

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 Eyle

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 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

Minutes from the June 2022

Board of Directors (Governing Body) Meeting

Meeting subject: Regular Termly Meeting of the Governing Body

Meeting date: Tuesday 14th June 2022 4-6pm (in-College)

Date of previous meeting: 15th March 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 Eyle
Dr John Sanders – Director of Higher Education (Deputy Chair)	Philippe Herszaft
Mansour Kaveh – UFP 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 Special report – update on mental health and safeguarding developments (JD)
 - 4.2 Special report – update on DGHE marketing campaign (AW)
 - 4.3 Report from the latest meeting of the College Leadership Group CLG (JD)
 - 4.4 Report from the Higher Education Academic Board (JS)
 - 4.5 Strategic Direction
 - 4.5.1 GCSE/A levels – Boarding, Liverpool and international marketing/recruitment updates and developments (FK/JD)
 - 4.5.2 UFP developments (MK)
 - 4.5.3 Higher Education update - DGHE Strategic Plan 2023-2028 (JS)
 - 4.6 Financial Viability and Sustainability
 - 4.6.1 Draft Accounts (Jan 2022) and comparative income summaries 2021 and 2022 (JS/PH)
 - 4.6.2 Liquidity days forecasts (JS/PH)
 - 4.6.3 Restructure of company loans (JS/DG)
 - 4.7 Operational Risks
 - 4.7.1 Ofsted inspection (JD)
 - 4.7.2 QAA review (JS)
 - 4.7.3 UKVI licence for HE students and VAT implications (JS)
 - 4.7.4 Institutional Risk Register (JD)
 - 4.7.5 IT Risk Register (JS)
 - 4.8 Governance
 - 4.8.1 Board member resignation (DG)
 - 4.8.2 Appointment of Non-Executive Director (JS)
 - 4.8.3 GAC annual governance review (JB)

- 4.9 Key Performance Indicators
- 4.10 Regulatory Compliance
 - 4.10.1 OfS 'Approved (Fee Cap)' registration criteria
- 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 the Head of Marketing for DGHE, who had been asked by the Board to attend the first part of the meeting and make a presentation on developments in her area. JD would review safeguarding issues for the benefit of the Board. 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 Lindsay Badenoch.

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

The minutes were reviewed. JS advised the Board that good progress had been made on the action points raised at the end of the last meeting. Further specific comment would be offered during the meeting for a number of key ongoing action points including the UKVI student visa license for DGHE, the appointment of a non-executive director, preparations for the boarding school inspection, and preparations for the QAA Quality and Standards Review.

The minutes were approved.

4. Main Business

4.1 Special report – update on mental health and safeguarding developments (JD)

JD summarised developments in this area for the Board. JB had been working closely with JD on this work. JD was preparing a new, consolidated safeguarding policy. This was ready and would be implemented in September. JD had introduced a new category of Low-Level Concerns that were specific to staff comments made in the course of work. A new policy was planned in connection with this and would be finalised at a later date. A software solution called My Concern was in place to support safeguarding at the college. JD discussed Prevent in the context of safeguarding in the context of recent experiences. A new safeguarding app had also been introduced to support the college with boarding, social media, and other key priorities. The college's Safer Recruitment policies had been updated and recruitment for key posts had gone well, including for additional Designated Safeguarding Leads (DSLs). Interaction on safeguarding issues with local government was ongoing. JB agreed in her capacity as an advisor that DGC was making all possible efforts on safeguarding.

JD discussed the appointment of a Mental Health Lead and the expansion of policies and structures around mental health to prepare for boarding. The new college nurse would likely also have a role in this area. Reporting on mental health would occur every quarter and this reporting would be presented to the Board of Directors.

4.2 Special report – update on DGHE marketing campaign (AW)

DGHE's Head of Marketing made a short presentation on DGHE's current efforts with recruitment and marketing activities. The HM discussed recent challenges with enrolment numbers in the context of Brexit and COVID disruption. Factors included an artificial increase in the 2020-21 intakes due to last minute Euro students and the popularity of online learning, which caused a bulge of

recruitment in 2020. Thereafter EU students could no longer apply for settled status and online learning was discontinued. Agents found our admission standards too high, and many competitors had lowered their standards for entry. JS and DGHE's leadership team were unwilling to compromise quality and admission standards in this way. These factors led to a reduction in student numbers. The HM also noted that there was fierce competition in all course areas except Public Services.

The HM advised the Board that the marketing department has grown substantially over the last year. Branding and the DGHE website had both been updated. SEO had significantly improved as a result and was currently 98%. A range of new content had been produced, and the student ambassador programme was created to promote the division further. DGHE was also attending exhibitions such as UCAS and was cooperating with DGC staff in this area. Preparations for international recruitment continued. Further efforts were being made on open days, online placements, and advertising. Google Ads provided the best conversion rate. Efforts on social media were also expanded, including TikTok and digital influencers. Email campaigns following up on leads continued for a year after exhibitions. Commissions supporting student word of mouth recruitment were further developed. Further efforts had been made to reach out to other schools and agents in DGC Group. A range of other measures were also discussed, including community outreach, which was important for the Access and Participation Plan. Events were also run to improve the student experience.

The HM discussed the progress on digital campaigns, including engaging an external agency to develop expertise at DGHE. Spend on digital had been increased. Traffic had considerably increased as a result, and quality was up. Performance tracking was working well.

The HM discussed the implication for admissions, as a large number of leads were generated but not closed. The entire admissions follow up process was under review so improvements could be made. Any friction could kill a lead. Further sales training was planned for the admissions team.

The HM also discussed DGHE's research and product development evaluating market trends. There was increased demand for online delivery of courses. The Public Services HND was the most popular because it was not offered by many competitors. Interest in the proposed new course on Health and Social Care Leadership and Management appeared strong. Prospects for international recruitment also appeared strong. Investigations were ongoing on post-graduate programmes including an MBA, fraud and cybercrime, and global health. Research was ongoing on further possible courses.

MK asked if the marketing department's expertise could be shared across the college. The HM discussed efforts in this area and JS agreed he would discuss this with MK to see where there were opportunities for further collaboration. MK also asked about performance targets set by DGHE for the marketing and admissions teams and the HM confirmed these were in place.

JS discussed the overall effort to move away from relying on agents for leads. He stressed that this was an ongoing effort, particularly on branding. He noted that the application cycle for younger students was considerably longer than that for adult students, so time would be needed to see results. FK and the HM discussed the expanded range of potential students being considered.

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

JD noted that the CLG meeting had been delayed until after the inspection date on the 27th of June, a critical date for the boarding project. The minutes for the last CLG meeting would be circulated shortly after the BoD meeting.

4.4 Report from the Higher Education Academic Board (JS)

JS reported on the DGHE Academic Board's latest meeting and highlighted the range of staff and student representatives present at the AB. This broad range of voice was important to ensure that academic standards were maintained and that students enjoyed a quality learning experience. JS stressed that increased scholarly research activity was a key priority, with particular significance for any future application for degree awarding powers. Online learning resource provision was also discussed, along with the establishment of a working group to promote these. JS also advised the Board that a professional development day had been introduced at DGHE, and marking guidelines had been adjusted to consider students with specific learning difficulties.

4.5 Strategic Direction

JS stated that the strategic direction agenda for the College could be split into 3 sections each relating to one of the departments, namely GCSE/A levels, the UFP department and its higher education provision (DGHE) and invited each department lead to make a short presentation on updates and recent developments.

4.5.1 Boarding School developments (FK/JD)

FK discussed marketing efforts for the boarding school, with many important events being held over the next few months. Students were shopping offers of discounts between institutions and some competitors were accepting international students from year 10 to their A-level programme. DGC was not willing to pursue this option as it would involve diluting the curriculum. FK and MK discussed the role of discounts further.

The BoD as a whole discussed the problem of some universities diluting standards for recruitment and putting students in situations where they would likely fail. JS noted that the level of competition across FE and HE was very high and many competitors were cutting corners. JS discussed this in the context of friction points for recruitment. This had implications across the DGC group. JS suggested this issue be discussed further between DGC and UFP admissions and marketing at a later date. The ongoing efforts in international marketing and recruitment were also discussed.

4.5.2 UFP developments (MK)

MK discussed ongoing efforts franchising the UFP course in various markets. The franchise in Bangladesh had to close as a result of local political restrictions, though this might be revisited if the political environment changed. MK had major difficulties with a lack of reporting from the franchise in Dubai. MK noted efforts on franchises in Chinese universities, including major names, which was very promising. However, there was considerable disruption as a result of COVID. Parents also requested for the programme to lead into Hong Kong University, but this was very challenging to deliver. Other new markets were also being considered. Promising efforts were being made in Vietnam. The franchise in Korea was not progressing, as the school involved was focused on their A-level course. JS and MK discussed a range of students who progressed from UFP to UK HE. MK confirmed that 110 students were with UFP in London, and 43 students were franchised internationally. There were opportunities for further growth. MK noted that an important webinar on medicine was occurring on the 30th of June. This would be delivered alongside a new HE partner institution and addressed a key market for UFP following the loss of UFP's previous partner in this subject.

4.5.3 Higher Education update - DGHE Strategic Plan 2023-2028 (JS)

JS highlighted the DGHE Strategic Plan, which he had circulated for the group. Key priorities included introducing more full undergraduate degree courses and more differentiated courses that provided a unique offering. Validations for postgraduate degrees and international recruitment was needed.

The student body needed to be diversified. The goal was to be ready to apply for degree awarding power after five years. JS would need to plan the implementation of these goals and structural shifts including more full-time academic staff, more scholarly activity, and evidence of success at delivering full degrees as well as sound academic governance.

JS also outlined necessary changes to DGHE practice in order to prepare for a Degree Awarding Powers application:

1. Increased use of FT staff rather than freelance/PT
2. Increased research and scholarly activity
3. Demonstrable track record of delivering full degrees and post-graduate courses
4. Evidence robust academic governance structures

The BoD approved the DGHE Strategic Plan.

JS suggested the formal creation of a strategic plan for DGC as a whole. The role of other London institutions in the DGC group were discussed, and it was agreed that these should be included in the strategic plan. JD noted that the use of space in the college building could cause increasing friction between departments as they grew, and careful planning would be needed to address this.

4.6 Financial Viability and Sustainability

4.6.1 Draft Accounts (Jan 2022) and comparative income summaries 2021 and 2022 (JS/PH)

JS noted a slight increase in turnover since 2021 across a range of departments, with the exception of DGHE. On the whole the business was healthy and growing, as PH confirmed. PH advised the Board that the accounts would be audited soon and PH would be available to discuss these in the beginning of July. The Board agreed to meet and discuss the audited accounts.

4.6.2 Liquidity days forecasts (JS/PH)

JS referred the Board to the liquidity days calculated he had circulated. He noted that as of 31.01.2022 the liquidity days were calculated as well above the OfS target.

4.6.3 Restructure of company loans (JS/DG)

JS reminded the Board that they had discussed the possibility of moving the variable rate repayment loan with Barclays from a variable rate to a fixed rate in the past, but this had not been pursued at the time. JS advised the Board that a fixed rate loan would now be considerably more expensive given the interest rate environment, so the opportunity had largely passed to secure a cheap fixed rate. JS asked the Board whether it was worth securing a fixed rate for part or all of the loan over the next four years. This was discussed by the Directors, and in response to questions JS confirmed that one option was to fix half of the loan. After careful consideration, the Directors voted to fix half of the loan.

4.7 Operational Risks

4.7.1 Ofsted inspection (JD)

JD discussed the position of DGC on the Ofsted inspection of the Boarding facilities. JB confirmed that expert advice had been taken and the college was in a strong position. JD agreed that DGC's position was strong on paper and there was every hope of success. The Board discussed the consequences of failure and grounds for appeal by making improvements to policies. College leadership was very confident of success but had contingency plans in the event of any difficulties.

4.7.2 QAA review (JS)

JS noted that good progress had been made on the self-evaluation document for the QAA review, which had been drafted by the HoC with contributions from both academic and professional teams plus the critical eye of an external consultant. The SED was on track to be submitted by the July deadline and prep for the September review visit was going well. A mock panel would occur on 15.06.2022 to prepare staff for likely lines of questioning.

JS anticipated success in the review process but DGHE was not complacent and staff were working hard to prepare.

4.7.3 UKVI licence for HE students and VAT implications (JS)

JS updated the board on efforts in this area. JS referred members to the circulated correspondence with solicitors and the UKVI and was pleased to report that it had been confirmed that DGC would be able to issue CAS for HE courses. There was a technical process to go through to achieve this but it was secure and importantly international students would have work rights when issued a visa – which had been a concern. The amendment might cause a gap in the ability to issue CAS for GCSE/A levels, though in theory the change should be seamless. As international recruitment would not begin until 2023, there was no urgency in this area, so JS proposed to wait until after the start of the new academic year to modify the license. This would reduce the risk, however small, of something going wrong. FK suggested waiting until February 2023 and JS agreed this would be possible.

There was also a question on whether the amendment had implications for DGC's VAT-exempt status. Solicitors had been consulted on the question of the VAT exemption, but had yet to reply. FK asked if DGHE could be placed under a different company. JS agreed that if VAT was an issue, DGC could consider this solution, but he suggested that this should not be done prematurely. It was agreed to keep the issue under review pending further advice from solicitors.

4.7.4 Institutional Risk Register (JD)

JS advised the Board that efforts in this area built on previous risk assessments at the departmental level. JS highlighted a range of risks that should be on the agenda for the Board of Directors, including strategic planning, financial management, as well as IT and data security.

JS requested suggestions for further risks to be considered by the Board. JD suggested reputational risk was a priority for the Board. It was agreed that these 4 risk categories would come under BoD ownership.

4.7.5 IT Risk Register (JS)

JS highlighted the creation of an IT risk analysis. The DGC IT lead had created this after consultations with the DGHE Operations Manager. The DGHE Operations Manager had further requested probabilities and an impact assessment for each risk, as well as costing for risk mitigation measures. Work on this was ongoing. When complete, budget approval would be required to put in place the various risk mitigation measures. JS suggested this be revisited at the next Board meeting.

4.8 Governance

4.8.1 Board member resignation (DG)

JS confirmed that NP had resigned from the Board and DGC to pursue other opportunities. After discussion on whether to appoint a replacement, the Board agreed to continue with the existing five executive directors.

4.8.2 Appointment of Non-Executive Director (JS)

JS reminded members of previous discussions about the appointment of a non-executive director in order to meet OfS conditions of Fee Cap registration. He had interviewed 4 candidates and one in particular stood out. JS had circulated her CV to the Board and he highlighted her relevant background. JS discussed the role of NED with the other Directors. JB was in favour of the candidate, who made a positive impression on her and had good ideas. JS also endorsed her and discussed the importance of a NED appointment in the context of DGHE's strategic goals. JD seconded the proposal. The Board agreed to appoint the candidate as a NED. JS planned to introduce the candidate to PH, who would take care of the necessary process and documentation to confirm her in the NED role.

JD and JB discussed appointments made in safeguarding roles.

4.8.3 GAC annual governance review (JB)

JB updated the Board on the GAC review. JB conveyed LB's regret that she had only limited opportunities to provide her expertise on the boarding proposal. JS discussed this point further and noted that the Board of Directors was largely a reporting activity, which made it difficult to engage in discussion at length. JS solicited feedback on how to change this dynamic. JD suggested a more regular opportunity for the GAC members to meet with Directors before the official meeting, as this would provide a chance for the GAC to provide further feedback and advice. JS suggested putting reporting exercises in paper before meetings, but JD said he still saw value in reporting during the board meeting itself. The Board discussed how more feedback could be taken at the Board meeting. The role of the CLG was discussed, and JD noted that in the BoD meeting decisions were actively discussed rather than presented as fait accompli. JS agreed that the Board would further discuss how to get the most value from feedback and discussions at their meetings.

4.9 Key Performance Indicators

No additional discussion was offered on this point at this time.

4.10 Regulatory Compliance

4.10.1 OfS 'Approved (Fee Cap)' registration criteria

JS stated that the additional OfS requirements for fee cap registration were well advanced on being met, namely:

1. Successful QAA review
2. Appointment of NED
3. Demonstrable track record of governance with regularity, propriety and value for money

The governing body ensured that there are adequate and effective arrangements in place to ensure public funds are managed appropriately. JS confirmed that this role was already being fulfilled by the Board, but he advised that it could feature as a more prominent agenda item at the next meeting.

5. Any other business

JD discussed the current status of negotiations on rent with the landlords. DG provided further context on the negotiations. JD suggested writing to the Board of the landlords and this step was agreed.

JS raised the issue of difficulties recruiting for new staff for DGHE. Part of the problem was the lack of a strong benefits package, which made recruitment challenging and retention a concern. JS would circulate proposals to the Board for expanded benefits for HE staff at the college. JS suggested a range of possible benefits:

1. Increase employer pension contributions
2. Death in service insurance
3. Medical insurance
4. Bike/ride to work scheme
5. Travel loan – i.e. an interest free season ticket loan
6. Increased holidays for admin staff

JS requested further suggestions for possible benefits. JB suggested childcare vouchers and JS agreed to investigate this further. JB also suggested target-related pay.

JS would circulate proposals for feedback and approval from the Board in due course.

6. Date of next meeting

October 2022

BoD Meeting Actions/ Matters Arising (from 14/06/22)

Action Point	Deadline	Person Responsible
Prepare reporting on mental health for the next BoD meeting	31/8/22	John Dalton
Circulate minutes for the CLG meeting	31/7/22	John Dalton
Hold interdepartmental discussion on current issues in marketing and recruitment	30/9/22	Funda Kavi Mansour Kaveh
Complete a strategic plan encompassing the DGC group	30/9/22	Dr John Sanders John Dalton
Meet to discuss audited accounts	15/7/22	Executive Directors
Arrange restructuring of Barclays loan	30/9/22	Dr John Sanders
Obtain further legal advice on implications of UKVI license for VAT-exempt status	30/9/22	Dr John Sanders
Circulate proposed new DGHE benefits package for approval	31/7/22	Dr John Sanders

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 Eyle
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

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

Meeting subject: Regular Termly Meeting of the Governing Body

Meeting date: Thursday 26th January 2023 (5-7 pm in-College; Room A203)

Date of previous meeting: 29th September 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 Eyle
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)

Action Point	Deadline	Person Responsible
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

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

Meeting subject: Regular Termly Meeting of the Governing Body

Meeting date: 27th April 2023 (5-7pm in-College)

Date of previous meeting: 26th January 2023

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 Eytel
Dr John Sanders – Director of Higher Education (Deputy Chair)	Bill Brown
Mansour Kaveh – UFP Director	Philippe Herschaft
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 April 2023 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 Safeguarding updates (JD)
 - 4.3.3 DGC Liverpool update (JD)
 - 4.3.4 UFP developments (MK)
 - 4.3.5 Marketing updates (FK)
 - 4.3.6 Higher Education update (JS)
 - 4.4 Financial Sustainability
 - 4.4.1 Management Accounts and liquidity days forecasts (JS)
 - 4.4.2 Value for Money Statement for approval (JS)
 - 4.4.3 Student Protection Plan for approval (JS)
 - 4.4.4 OfS developments (JS)
 - 4.5 Operational Risks
 - 4.5.1 Departmental risk registers – update on progress (JD)
 - 4.5.2 Institutional risk register, BCP and Contingency Management planning (JD)
 - 4.6 Governance
 - 4.6.1 New domain responsibilities for GAC Members (JD)
 - 4.6.2 New Leadership Model (JD)
 - 4.7 Regulatory Compliance
5. Any other business
6. Date of next meeting

Minutes

1. Welcome and introduction from the Chair

JD assumed the responsibility of Chair on DG's behalf. JD welcomed the team to the meeting and outlined the agenda. JD introduced a new member of the GAC, Bill Brown, and introduced Bill to the other members of the Board.

2. Apologies for absence, confidentiality and quoracy

JD confirmed the meeting was quorate. Apologies for absence from LB and MC (although LB joined via zoom part way through the proceedings).

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

JD reviewed the minutes.

The minutes were approved.

4. Main Business

4.1 Report from the April 2023 meeting of the College Leadership Group CLG (JD)

JD recapped key points from the discussions of the CLG to the Board. JD noted several requests from the CLG for the consideration of the addition of a Welfare Officer. JS advised the Board that DGHE needed a two-day Welfare Officer and suggested a job share between the two divisions in this area. JD agreed that this was a good suggestion. DG and the Board discussed the costs of hiring a Welfare Officer. JD noted that safeguarding requirements at the college were intensifying.

4.2 Report from the Higher Education Academic Board (JS)

JS reminded the Board of the board papers circulated by the Clerk and summarised a few key points. JS anticipated that another 50-60 students would be recruited for the year in May. DGHE had applied to run a HND Policing with Pearson and a positive outcome was expected in May. The proposed Cert HE Health had been approved by Glos and would go forward in September. Post-graduate programmes to be validated by Glos were being planned but were not expected to launch before September 2024. Short courses were also being planned for launch in summer 2023. JS noted that DGHE was approved for fee cap status with the Office for Students (OfS) and fees for the HNDs would be increasing in September 2023, which was anticipated to deliver a boost to DGHE revenues. JS outlined progress on regulatory requirements in line with this status, including the Student Protection Plan.

The Board approved the Student Protection Plan. JS advised the Board that it would be sent to the OfS for final approval, before publication on the DGHE website.

JS had also circulated the Value for Money statement. JD asked if this had been benchmarked against other UK HE institutions. JS advised he would need to work with Glaziers to enhance the document to make an exact comparison, but he did make comparisons using the existing data. JE suggested that the number of students surveyed should be disclosed in the statement and JS agreed to add this information.

The Board approved the Value for Money statement.

JS noted that a new member of staff would be required to manage the implementation of the Access and Participation Plan. The Board discussed the Plan's requirements for recruitment of disabled and BAME students and DGHE's plans to meet this goal.

JS suggested that Paul Talan should be engaged as JS's proxy on the Board of Directors meetings if JS was absent. The Board approved of this suggestion.

JS asked the Board for approval to change solicitors to address ongoing work, but after discussion this proposal was dropped. JS outlined ongoing issues with attaining adequate HR support for DGHE. JD offered conditional approval for the recruitment of a full-time HR person. DG, JS, and JD discussed the question of attaining Skilled Worker route (the old Tier 2 Visa) status and its importance for continued employment of key staff. JS advised the Board that a full-time HR manager would be needed to deliver compliance on this Visa status. The Board agreed that JS should progress recruitment immediately.

JS also discussed room management and the future of KAE. FK outlined possible buildings that could be rented to accommodate KAE. FK and JD advised that any decision would be contingent on the Ofsted inspection. JD discussed a range of scenarios that might arise from this. FK discussed the need for common rooms for day students. DG discussed further issues arising from the proposed moves in the basements relating to Music. JD and JS summarised the position. JD advised the Board of his contingency planning for the addition of 50 more boarders, which was dependent on Ofsted's inspection. BB provided a further analysis of what would be required to add further boarders. He advised the board that all upgraded facilities would need to be in place prior to an application for an increased number of boarders. However, he did note that canteen facilities could accommodate a larger number of boarders using staggered dining times. The possibility of taking on ISI inspections as an alternative to Ofsted was also discussed. JS accepted that room planning for DGHE would need to wait on the outcome of the inspections.

4.3 Strategic plans and direction

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

4.3.1 Boarding School developments (FK/JD)

FK updated the Board on the student numbers for the Boarding School. FK also discussed new room requirements for DGC and UFP, including a new canteen and a common room, and explored the scope for future recruitment for boarding in various scenarios. FK noted that 52 extra bedrooms had been taken for September 2023. These were for 18+ students. FK was confident that these could be allocated in all likely scenarios due to the enormous demand for student accommodation in London. JE asked about students being forbidden from going back to their rooms during the day, which was a major complaint arising from student feedback. FK and JD discussed this point. The provision of common rooms was highlighted as one strategy to mitigate the impact of this policy. JD advised that timetabling would be approved for Boarding by September.

JD would continue to update the Board and GAC on policies for boarding on an ongoing basis. He advised the Board that many changes were being introduced in this area.

4.3.2 Safeguarding updates (JD)

JD advised the Board that the Safeguarding app had been launched and was proving very useful for the college. JD updated the Board on key safeguarding issues in the college, as well as Prevent.

4.3.3 DGC Liverpool update (JD)

JD informed the Board about developments at DGC Liverpool. Several policies had been updated. Work on attendance issues were ongoing and a reinspection was planned to address outstanding issues. JD anticipated further updates from Penningtons.

4.3.4 UFP developments (MK)

MK discussed developments in franchising UFP in other key markets, particularly China. MK had concerns with some of his local partners following discrepancies in reported fees and the fees charged to students. MK assured the Board that UFP would be paid in full. JS asked MK to get in touch with a member of staff from the University of Gloucestershire to update them on ongoing work with their foundation programme. MK agreed to take this up.

4.3.5 Marketing updates (FK)

FK advised the Board that seven staff were working in the marketing sales team. Their efforts were a major factor in increasing turnover. However, profit was down due to rising expenses. A further increase in turnover was expected and profits should recover as expenses went down. FK also notified the Board that a new website for DGC was being finalised.

4.3.6 Higher Education (DGHE) update (JS)

JS notified the Board of a profit warning for DGHE due to increasing wage demands from staff in the context of inflation. JS was struggling to recruit new full-time staff on the academic side and was also struggling to retain part-time staff. The Board discussed rising salary demands across the College. JS said that he would be conducting a full review of salaries in the summer and would report back with anticipated numbers at that time.

JS expressed concerns with the management of IT at the college and advised the Board he had scheduled a meeting to address this.

4.4 Financial Sustainability

4.4.1 Management Accounts & Liquidity days forecasts (JS)

PH updated the Board on the management accounts. He was positive on the overall picture.

The college's Liquidity days was well above OfS requirements. PH was not concerned with this number. JS asked PH for a breakdown of the costs associated with boarding. FK suggested there would be a clearer picture after the first full year of Boarding.

DG discussed explorations of an expanded Overdraft facility.

JS advised the Board that the OfS required submission of the Annual Financial Return (AFR23), financial data and forecasts by early June, two months earlier than previously. JS would be requesting financial data from each of the 4 departments shortly.

4.4.2 Value for Money Statement for approval (JS)

Discussed earlier in the meeting and approved.

4.4.3 Student Protection Plan for approval (JS)

Discussed earlier in the meeting and approved.

4.4.4 OfS developments (JS)

Discussed earlier in the meeting.

4.5 Operational Risks and Mitigation

4.5.1 Departmental risk registers – update on progress (JD)

JD planned to share the Departmental risk register with the Board soon. It currently featured 150 points and had been updated recently. 180 elements of risk assessment were in place for Boarding as well. JD advised the board that risk assessment was up to date. JD discussed the specific case of Boarders being evacuated to the college building and the purchase of beds to address this risk.

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

JD advised the Board there were no further developments in this area.

4.6 Governance

4.6.1 New domain responsibilities for GAC Members (JD)

JD had undertaken work to outline and clarify domains of responsibility for the GAC members. JD advised that the GAC had undertaken several learning walks and they were fully engaged in the college.

4.6.2 New Leadership Model (JD)

JD advised the Board he intended to develop a new Leadership Model based on the McKinsey Framework.

4.7 Regulatory Compliance

Discussed earlier in the meeting.

5. Any other business

None.

6. Date of next meeting

July (?), date TBC

BoD Meeting Actions/ Matters Arising

Action Point	Deadline	Person Responsible
Evaluate potential recruitment of a Welfare Officer (time shared between DGC and DGHE)	30/6/23	Dr John Sanders John Dalton
Submit Student Protection Plan to OfS	12/5/23	Dr John Sanders
Further enhance Value for Money statement	Ongoing since dependent on changes to accounting practices	Dr John Sanders
Continue process to recruit full time Head of HR	30/6/23	Dr John Sanders
Plan developments for boarding and room management following OFSTED	1/12/23	John Dalton
Provide the University of Gloucestershire with a progress update	19/5/23	Mansour Kaveh
Circulate marketing update to Board	1/9/23	Funda Kavi
Obtain expanded overdraft facility	1/8/23	David Game
Develop new Leadership Model	1/8/23	John Dalton

END.

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 Eytle
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 decreased 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-brexit 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

Minutes of the February 2024 Board of Directors (Governing Body) Meeting

Meeting subject: Regular Termly Meeting of the Governing Body

Meeting date: Tuesday 20th February 2024 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: 31st October 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	James Eytle
Dr John Sanders – Director of Higher Education	Philippe Herszaft
Mansour Kaveh – UFP Director (Chair)	Bill Brown
Marie Clark – Non-Executive Director	
<i>Remi Ferguson - Clerk to the Board</i>	

Minutes:

1. Welcome and introduction from the Chair

The Chair has welcomed all those present both in person and online.

2. Apologies for absence, confidentiality and quoracy

PH sent his apologies.

LB sent her apologies as she was otherwise engaged

All other board and GAC members were in attendance

2.1 Conflicts of Interest

No conflicts of interest were declared prior to or at the start of the meeting and none arose during the course of the meeting.

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

The minutes of the February 2024 meeting of the Board of Directors were agreed as a true and accurate record.

The action plan has been reviewed and any items that have been completed/resolved have been marked accordingly.

4. Main Business

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

The CLG met on 30th January 2024. The minutes have been circulated amongst the board members (paper D. refers). A few significant items arose that were not on the agenda but all departments used this meeting as a chance to share updates, developments and actions. The use of technology across the college was evaluated and it was agreed that the technology committee would convene to finalise any decisions relating to the integration of artificial intelligence (AI) which featured heavily at the CLG. Specifically how AI is used in

lessons and support teachers with their administrative workload. The CLG agreed that there needed to be huge Improvement in how we use technology to supporting teaching and learning as other schools are way ahead of us. The board noted an amendment to an action point which related to the integration of technology in the CLG action plan. This has been amended in the minutes.

4.2 Report from the School Academic Board (JD)

The Academic Monitoring Committee (AMC) met on 25th January 2024 to discuss academic causes for concern. The AMC have developed a framework on how the College will action causes for concern and what interventions are required. There was a focus on understanding who the concerns were, what actions to take, and how the AMC measures the impact of these interventions. The AMC will act as an integrated forum that mirrors, in its operations, the Safeguarding committee but for academic progress instead.

Strategic plans and direction

4.2.1 Boarding School developments (FK/JD)

Currently we have 106 beds in boarding and 52 beds in Drapery Place for 18+ students. BB has advised the Executive that if it thinks that the College will go over the registered numbers (380) then the College should apply for a material change via the Department for Education (DfE). The executive have taken note of this and have thanked BB for his advice.

FK reports that there are more 2nd year and intensive students this academic year. These numbers are increasing which is good because they should have a positive effect on continuing student number for A-Level and Foundation. HoB, Principals and Head of GCSE interviews prove effective. FK has suggested introducing interviews for UFP students beyond the academic interview. FK has shared that next year students who are aged 18 and over will stay in Urbanest City but will have a separate entrance to the boarders. The board will consider the recommendations and will support the UFP in alignment.

FK has shared that the academic summer programme will use the boarding house and campus over the summer period. The junior summer school provider (Academic Summer) will provide the summer school provision. The centre is quite well established. The Board have discussed the safeguarding implications of an external education provider hiring the campus for their own activities. The chair has recommended a separate meeting to address the safeguarding concerns.

4.2.2 DGC Liverpool update (FK)

FK has reported that LILA have been granted their sponsorship licence. There are 15-20 students starting in September 2024 with deposits paid which is extremely good news. There will be a further meeting tomorrow to discuss how LILA Liverpool as a project has developed. MK has proposed that in order for LILA to run the UFP, a franchise agreement should be implemented.

4.2.3 UFP developments (MK)

MK has shared that the UFP are busy dealing with Universities and the complications around providing predicted grades based on term one grades which are the minor modules. The universities are back in contact asking for updates and the volume of enquiries are very high. Staff recruitment exercises have continued with the appointment of a College Progression Officer. He also teaches Politics (maternity cover) and has a lot of SEN experience. A further appointment of an IELTS teacher and Administrator has been made.

MK has asked the Clerk to provide an update on the development of the Intranet which has been positive. MK has raised concerns around the number of offer letters needed to satisfy certain scholarship bodies. The administrative burden is particularly arduous and doesn't always yield positive results. The board have considered these implications and will continue to monitor the situation.

4.2.4 Marketing updates (FK)

This item has been sufficiently covered in previous agenda items.

4.2.5 Higher Education update (JS)

Papers E and E.1 have been circulated ahead of the meeting and refer to this agenda item. The board have reviewed the contents of the papers and accept the report as it was presented. DG has asked how the higher education student numbers compare to that of last year. JS has said that they are similar although sales have stagnated a bit. AW and her team have tried to increase the number of direct enrolments but JS has shared that most students come through agents. The Board have discussed the TEF briefing paper (Paper E.1.). JS has expanded upon his briefing paper and the TEF framework. The Chair has asked if this could affect other universities and their ability to grant progression agreements. JS was not sure however he has written to University of Hertfordshire to ask if they would consider the autonomous brands as separate entities. The Board await an update which they hope to have before the next meeting. The Chair has praised the way that JS has engaged in a dialogue with the OfS, TEF and other regulators as well as the University of Hertfordshire. support study skills.

4.3 Financial Viability and Sustainability

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

In the absence of PH, JS has shared his interpretation of the management accounts. The Board have discussed the year end accounts with a view that a full draft set of accounts will be prepared. JS has explained what the definition of liquidity days are to the Board for which they are grateful. There has been a significant increase in income from DGHE which is reflected in the accounts. JS has concluded that we are in a good financial position.

4.4 Operational Risks and Mitigation

4.4.1 Safeguarding (JD)

JD has shared that Safeguarding is an ongoing matter that all departments address and monitor. JD has shared that the Safeguarding committee convenes on Fridays to discuss all cases and developments and that the committee functions exceptionally well. All Designated Safeguarding Leads are aware of who the causes of concerns are. DG raised several questions around Safeguarding on trips and educational visits, all of which JD has responded to. JD also shared that the policies will be updated in line with the relevant timetable.

4.4.2 Risk & Issues (JD)

Paper F. was circulated before the meeting and refers to this item. The Board agree to accept the paper as it was presented. JD has shared that the Risk Register needs to be updated and that any risks associated with any department must remain on the Boards radar. JD has shared that we are now compliant with filtering and monitoring rules and regulations and that reports and health and safety walks have been completed. JD has highlighted that the importance of compliance and has encouraged support from the board

to ensure that all areas are covered. The Board have discussed what arrangements are needed to ensure that the institution is inspection ready. The Board have raised their concerns around the cascading nature of the inspection framework and what wider implications this could have for inspection areas. The Board have discussed how the ISI approach inspections and the potential impacts on policy moving forward. BB has shared some anecdotal evidence around how inspections have been managed in other institutions and the Board thank him for sharing this information.

4.4.3 Prevent (JD)

Paper K refers to the Prevent Risk Assessment and was circulated ahead of the meeting. The Board agree to accept this paper as it was presented.

4.4.4 Inter-departmental impacts

The Board agree that this agenda item has been sufficiently covered in previous discussions.

4.5 Governance

4.5.1 Periodic Review of Governance Framework (JS)

JS has shared that it has been 3 years since the last review took place and that he is working on implementing the next review. An update will be shared at the next meeting.

4.5.2 Nominations and Remunerations Report

Paper H refers to the Nominations and Remunerations Report. The Board agree to accept the paper as it was presented. JE has posed a question regarding the required staffing levels in the boarding house. JB has clarified that LB has experience in boarding and these concerns have been addressed. Since then, the HoB has changed, and improvements have been seen across the boarding school.

4.5.3 GAC Annual Review Meeting Report

Paper I. refers to the GAC Annual Review Meeting Report. The Board agree to accept the paper as it was presented. JB has highlighted the importance of ensuring regular meetings take place and has asked that dates are shared well in advance to ensure maximum attendance. JB commented on the importance of boarding provision and asked that it remains at the top of the agenda. The Board were warm to this sentiment. JB asked if the Admissions criteria has been reviewed in light of the introduction of boarding school provision. JD confirmed that the Admissions criteria has been reviewed and will remain under his and FKs supervision. FK commented on the review of selection criteria and what changes to recruitment processes have been implemented. The GAC feel that this should be reviewed yearly.

JD has asked for a special meeting with DG, the GAC chair and other staff members to consider how responsibilities can be shared to reduce the burden on his remit. The Board discussed how current staff could be better utilised to relieve the burden on senior managers.

The Board have continued to discuss how JDs multiple portfolios could be split amongst the management team and the effect that the management team should be having on the organisations development.

4.6 Building and maintenance services (JD)

FK has shared that a new extractor will be installed in the kitchen.

All other updates will be circulated via email owing to the time constraints.

4.7 Support for 18+ in College Accommodation (FK)

FK has shared that her team and various welfare officers in the College continue to support students in 18+ accommodation. FK has shared that the allocation for 18+ next year will be a bit smaller but we expect to continue with the current support arrangements.

4.8 Bell Cambridge (FK)

DG has shared that good progress was made during negotiations but there are some complications with their managing trust which still needed to be addressed. A more comprehensive update will be shared at the next meeting.

4.9 Admissions Consistency (MK)

Chair has asked that a policy be developed to ensure consistency as far as the UFP is concerned. JD has shared that this should be assessed on a case by case basis and that this should be considered when drafting a policy. The Board have agreed to consider this suggestion.

4.10 Franchise Fee for Constituent Colleges (MK)

The Board has discussed this item as far as LILA Liverpool is concerned but the Chair has asked for autonomy when dealing with UFP China. The board have agreed a fee for LILA Liverpool.

4.11 SEND Information Report (JD)

Paper L. refers to the SEND Information Report. The Board agree to accept the paper as it was presented.

5. Any other business

None

6. Date of next meeting – May 2024

The Board have agreed to set an exact date for the meeting in May in due course.

The meeting concluded at 19:14 with thanks given to all members present.

Minutes from the May 2024 Board of Directors (Governing Body) Meeting

Meeting subject: Regular Termly Meeting of the Governing Body

Meeting date: Tuesday 21st May 2024 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: 20th February 2024

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	James Eytle
Dr John Sanders – Director of Higher Education (Meeting Chair)	Philippe Herszaft
Mansour Kaveh – UFP Director	Bill Brown
Marie Clark – Non-Executive Director	
<i>Remi Ferguson - Clerk to the Board of Directors</i>	

Agenda Items:

1. Welcome and introduction from the Chair
2. Apologies for absence, confidentiality and quoracy
 - 2.1 Conflicts of Interest
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 HE 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 New AI School Proposal (DG/JD)
 - 4.4.4 UFP developments (MK)
 - 4.4.5 Marketing updates (FK)
 - 4.4.6 Higher Education update (JS)
 - 4.5 Financial Viability and Sustainability
 - 4.5.1 Management Accounts & Liquidity days forecasts (PH/JS)
 - 4.5.2 Loan covenants (JS)
 - 4.5.3 Profit centre analysis, costs review and cash-flow forecasting (JS)
 - 4.5.4 Historical debt from Educom and recovery measures (JS)
 - 4.6 Operational Risks and Mitigation
 - 4.6.1 Safeguarding (JD)
 - 4.6.2 Risk & Issues (JD)
 - 4.6.3 Prevent (JD)
 - 4.6.4 ICT – audit (gap analysis) and external support (JS)

- 4.6.5 DGHE Risk Register (JS)
- 4.7 Governance
 - 4.7.1 Periodic Review of Governance Framework (JS)
 - 4.7.2 Register of Members and appointment terms
- 5. Any other business
 - 5.1 Management Accountant Vacancy
 - 5.2 Quality Cycle 2024/25
- 6. Date of next meeting – August 2024

Minutes

1. Welcome and introduction from the Chair

The Chair has welcomed all those present and has called the meeting to order in the usual fashion. The meeting commenced at 17:25.

2. Apologies for absence, confidentiality and quoracy

Apologies received from MC. The time difference between the UK and New Zealand is not workable for this meeting. MC has confirmed that all efforts will be made to attend the next one. All other directors and GAC members were in attendance. PH joined the meeting via Zoom. The Chair has deemed the meeting quorate.

2.1 Conflicts of Interest

No conflicts of interest were declared before the meeting commenced. All those present were reminded that if a conflict of interest was to arise, they should refrain from discussing the agenda item and should make a declaration to the Clerk prior to the agenda item discussion commencing.

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

The Chair has reviewed the actions in the previous minutes and the action plan has been updated accordingly.

The meeting have agreed that the minutes of the previous meeting are a true and accurate record and have been approved accordingly. Redacted minutes of the February 2024 meeting will be compiled and circulated via email for approval.

The Chair has shared, in brief, the results of the governance review conducted in April 2024. The review further evidences that a good governance framework is in place and most recommendations have been actioned. There is a continuing action point relating to student engagement at Board meetings, which needs to be given more consideration. The governance framework has been mapped against the IHE code of governance as the Board felt it was more suitable than other HE frameworks. Overall, it was a positive report. JS will update the governance framework in line with the recommendations. JB has raised the point that the BoD met three times last year and is only track to meet three times again this year. The Chair has asked if the Board and GAC would be willing to meet three times a year instead of four and if the Board would commit to holding monthly meetings to implement actions and review institutional operations. The Board discussed the proposal and its effect on the

overall governance of the institution. MK has asked if we can distinguished between the termly and monthly meeting. The Chair has stated that the monthly meeting is to discuss live projects and the termly meeting is to report and discuss wider cross-organisational issues.

Motion: Reduce the number of yearly BoD/GAC meetings from four to three (remove the summer meeting and meet in October, February and May) and implement monthly BoD meetings.

Vote: All members voted in favour, no members voted against and there were no abstentions. The motion carries unopposed and takes effect immediately.

4. Main Business

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

JD has reported that the CLG have not met since the last BoD meeting but smaller informal meetings have taken place to ensure all college matters are addressed. JD has asked if he can discuss matters around the colleges secondary student capacity in place of this item. The chair has approved. JD has said that the College is near the 380 mandated student capacity. JD has asked GAC what happens if we exceed the number? BB has responded by saying that if the College think they might exceed the number then we should apply for a material change. JD thinks that we should apply for an upper limit of 420 . BB has said the College have to be able to demonstrate that it can meet the needs of the increased number of students which includes Safeguarding provision, SMSC, classes, staffing etc. BB also explained that the material change will likely trigger an inspection. BB has asked if we are near the 380 capacity. FK has responded by stating that we are one or two students off the upper limit. BB has suggested that we submit the application for material change as soon as possible. BB also states that it will take at least 20 days for Ofsted to consider the request. BB has also mentioned that an inspectorate will look at the admissions register to confirm the numbers of students and if they exceed the upper limit at any point during the year. The Chair has proposed that JD put together the application ASAP with the assistance of BB and LB as required. The Board have agreed this action point.

4.2 Report from the School Academic Board (JD)

Paper C. refers to this agenda item. This paper was circulated in advance and it has been accepted by the Board. JD has highlighted that the Academic Board and Academic Monitoring Committee have agreed to introduce a new GCSE (Global Citizenship).

JD has shared details on the proposed AI project. JD has shared that the project will commence in September 2024. A room in the sub-basement has been identified as suitable. JD has expressed concern that the AI project will bring in about 20 students, returning to the issue around capacity. Three Learning Coaches will be employed to supervise the group and a SEN TA will be employed for three days a week to support them. LB has asked why we are targeting SEN students as potential enrolees. JD has clarified that we aren't 'targeting' them however it's highly likely that this provision could be attractive to them. DG has

highlighted that if students don't take to the programme then they can transfer into conventional education. The Chair has asked how much needs to be invested to get the project off the ground. DG has said that it still needs to be worked out however, considering technological investment, staffing etc. it could be in the region of £200,000.00. The Chair has asked what the proposed tuition fee is. JD has said that the course fee could be approximately £25,000.00. A full announcement is yet to be made but it is foreseen that this could be the future of education delivery. LB has asked how it will be promoted. JD has said that media press releases should be effective. The Chair has asked if marketing materials could be shared more widely prior to their release. JD has agreed to this.

4.3 Report from the HE Academic Board (JS)

Paper D. refers to this agenda item. This paper was circulated in advance and it has been accepted by the Board. The Chair has highlighted that there is an ongoing IT project to enhance the e-learning provision and online content in all courses in DGHE. A Digital Learning Technologist was employed a few months ago but the project is too large for them to handle alone so a part time fixed term appointment will be made to assist them and the project as a whole. There were comments in paper D. about student results which has shown massive improvements in recent years. Continuation, completion and progression thresholds have been reviewed and discussed by the board. The Chair has shared that on the thresholds, we exceed on continuation, are slightly below on completion, and slightly below on progression however in other KPI's we are meeting the expectations. The Board appreciate the transparency being shown.

4.4 Strategic plans and direction

4.4.1 Boarding School developments (FK/JD)

FK has reported an increase in the capacity of boarding with 120 beds procured for September 2024. 18+ student accommodation will be moved to Urbanest City above the boarding house. 50 beds will be made available for 18+. Despite being located in the same building they will be completely separate from boarding with a separate entrance.

FK also reports that an additional House Parent is needed for September 2024 and that this role is currently being advertised.

FK was pleased to report an increase in marketing recruitment activity. FK reports that enquires are up by 35%, agent applications are up by 40%, direct applications are up by 80%. FK mentioned that foundation applications are low but we expect them to increase nearer to A-Level and GCSE results day. FK concluded her report by sharing that currently over half the available beds for September 2024 are occupied.

4.4.2 DGC Liverpool update (JD)

JD was pleased to share that capacity for LILA has gone up to 35 students. The Board hope to reach this number by January 2025 which would then prompt LILA Management to us to ask for an increase in capacity. JB has asked if FK can explain how LILA works in practice. FK has given a comprehensive update on the LILA operations and how they work with the

DGC structure. The Board heard that the agreement implemented at the start of the venture is no longer fit for purpose and a new agreement around shareholding and ownership is being worked out. An update will be given at the next meeting of the Board.

4.4.3 New AI School Proposal (DG/JD)

This point was discussed under a previous agenda item.

4.4.4 UFP developments (MK)

MK has reported that he is in negotiations with academic centres in Manchester and China. The negotiations revolve around running the foundation programme as a franchised partner which includes the art and design provision. DG has asked if the school in China is a Designated Friendship School (DFS)? MK has said that the centre that he is currently in talks with is not a DFS. The Chair has if MK was still going to run the Art and Design pathway in London owing to the last conversation around discontinuing it in-house. The Board questioned how credible it would be to discontinue Art and Design in UFP London which is the 'headquarters' but then offer it in other centres. The Board have discussed sending the Head of Art and Design Foundation to China to run the Art and Design programme. The Chair has said that if the UFP discontinue Art, then JS would be willing to take part in an internal franchise in light of the DGHE Art School closing next year. The Board agreed to keep this under consideration.

MK was pleased to share that the franchise agreement for Vietnam (referred to as UFP Hanoi) has been signed. The Board also heard that two schools in Morocco have approached MK about running the foundation programme there. This will continue to be explored and the Board can expect an update at the next meeting.

MK reported that a progression agreement with University of Nicosia has been signed. MK has shared that the University have expressed frustration that we haven't sent any students to them yet but MK is pushing students to apply to their medical programmes. The University carry very strong associations such as membership of AMSE, RCSE, RCGP, EUPHA, AMEE and others.

MK has shared that UKCN have withdrawn from offering the foundation programme in China. The Chair has asked, if UKCN are no longer running the foundation programme, could GS then run it instead? MK was not warm to this idea. The Chair has asked what targets MK hopes to achieve in terms of the number of centres established around the world, number of global students etc. MK has shared rough figures but will return to the Board with a draft business plan. The Board have encouraged MK to recruit the appropriate infrastructure to cope with the increased logistics burden. MK is looking for someone to effectively coordinate international affairs. FK has asked if we could charge a lump sum upfront for franchise projects. MK has

explained the fee model adopted for franchised agreements and has confirmed that a non-refundable start up fee is charged once all parties sign the licence agreement.

MK has shared that all student university offers are nearly in for this academic intake. MK has shared that 20 offers have been given by Kings College London, 10 from the University of Manchester, 7 from the University of Edinburgh, 3 from University of Bristol, and offers 43 from the University of Leeds (28 of which are for UFP China). MK was also pleased to share progress has been made with the Saudi Government and relations with the Saudi Arabia Cultural Bureau have improved. The Minister of Education for Saudi Arabia was in the UK and some of the students had an audience with him. MK has reported that the Deputy Director of the SACB has written to the Saudi Arabian Government to improve access to the course. The Board were pleased to receive this report with thanks given to MK and his team. DG and FK has shared that Iraqi government representatives from the ministry of education are expected next week. The visit will include key note speeches, lunch and tours.

4.4.5 Marketing updates (FK)

This point was discussed under a previous agenda item.

4.4.6 Higher Education update (JS)

The Chair has shared that the Art and Design school has two remaining cohorts of students due to finish their studies in February 2025. The students are officially being taught out. In its place, DGHE are instituting the 'School of Digital and Creative Technologies'. This will include a HND in Digital Technology with the option to specialise in AI and cyber security. The Chair reported that DGHE could possibly include Web Design in its offering in January 2025. The Board discussed resource needs and investment requirements and heard that the IT Manager ZA has confirmed that current resources are fit for purpose. The Chair states that DGHE will continue explore franchise opportunities to procure top up degrees in related fields.

The Chair was pleased to report that the current student numbers are 546 with over 50% on business courses, 36% on public services courses and health. The Chair has shared that there approximately 40 students doing resits. This leads to a total of approximately 580 active students. The Chair also reports that the May 2024 intake of students was good with 82 new students joining across the HE provision. The Chair explained that September 2023 was positive in terms of recruitment but January 24 fell short of the same success. Post Graduate courses are still currently under development and will go to the accrediting universities for initial approval on 6th June this year. The Chair has said that its DGHE's hope that they are validated in December 2024 with a prospective launch date in September 2025. The Chair also mentioned that a policing course was in the pipeline but it was discontinued by PEARSON.

The Chair has reminded the meeting that DGHE still need to sort out a licence to recruit international students. The Chair reports that a dialogue has been opened with our legal advisors and that multiple reminders have been sent to them chasing updates. The Chair shared an email that was circulated to the Board on a few occasions relating to the advice received from the legal advisors. It states that policies and procedures will need to be in place for when the students arrive and that an inspection is likely to follow. JD has reminded the Board that he is responsible for anything do with UKVI and the College policies for maintaining compliance with our sponsor responsibilities. JD will share the relevant policies with the Chair for review and adaption. The Chair has shared the HE Risk Register with those present. The Board have expressed thanks to the Chair for the comprehensive report.

4.5 Financial Viability and Sustainability

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

Paper E and E1 refer to this agenda item. This paper was circulated in advance and it has been accepted by the Board. The Chair mentioned that the accounts were published in January 2025 and has asked PH to surmise the statement. PH thanked the Chair and explained that there has been a significant upturn compared to the last quarter. PH reported that the liquidity days have improved and Barclays are satisfied with our financial position. PH explained that Glazers are now in the process of doing the statutory audit and that they are awaiting final figures however, they shouldn't be significantly different from the management accounts. PH has recommended that, once the accounts have been produced, the directors review them forthwith. The Chair and Board thanked PH for his summary. The Chair has raised some questions around the liquidity days and PH has clarified the college position to the satisfaction of the Board.

The Chair has also mentioned the need to appoint a Management Accountant. PH agrees and has said that the growth of the company and trajectory of the company including the compliance needs have outgrown the current accounting service provision. The Board have heard that an FD or MA would meet their commercial needs and broadly agree to support the appointment of such a person.

The Chair has asked if there any questions regarding this. FK states that she has no questions and supports the idea. MK has asked if we can have at least two candidates to compare to which the Board agrees.

The Chair has mentioned that within our governance framework, there are two sub committees: risk & audit and finance. The Chair has recommend that these two sub committees are constituted as separate (whereas currently they are assumed by the Board) and are chaired by himself or the new FD/MA.

Motion: Constitute the Risk & Audit and Finance Sub-committees as separate to the Board, Chaired by JS or the new FD/MA.

Vote: All members voted in favour, no members voted against and there were no abstentions. The motion carries unopposed and takes effect immediately.

FK has asked if The Board were willing to meet Martin to review the nominal accounts. PH will make arrangements with FK.

The Chair has thanked PH for his service and advice and duly concluded the report.

4.5.2 Loan covenants (JS)

This item was not covered in the meeting and will be tabled for discussion at the next Board meeting.

4.5.3 Profit centre analysis, costs review and cash-flow forecasting (JS)

This item was not covered in the meeting and will be tabled for discussion at the next Board meeting.

4.5.4 Historical debt from Educom and recovery measures (JS)

The Chair has asked the Board about the historical debt incurred by Educom. MK has reported that Educom has been engaging with the UFP Bookkeeper regarding its historical debts. PH has suggested that the auditors go through the accounts and extract the figure that is owing by Educom, then Educom is approached with the figure and are asked to account for it. The Board agree to this course of action and have tasked PH with sourcing the figures. MK reports that Educom have collected fees but have not passed them onto the College. The Chair has raised concerns around the length of time that the debt continues to be outstanding. The Chair has asked the Board to proactively support MK in recovering the debt.

LB retired from the meeting at this point (18:48) owing to travel needs. The Chair and Board thanked LB for her participation and wished her safe travels.

4.6 Operational Risks and Mitigation

4.6.1 Safeguarding (JD)

JD has confirmed that a Safeguarding report has been compiled. All other areas of the Safeguarding provision have been reviewed and have been returned as 'complimentary'. The Board would like to record their thanks to the exemplary Safeguarding team for their tireless work supporting and protecting vulnerable students.

4.6.2 Risk & Issues (JD)

JD has shared that risk assessments continue to be generated as and when risks arise and are reviewed accordingly.

4.6.3 Prevent (JD)

JD holds the role of Prevent Officer for DGC and its constituent departments and reports that several systems have been reviewed to ensure that the College can enact a lockdown system. A telephone notification system was reviewed but it was extremely expensive. JD has asked the board to seriously consider what arrangements could be made to implement a successful lockdown system. The Board have discussed a number of options and were wondering whether this was necessary if the College installed turnstiles/barriers at access and egress points. JD explained that a lockdown system would still be needed even if barriers were installed.

MK retired from the meeting at this point (18:58) owing to care responsibilities. The Chair and the remaining members of the board expressed thanks and gratitude for his participation.

The Chair has asked what arrangements are in place at Albemarle College and if he could share good practice with DGC. JE has shared that Albemarle College has one entrance and the front office staff would alert the rest of the building to any issues that arose.

The Board agree to continue to review the College Lockdown provision and options to secure the entrances and implement controlled access measures. JE has encouraged the Board to consider either a tannoy system or mobile push notifications. The Board have tasked JD with reinvestigating the prices of the mobile phone lockdown system with the hopes of getting the price down.

4.6.4 ICT – audit (gap analysis) and external support (JS)

The Chair has shared that this matter is still a work in progress and that feedback will be shared outside of this morning.

4.6.5 DGHE Risk Register (JS)

This item was not covered in the meeting and will be tabled for discussion at the next Board meeting.

4.7 Governance

4.7.1 Periodic Review of Governance Framework (JS)

Paper G and G1 refer to this agenda item. This paper was circulated in advance and it has been accepted by the Board.

4.7.2 Register of Members (RoM) and appointment terms

The Clerk explained that the appointment terms for GAC members has not been constituted in the governance framework and has recommended that their appointment terms are aligned to that of a non-executive director.

Motion: Appoint GAC members on a three-year term with a maximum of 3 terms.

Vote: All remaining members voted in favour, no members voted against and there were no abstentions. The motion carries unopposed and takes effect immediately.

An updated ROM will be circulated in due course.

5. Any other business

5.1 Management Accountant Vacancy

This point was discussed under a previous agenda item.

5.2 Quality Cycle 2024/25

The Clerk has circulated dates of the upcoming academic year and has asked all Board and GAC members to give consideration to potential meeting dates.

6. Date of next meeting – August 2024

As per agenda item 3. the Board will move to three meetings a year on a termly basis with monthly BoD meetings taking place to action day to day operational issues. Thus the August 2024 meeting of the Board of Directors will not take place.

The meeting was closed at 19:14 with thanks given to all member in attendance.