Minutes for the June 2025
Board of Directors (Governing Body) Meeting

Meeting subject: Regular Termly Meeting of the Governing Body
Meeting date: Thursday 26th June 2025 17:00-19:00
Note: attendance by Zoom also permitted only where notice has been given in advance.
Date of previous meeting: Tuesday 04th March 2025 17:00-19:00
Room: A203

Ex-officio members:	Invitations GAC members:
David Game – Co-Principal & CEO	Jill Bainton (GAC Chair)
John Dalton – Co-Principal	Lindsay Badenoch
Funda Kavi – Director of Marketing & Operations (Meeting Chair)	James Eytle
Dr John Sanders – Director of Higher Education	Philippe Herszaft
Mansour Kaveh – UFP Director	Bill Brown
Marie Clark – Non-Executive Director	
Remi Ferguson - Clerk to the Board	**Other Invitations:**
	None

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 and Pastoral Care Committee (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 (FK)
      4.4.3 UFP developments (MK)
      4.4.4 Sabrewing AI Programme (JD)
      4.4.5 Marketing and Student Recruitment 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 Financial Management and VAT liabilities (JS)
      4.5.3 Department (WT) demerger update (DG)
   4.6 Operational Risks and Mitigation
      4.6.1 Safeguarding (JD)
      4.6.2 Risk & Issues (JD)
      4.6.3 Prevent (JD)
5. Any other business
6. Date of next meeting – November 2025, Chair: MK

Minutes:

1. **Welcome and introduction from the Chair**
FK opened the meeting at 17:00 and welcomed all members present in Room A203, together with those attending online (LB and PH).

2. **Apologies for absence, confidentiality and quoracy**
Apologies were received from JE and JB. PH was expected to attend but submitted his apologies at 17:12.

2.1 Conflicts of Interest
No conflicts of interest were declared.

3. **Review of minutes from previous meeting, matters arising and actions**
JS (DGHE) reported that consultations have taken place with colleagues at DGC, and an in-person meeting was held with Kathryn S. A submission for the licence was made on 9 June, with a decision expected within approximately three months (mid-summer). The Chair (FK) enquired whether the inspection would include the Secondary provision. JD confirmed that this will take place. The minutes of the previous meeting (4 March 2025) were agreed as a true and accurate record.

4. **Main Business**

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

Papers C and C1, relating to this item, were received and accepted by the Board. JD reported that the Lead College Nurse has resigned and will not be returning in September 2025. In addition, the College Nurse will commence maternity leave from September 2025.

4.2 Report from the School Academic Board and Pastoral Care Committee (JD)

Papers C and C1, relating to this item, were received and accepted by the Board. JD reported that an AI competency and literacy programme is being developed for all DGC students. He also noted that the College has purchased a therapy dog, to be kept by AK, which will be available for welfare purposes following completion of its training. Welfare and Mental Health services have been reviewed and reformed, with a particular focus on thresholds of need. MK queried arrangements where students refuse to pay for additional hours; JD confirmed they would not be able to access paid services but would be permitted to see the MHL. BB asked about admissions in light of governmental changes. JD explained that the home market has contracted, but scholarships may help offset the impact of VAT. BB also outlined wider factors affecting school closures and suggested there may be a market for Key Stage 3 provision. JD confirmed staff are qualified and the College could accommodate this under current licence restrictions, supporting implementation from September 2026. FK raised safeguarding concerns regarding shared building access, which JD advised could be mitigated through upgraded security. JD further noted that Urbanest would need to be consulted on boarding arrangements for Key Stage 3 students. BB suggested a day school model, which was welcomed by the Board. JD also expressed interest in offering VAT-exempt courses. MK proposed consideration of weekend tuition.

The Chair (FK) requested a further meeting to discuss the logistics of introducing Key Stage 3 provision.

4.3 Report from the HE Academic Board (JS)

Papers E, relating to this item, were received and accepted by the Board. JS referenced the CLG minutes in relation to Prevent.

4.4 Strategic plans and direction

4.4.1 Boarding School developments (FK/JD)

Student recruitment activities are ongoing.

4.4.2 DGC Liverpool update (FK)

FK reported that 19 students were recruited, with 2 subsequently expelled, leaving 17 completing the year. Overall, it was considered a good year with no major issues. A-level and Foundation programmes ran from September to June. The Board noted some issues with partners and agreed to buy out the owners. Admissions, compliance and recruitment will be centralised under DGC London's oversight. From October 2025, the company will be owned by David Game College. It was further noted that the majority of shares in LILA will be sold to a third-party junior summer school provider, which DGC did not support. The acquisition value, including rent and additional items, is estimated at £205K–£300K. FK confirmed that 20 students have been recruited for September. UKVI will be approached with the proposal that the Liverpool centre be recognised as a new site under the David Game College Ltd portfolio. An update from the DoFE will be shared with the Board once received.

4.4.3 UFP developments (MK)

Paper D, relating to this item, was received and accepted by the Board. MK reported that UFP will cease engagement with the Metanoia Institute and LM. The counselling service has been reduced, with counselling beyond 12 hours to be charged to students. MK noted that the core maths subject has proved challenging for LILA students, and the immediate maths subject has also presented difficulties. He praised the transparency demonstrated by LILA, offering particular thanks to TD for his leadership and management. MK further shared that UFP will be producing a handbook on running the foundation, with the intention of streamlining the approach across all centres.

4.4.4 Sabrewing AI Programme (JD)

No material updates were given under this agenda item.

4.4.5 Marketing and Student Recruitment updates (FK)

FK reported that marketing activities continue with strong effort across all teams.

It was noted that the Nigeria sales representative was dismissed, after which enquiries rose. Lars has assumed responsibility for Africa recruitment activities.

MENA is actively developing scholarship schemes, particularly with Iraqi sponsorship. The Regional Manager for MENA has requested to expand into additional regions to secure scholarship agreements. A separate meeting will be convened to discuss this proposal. FK further reported that Bath Academy will run the "University of Bath Pathway" (UFP). The contract will conclude after one year, though current enquiries for the course are strong

4.4.6 Higher Education update (JS)

Paper E, relating to this item, was received and accepted by the Board. JS reported that ongoing AI training is being delivered to students and staff. Teaching continues at the Croydon campus. JS advised that the name "DGHE" will be phased out and replaced by "University Centre at David Game College". The Board expressed support for this change, with a soft-launch website planned under the new brand. JD requested clarity on the financial stability of DGHE's partner universities.

DGHE anticipates an announcement from the DfE in the coming months regarding the use of agents for UK-based courses. DGHE has prepared a paper supporting the use of UK agents under defined conditions, which has been submitted to the IHE to lobby the OfS.

DG introduced a proposal to open a centre in Slough. A meeting with the HEMT is planned to explore this further. Discussions are ongoing with Hader & Co regarding DGHE delivering the course~~.~~ JS noted that if the arrangement mirrored the Croydon structure, with operations managed by DGHE in London, it could be workable, and both JS and the HEMT were receptive to this model.

4.5 Financial Viability and Sustainability

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

Papers F, F1, F2 and F3, relating to this item, were received and accepted by the Board. The Board discussed the finances and accounts in detail.

4.5.2 Financial Management and VAT liabilities (JS)

Papers G and G2, relating to this item, were received and accepted by the Board. The Board discussed the finances and accounts in detail, identifying and reviewing associated risks. An update was received from Glazers regarding options for VAT payment plans. The Board agreed that 15% of the VAT burden will be passed on to fee payers. JS requested that Glazers issue a letter of comfort confirming that DGC's current liquidity levels are not unusual given the nature of the business.

4.5.3 Department (WT) demerger update (DG)

DG reported that Westminster Tutors, acquired in 1992 and marking its 90th anniversary last year, remains one of the oldest colleges in London. The college is relatively small, with approximately 40 students taught largely on a one-to-one basis. Sean D. suggested that, given the small class sizes, teachers could operate on a self-employed basis. Westminster Tutors will become a limited company, with shareholdings retained by David Game College Ltd. Concerns were raised regarding the separation of operations, but DG confirmed that Sean D. will provide further clarification. DG noted that LSDA, currently funded by DGC, may either break away from DGC Ltd or continue under its oversight. Aberystwyth has approached with a proposal to embed the UFP as their foundation and LSDA as a degree provider. LB queried whether staffing would be sourced by the University or LSDA, which would mirror a franchise arrangement. The Chair (FK) referenced the profit centre report relating to LSDA and expressed support for demerging smaller departments, with the expectation that profit centre analysis will be available within a year.

4.6 Operational Risks and Mitigation

4.6.1 Safeguarding (JD)

JD reported that the Government is placing increased focus on safeguarding, including online safeguarding.

4.6.2 Risk & Issues (JD)

JD advised that the Risk and Issue Committee will be convene.

4.6.3 Prevent (JD)

JD noted that cross-college collaborations will increase. He highlighted that anti-Semitism and incel-related concerns are proving prevalent.

5. Any other business

No business was raised under this agenda item.

6. Date of next meeting – November 2025, Chair: MK

The Chair (FK) thanked all members for their participation and input.

The meeting concluded at 19:23.