

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

Meeting subject: Regular Termly Meeting of the Governing Body

Meeting date: Tuesday 25th November 2025 17:00-19:00

Note: attendance by Zoom also permitted only where notice has been given in advance.

Date of previous meeting: Thursday 26th June 2025 17:00-19:00

Room: B205

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

Minutes:

1. Welcome and introduction from the Chair

The Chair opened the meeting by welcoming all members to the first session of the academic year. He emphasised the importance of the agenda in light of recent developments across the College and thanked members for their continued commitment.

2. Apologies for absence, confidentiality and quoracy

2.1 Conflicts of Interest

No apologies for absence were received. Marie Clark tendered her resignation as Non-Executive Director, and members were invited to submit recommendations for potential replacements to the Clerk. RF and JS will draft a role description for circulation. No conflicts of interest were declared, and the meeting was confirmed quorate.

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

The minutes of the June 2025 meeting were approved as a true and accurate record. Updates were noted regarding Liverpool partners LILA, who's owners have sold majority of their controlling stake to another English language provider, resulting in the cancellation of their visa licence. The Steven Gerrard Academy continues to operate A-Level and BTEC provision, though no UFP students are enrolled. The Regional Manager has been promoted to oversee scholarship expansion in the MENA region.

4. Main Business

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

Paper C refers to this agenda item. It has been reviewed and accepted by the board after some discussion. Ratios requested from the Bursar will be considered

at a meeting convened by JD. JB expressed thanks for the CLG's contribution to efficiency and effectiveness.

4.2 Report from the School Academic Board (JD)

Global Citizenship initiatives have proven successful. No major curriculum changes have been introduced since the last update.

4.3 Report from the HE Academic Board (JS)

Paper D refers to this agenda item. It has been reviewed and accepted by the board after some discussion. DG sought clarity on learner voice mechanisms, and JS explained that these include surveys and liaison committees, ensuring students are heard through the "You said, we listened" approach.

4.4 Strategic plans and direction

4.4.1 Boarding School developments (FK/JD)

The boarding school is now in its third year of operation, with the team settled and management effective. Numbers are lower than last year, and one floor will be repurposed for 18+ provision. VAT has impacted operations, but new recruitment campaigns will be launched. Urbanest has supplied all compliance documentation, and nursing provision remains up to date.

4.4.2 DGC Liverpool update (FK)

This item was covered under matters arising.

4.4.3 UFP developments (MK)

Paper E refers to this agenda item. It has been reviewed and accepted by the board after some discussion. UFP International continues to grow, particularly in China, though the market is dominated by NCUK. Concerns were raised about quality assurance in satellite centres, and due diligence was emphasised. Paper K also refers to this agenda item. It has been reviewed and accepted by the board after some discussion, with FK explaining the new divisional structure. CAS allocations and UKVI oversight were discussed, with legal advice awaited.

4.4.4 Sabrewing AI Programme (JD)

JD provided an update on the Sabrewing AI Programme, reporting that nine students are currently enrolled. He noted that the programme is progressing well, with students demonstrating a more professional approach to their studies. While some learners present with complex SEMH needs, these are being supported effectively. The programme has now been rolled out across the College's Special Educational provision, where uptake has been positive.

An investor has expressed interest in acquiring equity, and development of the programme has been recommended. A franchise centre has also been established in Serbia. JD highlighted that many students had low academic achievement prior to joining; however, those who enrolled last year have since achieved grades of 5, 6, and 7 in their examinations, which is regarded

as a very positive outcome. Although larger sample sizes will be required to provide more robust data, the pilot is proving successful, with an increasing number of success stories emerging.

JS asked how the investor's funding would be utilised, and JD confirmed that it would be directed towards software development, which is already ongoing. Plans to launch online courses are under review. JS also enquired about access for non-Sabrewing students, and JD explained that while all provision is delivered through Sabrewing, non-programme students are able to access individual modules. LB raised a question about managing screen time, and JD responded that the programme is balanced with a wide range of skills development activities, including bouldering, horse riding, and other enrichment opportunities.

4.4.5 Marketing and Student Recruitment updates (FK)

FK provided an update on marketing and student recruitment across the College. The Bath University pathway continues to perform well, with current enrolments including 180 A-Level and GCSE students and 54 UFP students. Liverpool enrolments remain steady with over 20 students on BTEC and A-Level programmes, while overall numbers in London have declined compared to last year. VAT has been identified as a contributing factor to the reduction in student numbers, alongside strong competition in the sector. Some scholarship programmes have been lost due to high fees, though projects are underway to secure additional scholarship opportunities.

There have been no changes to regional managers or agents. Feedback indicates that fees are perceived as high, deterring potential students. Work is ongoing to expand scholarship provision. JE asked whether agent fees had increased, and FK confirmed that they remain fixed at 15%. English Language courses are treated differently in terms of fee structures. The Board discussed the wider impact of scholarships, noting their importance in attracting and retaining academically strong students. The Chair asked JE about his own scholarship provision, and JE explained that while his institution does not have boarding facilities, they provide scholarships where possible to remain viable. He noted that enquiries for next September are strong.

FK emphasised the competitive nature of the market, sharing data from the boarding schools network which shows that most schools are down by approximately 30%, largely due to fee increases, though competitor discounts are also a factor. The Board noted that CATS recently lost their licence following a failed ISI inspection. JE reported that enrolments at Albermarle are also down.

Looking ahead, the College has secured a partnership with Aberystwyth University, granting exclusive rights to promote their foundation programme. As Aberystwyth does not have a large sales team, recruitment has been outsourced to the College. DG highlighted that the university is

offering favourable accommodation rates. JS sought clarification on English Language requirements, and FK explained that students with IELTS 4.5 will enrol on a one-year foundation programme, progressing to a degree if successful, while those with IELTS 5.5 will enrol directly onto a four-year programme. This arrangement requires only one visa application.

The College will pay agents their commission and claim 20% of total fees as income, which will be reinvested into sales team activities. Fifteen students are already enrolled on the programme, with gradual growth anticipated. FK also confirmed a new partnership with West Ham Football Club, enabling A-Level and GCSE students to participate in their training programme.

4.4.6 Higher Education update (JS)

JS provided an update on developments within Higher Education. Postgraduate course validation is progressing, including the MSc in Global Crime. Since the last meeting, the College has successfully secured its UKVI licence. The new postgraduate courses will commence in April 2026 and further courses coming online in 2027.

Recruitment has been affected by negative press surrounding New Bucks, and the College is therefore exploring alternative partnerships, with Aberystwyth identified as a potential option. Recent changes outlined in the post-16 Education and Skills White Paper have also shaped developments. The tuition fee cap has been increased, allowing universities and OfS-registered providers to raise fees, though the extent of increases may be linked to quality outcomes under the TEF framework. The reintroduction of maintenance grants for low-income students is expected to benefit DGHE learners. Institutions with a Gold TEF rating will be permitted to charge the maximum cap, while those with Bronze may be restricted to the lower end.

For international students, fee structures remain less flexible. The White Paper also highlighted concerns about rogue agents, with a drive to regulate their use. JS confirmed that DGHE's agents have been vetted and are compliant. However, New Bucks previously stipulated that if DGHE engaged domestic agents, certain courses could not accept students. This restriction had a negative impact on recruitment and ultimately led to the closure of a course.

4.4.7 5 Year Strategic Plan For DGHE (JS).

Papers G and G1 refer to this agenda item. They have been reviewed and accepted by the board after some discussion. The Board and GAC have been asked to provide comments by Monday, after which approval will be confirmed by Chair's action if no objections are raised.

4.5 Financial Viability and Sustainability

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

Papers H and H1 refer to this agenda item. They have been reviewed and accepted by the board after some discussion.

4.5.2 Financial Management and VAT liabilities (JS)

Paper I refers to this agenda item. It has been reviewed and accepted by the board after some discussion. The board considered the additional debt incurred during the summer, which arose as a direct consequence of VAT implementation. An alternative lender to Barclays is currently being sourced, and the option of consolidating loans at a more favourable rate is under evaluation.

The Chair enquired about the position of the Finance Director, and it was noted that the cost–benefit analysis was not favourable. FK explained that ST has since been appointed, bringing a strong accounting background to the role. As a result, departmental breakdowns are now available, and accounting functions have become more robust. JB queried the reported loss, which PH clarified was attributable to VAT implementation. Departmental restructuring has eased the financial burden to some extent, though the Board acknowledged that the overall financial position could be stronger.

DGHE reported a healthy income, with projections indicating a potential increase. The Board also recognised the need to restructure the College into divisions. A significant change has been the transfer of UFP under the DGHE division. While UFP remains operationally autonomous, certain oversight reporting will now need to be incorporated into DGHE returns.

4.6 Operational Risks and Mitigation

4.6.1 Safeguarding (JD)

JD reported that NB has been invited onto a national editorial panel in recognition of her expertise. The Safeguarding and Vulnerable Student Committee continues to meet regularly.

4.6.2 Risk & Issues (JD)

JD confirmed that the Risk & Issues Committee will meet next week. An asbestos inspection is scheduled, with no RAAC or cladding issues identified.

4.6.3 Prevent (JD)

Prevent training continues across the College. DGHE's reporting requirement has been waived, with DGC reporting organisation-wide. RF reported on the Prevent and Vulnerability conference.

4.6.4 Technology (JD)

4.7 Paper J refers to this agenda item. It has been reviewed and accepted by the board after some discussion. Clarification was sought on IT remit, and JD confirmed that a job description has been drafted and shared.

4.8 Implementation of the Children's Wellbeing and Schools Bill (JD)

JD reported on the progress of the Children's Wellbeing and Schools Bill, which is currently moving through the House of Lords. The Bill is extensive and carries significant implications for private schools. One of its key provisions is that failure to report sexual abuse will become a criminal offence. The legislation also places

emphasis on the requirement for “fit and proper persons” to be highlighted within governance structures, and stipulates that failures in areas such as Special Educational Needs (SEN) and Mental Health (MH) provision could result in deregulation.

BB noted that there are three inspector bodies with authority to visit the College, and raised concerns that enforcement actions under the new framework could have detrimental effects on service provision. It was further observed that wellbeing and artificial intelligence are now firmly on the inspection agenda and subject to close scrutiny. BB emphasised the importance of strong governance and rigorous internal oversight to ensure compliance and resilience in the face of these developments.

4.9 Nominations and Remunerations Committee (JB)

RF shared recommendations from the recent GAC meeting verbally, with draft minutes to follow.

- Ratification of JE as Chair of the GAC (February 2026 BoD meeting).
- Implementation of an inflation-linked pay award for JD.
- Formal review of JD’s job description following his appointment as sole Principal.
- Consideration of appointing a new GAC member from the Higher Education sector.
- Membership of ISBA to strengthen governance and operational support.
- Further review of the feasibility and implementation of a Key Stage 3

4.10 Annual Governance Review (JB)

Discussion was noted, with reference to the GAC minutes for detail.

4.11 College-Wide Announcement Process (MK)

MK reminded members that senior appointments should be announced to the Board first. JD was formally appointed Principal on 17th November 2025, with DG remaining CEO and Founder. The DfE will be notified of the change.

5. Any other business

JD confirmed that the governance framework will be updated, with paragraph 3 amended to reflect the new divisional structure.

6. Date of next meeting – February 2026, Chair: JS

The next meeting will take place in February 2026 or early March 2026, chaired by JS or JD. The Chair thanked all members for the time and contributions and concluded the meeting at 18:50