

Corporate and Academic Governance Framework

Effective from 1 October 2024

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Document Version Control

Document Version	Committee	Committee Action	Date
V10.0	Board of Directors	Approved	25 November 2022
V10.0	Academic Committee	Ratified [Amendments to Section 3]	25 November 2022
V10.0		Date in force	1 January 2023
V11.0	Board of Directors	Approved subject to minor amendments	21 July 2023
V11.0		Approved by Chair's Action	31 August 2023
V12.0	Board of Directors	Approved	30 September 2024
		Date in force	1 October 2024

The Corporate and Academic Governance Framework (CAGF) will be reviewed periodically in line with the arrangements set out in Section 1.3.

The Board of Directors is responsible for approving all amendments to the CAGF.

This is subject to the Academic Committee ratifying any amendments to the academic governance arrangements within Section 3 of the CAGF.

1. Introduction

Bloomsbury Institute is an unlisted private company limited by shares, incorporated on 14 August 2002 and registered at Companies House for England and Wales under Company Number 04511191.

As an unlisted private company limited by shares, the company is owned by shareholders and managed by directors (through a Board of Directors).

The shareholders and the directors may be different persons.

The Board of Directors can comprise both executive directors (who are also employed by the company to undertake a specific role, e.g. Principal and Chief Executive Officer) and non-executive directors (who are not employed by the company). The Board of Directors is unambiguously and collectively accountable for the company's activities and takes all final decisions on matters of fundamental concern within its remit. Subject to this, the Board of Directors can delegate its powers to committees and/or to an executive (i.e. management).

The Head of Governance and Company Secretary is the chief administrative officer for the company.

The company is required to comply with the Companies Act 2006.

The company is required to have its own Articles of Association (i.e. the company's constitutional document). The Articles set out, *inter alia*, the company's objects and powers, and the rules that relate to how the company operates.

It is through the governance arrangements set out within our Articles and within this Corporate and Academic Governance Framework, that we have established a private company that will be significantly different to any other private company that delivers higher education.

Our objects, as set out in **Regulation 3** of the Articles, are listed below. They apply to all staff and to all committees and other bodies described in this Corporate and Academic Governance Framework:

- to provide high-quality education and vocational training for the benefit of the public in the United Kingdom and worldwide, including the supply of services and of goods closely related thereto, and in particular the provision of education and vocational training whether or not leading to a degree or qualification recognised by relevant professional bodies and/or other competent bodies, such education and vocational training to include the development, delivery and/or awarding of qualifications whether regulated or unregulated, such education and vocational training to be provided by means of full-time, part-time, modular or other types of courses, lectures, seminars, tutorials, workshops, conferences, training, blended learning, distance learning, eLearning or other methods of teaching and learning available now or in the future;
- to establish a self-critical, cohesive academic community that has a commitment to quality assurance supported by effective quality and enhancement systems;
- to support staff to engage in high-quality research;
- to actively promote and apply equality, diversity and inclusion throughout the company, and to promote an inclusive teaching and learning environment;
- to respect the principle of academic freedom, subject to compliance with the company's equality, diversity and inclusion policies and procedures, and subject to compliance with any legislative or regulatory requirements;
- to respect the principle of freedom of speech for all students enrolled on a course delivered by the company, members of the Bloomsbury Institute Student Guild, staff employed by the company, external speakers, the directors and the shareholders, subject to compliance with the company's equality, diversity and inclusion policies

and procedures, and subject to compliance with any legislative or regulatory requirements; and

- to provide a high-quality student experience.

Regulation 139 of our Articles provides for the adoption of a Corporate and Academic Governance Framework which shall include:

- an articulation of the relationships between the company's shareholders, directors, management and any other stakeholders;
- the establishment of an Academic Committee that shall include in its membership external academic advisors and student representatives, and to which the directors shall delegate responsibility for academic governance that shall include, in particular, responsibility for ensuring the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality, the irrevocable right to make all decisions related to academic awards which cannot be compromised by the Board of Directors or the shareholders, and which shall have the right to advise the shareholders, directors and management of the company; and
- the establishment of an Equality, Diversity and Inclusion Committee that shall include in its membership student representatives, and to which the directors shall delegate responsibility for, *inter alia*, determining the company's strategic direction in relation to equality, diversity and inclusion, and ensuring this is articulated in the company's Equality, Diversity and Inclusion Policy, and reflected in all other policies and procedures.

This Corporate and Academic Governance Framework has been adopted in accordance with **Regulation 139** and/or amended in accordance with **Regulation 140** of the Articles, and is structured as follows:

- **Section 2** below sets out our corporate governance arrangements
- **Section 3** below sets out our academic governance arrangements
- **Section 4** below sets out our Equality, Diversity and Inclusion arrangements; these arrangements are set out separately, because they span across both corporate governance and academic governance
- **Section 5** below sets out how we measure performance

The following are included within the remaining parts of this section:

- Committee of University Chairs (CUC) 'The Higher Education Code of Governance' and the guiding principles which we follow (see **Section 1.1** below)
- Office for Students Regulatory Framework, Notices and Advice (see **Section 1.2** below)
- Review and evaluation of our corporate and academic governance arrangements to ensure compliance with the Code of Governance and the Office for Students Regulatory Framework, Notices and Advice (see **Section 1.3** below)
- Entrenched provisions of the Articles of Association (see **Section 1.4** below)
- Separation of powers between shareholders, directors and management (see **Section 1.5** below)
- The procedures for making changes to the Articles and the Corporate and Academic Governance Framework (see **Section 1.6** below)

1.1 Primary elements, core values and guiding principles

Regulation 141 of the Articles provides that the Corporate and Academic Governance Framework shall comply with: (i) the six primary elements of higher education governance, as set out in the Committee of University Chairs (CUC) 'The Higher Education Code of Governance', that embody the core values of higher education governance¹; and (ii) the Office for Students Regulatory Framework, Notices and Advice².

The six primary elements of the CUC 'The Higher Education Code of Governance' are as follows:

- **Primary Element 1: Accountability**

The Board of Directors is collectively responsible and accountable for institutional activities, approving all final decisions on matters of fundamental concern within its remit.

- **Primary Element 2: Sustainability**

Working with the Executive, the Board of Directors sets the purpose, strategic direction, overall aims and values of the Institute. In ensuring the sustainability of the Institute, the Board of Directors actively seeks and receives assurance that delivery of the Strategic Framework is in line with legislative and regulatory requirements, the Institute's purpose, values, policies and procedures, and that there are effective systems of control and risk management in place.

- **Primary Element 3: Reputation**

The Board of Directors safeguards and promotes the Institute's reputation and autonomy by operating in accordance with the values that underpin the CUC Code, its various elements and the Nolan Principles of Public Life.

- **Primary Element 4: Equality, inclusivity and diversity**

The Board of Directors promotes a positive culture which supports ethical behaviour, equality, inclusivity and diversity across the Institute, including in the Board of Directors' own operation and composition. This includes ensuring under-representation and differences in outcomes are challenged and, where practicable, corrective action is taken to ensure fair outcomes for all.

- **Primary Element 5: Effectiveness**

The Board of Directors ensures that governance structures and processes are robust, effective and agile by scrutinising and evaluating governance performance against this Code (and other Codes where an Institute's constitutional form requires it), and recognised standards of good practice.

- **Primary Element 6: Engagement**

The Board of Directors understands the Institute's various stakeholders (globally, nationally and locally) and is assured that appropriate and meaningful engagement takes place to allow stakeholder views to be considered and reflected in relevant decision-making processes.

The CUC 'The Higher Education Code of Governance' provides that at the heart of higher education delivery across the UK are a set of core values upon which higher education governance should be founded. The core values are: integrity, sustainability, inclusivity, excellence, innovation and growth,

¹ Committee of University Chairs, 'The Higher Education Code of Governance' (2020). See:

www.universitychairs.ac.uk

² See: www.officeforstudents.org.uk

and community. These core values, together with the 'Nolan Principles of Public Life'³, provide an ethical framework for the personal behaviour of directors and boards as corporate entities, and are the foundation blocks of the CUC Code. The Nolan Principles of Public Life are: integrity, objectivity, accountability, openness, honesty and leadership.

Regulation 142 of the Articles provides that the Corporate and Academic Governance Framework shall also embrace our own guiding principles:

- The shareholders, directors and management should act in a way which does not detract from the need to: (i) set and maintain academic standards; and (ii) assure and enhance academic quality
- To ensure staff and students have a real input into our strategic and operational development, including the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality, there should be an appropriate balance between: (i) decision-making by the directors and management; and (ii) collegial deliberation
- To support the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality, an Academic Committee (with external academic advisors and student representation) should be established as a committee of the Board of Directors and should be empowered to advise the shareholders, directors and management
- To ensure the effective setting and maintaining of academic standards and/or the assuring and enhancing of academic quality, the 'cost of doing business' for a provider of higher education by necessity includes expenditure which cannot be compromised
- Students should be recognised as members of our academic community (rather than merely customers of the company) and their views should be effectively represented and acted upon where appropriate

1.2 Office for Students Regulatory Framework, Notices and Advice

We are registered as a higher education provider with the Office for Students (OfS).

We are required to comply with the OfS Regulatory Framework, Notices and Advice⁴, including the General Conditions of Registration and any Specific Conditions of Registration.

Both the Articles and the Corporate and Academic Governance Framework incorporate the necessary governance arrangements to ensure compliance is monitored and achieved.

1.3 Review and evaluation

Every two years we carry out an internal review and evaluation of our corporate and academic governance arrangements, co-ordinated and overseen by the Nominations and Governance Committee, to ensure there is compliance with: (i) the CUC 'The Higher Education Code of Governance'⁵ (on an "apply or explain" basis); and (ii) the Office for Students Regulatory Framework, Notices and Advice⁶. This will include self-assessment by each body in the corporate and academic governance structure, and review of their terms of reference and membership.

³ See: www.gov.uk/government/publications/the-7-principles-of-public-life

⁴ See Footnote 2.

⁵ See Footnote 1.

⁶ See Footnote 2.

As part of this internal review there is a review of the Articles of Association to ensure they remain effective and fit-for-purpose. Any amendments made to the Articles or the Corporate and Academic Governance Framework will follow the procedures set out in **Regulations 140 and 147-148** of the Articles (see **Section 1.6** below).

We commission an external review and evaluation of our corporate and academic governance arrangements every four years. The first external review took place in 2021, following an internal review that took place in 2020. External review is managed for the Institute by the Nominations and Governance Committee.

The Nominations and Governance Committee may propose minor modifications to the Corporate and Academic Governance Framework, including adjustments to committee compositions, for the approval of the Board of Directors and, where relevant, the Academic Committee.

1.4 Entrenched provisions of the Articles of Association

Normally, the Articles can be amended by a special resolution of the shareholders.

However, some provisions of the Articles have been entrenched. The entrenched provisions of the Articles can only be amended if a special procedure is followed. There are two procedures:

- **Level 1 Entrenchment** (in accordance with **Regulation 148** of the Articles) - the Regulations specified in **Regulation 148** can only be amended if (i) the Board of Directors decide by a majority vote to amend any of the specified Regulations, and (ii) the shareholders by special resolution ratify the decision of the Board of Directors
- **Level 2 Entrenchment** (in accordance with **Regulation 149** of the Articles) – in order to ensure academic integrity, the Regulations specified in **Regulation 149**, that are of direct concern to the Academic Committee, can only be amended if (i) the Board of Directors decide by a majority vote to amend any of the specified Regulations, (ii) the Academic Committee by a majority vote ratifies the decision of the Board of Directors, and (iii) the shareholders by special resolution ratify the decision of the Board of Directors

The provisions of the Articles that have been entrenched include the following:

- The incorporation and application of the ‘separation of powers’ principle:
 - **Regulations 6 to 8 [Level 1 Entrenchment: see Regulation 148]**
Provide for the incorporation of the principle of the ‘separation of powers’
 - **Regulations 18 and 41 to 43 [Level 1 Entrenchment: see Regulation 148]**
Provide that two elected staff representatives (excluding members of the Strategic Leadership Team and the Senior Management Team), and two student representatives can attend directors’ meetings and participate in discussions

Before making any decision, the Chair shall invite representations to be made by the representatives attending the directors’ meeting, and the directors shall have due regard to such representations when making a decision

A directors’ meeting may be called by a director giving notice to the directors, the staff representatives and the student representatives
 - **Regulations 6 to 7 and 44 to 50 [Level 1 Entrenchment: see Regulation 148]**
Stipulate who cannot be appointed as a director, and require the directors to include a majority of independent non-executive directors

- **Regulations 8, 30 and 32 [Level 1 Entrenchment: see Regulation 148]**
 Stipulate who cannot act as Chair of a directors' meeting or of a committee established by the directors
- **Regulation 51 [Level 1 Entrenchment: see Regulation 148]**
 Provides for the circumstances in which a director's appointment shall be terminated
- **Regulation 52 [Level 2 Entrenchment: see Regulation 149]**
 Provides the Academic Committee with the power to pass an 'advisory' vote of no confidence in the Principal and Chief Executive Officer - the directors shall give due regard to such vote, provided a majority of the external academic advisors of the Academic Committee have voted in favour of it (with the right to cast a vote only being available to those external academic advisors who attend the meeting), the majority being determined by the number of external academic advisors who have the right to attend and vote
- **Regulations 6 and 59 [Level 1 Entrenchment: see Regulation 148]**
 Stipulate who cannot be appointed as the Company Secretary
- **Regulations 6 and 96 [Level 1 Entrenchment: see Regulation 148]**
 Stipulate who cannot act as Chair of a shareholders' meeting
- The duty to adopt, amend and apply the Corporate and Academic Governance Framework
- **Regulations 139 and 140 [Level 2 Entrenchment: see Regulation 149]**
 Provide for the adoption and amendment of the Corporate and Academic Governance Framework
- **Regulations 141 and 142 [Level 1 Entrenchment: see Regulation 148]**
 Provide that the Corporate and Academic Governance Framework shall comply with: (i) the six primary elements of the CUC's 'The Higher Education Code of Governance', that embody the core values of higher education governance; and (ii) the Office for Students Regulatory Framework, Notices and Advice. The Corporate and Academic Governance Framework shall also embrace our own guiding principles set out in **Regulation 142** of the Articles
- **Regulation 143 [Level 1 Entrenchment: see Regulation 148]**
 Provides that if there is a conflict between the Articles and the Corporate and Academic Governance Framework, the Articles take precedence
- **Regulation 145 [Level 2 Entrenchment: see Regulation 149]**
 Provide that the directors shall take into account the advice of the Academic Committee and the directors shall apply the Corporate and Academic Governance Framework
- **Regulation 146 [Level 1 Entrenchment: see Regulation 148]**
 Provides that, if the question arises, the Company Secretary shall determine how the directors should apply the Articles or the Corporate and Academic Governance Framework

- **Regulation 9 [Level 1 Entrenchment: see Regulation 148]**

Provides that although the directors are unambiguously and collectively responsible and accountable for the company's activities, this is expressly subject to **Regulations 144-146**

- The requirement that the Board of Directors seeks and receives assurance from the Academic Committee that academic governance is robust and effective and that academic quality and standards are secure [NB: This also relates to the second primary element of the CUC 'Higher Education Code of Governance'⁷ and the OfS Conditions of Registration]

- **Regulation 144 [Level 2 Entrenchment: see Regulation 149]**

Provides that the directors shall ensure that they receive assurance that academic governance is robust and effective by working with the Academic Committee

- Miscellaneous

- **Regulations 3 and 4 [Level 1 Entrenchment: see Regulation 148]**

Set out the company's objects and powers

- **Regulations 10 and 46 [Level 1 Entrenchment: see Regulation 148]**

Provide that the directors shall appoint a Chief Executive Officer who shall also be appointed to the role of Principal

The directors may delegate any of their powers to management (i.e. to the executive directors and other members of the Strategic Leadership Team (SLT) and the Senior Management Team (SMT))

- **Regulations 74, 79 and 80 [Level 1 Entrenchment: see Regulation 148]**

Provide that shares may only be transferred or transmitted, subject to any prior approval that may be required from the Department for Education, Office for Students, or any other UK government department or agency

- **Regulation 86 [Level 1 Entrenchment: see Regulation 148]**

Provides that the shareholders declare dividends, but no dividend shall exceed the amount recommended by the directors; if the directors recommended a nil dividend, the shareholders cannot declare a dividend

- **Regulations 87 and 88 [Level 1 Entrenchment: see Regulation 148]**

Provide that the directors may decide to capitalise any operating and retained surpluses of the company, and apply such capitalised surpluses to issue new shares that are fully paid, which will enable the directors to maintain a solvent balance sheet

- **Regulations 147 to 149 [Level 1 Entrenchment: see Regulation 148; and Level 2 Entrenchment – see Regulation 149]**

Set out how the Articles can be amended, including the special procedures applicable to the amendment of the entrenched provisions:

Level 1 Entrenchment (in accordance with **Regulation 148** of the Articles) - the Regulations specified in **Regulation 148** can only be amended if (i) the Board of

⁷ See Footnote 1

Directors decide by a majority vote to amend any of the specified Regulations, and (ii) the shareholders by special resolution ratify the decision of the Board of Directors

Level 2 Entrenchment (in accordance with **Regulation 149** of the Articles) – in order to ensure academic integrity, the Regulations specified in **Regulation 149**, that are of direct concern to the Academic Committee, can only be amended if (i) the Board of Directors decide by a majority vote to amend any of the specified Regulations, (ii) the Academic Committee by a majority vote ratifies the decision of the Board of Directors, and (iii) the shareholders by special resolution ratify the decision of the Board of Directors

1.5 Separation of powers

The Corporate and Academic Governance Framework incorporates the ‘separation of powers’ principle. As stated at **Section 1.5** above, this principle is also entrenched within the company’s Articles.

The rationale for the incorporation of this ‘separation of powers’ principle is to ensure there are effective checks and balances in place to safeguard academic standards and enhancement, and to minimise any potential for:

- A shareholder to exert undue influence over the directors and/or management (i.e. members of the Strategic Leadership Team (SLT) and the Senior Management Team (SMT))
- An executive director to exert undue influence over the other directors and/or management (i.e. members of the SLT and the SMT)
- A potential conflict of interest to arise

The ‘separation of powers’ principle comprises the following elements:

Element 1: Level 1 entrenchment [see Regulation 148 of the Articles]

The following persons shall be excluded from (i) being appointed as a director, (ii) being appointed as the Company Secretary, (iii) being engaged by the company in a position that confers membership of the company’s Strategic Leadership Team (SLT) or Senior Management Team (SMT), including the Secretary of the SLT and SMT, or (iv) acting as Chair of a shareholders’ meeting:

- any person, who, together with any family member, is the holder of 25% or more of the shares in the company, directly or indirectly;
- a person who, together with any family members, is the holder of 25% or more of the shares in an associated company (an “associated company” is any company or other legal person or entity which is the holder of 25% or more of the shares in the company, directly or indirectly); or
- a director of an associated company.

[Regulation 6]

Element 2: Level 1 entrenchment [see Regulation 148 of the Articles]

The total number of directors who are engaged by the company in an employed or self-employed capacity shall be less than the total number of directors who are independent non-executive directors.

An “independent non-executive director” is a person who is appointed as a director of the company, and who:

- is not engaged by the company in an employed or self-employed capacity;

- has never been an executive director of the company;
- has not been employed by the company within a 5-year period preceding the appointment;
- has not had a significant contractual relationship with the company within a 3-year period preceding the appointment;
- is not a shareholder of the company; and
- is not the family member of a shareholder of the company.

The maximum period of office of an independent non-executive director is four years, subject to the period being extended by a decision of the directors, acting on a recommendation of the Nominations and Governance Committee, for one further period of no more than four years. In exceptional circumstances (to be recommended by the Nominations and Governance Committee and subject to the approval of the Board), the directors may extend the period of office for a third term not exceeding four years, subject to the right of the directors to terminate the third term at any time should the directors deem that the exceptional circumstances no longer exist.

[Regulations 1, 48 and 50]

Element 3: Level 1 entrenchment [see Regulation 148 of the Articles]

An independent non-executive director must have:

- practical expertise and/or academic expertise, and there must be at least one with senior practical expertise and one with senior academic expertise;
- a positive commitment to embrace and comply with the Core Values set out in the Committee of University Chairs 'The Higher Education Code of Governance'⁸;
- a positive commitment to embrace and comply with the Nolan Principles of Public Life⁹;
- a positive commitment to embrace and comply with our guiding principles set out in **Regulation 142** of the Articles;
- a positive commitment to embrace and comply with the company's purpose and values; and
- a positive commitment to embrace and comply with the company's Equality, Diversity and Inclusion Policy.

[Regulations 44 and 49]

Element 4: Level 1 entrenchment [see Regulation 148 of the Articles]

The Chair of a directors' meeting (i.e. a meeting of the Board of Directors) or of a committee established by the directors (with the exception of the Academic Committee, and the Equality, Diversity and Inclusion Committee) shall not be:

- a shareholder of the company;
- the family member of a shareholder of the company;

⁸ See Footnote 1.

⁹ See Footnote 3.

- engaged by the company in a position that confers membership of the company's Strategic Leadership Team (SLT) or Senior Management Team (SMT), including the Secretary of the SLT and SMT; or
- the family member of a person who is engaged by the company in a position that confers membership of the company's SLT or SMT, including the Secretary of the SLT and SMT.

The Chair of the Academic Committee shall be the Principal and Chief Executive Officer.

The Chair of the Equality, Diversity and Inclusion Committee shall be the Head of Governance and Company Secretary.

[Regulation 8]

Element 5: Level 1 entrenchment [see Regulation 148 of the Articles]

The following shall be permitted to attend directors' meetings (i.e. a meeting of the Board of Directors) and participate in discussions:

- two elected members of staff (who shall not be members of the Strategic Leadership Team (SLT) or the Senior Management Team (SMT)); and
- two student representatives.

Before making any decision, the Chair shall invite representations to be made by the representatives attending the directors' meeting, and the directors shall have due regard to such representations when making a decision.

[Regulations 41 and 42]

Element 6: Level 2 entrenchment [see Regulation 149 of the Articles]

The Academic Committee shall have the power to pass an 'advisory' vote of no confidence in the Principal and Chief Executive Officer. If exercised, the directors shall give due regard to such vote, provided a majority of the external academic advisors of the Academic Committee¹⁰ have voted in favour of such vote.

[Regulation 52]

1.6 Amending the Articles and the Corporate and Academic Governance Framework

1.6.1 Amending the Articles

Any amendments to the Articles require the shareholders' approval by special resolution (in accordance with **Regulation 147** of the Articles).

As stated at **Section 1.4** above, some provisions of the Articles are entrenched, to ensure they cannot be amended solely by the shareholders. In order to amend these entrenched provisions, a different procedure has to be followed. There are two procedures:

- **Level 1 Entrenchment** (in accordance with **Regulation 148** of the Articles) - the Regulations specified in **Regulation 148** can only be amended if (i) the Board of

¹⁰ The external academic advisors can only cast a vote if present at the meeting. The majority is determined in accordance with the number of external academic advisors who have the right to attend and vote.

Directors decide by a majority vote to amend any of the specified Regulations, and (ii) the shareholders by special resolution ratify the decision of the Board of Directors

- **Level 2 Entrenchment** (in accordance with **Regulation 149** of the Articles) – in order to ensure academic integrity, the Regulations specified in **Regulation 149**, that are of direct concern to the Academic Committee, can only be amended if (i) the Board of Directors decide by a majority vote to amend any of the specified Regulations, (ii) the Academic Committee by a majority vote ratifies the decision of the Board of Directors, and (iii) the shareholders by special resolution ratify the decision of the Board of Directors

As stated at **Section 1.3** above, every two years there is an internal review of our corporate and academic governance arrangements. The Articles are also reviewed to ensure any recommendations made through this internal review are addressed, and also to ensure the Articles remain effective and fit-for-purpose.

Every four years, there is an external review and evaluation of our corporate and academic governance arrangements.

On its own initiative, the Academic Committee can propose amendments to the entrenched provisions set out in **Regulation 149** of the Articles by making a recommendation to the Board of Directors.

The procedure for amending the entrenched provisions set out in Regulation 149 of the Articles

These procedures must be followed if the Board of Directors proposes any amendments to the entrenched provisions set out in **Regulation 149** of the Articles:

- If the Board of Directors decides by a majority vote to amend the entrenched provisions set out in **Regulation 149** of the Articles, the Board of Directors will forward the following to the Academic Committee:
 - details of the amendments made to the entrenched provisions set out in **Regulation 149** of the Articles
 - an assessment of the impact of such amendments on the academic governance arrangements included within Section 3 of the Corporate and Academic Governance Framework
- If the Board of Directors decides by a majority vote that the amendments to the entrenched provisions set out in **Regulation 149** of the Articles will not necessitate amendments to the academic governance arrangements included within Section 3 of the Corporate and Academic Governance Framework, the Academic Committee by a majority vote may ratify the decision of the Board of Directors to amend the entrenched provisions of the Articles
- If the Board of Directors decides by a majority vote that the amendments to the entrenched provisions set out in **Regulation 149** of the Articles will necessitate amendments to the academic governance arrangements included within Section 3 of the Corporate and Academic Governance Framework, the Board of Directors by a majority vote will also approve the necessary amendments to the Corporate and Academic Governance Framework, and the Academic Committee by a majority vote may ratify the decision of the Board of Directors to amend both the entrenched provisions of the Articles and Section 3 of the Corporate and Academic Governance Framework
- The shareholders by special resolution are also required to ratify the decision of the Board of Directors to amend the entrenched provisions of the Articles

The above procedures ensure that the Academic Committee has an input into the decision of whether or not to make any amendments to the entrenched provisions set out in **Regulation 149** of the Articles. The Academic Committee will therefore share responsibility with the Board of Directors to ensure that

any amendments comply with the Code of Governance (see **Section 1.1** above) and the Office for Students Regulatory Framework, Notices and Advice (see **Section 1.2** above), and also that any necessary amendments to the academic governance arrangements included within Section 3 of the Corporate and Academic Governance Framework are also made at the same time.

If the Academic Committee does not by a majority vote ratify the amendments, a group will be convened which comprises members of the Board of Directors and the Academic Committee which shall include, *inter alia*, one external academic advisor of the Academic Committee and the President of the Student Guild. This group will seek to reach an agreement on the amendments to the entrenched provisions set out in **Regulation 149** of the Articles (and, if applicable, any necessary amendments to the academic governance arrangements included within Section 3 of the Corporate and Academic Governance Framework). If the amendments are agreed, they will be formally agreed by the Board of Directors by a majority vote. Provided, subsequently, the Academic Committee by a majority vote ratifies the decision of the Board of Directors, the shareholders by special resolution shall ratify the decision of the Board of Directors to amend the entrenched provisions of the Articles.

1.6.2 Amendments to the Corporate and Academic Governance Framework

In accordance with **Regulation 140** of the Articles, the Corporate and Academic Governance Framework can only be amended if the directors decide by a majority vote to make such amendments. In addition, the academic governance arrangements included within Section 3 of the Corporate and Academic Governance Framework can only be amended if the Academic Committee by a majority vote ratifies the decision of the directors to make such amendments.

As stated at **Section 1.3** above, every two years there is an internal review of our corporate and academic governance arrangements. The Corporate and Academic Governance Framework is also reviewed to ensure any recommendations made through this internal review are addressed, and also to ensure the Corporate and Academic Governance Framework remains effective and fit-for-purpose.

Every four years, there is an external review and evaluation of our corporate and academic governance arrangements.

On its own initiative, the Academic Committee can propose amendments to the academic governance arrangements included within Section 3 of the Corporate and Academic Governance Framework by making a recommendation to the Board of Directors.

The procedure for amending the academic governance arrangements included within Section 3 of the Corporate and Academic Governance Framework

These procedures must be followed if the Board of Directors proposes any amendments to the academic governance arrangements included within Section 3 of the Corporate and Academic Governance Framework:

- If the Board of Directors decides by a majority vote to amend the academic governance arrangements included within Section 3 of the Corporate and Academic Governance Framework, the Board of Directors will forward the following to the Academic Committee:
 - details of the amendments made to the academic governance arrangements included within Section 3 of the Corporate and Academic Governance Framework
 - an assessment of the impact of such amendments on the entrenched provisions set out in **Regulation 149** of the Articles
- If the Board of Directors decides by a majority vote that the amendments to the academic governance arrangements included within Section 3 of the Corporate and Academic Governance Framework will not necessitate amendments to the entrenched provisions set out in **Regulation 149** of the Articles, the Academic Committee by a majority vote may ratify the decision of the Board of Directors to amend Section 3 of the Corporate and Academic Governance Framework

- If the Board of Directors decides by a majority vote that the amendments to the academic governance arrangements included within Section 3 of the Corporate and Academic Governance Framework will necessitate amendments to the entrenched provisions set out in **Regulation 149** of the Articles, the Board of Directors by a majority vote will also approve the necessary amendments to such entrenched provisions of the Articles, and the Academic Committee by a majority vote may ratify the decision of the Board of Directors to amend both Section 3 of the Corporate and Academic Governance Framework and the entrenched provisions of the Articles
- The shareholders by special resolution are also required to ratify the decision of the Board of Directors to amend the entrenched provisions of the Articles

The above procedures ensure that the Academic Committee has an input into the decision of whether or not to make any amendments to the academic governance arrangements included within Section 3 of the Corporate and Academic Governance Framework. The Academic Committee will share responsibility with the Board of Directors to ensure that any amendments comply with the Code of Governance (see **Section 1.1** above) and the Office for Students Regulatory Framework, Notices and Advice (see **Section 1.2** above), and also that any necessary amendments to the entrenched provisions set out in **Regulation 149** of the Articles are also made at the same time.

If the Academic Committee does not by a majority vote ratify the amendments, a group will be convened which comprises members of the Board of Directors and the Academic Committee which shall include, *inter alia*, one external academic advisor of the Academic Committee and the President of the Student Guild. This group will seek to reach an agreement on the amendments to the academic governance arrangements included within Section 3 of the Corporate and Academic Governance Framework (and, if applicable, any necessary amendments to the entrenched provisions set out in **Regulation 149** of the Articles). If the amendments are agreed, they will be formally agreed by the Board of Directors by a majority vote. Provided, subsequently, the Academic Committee by a majority vote ratifies the decision of the Board of Directors, the shareholders by special resolution shall, if applicable, ratify the decision of the Board of Directors to approve any amendments to the entrenched provisions of the Articles.

2. Corporate governance arrangements

Regulation 141 of the Articles provides that the Corporate and Academic Governance Framework shall comply with: (i) the six primary elements of higher education governance, as set out in the Committee of University Chairs (CUC) 'The Higher Education Code of Governance', that embody the core values of higher education governance¹¹; and (ii) the Office for Students Regulatory Framework, Notices and Advice¹².

The Corporate and Academic Governance Framework shall also embrace our own guiding principles as set out in **Regulation 142** of the Articles.

Regulation 146 of the Articles provides that if any question arises as to how the directors should apply the Articles or the Corporate and Academic Governance Framework, such question shall be referred to the Company Secretary whose ruling shall be final and conclusive.

Regulation 143 of the Articles also provides that if there is a conflict between the Articles and the Corporate and Academic Governance Framework, the Articles shall take precedence.

This section considers, within the scope of the Articles, the corporate governance arrangements with regards to the shareholders (see **Section 2.1** below), directors (see **Section 2.2** below) and management (see **Section 2.3** below).

2.1 Corporate governance arrangements: shareholders

2.1.1 Schedule of matters reserved to the shareholders

The following matters are reserved to the shareholders:

- Approval of the annual audited accounts
- Approval of the dividend, provided the amount of such dividend does not exceed the amount recommended by the Board of Directors [the Board of Directors could recommend a nil dividend]
- Approval of changes to the Articles (subject to special procedures for changes to entrenched provisions of the Articles)

2.1.2 Meetings

The directors shall call a shareholders' meeting at least once a year (the Annual General Meeting or AGM). The AGM will approve the annual audited accounts and, if applicable, the amount of any dividend recommended by the Board of Directors.

The shareholders or directors can call additional shareholders' meetings as required.

The Principal and Chief Executive Officer and/or the Chair of the Board of Directors will hold informal meetings with the shareholders as required by the shareholders.

2.2 Corporate governance arrangements: the Board of Directors

The Board of Directors is unambiguously and collectively responsible and accountable for the company's activities and takes all final decisions on matters of fundamental concern within its remit. Subject to this, the Board of Directors can delegate its powers to committees and/or to management (i.e., to the executive directors and other members of the Strategic Leadership Team (SLT) and the Senior Management Team (SMT)).

¹¹ See Footnotes 1 and 3.

¹² See Footnote 2

Within its overall responsibilities for corporate governance, the Board also has ultimate responsibility for academic governance. Key aspects of this are delegated to the Academic Committee. The Board operates a number of mechanisms which ensure that it receives assurance from the Academic Committee and key postholders that academic quality and standards are secure and academic governance is effective. See also **Section 2.3.2 The Board's responsibilities for academic governance**.

In exercising its powers, the directors shall ensure appropriate compliance with:

- i. The six primary elements of higher education governance, as set out in the Committee of University Chairs (CUC) 'The Higher Education Code of Governance'¹³;
- ii. Our own guiding principles (see **Section 1.1** above);
- iii. The Office for Students Regulatory Framework, Notices and Advice¹⁴ (see **Section 1.2** above);
- iv. The Public Interest Governance Principles.¹⁵

2.2.1 Attendance and participation by staff and students

In accordance with **Regulation 41** of the Articles, the following shall be permitted to attend directors' meetings (i.e. a meeting of the Board of Directors) and participate in discussions:

- two elected members of staff (who shall not be members of the Strategic Leadership Team or Senior Management Team); and
- two student representatives.

The Head of Governance and Company Secretary shall be responsible for convening staff representative elections. There will normally be one staff representative from the Academic Division and one from Professional Services. The tenure of each staff representative will be two years. A former staff representative is eligible to stand for re-election 12 calendar months after the last meeting of the Board that the staff representative was entitled to attend.

The President of the Student Guild shall be a student representative.

The President of the Student Guild shall appoint one student representative who will normally be a Student Guild Officer Trustee, Student Guild Student Trustee or Student Council Student Representative.

Once the President appoints a new student representative, the former student representative is eligible to attend two subsequent Board meetings, as an observer.

In accordance with **Regulation 42** of the Articles, before making any decision, the Chair shall invite representations to be made by the representatives attending the directors' meeting, and the directors shall have due regard to such representations when making a decision.

In accordance with **Regulation 43** of the Articles, the Chair may invite other persons to attend a directors' meeting and participate in discussions, on an *ad hoc* basis, including members of the Strategic Leadership Team (SLT) and Senior Management Team (SMT).

The Head of Governance and Company Secretary

In accordance with **Regulation 61** of the Articles, the role of the Company Secretary is to exercise the powers and comply with the duties set out within the Articles and within the Corporate and Academic Governance Framework, to ensure that all required documentation is filed at Companies House, to

¹³ See Footnotes 1 and 3.

¹⁴ See Footnote 2.

¹⁵ <https://www.officeforstudents.org.uk/advice-and-guidance/regulation/registration-with-the-ofs-a-guide/public-interest-governance-principles/>

establish and maintain the company's registered office, to maintain the company's statutory books and records, to ensure the security of the company's legal documents, and to inform Companies House of any significant changes in the company's share capital or administration.

Regulation 146 of the Articles provides that if any question arises as to how the directors should apply the Articles or the Corporate and Academic Governance Framework, such question shall be referred to the Company Secretary whose ruling shall be final and conclusive.

2.3 Membership of the Board of Directors

The Board of Directors currently comprises:

- Two executive directors:
 - Principal and Chief Executive Officer
 - Chief Operating Officer and Chief Financial Officer
- Six independent non-executive directors
- Two elected members of staff (who shall not be members of the Strategic Leadership Team or Senior Management Team) (see also **Section 2.2.1** above)
- Two student representatives (see also **Section 2.2.1** above).

The Head of Governance and Company Secretary provides secretariat services to the Board of Directors.

The executive and non-executive directors have the right to make decisions within formally convened and minuted meetings on matters determined by them without the attendance and participation of the staff members and student representatives. Consequently, agendas for meetings of the Board will distinguish between open and reserved business and matters on which only Directors [executive and non-executive directors] can take decisions.

2.3.1 Statement of Primary Responsibilities of the Board of Directors

1. To set and agree the purpose, strategic vision and values of the Institute with the Strategic Leadership Team.
2. To agree long-term academic and business plans and key performance indicators and ensure that these meet the interests of stakeholders, especially staff, students and alumni.
3. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the Institute and its Strategic Leadership Team against the strategy, plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.
4. To delegate authority to the Principal and Chief Executive Officer for the academic, corporate, financial, estate and human resource management of the Institute, and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under their authority.
5. To ensure the establishment and monitoring of systems of control and accountability, including *inter alia*:
 - Financial and operational controls
 - Risk assessment and monitoring
 - Value for money arrangements

- Procedures for handling grievances and complaints, and identifying and managing conflicts of interest.
6. To establish processes to monitor and evaluate the performance and effectiveness of the Board of Directors itself.
 7. To conduct its business in accordance with best practice in HE corporate governance and with the principles of public life drawn up by the Nolan Committee on Standards in Public Life.
 8. To safeguard the reputation and values of the Institute.
 9. To appoint a Chief Executive Officer of the Institute, who shall also be appointed to the role of Principal, and to put in place suitable arrangements for monitoring their performance.
 10. To appoint a secretary to the Board of Directors and to ensure that, if the person appointed has managerial responsibilities at the Institute, there is an appropriate separation in the lines of accountability.
 11. To be the employing authority for all staff of the Institute and to be accountable for ensuring that an appropriate human resources strategy is established and effectively implemented.
 12. To be the Institute's principal financial and business authority, to ensure that proper books of account are kept, to approve the annual corporate budget and financial statements, and to have overall accountability for the Institute's assets, property and estate.
 13. To be the Institute's legal authority and, as such, to ensure systems are in place for meeting all the Institute's legal obligations, including those arising from contracts and other legal commitments made in the Institute's name. This includes accountability for health, safety and security and for equality, diversity and inclusion.
 14. To receive assurance that adequate provision has been made for the general welfare of students.
 15. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the Institute.
 16. To ensure that the Institute's constitution is always followed, and that appropriate advice is available to enable this to happen.
 17. To promote a culture which supports inclusivity and diversity across the Institute.
 18. To secure, promote and protect the principles of academic freedom and freedom of speech.
 19. To ensure that all students and staff have opportunities to engage with the governance and management of the Institute.

2.3.2 The Board's responsibilities for academic governance

A number of items in the above Statement of Primary Responsibilities relate to the academic governance of the Institute. The Board of Directors is ultimately responsible for this and for ensuring compliance with the second primary element of the CUC 'The Higher Education Code of Governance' (see **Section 1.1** above). As stated in **Section 2.2**, key aspects of this are delegated to the Academic Committee (see **Section 3** below). This is entrenched within **Regulation 144** of the Articles.

The Board operates a number of mechanisms which ensure that it receives assurance from the Academic Committee and senior leadership that academic quality and standards are secure and academic governance is effective. The following list of mechanisms is non-exhaustive and periodically it will be revised in order to ensure that the Institute remains compliant with current or future legal or regulatory requirements:

- The Board of Directors receives an Academic Assurance Report for consideration and approval. The cycle of academic assurance reporting, and the content of Academic Assurance Reports, is set out in the Board Cycle of Business.
- An annual academic assurance statement is provided from the Board to students and staff, confirming that the above mechanisms have been implemented and that the Board is satisfied that academic governance has been effective and that academic quality and standards are secure.
- One designated non-executive director is entitled to attend meetings of the Academic Committee and to participate in discussions (but does not have the right to participate in the exercise of any decision-making powers of the Academic Committee) in order to report back to the Board of Directors on the robustness and effectiveness of the Academic Committee.
- All independent non-executive directors are able to attend meetings of the Academic Committee as observers.

2.3.3 Matters reserved to the Board of Directors

There are certain responsibilities which rest solely with the Board of Directors and which it cannot delegate. These are set out in the Scheme of Delegation and are summarised here:

- The appointment and dismissal of directors, acting upon recommendations of the Nominations and Governance Committee, and ensuring the diversity of the Board's membership.
- Decisions regarding the fit and proper status of directors, members of the SLT, and shareholders and directors of Goldwait Ltd.
- The establishment of committees of the Board of Directors, with responsibilities determined by the Board. This will include an Academic Committee which is accountable to the Board for effective academic governance. It may also include committees and working groups formed for special and/or time-limited purposes.
- The determination of the management responsibilities of executive directors and other members of the SLT.
- Risk management and the responsibility for making any decisions which could result in a significant reputational or financial risk for the Institute.
- Approval of the Institute's Strategic Framework and Key Performance Indicators (KPIs).
- Monitoring and assessment of the Institute's strategic performance and the delivery of the Strategic Framework.

2.3.4 Board of Directors' meetings and quorum

Meetings will normally be held every two months.

There will also normally be two joint meetings, each year, of the Board of Directors and the Academic Committee.

Regulation 25 of the Articles provides that unless a quorum is participating, no proposal is to be voted on except a proposal to call another meeting.

Regulation 27 of the Articles provides that if the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than, subject to **Regulation 44**, a decision to appoint further directors.

If the total number of directors for the time being is less than the quorum required, under **Regulation 25** of the Articles, the directors could also vote on a proposal to call another meeting.

Regulation 26 of the Articles provides that three directors (to include at least one independent non-executive director) shall constitute a quorum.

Regulation 33 of the Articles provides that if such a quorum is not present within fifteen minutes from the time appointed for the meeting, the meeting shall stand adjourned.

Meeting of independent non-executive directors

The independent non-executive directors will normally meet as a group at least once a year.

The independent non-executive directors may also meet with external stakeholders.

2.3.5 Meetings with the shareholders

Please refer to **Section 2.1.2** above.

2.3.6 Meetings with management

Independent non-executive directors, individually or collectively, have the right to meet with any member(s) of the Strategic Leadership Team (SLT), Senior Management Team (SMT), the Guild Manager and/or the President of the Student Guild. They also have the right to observe meetings of the SLT and SMT in order to satisfy themselves of the effectiveness of the teams. Such meetings will be arranged through the Head of Governance and Company Secretary.

Members of the SLT and SMT (or nominees) may be invited to attend meetings of the Board of Directors.

2.4 Committees of the Board of Directors

The Board has the power to establish appropriate Board committees, in order to allow for a more effective discharge of its duties.

In accordance with **Regulation 15** of the Articles, the following Committees are established:

- an Academic Committee that shall have delegated responsibilities for academic governance, and that shall have the irrevocable right to make all decisions related to academic awards which cannot be compromised by the Board of Directors or the shareholders [see **Section 3.2.1** below]
- an Audit and Risk Committee that shall exclude from its membership the executive directors, and that shall act as a check on the effectiveness or otherwise of, inter alia, the company's procedures and processes, and the company's compliance with any legal or regulatory requirements [see **Section 2.4.1** below]
- a Nominations and Governance Committee that shall be responsible for, inter alia, recommending the appointment of all directors and determining the company's strategic direction in relation to equality, diversity and inclusion, and ensuring this is articulated within the company's Equality, Diversity and Inclusion Policy, and reflected within all other policies and procedures the Board on matters of governance [see **Section 2.4.2** below]
- a Remuneration Committee that shall comply with the Committee of University Chairs 'Higher Education Senior Staff Remuneration Code' and the Office for Students Regulatory Framework, Notices and Advice, and that shall be responsible for, inter alia, setting: (i) the remuneration for all executive directors; (ii) the remuneration for any person who is engaged by the company in a position that confers membership of the company's Strategic Leadership Team as stipulated

within the Corporate and Academic Governance Framework; and (iii) any director's fee paid to any independent non-executive director [see **Section 2.4.3** below]; and

- an Equality, Diversity and Inclusion Committee that shall be responsible for, *inter alia*, advising on the company's strategic direction in relation to equality, diversity and inclusion, and implementing its EDI strategy in accordance with the Articles of Association [see **Section 4** below].

2.4.1 Audit and Risk Committee

In accordance with **Regulation 15(b)** of the Articles, an Audit and Risk Committee¹⁶ is established to act as a check on the effectiveness or otherwise of, *inter alia*, the company's procedures and processes, and the company's compliance with any legal or regulatory requirements.

The Audit and Risk Committee will normally meet every two months.

Terms of Reference [Delegated by the directors]

Subject to the Statement of Primary Responsibilities of the Board of Directors (see **Section 3.4.1** above), the Audit and Risk Committee is responsible for:

- Recommending to the Board of Directors the co-opting of external members, if specific expertise is required and not available within the Audit and Risk Committee's current membership
- Oversight of the internal and external audit functions, including agreeing the internal audit plan, ensuring the timely delivery of reports, and assuming responsibility for monitoring implementation of recommendations from these
- Ensuring compliance with, and the effectiveness of, procedures and processes
- Ensuring compliance with the Financial Regulations and any associated policies and procedures
- Recommending an Annual Value for Money Report and Annual Value for Money Statement for approval by the Board of Directors
- Ensuring compliance with any legal or regulatory requirements, including the CUC Audit Code of Practice
- Testing the processes and evidence that are used to inform the Key Performance Indicators set by the Board of Directors, and requiring the attendance of, and/or reports from, any member of staff
- Ensuring there are effective arrangements in place for the management and quality assurance of data, and requiring the attendance of, and/or reports from, any member of staff
- Considering any causes of concern referred to it by the Board of Directors
- Requiring the attendance at any meeting of the Audit and Risk Committee of any executive director, member of staff and/or external academic advisor of the Academic Committee

¹⁶ NOTE: The Articles refer to an Audit Committee. The Terms of Reference of the Audit and Risk Committee cover all matters related to Audit and have been enlarged to include oversight of the risk register and the Institute's risk management processes. In accordance with Regulation 10(a) of the Articles, the Board can delegate any of its powers to a committee consisting of one or more directors.

- Monitoring of the risk register and the Institute's risk management processes, reporting and making recommendations to the Board of Directors on these
- Recommending actions to the Board of Directors if there are serious concerns that could affect future financial and/or non-financial corporate sustainability
- Meeting with the external auditors following the audit of the annual accounts to discuss any causes of concern raised by the external auditors, review of the external auditors' management letter, and making a recommendation for approval of the audited annual accounts to the Board of Directors, and when making a recommendation for approval of the audited annual accounts, ensuring compliance with the Office for Students Regulatory Framework, Notices and Advice
- Considering and approving an Annual Audit Report for presentation to the Board of Directors, that shall include:
 - an opinion on compliance with procedures and processes
 - an opinion on the adequacy and effectiveness of the company's risk management and control
 - an opinion on the adequacy and effectiveness of data management and quality assurance processes
 - a commentary on any causes of concern raised by the internal or external auditors

Note: To ensure compliance with the Office for Students Regulatory Framework, Notices and Advice, and following Board approval of the Annual Value for Money Report, include an opinion within the Annual Audit Report on the adequacy and effectiveness of arrangements to ensure:

- Funds have been used for the purpose for which they were intended
- Value for money has been secured.

Membership

To ensure the independence of the Audit and Risk Committee, the company's executive directors are excluded from its membership. The membership will comprise:

- A minimum of three independent non-executive directors (one of whom will act as Chair)
- In attendance: Head of Compliance [by invitation for relevant items]. Other members of the SLT and SMT will also be requested to attend and present papers as necessary, e.g., where they are risk owners and/or document leads.

The Audit and Risk Committee has the power to recommend to the Board of Directors the co-opting of additional external experts as members when appropriate.

The Audit and Risk Committee has the power to require the attendance of any executive director, member of staff and/or external academic advisor of the Academic Committee at any of its meetings. In addition, the Chair may invite other persons to attend an Audit Committee meeting and participate in discussions, on an *ad hoc* basis.

The Head of Governance and Company Secretary provides secretariat services to the Audit and Risk Committee.

Quorum

No business other than the appointment of a Chair shall be transacted at any meeting of the Audit and Risk Committee if the persons attending it do not constitute a quorum. Two members must be present to constitute a quorum.

If such a quorum is not present within fifteen minutes from the time appointed for the meeting, the meeting shall stand adjourned.

2.4.2 Nominations and Governance Committee

In accordance with **Regulation 15(c)** of the Articles, a Nominations and Governance Committee¹⁷ is established to be responsible for, *inter alia*, recommending the appointment of all directors.

The Nominations and Governance Committee will meet at least once per year.

Terms of Reference [Delegated by the directors]

Subject to the Statement of Primary Responsibilities of the Board of Directors (see **Section 2.4.2** above), the Nominations and Governance Committee is responsible for:

- Maintaining the Board's skills, knowledge and experience audit, advising the Board on its membership profile, and ensuring that the membership meets the Board's diversity requirements
- Managing the recruitment of non-executive directors, including receiving and considering nominations for appointments
- Recommending to the Board of Directors the appointment of independent non-executive directors for a maximum initial period of four calendar years
- Recommending the re-appointment of independent non-executive directors to the Board of Directors for a maximum final period of four calendar years. In exceptional circumstances, the Nominations and Governance Committee may recommend to the Board the approval of a third term not exceeding four years, subject to the right of the directors to terminate the third term at any time should the directors deem that the exceptional circumstances no longer exist.
- Exercising the power under **Regulation 44** to appoint up to three independent non-executive directors if there are any circumstances in which the Board of Directors cannot exercise its power of appointment
- Recommending to the Board of Directors the job description, person specification, and search and selection process for the appointment of executive directors, ensuring the diversity of the Board's membership and compliance with the Equality Act 2010
- Recommending to the Board of Directors the appointment of executive directors at the conclusion of the selection process
- If the position of Principal and Chief Executive Officer shall become vacant, appointing another Executive Director to the role of Acting Principal and Chief Executive Officer for a period of no more than six months

¹⁷ NOTE: The Articles refer to a Nominations Committee. The Terms of Reference of the Nominations and Governance Committee cover all matters related to Nominations and have been enlarged to cover matters related to Governance. In accordance with Regulation 10(a) of the Articles, the Board can delegate any of its powers to a committee consisting of one or more directors.

- Considering and recommending to the Board procedures relating to the induction, development and assessment of directors as well as the assessment of the Company Secretary
- Considering and reporting to the Board on issues affecting members in relation to ethical and moral values including the 'Nolan Committee on Standards in Public Life' and on other matters relating to members' interests
- Considering and advising the Board on matters of governance to ensure that the Institute's governance structures and processes are fit for purpose by referencing them against recognised standards of good practice
- Co-ordination and oversight of the processes for internal and external review and evaluation of governance effectiveness (see **Section 1.3**)
- The Nominations and Governance Committee may propose minor modifications to the Corporate and Academic Governance Framework, including adjustments to committee compositions, for the approval of the Board of Directors and, where relevant, the Academic Committee (see **Section 1.3**).

The Chair may invite other persons to attend a Nominations and Governance meeting and participate in discussions, on an *ad hoc* basis.

Membership

- The Chair of the Board of Directors and one other independent non-executive director (one of whom will act as Chair)
- One external academic advisor of the Academic Committee (in attendance when required by the Chair and in accordance with the Articles)
- Principal and Chief Executive Officer
- The Head of Governance and Company Secretary, who will also provide secretariat services to the Committee.

The Nominations and Governance Committee has the power to recommend to the Board of Directors the co-opting of additional external experts as members when appropriate.

Quorum

No business other than the appointment of a Chair shall be transacted at any meeting of the Nominations and Governance Committee if the persons attending it do not constitute a quorum. Three members (including the Chair of the Committee and the Principal and Chief Executive Officer) must be present to constitute a quorum.

If such a quorum is not present within fifteen minutes from the time appointed for the meeting, the meeting shall stand adjourned.

2.4.3 Remuneration Committee

In accordance with **Regulation 15(d)** of the Articles, a Remuneration Committee is established to be responsible for, *inter alia*, setting: (i) the remuneration for all executive directors; (ii) the remuneration for any person who is engaged by the company in a position that confers membership of the company's Strategic Leadership Team as stipulated within the Corporate and Academic Governance Framework; and (iii) any director's fee paid to any independent non-executive director.

The Remuneration Committee will normally meet annually.

Terms of Reference [Delegated by the directors]

Subject to the Statement of Primary Responsibilities of the Board of Directors (see **Section 2.3.1** above), the Remuneration Committee is responsible for ensuring compliance with: (i) the Committee of University Chairs 'HE Senior Staff Remuneration Code'; and (ii) the Office for Students Regulatory Framework, Notices and Advice; and for:

- Determining the remuneration for the following employees, and ensuring that in determining such remuneration it is set at a level that is fair, appropriate and justifiable, and that there is due regard to comparative remuneration information, the benefits accruing to the relevant employee, the terms and conditions of employment of the relevant employee, the public interest, and the duty to safeguard public funds:
 - the Executive Directors
 - all other members of the company's Strategic Leadership Team
 - Non-Executive Directors
 - Co-opted members of the Board of Directors and its committees and external academic advisors to the Academic Committee
- Determining any director's fee payable to an independent non-executive director, and ensuring that in determining any such director's fee it is set at a level that is fair, appropriate and justifiable, and that there is due regard to the public interest and the duty to safeguard public funds [any independent non-executive director to be excluded from that part of the meeting where that independent non-executive director's fee is determined]
- Considering and approving an Annual Remuneration Report to be presented to the Board of Directors, that must include the following:
 - A list of post holders within the remit of the Remuneration Committee
 - Its policy on the remuneration for post holders within the remit of the Remuneration Committee
 - Its choice of comparator institutions and/or organisations
 - Its policy on income derived from external activities
 - The pay multiple of the Principal and Chief Executive Officer and the median earnings of the Institute's whole workforce, illustrating how that multiple has changed over time and, if it is significantly above average, an explanation of why
 - An explanation of any significant changes

The Chair may invite other persons to attend a Remuneration Committee meeting and participate in discussions, on an *ad hoc* basis.

Membership

- One independent non-executive director, who shall not be the Chair of the Board of Directors (Chair)
- Chair of the Board of Directors who is also an independent non-executive director (Secretary (and member))
- One other independent non-executive director

One or more of the Executive Directors may be invited to attend as non-members but will be required to leave the meeting when their own remuneration is being discussed.

Quorum

No business other than the appointment of a Chair shall be transacted at any meeting of the Remuneration Committee if the persons attending it do not constitute a quorum. Two members must be present to constitute a quorum.

If such a quorum is not present within fifteen minutes from the time appointed for the meeting, the meeting shall stand adjourned.

2.5 Corporate governance arrangements: management

2.5.1 Schedule of powers delegated to management

Subject to the responsibilities of the Board of Directors (and, in particular, the responsibility of the Board to make any decisions which could pose a significant reputational or financial risk), the following powers are delegated to management (i.e. to the executive directors and other members of the Strategic Leadership Team (SLT) and Senior Management Team (SMT)):

- Drafting the Risk Management Framework (including the Risk Appetite Statement and Corporate Risk Register), Strategic Framework and Key Performance Indicators (KPIs), and recommending approval to the Board of Directors
- Implementing the Strategic Framework
- Executing the annual operating and capital budgets as agreed upon by the Board of Directors
- Recruiting, disciplining and dismissing staff (with the exception of executive directors)
- Setting the remuneration for staff (with the exception of those who come within the remit of the Remuneration Committee)
- Authorising financial payments in accordance with a scheme of delegation approved by the Board of Directors
- Signing contracts and regulatory documents subject to a scheme of delegation approved by the Board of Directors
- Executing a system of internal control and risk management, ensuring compliance with the Risk Appetite Statement
- Executing a system of data management and quality assurance processes
- Executing actions in relation to decisions of the Board of Directors on investments, mergers, and acquisitions, etc.
- Ensuring compliance with the Health and Safety Policy, and all relevant health and safety legislation and regulations
- Overseeing compliance with the Prevent Duty
- Ensuring compliance with all other applicable legislative and regulatory requirements

2.5.2 Strategic Leadership Team (SLT)

The Strategic Leadership Team (SLT) meets every two months, and additionally as required, to ensure effective strategic leadership, development and direction throughout the Institute.

Terms of Reference

Within the scope of the SLT's responsibilities, the Board of Directors is authorised to hold the SLT to account.

Subject to the prerogatives of our awarding bodies, and the responsibilities of the Board of Directors and Academic Committee, the SLT is responsible for:

- Furthering the objects of the company as set out in Regulation 3 of the Articles
- Ensuring effective strategic leadership, development and direction throughout the Institute
- Referring matters to any other committee if the SLT determines that consultation and engagement with such committee is required prior to exercising its decision-making powers
- Referring matters to the Student Staff Consultative Forum (SSCF) if the SLT determines that Institute-wide student consultation and engagement is required prior to exercising its decision-making powers
- Establishing Working Groups to which specified activities can be assigned under the direction and monitoring of the SLT
- Recommending to the Board of Directors approval of the Risk Management Framework and all associated documents (including the Risk Appetite Statement)
- Ensuring compliance with the Risk Appetite Statement
- Recommending to the Board of Directors approval of the Key Performance Indicators (KPIs) to measure both academic and non-academic performance, the Board of Directors acting upon the recommendation of the Academic Committee when setting academic KPIs
- Monitoring KPIs and, acting upon the recommendation of the SMT as applicable, approve any necessary actions with regards to non-academic KPIs
- Reviewing resource requirements across the Institute, to include our IT infrastructure
- Ensuring effective management and leadership of the Annual Planning Cycle, to include:
 - Approving the Annual Planning Cycle
 - Approving the Internal and External Intelligence Report
 - Recommending to the Board of Directors approval of the Strategic Framework [the Board of Directors' approval will normally take place at a joint meeting of the Board of Directors and the Academic Committee, the Board of Directors acting upon the recommendation of the Academic Committee when setting Academic Goals]
- Receiving from the SMT the Corporate Risk Register that shall be used as a formal record for the management of risks

- Receiving from the SMT for information reports on implementation of the Strategic Framework
- Advising the Board of Directors if there is a material adverse change to the Principal and Chief Executive Officer's delegated authority, or if there is any serious incident which could have a serious impact on the interests of the company, to enable the Board to ensure the company's designated accountable officer or the Chair of the Board of Directors informs the Office for Students, or other UK government department or agency
- Receiving the minutes, or the relevant extract, of the following if a matter has been referred to the SLT for consideration (otherwise online access to the minutes will be provided for information only):
 - Board of Directors
 - Senior Management Team (SMT)
 - Academic Committee (AC)
 - Access and Participation Committee (APC)
 - Student Staff Consultative Forum (SSCF)
 - Equality, Diversity and Inclusion Committee (EDIC)
 - Health and Safety Committee
- Considering such other matters as may be referred to the SLT

The SLT may refer matters for consideration to the following (in which case the minutes, or the relevant extract, will be provided):

- Board of Directors
- Senior Management Team (SMT)
- Academic Committee (AC)
- Access and Participation Committee (APC)
- Student Staff Consultative Forum (SSCF)
- Equality, Diversity and Inclusion Committee (EDIC)
- Health and Safety Committee

SLT Membership

- Principal and Chief Executive Officer (Chair)
- Chief Operating Officer and Chief Financial Officer (Deputy Chair)
- Deputy Principal
- Deputy Chief Executive Officer

Members of the Senior Management Team (SMT) will attend meetings of the SLT either (i) at the invitation of the Chair; or (ii) by request and with the agreement of the Chair.

The Head of Governance and Company Secretary provides secretariat services to the committee.

Quorum

No business other than the appointment of a Chair shall be transacted at any SLT meeting if the persons attending it do not constitute a quorum. Three members of the SLT shall constitute a quorum.

If such a quorum is not present within fifteen minutes from the time appointed for the meeting, the meeting shall stand adjourned.

2.5.3 Senior Management Team (SMT)

The Senior Management Team (SMT) meets every 2 months, and additionally as required, to ensure effective operational management and leadership throughout the Institute.

There is a separate Senior Academic Leadership Team (SALT) that supports effective operational management and leadership throughout the Academic Division and provides a forum through which information which relates to maintaining academic standards and the enhancement of academic quality is disseminated and discussed. The SALT does not report to the SMT, although it can refer matters to the SMT (or other relevant committees or forums) for consideration.

Terms of Reference

Within the scope of the SMT's responsibilities, the Board of Directors is authorised to hold the SMT to account.

Subject to the prerogatives of our awarding bodies, and the responsibilities of the Board of Directors, SLT and Academic Committee, the SMT is responsible for:

- Furthering the objects of the company as set out in Regulation 3 of the Articles
- Ensuring effective operational management and leadership throughout the Institute
- Ensuring compliance with the Office for Students Regulatory Framework, Notices and Advice, including the General Conditions of Registration and any Specific Conditions of Registration
- Ensuring that when exercising its decision-making powers, consideration is given to the reference points set out within the UK Quality Code for Higher Education
- Referring matters to the Quality Assurance and Enhancement Committee (QAEC) if the SMT determines that consultation and engagement with the QAEC is required prior to exercising its decision-making powers
- Referring matters to the Student Staff Consultative Forum (SSCF) if the SMT determines that Institute-wide student consultation and engagement is required prior to exercising its decision-making powers
- Establishing Working Groups to which specified activities can be assigned under the direction and monitoring of the SMT
- Receiving the Risk Management Framework and all associated documents (including Risk Appetite Statement)
- Ensuring compliance with the Risk Appetite Statement
- Recommending to the Board of Directors the approval of (and the approval of updates to) key policies, procedures, documents and reports, to include the following:

- Access and Participation Plan
- Annual Value for Money Statement
- Corporate Risk Register
- Ethics Policy that includes a Whistleblowing Procedure that extends to directors and staff
- Prevent Duty Annual Report
- Prevent Duty Risk Assessment
- Student Protection Plan
- Receiving, for information, the following documents that are associated with the Annual Planning Cycle:
 - the Annual Planning Cycle
 - the Internal and External Intelligence Report
 - the Overview Annual Course Evaluation Report
 - the Overview Annual Monitoring and Evaluation Report
 - the Strategic Framework
- Monitoring implementation of the Goals and Major Projects set out within the Strategic Framework
- Monitoring the Corporate Risk Register that shall be used as a formal record for the management of risks, and advising the Board of Directors of any changes that it recommends should be made to the Register
- Approving non-academic regulatory, policy and procedural documents with the exception of the documents set out above that require the approval of the Board of Directors or the SLT
- Monitoring, reviewing and interrogating KPIs, using the KPIs as an indicator of whether a risk might materialise or has realised, and recommending any necessary actions to the SLT (with regard to non-academic KPIs), the Academic Committee (with regard to academic KPIs) and the Access and Participation Committee (with regard to APP KPIs)
- Monitoring compliance with external agency requirements, for example the Office for Students, HESA and UKVI
- Receiving the following for consideration:
 - Access and Participation KPI updates from the Access and Participation Committee
 - Divisional/Departmental Reports
 - Equality, Diversity and Inclusion Annual Report
 - Equality, Diversity and Inclusion Reports
 - Monitoring reports, compliance reports and/or compliance statements with regards to the Office for Students Conditions of Registration

- Monitoring Reports on Implementation of the Strategic Measures (i.e. actions) that are included in our Access and Participation Plan
- Reports on the National Student Survey and Graduate Outcomes
- Reports from the Prevent Lead
- Receiving for consideration and action interim and final evaluation reports specified within our Access and Participation Plan
- Receiving the following for information:
 - Health and Safety Annual Report
 - Reports on the operation of the Student Complaints Policy and Procedures [that may include anonymised summaries of student complaints]
 - Reports from the Student Guild and/or the Student Staff Liaison Manager
 - Update Reports in response to internal audits
- Receiving the minutes, or the relevant extract, of the following if a matter has been referred to the SMT for consideration (otherwise online access to the minutes will be provided for information only):
 - Board of Directors
 - Access and Participation Committee (APC)
 - Academic Committee (AC)
 - Quality Assurance and Enhancement Committee (QAEC)
 - Course Committees (CCs)
 - Student Staff Consultative Forum (SSCF)
 - Equality, Diversity and Inclusion Committee (EDIC)
 - Health and Safety Committee
- Considering such other matters as may be referred to the SMT

The SMT may refer matters for consideration to the following (in which case the minutes, or the relevant extract, will be provided):

- Board of Directors
- Strategic Leadership Team (SLT)
- Access and Participation Committee (APC)
- Academic Committee (AC)
- Quality Assurance and Enhancement Committee (QAEC)
- Student Staff Consultative Forum (SSCF)
- Equality, Diversity and Inclusion Committee (EDIC)

- Health and Safety Committee

SMT Membership

- Chief Operating Officer and Chief Financial Officer (Chair)
- Deputy Chief Operating Officer (Deputy Chair)
- Deputy Principal
- Head of Governance and Company Secretary
- A Head of Academic School
- Head of Quality
- Director of the Centre for Student Engagement, Wellbeing and Success (SEWS)
- Head of Compliance
- Head of Marketing, Communications and UK Student Recruitment
- Head of International
- Head of IT Services
- People, Talent and Culture Manager
- Head of Infrastructure and Estates
- Head of Hospitality and Events

The Quality Department provides secretariat services to the committee.

Quorum

No business other than the appointment of a Chair shall be transacted at any SMT meeting if the persons attending it do not constitute a quorum. Six members shall constitute a quorum.

If such a quorum is not present within fifteen minutes from the time appointed for the meeting, the meeting shall stand adjourned.

2.5.4 Access and Participation Committee (APC)

The Access and Participation Committee (APC) will meet at least four times per year.

To support the SMT in its work in this area, the Access and Participation Committee (APC) has been established as a sub-committee of the SMT to ensure that the work undertaken within the Institute around access and participation is appropriately planned, governed and evaluated.

Terms of Reference

The Access and Participation Committee (APC) is responsible for ensuring compliance with the Office for Students' Regulatory Framework, Notices and Advice in relation to Access and Participation activities, to include *inter alia*:

- Advising on the Institute's strategic direction in relation to Access and Participation, and ensuring this is articulated within its Access and Participation Plan (APP), any relevant variations, and reflected within all other policies and procedures

- Actively ensuring compliance with the Institute’s APP and the regulatory requirements of the Office for Students
- Ensuring that risks related to our APP are regularly reviewed and included where appropriate on the Corporate and Divisional/Departmental Risk Registers, as appropriate
- Ensuring that appropriate KPIs are set and monitored, and that updates against KPIs are provided to the SMT, Academic Committee and Board of Directors for consideration and action. Similar updates will be provided to the Student Staff Consultative Forum for information.
- Developing, recommending for approval, promoting and overseeing the implementation of the APP, that shall include:
 - staff training (where required)
 - engagement with the student body and Student Guild
 - ensuring that interventions are evidence informed through engagement with external organisations, training opportunities and scholarly research
 - ensuring that appropriate evaluation methods are deployed to assess the effectiveness of our APP activities
- Recommending approval of the APP to the SMT [The SMT recommends approval to the Board of Directors]
- Receiving Monitoring Reports on Implementation of the Strategic Measures (i.e. actions) that are included in our Access and Participation Plan
- Receiving Evaluation Reports on implementation of the Strategic Measures and commitments (i.e. actions) that are included in the APP [for consideration] and ensuring that reports submitted are appropriately evidence-based, requesting additional information or re-submission where required
- Considering performance assessment and evaluation data relating to the Institute’s performance against APP Targets, Strategic Measures and commitments and, where necessary, recommending any appropriate courses of action to ensure the Institute stays on course to achieve annual APP Milestones and Targets.
- At an operational level the APC is responsible for monitoring the year-on-year reduction of the identified gaps, leading to their eventual elimination
- Interim and final evaluation reports are submitted to the APC for review and, once confirmed as being completed, are submitted to the SMT, Academic Committee and Board of Directors for consideration and action
- Considering any proposed changes to, or redrafting of, the APP (or parts thereof), in line with regulatory requirements and recommend approval to the SMT (that will recommend approval to the Board of Directors)
- Reviewing and agreeing the proposed financial expenditure allocated to access and participation activity (including HFI funding under the APP and appropriate Grant allocation), to ensure APP commitments (Strategic Measures) are delivered, and/or emerging priorities are resourced
- In line with this, and considering any emerging data, to agree any proposed changes to financial allocations to better meet APP Targets

- Promoting and monitoring the use and effectiveness of Theory of Change evaluation methods, or other suitable evaluation methods, as required
- Ensuring any new relevant legislation, regulations, regulatory guidance or best practice is reported internally and addressed at an Institute level

The APC may refer matters for consideration to the following (in which case the minutes, or the relevant extract, will be provided):

- Board of Directors
- Strategic Leadership Team (SLT)
- Senior Management Team (SMT)
- Academic Committee (AC)
- Quality Assurance and Enhancement Committee (QAEC)
- Student Staff Consultative Forum (SSCF)
- Equality, Diversity and Inclusion Committee (EDIC)

Membership

- Deputy Principal (Chair)
- Chief Operating Officer and Chief Financial Officer
- Deputy Chief Operating Officer
- Director of the Centre for Student Engagement, Wellbeing and Success
- Two Student Representatives, nominated by the Student President
- One independent, external member approved by the Committee

The Quality Department provides secretariat services to the committee.

Quorum

No business other than the appointment of a Chair shall be transacted at any meeting of the APC if the persons attending it do not constitute a quorum. Four members must be present to constitute a quorum, of which at least three must be members of the SMT. If such a quorum is not present within fifteen minutes from the time appointed for the meeting, the meeting shall stand adjourned.

3. Academic governance arrangements

While the Board of Directors, as the Institute's senior authority, retains ultimate responsibility for academic governance, in accordance with **Regulation 15(a)** of the Articles the Board delegates key areas of responsibility for academic governance to the Academic Committee. The Academic Committee is empowered to establish additional committees to ensure the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality, and to ensure the Expectations of the UK Quality Code for Higher Education are met.

3.1 Committee Structure

In addition to furthering the objects of the company as set out in **Regulation 3** of the Articles [page 3 of the Introduction to this document], the purposes of our academic governance committee structure are:

- Ensuring the integrity, robustness and effectiveness of the management of our academic activities, and in particular the setting and maintaining of academic standards and the assuring and enhancing of academic quality; and
- Fulfilling the current and likely future requirements of our awarding bodies, Professional, Statutory and Regulatory Bodies (PSRBs), and regulators including the OfS.

Academic governance is managed through a four-tier committee structure:

- **Academic Committee**
- **Quality Assurance and Enhancement Committee**
- **Course Committees**
- **Student Staff Consultative Forum**

The **Academic Committee (AC)** is our senior committee, having been delegated key areas of responsibility for academic governance by the Board of Directors in accordance with **Regulation 15(a)** of the Articles. The Academic Committee is accountable to the Board of Directors for effective academic governance and a number of mechanisms and reporting requirements operate to ensure that the Academic Committee is able to provide academic assurance to the Board. (Please refer to **Section 2.3.2** The Board's responsibilities for academic governance.) Students are represented on the Academic Committee. Its membership also includes two external academic advisors with senior HE experience and expertise, and one independent non-executive director who is entitled to participate in discussions but does not have the right to vote or to participate in any other ways in the Committee's decision-making powers. All independent non-executive directors are able to attend meetings of the Academic Committee as observers.

The **Quality Assurance and Enhancement Committee (QAEC)** acts on behalf of the Academic Committee to ensure that the Institute's processes are followed for the setting and maintaining of academic standards and the assurance and enhancement of academic quality. Students are represented on the QAEC.

The primary responsibility of **Course Committees (CCs)** is to oversee the quality of student learning opportunities and the enhancement of the student experience at course level. They also contribute to the management and development of the course(s) for which they are responsible. Course Committees ensure the implementation of our academic and non-academic regulations, policies, and procedures and those of our awarding bodies. Students are represented on Course Committees.

To ensure effective Institute-wide student representation and consultation, a single **Student Staff Consultative Forum (SSCF)** convenes at least once a term. The SSCF formally considers and actions Institute-wide issues and also provides a forum through which we can fully consult and engage with students with regards to the development of key strategic and management initiatives.

We have established an independent Student Guild. All students are members of the Student Guild (subject to having a right to opt-out). Members of the Student Guild elect student representatives to the Guild's Student Council, and also to the positions of Officer Trustee and Student Trustee. The membership of each Course Committee includes the relevant Student Council Student Representatives. All Student Council Student Representatives are members of the SSCF. Student Council Student Representatives are appointed by the Student President to the Academic Committee and the QAEC.

In addition to the above formal committees and forums, we have established a **Senior Academic Leadership Team (SALT)** to support effective operational management and leadership throughout the Academic Division. Information which relates to maintaining academic standards and the enhancement of academic quality will be disseminated and discussed within the SALT.

3.2 Academic Committee

The Academic Committee (AC) is our senior committee. The Board of Directors (i.e. the governing body) has delegated responsibility for key areas of academic governance to the Academic Committee in accordance with **Regulation 15(a)** of the Articles.

3.2.1 Terms of Reference

The Academic Committee is accountable to the Board of Directors for effective academic governance and for ensuring that the Institute meets the current and likely future requirements of our awarding bodies, Professional, Statutory and Regulatory Bodies (PSRBs), and regulators including the OfS.

In addition to furthering the objects of the company as set out in **Regulation 3** of the Articles [page 3 of the Introduction to this document], and subject to the responsibilities of the Board of Directors, the Strategic Leadership Team (SLT) and the Senior Management Team (SMT), the Academic Committee is responsible for:

- Furthering the objects of the company as set out in **Regulation 3** of the Articles
- The establishment, maintenance and implementation of academic regulations, policies and procedures which relate to the setting and maintaining of academic standards and the assuring and enhancing of academic quality
- Ensuring the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality
- Making all decisions related to academic awards [this is an irrevocable right which cannot be compromised by the Board of Directors or the shareholders]
- Advising the shareholders, Board of Directors, the Strategic Leadership Team (SLT), Senior Management Team (SMT) and the Quality Assurance and Enhancement Committee (QAEC) accordingly. In exercising this responsibility, the Academic Committee has regard to relevant external academic and professional standards, regulatory and legal requirements and to the expectations of our students, awarding bodies, Professional, Statutory and Regulatory Bodies (PSRBs), and other external stakeholders
- Establishing committees with appropriate membership to advise and assist the Academic Committee in carrying out its responsibilities, considering reports from these committees and through these reports monitoring and evaluating the work they undertake
- Ratifying, by majority decision, any changes made to the entrenched provisions of the Articles of Association as specified in **Regulation 149** of the Articles, and/or the academic governance arrangements set out within Section 3 of the Corporate and Academic Governance Framework by the Board of Directors

- Proposing to the Board of Directors changes to the entrenched provisions of the Articles of Association as specified in **Regulation 149** of the Articles, and/or the academic governance arrangements set out within Section 3 of the Corporate and Academic Governance Framework
- Ensuring the Expectations of the UK Quality Code for Higher Education are met
- Providing assurance to the Board of Directors regarding compliance with external regulatory requirements relating to quality and standards
- Providing assurance to the Board of Directors that academic governance is robust and effective and that academic quality and standards are secure, through the annual cycle of Academic Assurance Reports to the Board, and related mechanisms
- Advising on the development of our academic portfolio and academic partnerships
- Recommending to the Board of Directors the approval of academic Key Performance Indicators (KPIs)
- With regard to the Annual Planning Cycle:
 - Receiving the Annual Planning Cycle [for information]
 - Receiving the Internal and External Intelligence Report (IEIR) [for information]
 - Acting upon a recommendation of the SLT, recommending to the Board of Directors the approval of the Academic Goals set out in the Strategic Framework (normally at a joint meeting of the Board of Directors and the Academic Committee)
 - Monitoring progress in implementation of the Academic Goals set out in the Strategic Framework
- Monitoring KPIs and approving any necessary actions with regards to academic KPIs, acting upon recommendations of the SMT as applicable
- Acting upon a recommendation of the QAEC, approval of the following, in accordance with our Course Approval, Withdrawal and Suspension Procedures, and Curriculum Modification Procedures:
 - New course proposals [academic case]
 - Major modifications to existing courses
 - Proposals for the withdrawal and suspension of current courses
- Considering reports on the quality and standards of academic courses, including reports that are provided to or received from our awarding bodies (e.g. External Examiner Reports)
- Considering all other reports from validating, accrediting, reviewing and other external bodies, including actions taken in response to these reports
- Acting upon a recommendation of the QAEC, approval of the following:
 - Admissions Policy
 - Assessment Procedures: Validated Degrees
 - Course Approval, Withdrawal and Suspension Procedures

- Curriculum Modification Procedures
- Engagement Policy
- Feedback Policy and Guidelines
- In-Bloom Appeals Procedure
- Managed Observation of Teaching Scheme
- Peer Observation of Teaching Scheme
- Research Ethics Code of Practice
- Research Strategy
- Student Complaints Policy and Procedures
- Student Disciplinary Policy and Procedures
- Withdrawal, Study Break, and Deferral Policy
- Receiving (through online access) the following for information:
 - Access and Participation Plan
 - Annual Course Evaluation Reports and Overview Annual Course Evaluation Report
 - Annual Monitoring and Evaluation Reports (which will include commentary on External Examiner Reports) and Overview Annual Monitoring and Evaluation Report
 - Course Committee minutes
 - External Examiner Reports and External Examiner Response Forms
 - Periodic Course Review Reports
 - Reports on the operation of the Student Complaints Policy and Procedures [that may include anonymised summaries of student complaints]
 - Research Ethics Committee minutes
 - Student Staff Consultative Forum (SSCF) minutes
 - Teaching Excellence and Student Outcomes Framework (TEF) provider submission
- Receiving the following for consideration:
 - Annual Access and Participation Plan Impact Report
 - Equality, Diversity and Inclusion Annual Report
 - Equality, Diversity and Inclusion Reports
 - Monitoring Reports on Implementation of the Strategic Measures (i.e. actions) that are included in our Access and Participation Plan
 - Reports on the National Student Survey and Graduate Outcomes
 - Research Ethics Annual Report

- Receiving for consideration and action Access and Participation KPIs as well as interim and final evaluation reports specified within our Access and Participation Plan
 - Receiving the relevant extract of the minutes of the following if a matter has been referred to the Academic Committee for consideration:
 - Board of Directors *
 - Senior Leadership Team (SLT)
 - Senior Management Team (SMT)
 - Access and Participation Committee (APC) *
 - Quality Assurance and Enhancement Committee (QAEC) *
 - Equality, Diversity and Inclusion Committee (EDIC) *
- * Online access will be provided to these minutes, for information
- Acting upon a recommendation of the QAEC, approval of changes to the structure of Course Committees
 - Advising on such other matters as may be referred to the Academic Committee.

The Academic Committee may refer matters for consideration to the following (in which case the minutes, or the relevant extract, will be provided):

- Board of Directors
- Strategic Leadership Team (SLT)
- Senior Management Team (SMT)
- Access and Participation Committee (APC)
- Quality Assurance and Enhancement Committee (QAEC)
- Equality, Diversity and Inclusion Committee

3.2.2 Vote of no confidence in the Principal and Chief Executive Officer

In accordance with **Regulation 52** of the Articles, the Academic Committee has the power to pass an advisory vote of no confidence in the Principal and Chief Executive Officer. If exercised, the Board of Directors shall give due regard to such vote, provided a majority of the external academic advisors of the Academic Committee¹⁸ have voted in favour of such vote.

3.2.3 Membership

- Principal and Chief Executive Officer (Chair)
- Deputy Chief Operating Officer (Deputy Chair)
- Deputy Principal

¹⁸ The external academic advisors can only cast a vote if present at the meeting. The majority is determined in accordance with the number of external academic advisors who have the right to attend and vote.

- Two external academic advisors¹⁹
- Head of the School of Accounting and Finance
- Head of the School of Business
- Head of the School of Law and Legal Practice
- Head of the School of Foundation Year Studies
- Head of Quality
- Director of the Centre for Student Engagement, Wellbeing and Success (SEWS)
- Chair of EDI Committee
- President of the Student Guild (or nominee - such nominee must be a Student Guild Officer Trustee, Student Guild Student Trustee, or a Student Council Student Representative)
- One Student Council Student Representative from each Course Committee (excluding the President of the Student Guild who is already a member) who shall be appointed by the President of the Student Guild
- One designated non-executive director is entitled to attend meetings of the Academic Committee and to participate in discussions (but does not have the right to participate in the exercise of any decision-making powers of the Academic Committee) in order to report back to the Board of Directors on the robustness and effectiveness of the Academic Committee.

All independent non-executive directors are entitled to attend meetings of the Academic Committee as observers.

The Chair may invite other persons to attend an Academic Committee meeting and participate in discussions, on an *ad hoc* basis.

The Quality Department provides secretariat services to the committee.

Quorum

No business other than the appointment of a Chair shall be transacted at any Academic Committee meeting if the persons attending it do not constitute a quorum. Six members (excluding the Student President and the Student Council Student Representatives), that shall include a minimum of one external academic advisor, shall constitute a quorum.

If such a quorum is not present within fifteen minutes from the time appointed for the meeting, the meeting shall stand adjourned.

3.3 Quality Assurance and Enhancement Committee (QAEC)

The Quality Assurance and Enhancement Committee (QAEC) is an intermediate committee, sitting above the Course Committees and below the Academic Committee. The QAEC undertakes a

¹⁹ At least one of the external academic advisors of the Academic Committee should have current or recent experience of quality management at a senior level within a UK higher education institution. The external academic advisors are appointed by the Academic Committee for a maximum period of four years, renewable once for a maximum period of four years. The Academic Committee may terminate the appointment of an external academic advisor if the advisor misses two consecutive meetings without good cause.

supervisory role on behalf of the Academic Committee, and is under the direct control of the Academic Committee.

3.3.1 Terms of Reference

Within the scope of its responsibilities, the Academic Committee is authorised to hold the QAEC to account.

Subject to the prerogatives of our awarding bodies, and the responsibilities of the Board of Directors and Academic Committee, the QAEC is responsible for:

- Furthering the objects of the company as set out in Regulation 3 of the Articles
- Ensuring the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality
- Ensuring the Expectations of the UK Quality Code for Higher Education are met
- Referring matters to the Senior Management Team (SMT) if the QAEC determines that consultation and engagement with the SMT is required prior to exercising its decision-making powers
- Referring matters to the Student Staff Consultative Forum (SSCF) if the QAEC determines that Institute-wide student consultation and engagement is required prior to exercising its decision-making powers
- Recommending to the Academic Committee the approval of the following:
 - Admissions Policy
 - Assessment Procedures: Validated Degrees
 - Course Approval, Withdrawal and Suspension Procedures
 - Curriculum Modification Procedures
 - Engagement Policy
 - Feedback Policy and Guidelines
 - In-Bloom Appeals Procedure
 - Research Ethics Code of Practice
 - Research Strategy
 - Peer Observation of Teaching Scheme
 - Managed Observation of Teaching Scheme
 - Student Complaints Policy and Procedures
 - Student Disciplinary Policy and Procedures
 - Withdrawal, Study Break, and Deferral Policy
- Approving academic regulatory, policy and procedural documents with the exception of the documents set out above that require the approval of the Academic Committee, and in particular approving the following documents:

- Annual Course Evaluation Reports and Overview Annual Course Evaluation Report
- Annual Monitoring and Evaluation Reports and Overview Annual Monitoring and Evaluation Report
- Teaching Excellence and Student Outcomes Framework (TEF) provider submission
- Recommending to the Academic Committee the approval of changes to the Course Committee structure
- Recommending to the Academic Committee the approval of the following, in accordance with our Course Approval, Withdrawal and Suspension Procedures, and Curriculum Modification Procedures:
 - new course proposals
 - major modifications to existing courses
- Approving minor modifications to existing courses in accordance with our Curriculum Modification Procedures, subject to the Chief Operating Officer and Chief Financial Officer's prior written approval to provide any additional resources which are necessary to implement any proposed modifications
- Receiving Module Monitoring Reports for information
- Receiving External Examiner Reports and approving External Examiner Response Forms
- Receiving the following for consideration:
 - Periodic Course Review Reports
 - reports from our awarding bodies and other external quality assurance organisations such as the QAA
 - reports on the National Student Survey and Graduate Outcomes
- Monitoring, reviewing and interrogating KPIs, using the KPIs as an indicator of whether a risk might materialise or has realised, and taking any necessary actions, acting upon the advice of the Academic Committee with regards to academic KPIs
- Having oversight of the following:
 - the quality of teaching through, *inter alia*, receipt of summary feedback on Managed and Peer Observations of Teaching
 - the completion of any actions set out within External Examiner Response Forms
- Receiving the relevant extract of the minutes of the following if a matter has been referred to the QAEC for consideration:
 - Academic Committee (AC) *
 - Strategic Leadership Team (SLT)
 - Senior Management Team (SMT)
 - Research Ethics Committee
 - Access and Participation Committee (APC) *

- Course Committees (CCs) [to include progress reports on Annual Course Evaluation Action Plans, and Annual Monitoring and Evaluation Action Plans] *
- Student Staff Consultative Forum (SSCF) *
- Equality, Diversity and Inclusion Committee (EDIC) *
- Pre-Module Board *

* Online access will be provided to these minutes, for information

– Receiving (through online access) the following for information:

- Reports on Welcome Back Surveys (WBSs)
- Reports on Initial Course Evaluations (ICEs)
- Reports on Student Module Evaluation Questionnaires (SMEQs)
- Reports on End-of-Year Course Evaluations (ECEs)
- Strategic Framework and KPIs
- Academic Assurance Reports
- Reports on the operation of the Student Complaints Policy and Procedures [that may include anonymised summaries of student complaints]

The QAEC may refer matters for consideration to the following (in which case the minutes, or the relevant extract, will be provided):

- Academic Committee (AC)
- Strategic Leadership Team (SLT)
- Senior Management Team (SMT)
- Access and Participation Committee (APC)
- Course Committees (CCs)
- Student Staff Consultative Forum (SSCF)
- Equality, Diversity and Inclusion Committee (EDIC)

3.3.2 Membership

- Deputy Principal (Chair)
- Head of School (Deputy Chair)
- Deputy Chief Operating Officer
- External academic advisors of the Academic Committee
- Head of Quality
- All Course Leaders

- One academic from each of our four academic disciplines (Foundation Year Studies, Accounting and Finance, Business, and Law), who teaches on a course within the academic discipline and who is not a member of the Academic Committee, to be selected for one academic year by academic staff within the relevant discipline
- Academic Lead for Learning Enhancement
- A member of staff from the Centre for Student Engagement, Wellbeing and Success (SEWS)
- A member of staff from Registry
- President of the Student Guild (or nominee - such nominee must be a Student Guild Officer Trustee, Student Guild Student Trustee, or a Student Council Student Representative)
- One Student Council Student Representative from each Course Committee (excluding the President of the Student Guild who is already a member, and excluding anyone who is also a member of the Academic Committee) who shall be appointed by the President of the Student Guild

The Quality Department provides secretariat services to the committee.

Quorum

No business other than the appointment of a Chair shall be transacted at any QAEC meeting if the persons attending it do not constitute a quorum. Six members (excluding the President of the Student Guild and the Student Council Student Representatives) shall constitute a quorum.

If such a quorum is not present within fifteen minutes from the time appointed for the meeting, the meeting shall stand adjourned.

3.4 Course Committees

The primary responsibility of Course Committees is to oversee the quality of student learning opportunities and the enhancement of the student experience. They also contribute to the management and development of the course(s) for which they are responsible. Course Committees ensure the implementation of our academic and non-academic regulations, policies and procedures and those of our awarding bodies.

Our decision on the number of Course Committees ensures that the business of each committee accords with the interests and responsibilities of its members, including its students. The following constitutes our Course Committee structure:

- Course Committee: Undergraduate Degree with Foundation Year
- Course Committee: Undergraduate Business [which, dependent upon the number of students, may have a separate Course Committee for the Top-up]
- Course Committee: Undergraduate Law [which, dependent upon the number of students, may have a separate Course Committee for the Top-up]
- Course Committee: Undergraduate Accounting and Finance [which, dependent upon the number of students, may have a separate Course Committee for the Top-up]
- Course Committee: Postgraduate Business
- Course Committee: Postgraduate Accounting and Finance

- Course Committee: Postgraduate Law²⁰

The Course Committee structure may be changed with the approval of the Academic Committee, acting on a recommendation of the Quality Assurance and Enhancement Committee (QAEC).

3.4.1 Undergraduate Degree with Foundation Year²¹

During Year 1 (i.e. Stage 0/3) of an undergraduate degree which incorporates a Level 0/3 foundation year, the committee which will have responsibility for complete oversight of delivery of the course will be the Undergraduate Degree with Foundation Year Course Committee.

During subsequent academic years, the committee which will have responsibility for complete oversight of delivery of the course will be the relevant Undergraduate Course Committee.

3.4.2 Terms of Reference

Course Committees are accountable to the Academic Committee and QAEC for their exercise of the following responsibilities in relation to the courses within their remit:

- Furthering the objects of the company as set out in Regulation 3 of the Articles
- Contributing to the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality
- Ensuring the Expectations of the UK Quality Code for Higher Education are met
- Ensuring that our academic and non-academic regulations, policies and procedures and those of our awarding bodies are appropriately reflected in the organisation and delivery of courses
- Advising the Deputy Principal and other managers on the effective management and operation of courses
- Advising the Deputy Principal and other managers on the resources available to and required for their courses
- Ensuring that appropriate arrangements are made for the evaluation of courses by staff and students to ensure their continuous enhancement
- Receiving reports on Initial Course Evaluations (ICEs), Welcome Back Surveys (WBSs), Student Module Evaluation Questionnaires (SMEQs) and End-of-Year Course Evaluations (ECEs) [for consideration]
- Receiving External Examiner Reports and External Examiner Response Forms and monitoring the completion of any actions
- Monitoring and evaluating the delivery and assessment of courses and their constituent modules, giving full consideration to Module Monitoring Reports and External Examiners' reports
- Evaluating and making recommendations on the guidance and support available to students

²⁰ It is intended to introduce postgraduate law degrees in 2024.

²¹ The decision was taken to close Undergraduate Degrees with Foundation Year after the June 2023 intake, and so these are now being taught-out.

- Recommending to the QAEC the approval of course-specific Annual Course Evaluation Reports and Annual Monitoring and Evaluation Reports
- Monitoring the implementation of course-specific Annual Course Evaluation Action Plans, and Annual Monitoring and Evaluation Action Plans
- Considering proposals for major and minor modifications to courses, and submitting any modification proposals to the QAEC in accordance with our Curriculum Modification Procedures
- Receiving the following for consideration:
 - Periodic Course Review Reports
 - minutes of the QAEC
 - minutes of the SSCF

The Course Committee may refer matters for consideration to the following (in which case the minutes, or the relevant extract, will be provided):

- Strategic Leadership Team (SLT)
- Senior Management Team (SMT)
- Access and Participation Committee (APC)
- Quality Assurance and Enhancement Committee (QAEC)
- Student Staff Consultative Forum (SSCF)
- Equality, Diversity and Inclusion Committee (EDIC)

3.4.3 Membership

- Course Leader for the course or one of the courses (Chair)
- Head of School
- Other Course Leader(s) for the course(s) (if applicable)
- All Module Leaders and Module Tutors for the course(s)
- Head of Quality (or nominee)
- Member of staff from the Centre for Student Engagement, Wellbeing and Success (SEWS)
- Member of staff from Registry
- The Student Council Student Representatives who are enrolled on the course(s)

The Quality Department provides secretariat services to the committee.

Quorum

No business other than the appointment of a Chair shall be transacted at any Course Committee meeting if the persons attending it do not constitute a quorum. Five members (excluding the Student Council Student Representatives), that shall include the Course Leader(s) and a minimum of two Module Leaders/Module Tutors, shall constitute a quorum.

If such a quorum is not present within fifteen minutes from the time appointed for the meeting, the meeting shall stand adjourned.

3.5 Student Staff Consultative Forum (SSCF)

To ensure effective Institute-wide student representation and consultation, a single **Student Staff Consultative Forum (SSCF)** convenes at least once a term. The SSCF formally considers and actions Institute-wide issues and also provides a forum through which we can fully consult and engage with students with regards to the development of key strategic and management initiatives. The Strategic Leadership Team (SLT), Senior Management Team (SMT), Access and Participation Committee (APC) and Quality Assurance and Enhancement Committee (QAEC) can refer items to the SSCF if they determine that Institute-wide student consultation and engagement is required prior to exercising their decision-making powers. The minutes of the SSCF are considered by the SMT, APC and QAEC. It is anticipated that some issues raised within the SSCF will be actioned and resolved without the need for formal consideration and action by a committee.

3.5.1 Terms of Reference

The SSCF is responsible for providing a forum through which we consult and engage with students with regards to, *inter alia*:

- Institute-wide issues relevant to the student body
- The development of key strategic and management initiatives (including those referred to the SSCF by the Strategic Leadership Team (SLT), Senior Management Team (SMT), Access and Participation Committee (APC) or the Quality Assurance and Enhancement Committee (QAEC))

To ensure the SSCF is fully engaged with implementation and evaluation of our Access and Participation Plan, the SSCF will receive, for information:

- Monitoring Reports on Implementation of the Strategic Measures (i.e. actions) that are included in our Access and Participation Plan (app), and other relevant reports (including the APP KPIs) that are deemed relevant by the Access and Participation Committee

The SSCF may refer matters for consideration to the following (in which case the minutes, or the relevant extract, will be provided):

- Board of Directors (BoD)
- Senior Management Team (SMT)
- Access and Participation Committee (APC)
- Academic Committee (AC)
- Quality Assurance and Enhancement Committee (QAEC)
- Equality, Diversity and Inclusion Committee (EDIC)

3.5.2 Membership

- Director of the Centre for Student Engagement, Wellbeing and Success (SEWS) (Chair)
- Deputy Chief Operating Officer
- Head of Quality (or nominee)

- A minimum of one Student Success Champion
- A member of staff from Registry
- Student Staff Liaison Manager
- All Student Council Student Representatives

The Student Guild Manager is entitled to attend the SSCF and participate in discussions, but does not have the right to participate in the exercise of any decision-making powers of the SSCF.

The Quality Department provides secretariat services to the committee.

Quorum

No business other than the appointment of a Chair shall be transacted at any SSCF meeting if the persons attending it do not constitute a quorum. Three members (excluding the Student Council Student Representatives), in addition to four Student Council Student Representatives, shall constitute a quorum.

If such a quorum is not present within fifteen minutes from the time appointed for the meeting, the meeting shall stand adjourned.

4. Equality, Diversity and Inclusion

We are committed to the concepts of equality, diversity and inclusion.

This is reflected within our objects, as set out in **Regulation 3(d)** of the Articles, as follows:

- to actively promote and apply equality, diversity and inclusion throughout the company, and to promote an inclusive teaching and learning environment

Our approach demonstrates that equality considerations are at the heart of everyday activities. We are committed to promoting an equal, diverse and inclusive academic community, as we believe this to be ethically right and socially responsible. Equality, diversity and inclusion are essential tenets that contribute to the academic and economic strength of our institution. We believe that excellence will be achieved through recognising the value of every individual.

We aim to create an environment that respects the diversity of staff and students and enables them to attain their full potential to contribute fully, and to derive maximum benefit and enjoyment from their involvement in the life of our institution. To this end, we acknowledge the following basic rights for all members and prospective members of our community:

- to be treated with respect and dignity;
- to be treated fairly with regard to all procedures, assessments and choices; and
- to receive reasonable support to attain their full potential.

4.1 Equality, Diversity and Inclusion Committee

In accordance with **Regulation 15(e)** of the Articles, an Equality, Diversity and Inclusion Committee is established that shall be responsible for, *inter alia*, determining the company's strategic direction in relation to equality, diversity and inclusion, and ensuring this is articulated within the company's Equality, Diversity and Inclusion Policy, and reflected within all other policies and procedures.

Terms of Reference [Delegated by the directors]

Subject to the Statement of Primary Responsibilities of the Board of Directors (see **Section 2.3.1** above), the Equality, Diversity and Inclusion Committee is responsible for ensuring compliance with the principles set out within the Committee of University Chairs 'Higher Education Code of Governance' and the Office for Students Regulatory Framework, Notices and Advice, and for:

- Determining the company's strategic direction in relation to equality, diversity and inclusion (in accordance with the Articles of Association), and ensuring this is articulated within its Equality, Diversity and Inclusion Policy, and reflected within all other policies and procedures
- Actively promoting, applying, and ensuring compliance with the company's Equality, Diversity and Inclusion Policy, and ensuring the Policy is reviewed every 3 years
- Developing, approving, promoting and overseeing the implementation of:
 - A programme of awareness raising events for staff and students
 - A programme of events to celebrate equality, diversity and inclusion
 - An inclusive teaching and learning environment (through the Inclusive Learning Environment Framework)
- Receiving Monitoring Reports on Implementation of the Strategic Measures (i.e. actions) that are included in our Access and Participation Plan, and other relevant

reports as deemed relevant by the Access and Participation Committee [for consideration]

- Receiving Equality, Diversity and Inclusion Reports [for consideration and action]
- Approving an Equality, Diversity and Inclusion Annual Report
- Approving the following policies and related procedures, as well as any new policies and related procedures with a specific equality, diversity and inclusion focus:
 - Dignity and Respect Policy
 - Student Disability Policy
 - Mental Health and Wellbeing Policy
 - Student Guide to Mental Health and Wellbeing
 - Pregnancy, Maternity and Parenting Guide
 - Unconscious Bias Guidance Notes
- Recommending to the Board of Directors approval of the Equality, Diversity and Inclusion Policy.
- Recommending to the Senior Management Team approval of the Staff Disability Policy.
- Receiving reports that analyse diversity data to highlight any identifiable inequalities to inform the development and enhancement of our Inclusive Learning Environment Framework and other strategies, policies, procedures and practices, to include reports relating to:
 - Staff profiles
 - Student application profiles
 - Enrolled student profiles
 - Student performance and achievement data
- Promoting and monitoring the use and effectiveness of the guaranteed interview scheme for persons applying for a post
- Ensuring any new legislation, regulations or best practice is reported internally and addressed at an institution level

The EDIC may refer matters for consideration to the following (in which case the minutes, or the relevant extract, will be provided):

- Board of Directors
- Strategic Leadership Team (SLT)
- Senior Management Team (SMT)
- Academic Committee (AC)
- Quality Assurance and Enhancement Committee (QAEC)

- Health and Safety Committee (HSC)
- Student Staff Consultative Forum (SSCF)

Membership

- Head of Governance and Company Secretary (Chair)
- Disability and Wellbeing Manager
- Disability and Wellbeing Advisor
- Up to two academic members of staff
- Up to two members of staff from Professional Services
- Up to six students, who will volunteer to participate as a member of the Committee because of their interest in equality, diversity and inclusion issues

Any member of the Board of Directors has the right to attend meetings of the committee.

The Chair may invite other persons to attend an Equality, Diversity and Inclusion Committee meeting and participate in discussions, on an *ad hoc* basis.

The Quality Department provides secretariat services to the committee.

Quorum

No business other than the appointment of a Chair shall be transacted at any meeting of the Equality, Diversity and Inclusion Committee if the persons attending it do not constitute a quorum. Four members must be present to constitute a quorum.

If such a quorum is not present within fifteen minutes from the time appointed for the meeting, the meeting shall stand adjourned.

5. Measuring performance

5.1 Annual Planning Cycle

We develop a three-year Strategic Framework that comprises:

- **Goals**, representing our strategic targets that we will seek to achieve over the three-year period. For each goal, we provide:
 - A contextual statement, providing a more detailed understanding of what these goals mean for the Institute.
 - Initiatives and projects we will develop and implement over the three-year period.
 - Positive outcomes that we will realise as a result of the implementation of the Strategic Framework.
- **Major Projects**, that we will achieve over the three-year period. These major projects require cross-Institute collaboration and investment, but will help us make significant progress toward our Strategic Goals.

Progress toward the goals and outcomes in the Strategic Framework is presented through regular divisional/departmental papers to the Senior Management Team (SMT) and will be reviewed both mid-year and annually to put in place any project plans and necessary resources required to make progress over the coming year. These divisional/departmental papers are received also by the SLT, Academic Committee and Board of Directors for information.

Major projects are overseen and governed by specialist project management groups, reporting to the Senior Management Team (SMT) and providing updates to our Strategic Leadership Team (SLT) and Board of Directors.

Our Corporate Risk Register is used to track and manage any risks which might emerge, or any risks which have the potential to significantly disrupt progress toward our Strategic Goals.

5.2 Staff

All staff have a job description.

All staff participate in an Annual Staff Appraisal and Development Scheme. Staff reflect on their performance over the current year, set targets for the next year, and identify any staff development needs to enable them to achieve their targets. Individual targets align with the Strategic Goals and Outcomes set out within the Strategic Framework. Reviews are undertaken to discuss progress and to identify any further staff development needs.

5.3 Directors and Head of Governance and Company Secretary

The directors and the Head of Governance and Company Secretary have their performance reviewed annually (see **Section 5.3** above).