

Minutes of the Autumn Term meeting of Cheltenham College Council
held on Friday 29 and Saturday 30 November 2024

Present: Mr W Straker-Nesbit, President
Mr A Barr
Mr B Beardmore-Grey (Part 2 only)
Mr P Brettell
Mr C Cooper
Mrs K Dallimore
Miss G Ellwood
Dr D Flower
Mrs E Hattersley (Part 2 only)
Ms L Kallin
Mr D McNiffe
Mr N Roskilly
Mr D Stewart
Rev Canon K Wilkinson
Mrs C Willgoss

In Attendance: Mrs N Huggett, Head
Mr T O'Sullivan, Prep School Head
Mr P Attwell, Bursar
Mrs A Cutts, Senior Deputy Head, Senior School
Mr N Drake, Senior Deputy Head, Prep School

Mr J Champion, Secretary to Council
Mrs S Hopkins, PA to the Bursar

Part 1 – Friday 29 November 2024

1. **President's welcome.**
2. **Apologies for absence** - Mrs Hattersley, Mr Beardmore-Gray, Mr Chivers, Ms Lehr.
3. **Safeguarding Refresher: key issues and how we manage them –**
Council members received an interactive safeguarding training session presented by Michelle Lucas-Halliwell, and Noll Jenkins - Designated Safeguarding Leads (DSLs) for College and the Prep respectively. Members had already completed an online training programme prior to, and in preparation for, the session.
4. **Council: Internal Review** – Mr Stewart led an internal review session aimed at providing an opportunity for Council to consider its own performance as a board, and to generate a series of recommendations which would lead to the creation of an action plan for further improvement. It was noted that this type of self-evaluation exercise was recommended practice (The Charity Governance Code, section 5.5.4).

Consideration of selected questions was completed by 4 syndicate groups. Each group produced 4 recommendations which would subsequently be prioritised by all Council members, as part of the creation of an action plan. The plan, and progress against it, would be reviewed at the Spring and Summer Council meetings before a further self-evaluation exercise at the Autumn term meeting in 2025.

*Secretary to
circulate
recommendations
for prioritisation.*

Mr Straker-Nesbit concluded the session by thanking Mr Stewart for leading it.

Part 2 – Saturday 30 November 2024

- 1. Apologies and Declarations**
 - 1.1 Apologies** – Received from Mr N Chivers and Ms C Lehr
 - 1.2 Conflicts of Interest** – None
 - 1.3 Any Other Business** – None.
- 2. Approval of the minutes of the meeting held on 22 June 2024** – Approved and duly signed.
- 3. Matters arising not otherwise on the Agenda**
 - 3.1 Separation of numbers for the Prep** – Mr O’Sullivan confirmed this had been done.
 - 3.2 Analysis of staffing** – Mr Attwell confirmed that the census contained details of staffing breakdown and that Mr Brettell had been provided with a copy as requested.
 - 3.3 Edureach and Overseas Schools** – Mr Champion confirmed that he had spoken to Mr Johnson of EduReach as requested.
- 4. Council Matters**
 - 4.1 Departmental Visit Feedback** – Miss Elwood reported an interesting tour of the Estates department. The group had visited Dewerstone House and met some Estates staff and had recognised the challenge of maintaining the fabric of listed buildings. It was noted that College had acted wisely in being in touch with its insurers so promptly following the storm in September; this was to the credit of the Bursar and the Estates department.
 - 4.2 Approval of Annual Compliance Report** – The report was taken as read. There was a brief discussion in respect of artificial intelligence (AI) with Council noting that an AI Policy had been created and was out for consultation, but progress had been slowed by the difficulty recruiting a Digital Lead. There was some debate about safeguarding training and Council queried whether every 5 years was sufficient – Mrs Huggett to investigate.
The report was approved.
 - 4.3 Rules and Regulations for Cheltenham College 2024** – A covering note had been included in papers. Mr Champion reminded Council that approval had been given electronically but felt it prudent to confirm the board’s approval and adoption of the Rules & Regulations, and for that

*Mrs Huggett
to
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- to be formally recorded in the minutes of the meeting. *Council members unanimously confirmed their approval.*
- 4.4 Approval of Policies** – The following policies had been distributed, commented on, and changes made. Approval of the amended policies was sought. *All 8 policies were approved without further amendment.*
- 4.4.1 Child Protection and Safeguarding**
 - 4.4.2 Exclusion Policy**
 - 4.4.3 Health and Safety Policy**
 - 4.4.4 Prep School Behaviour Policy**
 - 4.4.5 Senior School Pupil Behaviour Policy**
 - 4.4.6 Recruitment Policy**
 - 4.4.7 Staff Code of Conduct**
 - 4.4.8 Whistleblowing Policy**
- 4.5 Approval of Standing Committees' Terms of Reference** – These had been circulated, feedback received and incorporated where appropriate. *The Terms of Reference were approved unanimously. [Secretary's note, 2 additions to the FRD document were subsequently received from Mr Stewart -with the President's and FRD Chair's approval these were added to the document].*
- 4.6 Approval of new members** – Miss Elwood reported that there were two candidates:
- 4.6.1 Helen Allen** – An OC who had recently stepped down as Chair of CET Trust, Mrs Allen was a retired surveyor; she was keen to be involved and lived locally.
 - 4.6.2 Jennifer Sauboorah-Till** – Lives in Bedfordshire. Her CV showed much experience in governance; she was currently on the board of the Harpur Trust and was keen to be involved at College. *Both nominations were discussed and approved unanimously.*
- 4.7 Approval of second term of office for Mr Barr** – Mr Barr had indicated that he was happy to serve a second term of office. *Approved unanimously.*
- 4.8 Approval for a third term of office for Miss Elwood** – Miss Elwood had confirmed she would be happy to serve a 3rd and final term of office. *Approved unanimously.*
- 4.9 Council dates and deadlines** – Noted. There would be no Audit Committee meeting on 23 January 2025 and a new date would be communicated in due course. The Council meeting on Friday 7 March would be given over to a full-day strategy discussion.
- 5. College Head's Report** – The report was taken as read. Mrs Huggett tabled a paper showing the latest projected admissions figures for September 2025. There had been a flurry of interest in day places.

Mrs Huggett expressed concern about the size of Southwood with 93 pupils expected and she was therefore examining the possibility of day pupils attached to boarding houses. The team was trying to persuade some to convert to day-boarding, but more day capacity could be needed. Overall, a positive picture but flexibility remained the key.

Mrs Huggett noted that there was some positive interest in 4F; numbers were small going into 2025 at 125 so 19 offers had been made. 6F entrants had taken exams and 53 offers had been made to those who had

passed. It was noted that the 3F entry did seem to be lower again this year. However, College was able to offer more 4F places and it would be interesting to see whether they were taken up. There was also the opportunity to offer more 6F places which College would continue to do.

Mrs Huggett explained that the Executive was examining the option of offering a 1-year GCSE course which could bring in c.15-20 pupils; she was visiting Germany with Mr Conner imminently and this was something that would be marketed there.

Council noted that there was no firm evidence of local schools going out of business, but there were some signs that this was beginning to happen elsewhere. The merger and acquisitions markets (M&A) were active at present and losing feeder schools like Beaudesert Park, would make recruitment much more challenging. It was agreed that further consideration and in-depth discussion of M&A would be appropriate at the strategy day in March.

New Staff - Mrs Huggett reported that she now met with all new staff individually and they had settled well. She advised that the Head of English who had joined in September, would be leaving at the end of the academic year for personal reasons so regrettably she would be recruiting a 5th Head of English in 5 years.

Co-Curricular – Mrs Huggett emphasised that she was very keen to get Chapel back into full use; pupils had been supportive but not a week passed without at least one of them asking what was happening. House singing had been streamed to Big C very successfully, but it was not ideal and there had been several concerns raised by parents and OCs who had not been able to come to recent Chapel services.

Partnership Work – There was a link in the report to the Partnership Booklet which was being updated. Mr Straker-Nesbit advised that he and Mr Attwell had attended a sector conference in London the previous week and the clear message had been that schools should not cut back on community/partnership work.

Strategic Development – Mrs Huggett advised that the intention was to provide a picture of where College had been; where it was currently and how it had changed. She was keen to change the way in which reports were presented about strategy and felt that an open discussion was needed.

Referring to the partnership comments. Mr Brettell asked if there was any detail in terms of cost. Mrs Huggett explained that there were costs, but that it was not a material sum. Council agreed that, overall, it was an important aspect of College life. It was suggested that an investigation of competitor community/partnership activity might be worthwhile; Mrs Huggett asked that anyone who had any knowledge/suggestions should feed-back via Mr Champion.

Mrs Huggett reported that the new HSMs had settled in well. They all had previous experience and whilst she had some initial concerns about

appointing a male HSM in Chandos, he was very popular with the pupils.

6. Prep School Head's Report – The report was taken as read.

Mr O'Sullivan added that there were 11 new starters for the Spring Term, with 6 more offers out. 5 pupils were leaving for various reasons.

The Prep had been very busy with Entrance@11 although numbers attending were lower than in previous years - 16 offers had been made. He had personally called every family in receipt of an offer.

Numbers for September 2025 were promising at 369 meaning that at this point in the year, the school was in a stronger position than it had been for some time.

Mr O'Sullivan provided a brief overview of his concerns about the Head of Boys' Sport, noting his willingness to engage with the formal improvement process - his probation period had been extended to January.

Mr Straker-Nesbit thanked Mr O'Sullivan for his report and asked that thanks be passed on to Mr Simpson and the Admissions Team; the report gave Council considerable confidence.

Mr Straker-Nesbit referred to the 2023 Inspection Report and the two recommendations it had contained. He asked whether there was evidence to show that these had been acted upon. Mr O'Sullivan advised that this was the case and provided a summary of what had been put in place. Mrs Huggett said that College made clear what it was doing in response in the SEF.

7. Bursar's Report – The report was taken as read.

Mr Attwell advised that the finance section had been presented to the FRD Committee at its meeting on 14 November where it had been closely scrutinised.

Mr Attwell reminded Council that the FRD Committee had held an extraordinary meeting at the beginning of September following the announcement at the end of July regarding the introduction of VAT in January 2025. He had written to parents to say that fees would be increased by 14.8% but it was now clear that some of the assumptions made in reaching that figure were not correct and making significant in-year savings would be required. The Autumn Statement announcing the changes to National Insurance affected College significantly and as a result, the forecast had gone from circa £2m surplus back to the original budget forecast of £1.2m.

Mr Attwell drew Council's attention to the cost-savings paper tabled and provided a detailed explanation. Intentionally, there would be minimal impact on pupils and parents, and he was keen to avoid compulsory

redundancies. In summary, £323k savings had already been made against a target of £440k.

Mr Attwell said that over the next few weeks information would be obtained from Budget Holders to see if it were possible to reduce budgets further.

There was discussion regarding the VAT related increase of 14.8%, the savings being implemented and whether these brought things back to a point where College would not need to increase fees further. Mr Attwell explained the £440k would be sufficient. Council was also reminded that this was for two terms only and the Executive would come to Council in March to begin discussion about fees for September 2025.

There followed a more detailed discussion about the savings being made, and Mr Attwell advised that there was a list of up to £1.3m where it might be possible to make in-year cuts, but it was important to make sure these were sustainable. He noted that revisiting catering provision was an option; it seemed clear that in-house could be cheaper because of management fee savings.

Mr Barr cautioned that College should be wary of making savings to subsidise the VAT amount passed on to the end user; it was a competitive environment and reduced pupil numbers would mean reduced income and either savings would need to be made or the costs passed on to parents. It was therefore pleasing to see that numbers for 2025 and the following year were positive.

Mr Cooper had emailed a question in respect of the bank covenant and was happy with the response received. He asked at what point College reached the 125% covenant threshold. Mr Attwell advised that even if no savings were made, the forecast surplus would be £750k which was 134%. The surplus could drop to £625k before breaching the covenant, but he was confident that College would come in on budget. Mr Barr endorsed those comments but noted that it was crucial to ensure that forecasts were really accurate this year.

Debtors – Mr Attwell reported that the position was better than it had been at this time in any of the past 4 years. Mrs Knowles and the Fees team were to be commended. Council asked if College would be liable for VAT if parents did not pay from January and Mr Attwell explained that there was a revised recovery process in place. Ultimately that could involve advising fee-payers that if the overdue invoice was not paid, it would be cancelled (so that College would not have to pay the VAT). The consequence of that could be cancellation of the pupil's place in school.

VAT Readiness Table – This was included in papers. There had been a successful dummy run for January, and he was happy to send the Spring Term bills out in the following week.

Risk Registers – Mr Attwell highlighted the risk register included in the pack. For the first time there was a risk (impacts of VAT & NI) that had

been given maximum ratings for likelihood *and* impact; it was the only issue to bring to Council's attention.

Development – The report was taken as read.

Mr Attwell reported that he was expecting a legacy from Mr David Sewell in the sum of £818k. Whilst Mr Sewell's estate was yet to be finally settled, and the date of receipt was not yet known, Mr Bullock had advised there was a possibility that funds might be received before Christmas.

The Department team was now in a more robust position with good people in place and with the right distribution of roles; there was strong support in the office for targeting gifts and for transformational bursaries which were a priority. Mr Bullock was working up plans for the Chapel fire exit and this would be the first in a range of philanthropic projects to present to parents.

Following a general discussion of the performance of the Development department it was agreed that the Chapel fire door project would be popular with potential donors and that College should push ahead with the fundraising effort whilst awaiting planning consent; some donors preferred not to support bursaries but for many there was an emotional connection with the Chapel. If over-funded, any excess could possibly go towards something else. Mrs Huggett said Mr Bullock was already preparing a plan.

Mr Straker-Nesbit thanked Mr Attwell for his comprehensive report and said that he looked forward to discussing the September 2025 fee proposal in March.

8. **Audit Committee** - The report was taken as read.

Mr Cooper noted that going concern remained a sector-wide focus for Auditors. He added that Crowe's audit fee would be increasing substantially. It was noted that a tender was overdue; this would now be carried out once the audit cycle was complete and in good time for September.

9. **President's Committee** – The President's Committee had not met.

10. **Cheltenham College International Limited** – The report was taken as read. Mr Attwell noted that there had been some lack of clarity regarding the strategy for international schools and this had therefore been detailed within the report.

Mr Atwell and Mrs Huggett outlined a proposal for a new academic collaboration with existing partner, CL Capital. This would revolve around remote tutoring, summer-school provision and College's experience and expertise with EPQ delivery proposal. This would be a low-profile collaboration without risk to reputation that would arguably result from direct involvement 'on the ground' in China. A fee level had been proposed, but there had been no substantive discussion yet

regarding contract length. Mr Attwell summarized it as an interesting and potentially attractive way to tap the Chinese market at relatively low risk - although he did acknowledge Council's past nervousness about doing business in China.

Mr Attwell reminded Council that there had been substantial debate about Saudi Arabia and although there was no specific scheme on the table, College had begun discussion with Cognito about Saudi Arabia as potential opportunity.

Mr Attwell noted that the Kuala Lumpur school was due to open in February and Italy would be opening in September.

11. **Education Committee Report** – The report was taken as read. Canon Wilkinson said that results were more pleasing than expected and congratulated the team for pulling things around; it was important to emphasise the amount of pro-active work that had been done, especially in the last 6 months to ensure that the cohort performed as well as possible and the outcome after re-marks and appeals was very satisfying. A good result for College.

12. **Finance, Risk and Development Committee Report** – Mr Barr noted that College finances had been discussed in Mr Attwell's report to Council. The FRD Committee had met on 14 November and the budget had been properly scrutinised. The January fee increase had been discussed alongside the need to make £440k of in-year savings. The significant negative point for discussion had been the impact on the 2023/24 accounts resulting from the Estates £722K Estates overspend. On the positive side, pupil numbers were healthy in the current year, and it was looking similar for the forthcoming academic year which was excellent news and work on VAT continued apace ahead of the January introduction.

Mr Straker-Nesbit asked if Mr Barr and Mr Cooper had resume their internal financial controls checks. Mr Barr confirmed that they had; they had resumed by looking at the debtor position which was much healthier. Their visits would coincide with each FRD Committee meeting, and they were working with Finance to develop a properly coordinated programme.

13. **Membership & Governance Committee** – The report was taken as read. Mis Elwood highlighted the Skills Audit and Matrix which might be more useful if there was some weighting attached to the skills; they were all important but some more so than others - the Committee was discussing ways in which this might be achieved.

The Board internal review was now underway and was a work in progress.

14. **Welfare & Safeguarding Committee**
14.1 **Report** – The report was taken as read.

Council noted Canon Wilkinson's remarks in respect of the levels of diagnoses in autism, ADHD etc. and the concerns for the future. Mrs Cutts said that in addition to general increase, there was a particular rise amongst pupils and concern about how this could be managed. Canon Wilkinson reminded Council that what College already provided for its pupils was excellent remarkable and the level of support provided for both pupils and parents was phenomenal. In his limited experience, there was no school that offered anything better in terms of responsibility, reaction, and support.

- 14.2 Safeguarding Governor Report** - Mrs Hattersley commended the new operational staff structure that was now in place, and she was working more directly with Mrs Lucas-Halliwell. There had been no formal referrals this term, so things had been a little quieter. Mrs Hattersley confirmed that she had reviewed the Single Central Register.

- 14.3 Boarding House Visits** - Dr Flower reminded Council that Mr Monro had previously led informal visits to boarding houses. He would now be taking over this role, and with a couple of other Council members, would begin the visits again.

He outlined his intention to create a visit structure, based around the regulatory framework including open questions to prompt discussion with pupils. He anticipated a 3-year cycle to complete visits to all Houses and there would be an annual report to Council and noted that he would like the first visit to take place in the Spring Term. Dr Flower asked for 2 volunteers to join him and to work on the framework which would then be shared with the Executive and Mrs Hattersley. It was agreed that Dr Flower would complete a first visit/s in the Spring Term, then report to the Welfare and Safeguarding Committee before Council in the Summer Term.

Dr Flower advised that volunteers should contact him, copying in Mr Straker-Nesbit and Mr Champion, as soon as possible so that he was able to provide the framework for the Executive early in the Spring Term.

- 15. Any Other Business** – There was no other business.
- 16. Date of next meetings:** 7 & 8 March 2025
20 & 21 June 2025.
- 17.** Council met in closed session.