running costs. The board have shared concerns around the continuation of the art departments within the college and the sharing of resources to continue to each respective departments creative programmes. MK has raised concerns around 'running costs vs returns on investment' due to the fact that the return doesn't meet the costs. The board have

discussed the continuation of the UFP art department and how this could affect the overall image of the UFP brand. DG has asked if it would be possible to move the art departments to South East London to reduce costs. JD has suggested integrating art departments into the digital space which could result in a reduction of costs and use of space.

MK has raised concerns around the Social Science pathway and its low numbers this year. DG has asked how UFP is running in the rest of the world and MK has responded by raising the allocation of staff resources to the project. The board note that moving a teacher into management may or may not have a positive impact on the course as a whole and the pros and cons needs to be weighted accordingly. MK has raised the relationship between the DGC China office and the UFP. MK is concerned about the number of applicants coming from the china office and the quality of the students. FK has asked if a separate meeting can be arranged to discuss the sale team and their performance.

JS has asked for an update on the progress of the development of the IFP. MK has said the project is on hold indefinitely.

JS has also asked about the Sri Lanka school partnership. MK has apologised for not returning a response via email but has confirmed he does not intend to pursue it.

4.4.4 Marketing updates (FK)

FK has shared that student numbers at the time of this meeting are;

- 239 students (GCSE and A Levels)
- 65 of which are GCSEs.

This is an increase compared to the last update which sat at around forty. The board have discussed cut off dates and the implications on staffing and resources. FK approximates that sixty-one students are 1st year A Level students with 2nd year numbers sitting at around one-hundred and twenty. FK reports that the numbers are lower compared to this time last year but the number of GCSE students have gone up. New enrolments are around one-hundred and ten across the GCSE and A-Level provision. The board have noted the decrease in first year A-Level students and the potential impact this has on long term performance.

KAE capacity has had their room capacity reduced. They had seven classrooms and this has been reduced to four due to the growth of the A-level and GCSE departments. DGHE capacity has also been reduced owing to the same set of circumstances. KAE student numbers have reduced to sixty students a week with the summer school student numbers projected at two-hundred and fifty a week.

A new agreement has been made with the summer school which plans on hosting 14-18 year old students on a four week basis. The College will provide rooms, facilities and the boarding house. The summer school will provide all staffing requirements. A 50/50 profit share has been agreed. The board have discussed the

logistics behind facilitating the summer school and its effects on the sale of rooms in the summer for other activities.

4.4.5 Higher Education update (JS)

JS has shared that there has been a delay in the validation of post graduate courses. There has also been slow growth in Art and Design which has led to a preliminary view to restructure the department if numbers don't improve. A review is being undertaken to see if an alternative approach can be introduced. A summary in the relevant board papers with regards to grant funding coming in £57,000.00 with additional £40,000.00 due later in the year was shared by JS. The funding is provided for the development of academic resources, improving student outcomes and supporting students with disabilities. The Office for Students are concerned with how public money is spent and it's the role of this board to ensure funds are spent properly.

JS stated the nominations and remuneration committee needs to be revived. JB has asked how the relevant information would be shared with them. JS has confirmed that salary ranges of the board were shared. JS will share this information again. JB has confirmed that she has spoken to JE around taking this forward and that the GAC members will aim to facilitate the review before the end of this term. The board agree that RF should attend the GAC nominations and remuneration committee meeting to support its function.

JS has discussed the submissions to the Teaching Excellence Framework and its results. The board note that the decision was rated "needs improvement" however they also note that an appeal was made on grounds of limited data availability and a range of other concerns. If the appeal is successful, DGHE hopes to be awarded a bronze ranking. DGHE took part in the National Student Survey (NSS) and these results were very positive and above the HE sector norms. MC has asked if the results of the TEF submission would have been made public and if this has had an impact on the NSS results. JS has said that the results shouldn't have an impact due to the appeal resulting in the public result being listed as "pending".

4.4.5.1 HE student recruitment

JS has reported that there are Five-hundred and forty total students enrolled at the time of this meeting. Two-hundred and ten are new enrolments that were recruited in September with over three-hundred continuing students still enrolled. These numbers are around the same as reported this time last year. The board have noted an error in the CLG minutes which stated that the student numbers were eight-hundred but this has been deemed erroneous. The board understand that the estimation of eight-hundred students would have been a pre-brexite estimation.

4.5 Financial Viability and Sustainability

4.5.1 Management Accounts & Liquidity days forecasts (PH/JS)

FK has asked PH if we can go ahead and review each department as a 'profit centres' and if these figures can be circulated to the board members to review before the next meeting. The board has agreed this as an action. PH is working on the cash flow forecast for the next quarter (figures up to October) and they will be ready to present to the board at the next meeting. PH has clarified that nothing has happened that we didn't expect and that everything as it presents is at an acceptable risk level.

JS has raised concerns around historical unpaid course fees from Educom (student recruitment agency). The board have discussed the figures and DG has agreed to chase Educom for the unpaid course fees. The boards' concerns are shared and they agree action needs to be taken to address this. FK has asked if the board can discuss this in a separate sitting. JS has asked if PH can discuss the historical debt with the UFP Bookkeeper and Educom and report back to the board on their progress. JS has highlighted the fact that the college wouldn't need an overdraft facility if this historical debt had been paid.

4.6 Operational Risks and Mitigation

4.6.1 Safeguarding (JD)

JD will cover points 4.6.1 – 4.6.3. together. JD has shared that there has been a significant increase in student numbers which can be attributed to the growth of the number of risks that are now present.

4.6.2 Risk Issues and After Action Review (JD)

The board's attention was drawn to Paper N.

4.6.3 Prevent (JD)

JD has confirmed that he will be attending the national Prevent conference in November 2023 and will share relevant updates with those involved in the Safeguarding and Prevent portfolio. There are new developments within the prevent remit so we must look at the portfolio very carefully. The board have discussed the admissions process and if issues relating to Prevent can be highlighted at this stage. JD has clarified this and its impact on the matter.

4.6.4 Annual Performance Review of Staff (JD)

JD has highlighted concerns around the lack of formal and documented annual performance reviews. JD has confirmed that is separate to a pay review for staff and needs to be implemented within the college. PH will share his appraisal form with the board. Concerns around how this is structured have been raised and the need for it to be standardised. JB has highlighted that ISI will scrutinise this. The board have discussed the uniqueness of the appraisal process and how it must be adapted to each organisation. The board have discussed what the potential impact of this could be. No agreement was reached at this time and further discussion is needed.

4.6.5 Institutional Risk Register (JD/JS)

Papers H., I. and J. were circulated in advance of the meeting and due care and attention has been given to them. The board have discussed the need to fill an IT vacancy that arose out of a member of staff leaving their position. The board agree that JS will follow up with the IT manager to see if a 0.5 FTE post is required. No other risk concerns were highlighted at this time.

4.7 Governance

The board feel that the succession plan is still fit for purpose and this has been agreed and approved at this meeting.

Changes are required to the Governance Framework policy document (Paper G.). JS agreed to lead on this.

4.7.1 Annual Effectiveness Review (GAC)

JB will be convening a meeting to discuss this item at a later date. A report will be produced at the next meeting.

4.8 Regulatory Compliance (JS)

There is a requirement for an external independent periodic review of the governance framework. The board agree that JS can make arrangements for the review to be conducted.

4.9 Sponsorship of skilled workers (JS)

A response from CarterThomas was received which the board have acknowledged. Concerns around the link between licences were addressed and the board feel that a separate licence would be appropriate. The board have agreed that if we want to use the skilled worker licence then we should apply for a new one. The current pressing case was discussed and questions were raised about whether the current post meets any of the occupational codes. The board have agreed to RF, DG, JD and JS meeting on again discuss this.

4.10 Building and maintenance services (JD)

This agenda item was not covered in this meeting owing to time constraints.

4.11 Central IT Services and Infrastructure (JS)

This agenda item was not covered in this meeting owing to time constraints, other than the recognition, as recorded in agenda item 4.6.5 above, that an additional person (0.5) may need to be brought into the Central IT Services team.

4.12 Additional Room Allocation (FK)

This agenda item was not covered in this meeting owing to time constraints.

4.13 Global Sales Team Appointments (FK)

FK has shared with the board that a few staff members have left and new staff have been appointed to replace them. Concerns around Hong Kong and China student applications have been raised. FK has shared that Gavin is happy to have a

representative in the sales team in China. FK has also shared that there are concerns in the Nigeria office regarding the fees being too high. A separate marketing and sales meeting needs to be arranged to address the performance issues.

Now that the sales team has been established, we need to discuss how Bath, Liverpool and UFP contribute to the costs.

4.14 Support for 18+ in College Accommodation (FK)

This agenda item was not covered in this meeting owing to time constraints.

4.15 Bell Cambridge (FK)

This agenda item was not covered in this meeting owing to time constraints.

4.16 Admissions Consistency (MK)

This agenda item was not covered in this meeting owing to time constraints.

4.17 Franchise Fee for Constituent Colleges (MK)

This agenda item was not covered in this meeting owing to time constraints.

5. Any other business

This agenda item was not covered in this meeting owing to time constraints.

6. Date of next meeting – February 2024

The next regular meeting of the board will be Tuesday 06th February 2024 at 17:00. Emergencies not included.

The meeting concluded at 19:34 with members departing owing to travel commitments around this time.

BoD Meeting Actions/ Matters Arising

Action Point	Deadline	Person Responsible	Status
April 2023			
Evaluate potential recruitment of a Welfare Officer (time shared between DGC and DGHE)	30/6/23	Dr John Sanders John Dalton	Separate arrangements made – close this item.
Submit Student Protection Plan to OfS	12/5/23	Dr John Sanders	Completed
Further enhance Value for Money statement	Ongoing since dependent on changes to accounting practices	Dr John Sanders	Ongoing

Continue process to recruit full time Head of HR	30/6/23	Dr John Sanders	Alternative PT arrangements made – close this item
Plan developments for boarding and room management following OFSTED	???	John Dalton	
Provide the University of Gloucestershire with a progress update	19/5/23	Mansour Kaveh	
Circulate marketing update to Board	???	Funda Kavi	
Obtain expanded overdraft facility	???	David Game	
Develop new Leadership Model	???	John Dalton	

October 2023			
Action Point	Deadline	Person Responsible	Status
Share the results of the filtering and monitoring systems test	06/02/24	JD	Ongoing
Amend the title of the April 2023 meeting of the BoD	15/12/23	RF	Completed
Share the A-Level risk register with DGHE	06/02/24	JD/JS	Ongoing
Arrange a meeting to discuss the impact of VAT on school fees	06/02/23	RF/FK	Ongoing
Organise a meeting to addresses the harmonisation between departments	15/12/23	JD/RF	Ongoing
Cost analysis of the boarding house	06/02/24	PH/FK	Ongoing
Progress/articulation agreements for LILA	06/02/24	Theo	Ongoing
Meeting to discuss the sale team and their performance.	06/02/24	FK	Ongoing

Nomination and remuneration committee meeting	15/12/23	JB/RF	Ongoing
Profit centres analysis	15/12/23	PH	Ongoing
Cash flow forecast for Q3	15/12/23	PH	Ongoing
Meeting and action to discuss/recover historical debt owed by Educom	15/12/23	FK	Ongoing
Discuss the historical debt with the UFP Bookkeeper and Educom	15/12/23	PH	Ongoing
Conduct Annual Governance Effectiveness Review	1/12/23	JB	Ongoing
Conduct Periodic review of Governance Framework	1/2/24	JS	Ongoing
Update Governance Policy Framework in line with staff changes and annual and periodic reviews.	1/2/24	RF/JS	Ongoing
Marketing and sales meeting to address performance issues	06/02/24	FK	Ongoing