

**MINUTES
OF THE MEETING OF THE BOARD OF DIRECTORS OF
THE COLLEGE OF LEGAL PRACTICE
COMPANY NO. 11734212
WATERLOO SERVICED OFFICES,
2-6 BOUNDARY ROW, LONDON, SE1 8HP
24 OCTOBER 2023 AT 9.46AM (BST)**

Present: Mr Richard Clark (Chair)
Mr Neville Carter AM
Mr Joseph Catanzariti AM
Mr Jacques Cadranel (video conference)
Ms Isabel Parker

In attendance: Mr Giles Proctor (Chief Executive Officer)
Mr Peter Liver (Chief Operations Director)
Ms Kathryn Laurie (Group Company Secretary) (video conference)
Ms Monica Patel (Group Chief Financial Officer)

1.0 MEETING ADMINISTRATION

The Chair opened the meeting.

1.1 Apologies

There were no apologies.

1.2 Minutes

Minutes of the following meetings were approved and adopted:

- Board Meeting – 24 October 2023

1.3 Declaration of Interests

There were no declarations of interest.

2.0 Business Reports

2.1 Report of the Chief Executive Officer

The Chief Executive Officer discussed his report and highlighted the following:

- Prospective partnerships with universities, which are proving to be a positive.
- SRA recently advised that COLPs level 6 GFL meets the equivalency test for a degree. This is another pathway to qualification via SQE.

Resolution:

The Board received and noted the report of the Chief Executive Officer.

2.2 Report of the Chief Operations Director

The Chief Operations Director discussed his report and highlighted the following:

- COLP is progressing an apprenticeship application for registration, which is another pathway, particularly for employer apprentices as it allows employers to use their levy. This is not a new course.

The Board requested management bring a paper to the December Meeting outlining the various steps to achieve registration for this partnership.

Resolution:

The Board received and noted the report of the Chief Operations Director.

2.3 Financial Report

The Chief Financial Officer discussed her report. She highlighted the following:

- Good results to date
- Issues experienced at the beginning of the quarter improving.
- Improved controls implemented.

Resolution:

The Board received and noted the report of the Group Chief Financial Officer.

2.4 Report of the CEO Sales/ Enrolments

Resolution:

The Board received and noted the report of the Chief Executive Officer.

3.0 Special Business

3.1 COL Group Strategic Plan 2024-27: Development Process

The Group Chief Executive Officer discussed the report and advised the Board that the paper arises to provide context to the work being done at the Blue-Sky Strategy session to be held after the Board meeting and the planning process more generally.

Work to date has been positive in an uncertain environment with unpredictable trends, Covid also did not assist. The start-up stage of COLP has now concluded and the next stage is to be more actively developed.

The paper informs the Board of the calendar of activities noting the Group plans in three-year cycles. The Group Chief Executive Officer advised the Board that the paper does not seek to dilute or change the role of the Chief Executive Officer but rather inform the Board of the framework that guides the parent Board and how the Board can anticipate planning documents to be brought forward in the future, including the Three-Year Forward Financial Estimates.

The Board commended management on having these quality documents available early in the planning process and observed the COLP is a young business and it would be valuable for the Board to have an early understanding of the Three-Year Strategic Plan. It was noted matters during the upcoming Blue-Sky sessions would provide this early understanding.

Resolutions:

The Board:

1. received and noted the College Group timetable for creation of the 2024-27 Strategic Plan, as follows:

October	key areas of environment requiring further investigation agreed in the Board
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November	internal staff reviews of performance against 2021-24 Strategic Plan objectives and implications for the next Strategic Plan
December	Board meeting to receive environmental reviews and endorse program for the 2024 Planning Conference including key priorities for the next Strategic Plan
April	Board Planning Conference predominantly devoted to development of the 2024-27 Strategic Plan
March	First draft Strategic Plan before the Board
May	Strategic Plan in final form before the Board for approval
July	2024-27 Strategic Plan commences

2. noted the following main stages of Plan Development which will require parallel attention and documentation as part of the COLP Planning Timetable.
 - Planning Cycle
 - 2021-24 Performance Review
 - Environmental Reviews
 - Forward Financial Estimates
 - Priority Projects and Plan Content
3. endorsed the proposed role of the Group CEO as main co-ordinator of Strategic Planning activities across all College Group operations and request the CEO and executive staff to manage the COLP planning process in close collaboration with the Group CEO role.
4. provided the following further advice to the shareholder in relation to Strategic Planning:

3.2 COLP Strategic Plan 2024-27: Development Process

The Chief Executive Officer discussed his paper and noted that this paper is closely related to special business item 3.1. The Board were asked to note the proposed timetable and support the Chief Executive Officer role alongside the parent.

The Group Chief Executive Officer noted the Three-Year Forward Estimates will be made available in January. The Board discussed the dynamic business of the COLP and advised the earlier the Board has visibility of the numbers the better in the lead-up to the budgeting process for 2023/24.

Resolutions:

The Board:

1. received and noted COLPs timetable and role within the creation of the 2024-27 Strategic Plan.
2. endorsed the proposed role of the COLP CEO in working closely with the Group CEO and executive staff to successfully implement the COLP planning process and the integration of COLP within the 2024-27 Strategic Plan.

3.3 Articles of Association

The Group Company Secretary discussed her report and highlighted some areas that in her opinion needed further consideration and possible revision. She discussed her intention to have Pinsent Mason review the proposed amendments to ensure compliance with the Companies Act with a view to bring the amended Articles of Association back to the Board for consideration at its December meeting, prior to approving an ordinary resolution being sent to the shareholder.

The Board agreed to Pinsent Mason reviewing the document.

Resolutions:

The Board:

1. received and noted the report of the Group Company Secretary;
2. noted the intention of the Company Secretary to engage Pinsent Mason to review the Articles of Association;
3. provided the Company Secretary with the following directions regarding the Articles of Association; and
4. noted the status update regarding the implementation of recommendations arising from the Governance Review as detailed in Attachment B.

3.4 Review Report: The Programme Committee

The Chief Executive Officer advised the Board that the paper comes before them following discussions at previous Board meetings. It is a contextual paper that sets out the role of the Programme Committee.

The Board resolved that the delegated authorities in the current Terms of Reference of the Programme Committee should be retained and not amended, and the Programme Committee must adhere to them.

Resolution:

The Board:

1. received and noted the report incorporating Programme Committee Terms of Reference as previously approved by the Board.
2. Made no amendments to the Programme Committee Terms of Reference

3.5 Equality, Diversity and Inclusion Framework Update

Resolution:

The Board received and noted the report of the Chief Operations Director.

(Mr Giles Proctor, Mt Peter Liver and Ms Monica Patel left the meeting – 8:29am)

3.6 In Camera

3.6.1 CEO Performance and Remuneration Process

The commentary related to this item and the resolutions are contained within the official Minute Book.

3.7 Blue Sky Discussion Session

The Chief Executive Officer referred to the Blue Sky Strategy session to take place at the conclusion of the Board Meeting.

4.0 STATUS REPORTS

4.1 Marketing and PR Report

The Chief Operations Director updated the Board on new university partnerships.

Resolution:

The Board:

1. noted progress made.
2. provided observations and comments.

5.0 ANY OTHER BUSINESS

There were no items of other business.

The meeting closed – 10:31am

Next Meeting

- 13 December 2023