

Corporate and Academic Governance Framework



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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. Managing Director) and independent 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 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 as follows:

- 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.

In furtherance of our objects, we currently deliver University of Northampton validated undergraduate degrees in Accounting, Business and Law, and franchised postgraduate degrees in Business and Law.

All of our undergraduate degrees are available full-time over 4 years (incorporating a Foundation Year), 3 years (standard course) and 2 years (accelerated). We also offer 1-year Top-ups in Accounting and Business.

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*, ensuring the company's Equality, Diversity and Inclusion Policy is reviewed annually and is actively promoted and applied, and that the Annual Equality, Diversity and Inclusion Action Plan is implemented.

This Corporate and Academic Governance Framework has been adopted in accordance with **Regulation 139** 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:

- 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)
- Annual 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 (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: the seven primary elements of higher education governance, as set out in the Committee of University Chairs (CUC) ‘The Higher Education Code of Governance’, the application of which are influenced by the core values of higher education governance¹; and the Office for Students Regulatory Framework, Notices and Advice².

The seven primary elements of the CUC ‘The Higher Education Code of Governance’ are as follows:

- **Primary Element 1:** The governing body [i.e. the Board of Directors] is unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit
- **Primary Element 2:** The governing body protects institutional reputation by being assured that clear regulations, policies and procedures that adhere to legislative and regulatory requirements are in place, ethical in nature, and followed
- **Primary Element 3:** The governing body ensures institutional sustainability by working with the executive [i.e. management] to set the institutional mission and strategy. In addition, it needs to be assured that appropriate steps are being taken to deliver them and that there are effective systems of control and risk management
- **Primary Element 4:** The governing body receives assurance that academic governance is effective by working with the Senate/Academic Board or equivalent as specified in its governing instruments [i.e. Academic Committee]
- **Primary Element 5:** The governing body works with the executive [i.e. management] to be assured that effective control and due diligence take place in relation to institutionally significant external activities
- **Primary Element 6:** The governing body must promote equality and diversity throughout the institution, including in relation to its own operation
- **Primary Element 7:** The governing body must ensure that governance structures and processes are fit for purpose by referencing them against recognised standards of good practice

In addition to the seven primary elements, the following core values of higher education governance, which include the “Nolan Principles of Public Life”³, influence how we apply the seven primary elements:

- Autonomy as the best guarantee of quality and international reputation
- Academic freedom and high-quality research, scholarship and teaching
- Protecting the collective student interest through good governance

¹ Committee of University Chairs, ‘The Higher Education Code of Governance’ (2014). See: www.universitychairs.ac.uk

² See: www.officeforstudents.org.uk

³ Defined by the Nolan Committee as selflessness, integrity, objectivity, accountability, openness, honest and leadership. See: www.gov.uk/government/publications/the-7-principles-of-public-life

- The publication of accurate and transparent information that is publicly accessible
- A recognition that accountability for funding derived directly from stakeholders requires HEIs to be clear that they are in a contract with stakeholders who pay for their service and expect clarity about what is received
- The achievement of equality of opportunity and diversity throughout the institution
- The principle that HE should be available to all those who are able to benefit from it
- Full and transparent accountability for public funding

Regulation 142 of the Articles provides that the Corporate and Academic Governance Framework shall also embrace the following 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 have applied to register as a higher education provider with the Office for Students.

Once registered, we are required to comply with the Office for Students Regulatory Framework, Notices and Advice⁴, including the General Conditions of Registration and any Specific Conditions of Registration.

In readiness for registration, we have ensured that both the Articles and the Corporate and Academic Governance Framework incorporate the necessary governance arrangements to ensure full compliance.

⁴ See: www.officeforstudents.org.uk

1.3 Annual review and evaluation

We carry out an annual review and evaluation of our corporate and academic governance arrangements to ensure there is compliance with the CUC 'The Higher Education Code of Governance'⁵ (on an "apply or explain" basis), and with the Office for Students Regulatory Framework, Notices and Advice⁶.

We also carry out an annual review of the Articles and the Corporate and Academic Governance Framework to ensure any recommendations made through the annual governance review are addressed, and also to ensure they remain 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 carry out an external review and evaluation of our corporate and academic governance arrangements every three years, the first external review to take place between September and November 2019.

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 Senior Management and Leadership Team (but not excluding the Secretary)), 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

⁵ Committee of University Chairs, 'The Higher Education Code of Governance' (2014). See: www.universitychairs.ac.uk

⁶ See: www.officeforstudents.org.uk

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 Managing Director - the directors shall give due regard to such vote, provided a majority of the external academic advisors of the Academic Committee has voted in favour of it, 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 the seven primary elements of the CUC's 'The Higher Education Code of Governance', and 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 accountable for the company's activities, this is expressly subject to **Regulations 144-146**
- **The explicit incorporation and application of the fourth primary element of the CUC 'The Higher Education Code of Governance'⁷ to ensure the Board of Directors receives an assurance from the Academic Committee that academic governance is effective**
 - **Regulation 144 [Level 2 Entrenchment: see Regulation 149]**

Provides that the directors shall ensure that they receive assurance that academic governance is 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 Managing Director who shall also be appointed to the role of Academic Principal

The directors may delegate any of their powers to management (i.e. to the executive directors and other members of the Senior Management and Leadership Team (SMLT), excluding the Secretary of the SMLT)
 - **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, the 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

⁷ Committee of University Chairs, 'The Higher Education Code of Governance' (2014). See:

www.universitychairs.ac.uk

- **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 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 1.4** 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 Senior Management and Leadership Team (SMLT))
- An executive director to exert undue influence over the other directors and/or management (i.e. members of the SMLT)
- 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 Senior Management and Leadership Team (including the Secretary), 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;
- is not a shareholder of the company; or
- 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 Committee, for one further period of no more than four years.

[Regulations 1, 48 and 50]

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

An independent non-executive director must have:

- senior practical expertise and/or senior 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 vision, mission 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 *Ibid.*

⁹ Defined by the Nolan Committee as selflessness, integrity, objectivity, accountability, openness, honest and leadership. See:

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

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

The Chair of the Academic Committee shall be the Managing Director and Academic Principal.

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

[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 Senior Management and Leadership Team (excluding the Secretary));
- the 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); and
- one Student Council Student Representative who is appointed by the President of the Student Guild.

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 Managing Director. 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:

¹⁰ The external academic advisors shall include any external academic advisors from our university partner(s). 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.

- **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

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

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, there is an annual review of our corporate and academic governance arrangements. The Corporate and Academic Governance Framework is reviewed once a year to ensure any recommendations made through this annual review are addressed, and also to ensure the Corporate and Academic Governance Framework remains fit-for-purpose.

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

As stipulated in **Sections 1.1 and 1.2** above, it is provided that the Corporate and Academic Governance Framework shall comply with the seven primary elements of higher education governance, as set out in the Committee of University Chairs (CUC) 'The Higher Education Code of Governance', the application of which are influenced by the core values of higher education governance¹¹, and 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 will call a shareholders' meeting at least once a year (the Annual General Meeting), following the procedures set out in the Articles.

The shareholders or directors can call additional shareholders' meetings as required, following the procedures set out in the Articles.

The Managing Director and/or the Chair of the Board of Directors will hold informal meetings with the shareholders as required by the shareholders.

The shareholders must:

- (i) Take into account any advice from the Academic Committee; and
- (ii) Not detract from the need to ensure the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality.

¹¹ Committee of University Chairs, 'The Higher Education Code of Governance' (2014). See:

www.universitychairs.ac.uk

¹² See: www.officeforstudents.org.uk

2.2 Corporate governance arrangements: directors

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 management (i.e. to the executive directors and other members of the Senior Management and Leadership Team (SMLT), excluding the Secretary of the SMLT).

In exercising its powers, the directors shall ensure compliance with the seven primary elements of higher education governance, as set out in the Committee of University Chairs (CUC) 'The Higher Education Code of Governance', the application of which are influenced by the core values of higher education governance¹³, and our own guiding principles (see **Section 1.1** above), and the Office for Students Regulatory Framework, Notices and Advice (see **Section 1.2** above). The directors shall embrace our own guiding principles set out in **Regulation 142** of the Articles.

In particular, the Board of Directors has a responsibility for ensuring compliance with the fourth primary element of the CUC 'The Higher Education Code of Governance'¹⁴ (see **Section 1.1** above), by ensuring that the Board receives assurance that academic governance is effective by working with the Academic Committee (see **Section 3** below). This is entrenched within **Regulation 144** of the Articles. This assurance is currently achieved through the following [this list is non-exclusive and may be added to in order to ensure the Board of Directors comply with any current or future legal or regulatory requirements, and the Academic Committee should advise the Board accordingly]:

- The Board of Directors receives Periodic Course Review Reports (such reviews being subject to external academic scrutiny), to provide the directors with an assurance with regards to the academic credibility, currency and quality of our courses
- An Annual Quality Report, that will include a quality compliance statement, is presented to the Board of Directors at a joint meeting of the Board of Directors and Academic Committee, thus providing the directors with an opportunity to discuss (and challenge) the report with the members of the Academic Committee
- One independent non-executive director is entitled to attend the Academic Committee and 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 effectiveness of the Academic Committee
- The Board of Directors receives the minutes of the Academic Committee
- The Board of Directors and the Academic Committee receive periodic updates to Divisional/Departmental Outcomes (that includes Academic Divisional Outcomes) through the Strategic Framework and the Data Dashboard, the Data Dashboard being used by the Board of Directors (and the Academic Committee), together with the Corporate Risk Register, as an ongoing indicator of whether a risk (that includes academic risks) might materialise or has realised – the Board of Directors has the power to refer any issues of concern to the Audit Committee which may undertake, *inter alia*, an internal audit

The Board of Directors also has a responsibility to further the objects of the company as set out in **Regulation 3** of the Articles, and within the context of the power to deliver high-quality education:

- to establish a self-critical, cohesive academic community that has a commitment to quality assurance supported by effective quality and enhancement systems;

¹³ Committee of University Chairs, 'The Higher Education Code of Governance' (2014). See:

www.universitychairs.ac.uk

¹⁴ See: www.officeforstudents.org.uk

- 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 with 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.

2.2.1 Membership

The Board of Directors currently comprises:

- Three independent non-executive directors
- Managing Director (who is also appointed to the role of Academic Principal)
- Finance Director

In addition, there is student and staff representation (see **Section 2.2.7** below).

Regulation 44 of the Articles provides that a director must have 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'¹⁵;
- the Nolan principles of public life¹⁶;
- our guiding principles set out in **Regulation 142** of the Articles
- the company's vision, mission and values; and
- the company's Equality, Diversity and Inclusion Policy.

In accordance with **Regulations 6 and 47** of the Articles, the following persons are excluded from being appointed as a director:

- 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

¹⁵ Committee of University Chairs, 'The Higher Education Code of Governance' (2014). See:

www.universitychairs.ac.uk

¹⁶ Defined by the Nolan Committee as selflessness, integrity, objectivity, accountability, openness, honest and leadership. See:

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

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.

In accordance with **Regulations 7 and 48** 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.

In accordance with **Regulation 1** of the Articles, 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;
- is not a shareholder of the company; and
- is not the family member of a shareholder of the company.

In accordance with **Regulation 49** of the Articles, an independent non-executive director must also have:

- a positive commitment to embrace and comply with the five provisions set out in **Regulation 44**; and
- senior practical expertise and/or senior academic expertise, and there must be at least one with senior practical expertise and one with senior academic expertise.

2.2.2 Appointment and remuneration

In accordance with **Regulation 44** of the Articles, and subject to any prior approval that may be required from the Department for Education, the Office for Students, or any other UK government department or agency, any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director by a decision of the directors, acting on a recommendation of the Nominations Committee (see **Section 2.2.16** below). If there are any circumstances in which the directors cannot exercise this power, the Nominations Committee has the power to appoint a maximum of three independent non-executive directors.

When a vacancy for an independent non-executive director arises, the vacancy will be ‘advertised’ on the company’s website. The Nominations Committee will recommend an appointment to the Board of Directors.

When a vacancy for an executive director arises, the Nominations Committee shall be responsible for making a recommendation to the Board of Directors with regards to the selection process (normally the vacancy will be advertised internally and externally and filled by open competition). At the end of the selection process, the Nominations Committee will recommend an appointment to the Board of Directors.

In accordance with **Regulation 46** of the Articles, the Board of Directors, acting on a recommendation of the Nominations Committee, shall appoint a Managing Director who shall also be appointed to the role of Academic Principal. In the event of a vacancy in the position of Managing Director and Academic Principal, the Nominations Committee shall appoint a director to the role of “Acting Managing Director and Academic Principal” for a period of no more than six months.

In accordance with **Regulation 45** of the Articles, the curriculum vitae of each appointed director shall be provided to the Academic Committee.

In accordance with **Regulation 50** of the Articles, the maximum period of office of an independent non-executive director is four calendar years, subject to the period being extended by a decision of the directors, acting on a recommendation of the Nominations Committee, for one further period of no more than four calendar years.

A Remuneration Committee (see **Section 2.2.17** below) shall be responsible for setting the remuneration of all executive directors and any director's fee for independent non-executive directors.

2.2.3 Termination

In accordance with **Regulation 51** of the Articles, a person shall cease to be a director as soon as:

- that person is excluded from being an executive director in accordance with **Regulations 6 and 47** of the Articles or is excluded from being an independent non-executive director because the person no longer satisfies the definition of independent non-executive director set out in **Regulation 1** of the Articles;
- that person ceases to be a director by virtue of any provision of the Companies Acts or is prohibited from being a director by law;
- a bankruptcy order is made against that person;
- a composition is made with that person's creditors generally in satisfaction of that person's debts;
- a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- that person ceases to be a director in accordance with the terms of the director's appointment;
- the directors determine by majority decision to dismiss that person as a director; or
- the Department for Education, the Office for Students, or any other UK government department or agency objects to that person acting as a director.

In addition, and in accordance with **Regulation 52** of the Articles, the Academic Committee has the power to pass an advisory vote of no confidence in the Managing Director. If exercised, the directors shall give due regard to such vote, provided a majority of the external academic advisors of the Academic Committee¹⁷ have voted in favour of such vote.

2.2.4 Induction and training

All directors will receive a formal induction document that has been approved by the Board of Directors. All new directors will receive an induction on joining the Board. Directors will be responsible for ensuring they regularly update and refresh their skills and knowledge.

2.2.5 Annual performance appraisal

The Chair and one independent non-executive director will formally appraise the performance of all the other directors (executive and non-executive) and the Company Secretary. The other independent non-executive director will appraise the performance of the Chair.

¹⁷ The external academic advisors shall include any external academic advisors from our university partner(s). 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.

2.2.6 Chair of a directors' meeting

In accordance with **Regulations 8 and 30** 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 (other than 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;
- engaged by the company in a position that confers membership of the company's Senior Management and Leadership Team (including the Secretary); or
- the family member of a person who is engaged by the company in a position that confers membership of the company's Senior Management and Leadership Team (including the Secretary).

The Chair of the Academic Committee shall be the Managing Director and Academic Principal.

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

2.2.7 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 Senior Management and Leadership Team (excluding the Secretary));
- the 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); and
- one Student Council Student Representative who is appointed by the President of the Student Guild.

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 Senior Management and Leadership Team (SMLT).

2.2.8 Company Secretary

Appointment of the Company Secretary

In accordance with **Regulation 59** of the Articles, subject to any prior approval that may be required from the Department for Education, the Office for Students, or any other UK government department or agency, a Company Secretary who has the requisite knowledge and experience to discharge the functions of Company Secretary (or who is willing to undertake relevant training to gain the requisite knowledge and experience), shall be appointed by the directors as the chief administrative officer of the company. The Company Secretary may, with the explicit approval of the directors, undertake an associated role within the company in an employed or self-employed capacity.

In accordance with **Regulations 6 and 47** of the Articles, the following persons are excluded from being appointed as the Company Secretary:

- 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.

The company’s current Head of Quality has been appointed by the directors to the role of Company Secretary.

If deemed necessary, the Company Secretary will be supported to achieve Chartered Secretary status of the Institute of Chartered Secretaries and Administrators (ICSA).

The Company Secretary will report directly to the Chair (in respect of the role of Company Secretary).

Termination of the Company Secretary’s appointment

In accordance with **Regulation 60** of the Articles, a person ceases to be the Company Secretary as soon as:

- that person is excluded from being the Company Secretary in accordance with **Regulations 6 and 47** of the Articles;
- that person ceases to be the Company Secretary by virtue of any provision of the Companies Acts or is prohibited from being a Company Secretary by law;
- a bankruptcy order is made against that person;
- a composition is made with that person’s creditors generally in satisfaction of that person’s debts;
- a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as the Company Secretary and may remain so for more than three months;
- notification is received by the company from the Company Secretary that the Company Secretary is resigning from office, and such resignation has taken effect in accordance with its terms;
- that person ceases to be the Company Secretary in accordance with the terms of the Company Secretary’s appointment;
- the directors determine by majority decision to dismiss that person as the Company Secretary; or
- the Department for Education, the Office for Students, or any other UK government department or agency objects to that person acting as the Company Secretary.

Role of the 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 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.

2.2.9 Meetings and quorum

Meetings will normally be held every two months.

Each year, there will be two joint meetings of the Board of Directors and the Academic Committee.

Regulation 27 of the Articles provides that no business other than the appointment of a new director shall be transacted at any directors' meeting if the persons attending it do not constitute a quorum.

Regulation 26 of the Articles provides that three directors shall constitute a quorum.

Regulation 32 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.

2.2.10 Board committees

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 be responsible 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 3.1** below];
- an Audit 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 2.2.15** below];
- a Nominations Committee that shall include in its membership an external academic advisor of the Academic Committee, and that shall be responsible for, *inter alia*, recommending the appointment of all directors [see **Section 2.2.16** below];
- a Remuneration Committee that shall comply with the Committee of University Chairs 'HE 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 Senior Management and Leadership Team (excluding the Secretary) as stipulated within the Corporate and Academic Governance Framework; and (iii) any director's fee paid to any independent non-executive director [see **Section 2.2.17** below]; and
- an Equality, Diversity and Inclusion Committee 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 [see **Section 4** below].

2.2.11 Meetings with the shareholders

The directors will call a shareholders' meeting at least once a year (the Annual General Meeting), following the procedures set out in the Articles.

The shareholders or directors can call additional shareholders' meetings as required, following the procedures set out in the Articles.

The Managing Director and/or the Chair of the Board of Directors will hold informal meetings with the shareholders as required by the shareholders.

2.2.12 Meetings with management

Independent non-executive directors, individually or collectively, have the right to meet with any member(s) of the Senior Management and Leadership Team (SMLT). Such meetings will be arranged through the Company Secretary.

Members of the SMLT will be invited to attend meetings of the Board of Directors on a rotational basis, to present key activities being carried out within their Division/Department.

2.2.13 Legal duties

Sections 170-177, Companies Act 2006 define a number of legal duties for the Board of Directors collectively and/or the directors individually. These duties include:

- To act within powers
- To promote the success of the company
- To exercise independent judgment
- To exercise reasonable care, skill and diligence
- To avoid conflicts of interest
- Not to accept benefits from third parties
- To declare a personal interest in a proposed transaction or arrangement

In addition to the above, the Board of Directors is responsible for ensuring compliance with other legal and regulatory requirements.

2.2.14 Schedule of matters reserved to the Board of Directors

The following matters are reserved to the Board of Directors:

- Ensuring the company complies with the seven primary elements of higher education governance, as set out in the Committee of University Chairs (CUC) 'The Higher Education Code of Governance', the application of which are influenced by the core values of higher education governance¹⁸

¹⁸ Committee of University Chairs, 'The Higher Education Code of Governance' (2014). See:

www.universitychairs.ac.uk

- Ensuring the company embraces our own guiding principles as set out in **Regulation 142** of the Articles
- Ensuring the company complies with the Office for Students Regulatory Framework, Notices and Advice, including the General Conditions of Registration and any Specific Conditions of Registration
- Ensuring the company's designated accountable officer informs the Department for Education, the Office for Students, or any other UK government department or agency, if there is a material adverse change to the Managing Director's delegated authority, or if there is any serious incident which could have a serious impact on the interests of the company
- Ensuring the directors receive sufficient information to enable the Board to provide any necessary assurances to the Department for Education, the Office for Students, or any other UK government department or agency, that there is full compliance with the terms of specific course designation of the company's undergraduate and postgraduate degrees, and of registration with the Office for Students
- Ensuring that the following persons disclose whether any of the indicators set out in Appendix B of the OfS Regulatory Framework are triggered, such a trigger indicating that the person may not be a fit and proper person:
 - All applicants for a post that confers membership of the SMLT
 - New members of the Board of Directors
 - All directors [an annual declaration]
 - All members of the SMLT [an annual declaration]
 - The shareholders and directors of Goldwait Limited [an annual declaration]

If an indicator has been triggered the person's suitability will be assessed by the Managing Director, except where it relates to the Managing Director in which case the assessment will be made by the Chair of the Board of Directors

- Undertaking an annual review and evaluation of the corporate and academic governance arrangements to ensure compliance with the CUC 'The Higher Education Code of Governance', and the Office for Students Regulatory Framework, Notices and Advice, and to ensure the arrangements remain fit-for-purpose
- Approving changes to the entrenched provisions of the Articles of Association and/or the Corporate and Academic Governance Framework in accordance with the procedures set out in **Regulations 140 and 147-149** of the Articles (**Section 1.6.1 and Section 1.6.2** above)
- Considering a recommendation from the Academic Committee to change 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
- Appointing and dismissing directors [subject to the specific power of appointment conferred on the Nominations Committee in accordance with **Regulation 44** of the Articles]
- Approving the purchase of directors' liability insurance
- Approving an induction document for directors

- Approving an appraisal document for directors
- Establishing a special purpose committee (or committees), to include an Academic Committee, to act on behalf of the Board of Directors
- Defining the powers delegated to management (that shall be exercised by the executive directors and other members of the Senior Management and Leadership Team (SMLT))
- Making any decisions which could result in a significant reputational or financial risk
- Receiving the Internal and External Intelligence Report (IEIR) from the SMLT for information
- Approving the Strategic Framework (at a joint meeting of the Board of Directors and the Academic Committee, acting upon the recommendation of the Academic Committee when setting Academic Goals and Outcomes)
- Setting Key Performance Indicators (KPIs), through the Strategic Framework and the Data Dashboard, to measure both academic and non-academic performance (to incorporate an assessment of environmental impact), acting upon the recommendation of the Academic Committee when setting academic KPIs
- Monitoring, reviewing and interrogating KPIs through the Data Dashboard, using the KPIs as an indicator of whether a risk might materialise or has realised, and taking any necessary actions (to include referring any causes of concern to the Audit Committee), acting upon the advice of the Academic Committee with regards to academic KPIs
- Approving, amending and monitoring the Corporate Risk Register that shall be used as a formal record for the management of risks, acting upon the recommendation of the SMLT
- Approving the Equality, Diversity and Inclusion Policy
- Approving the Ethics Policy that includes a Whistleblowing Procedure that extends to directors and staff
- Ensuring academic governance is effective by working with the Academic Committee, to include the receipt of Annual Quality Report that will be presented at a joint meeting of the Board of Directors and the Academic Committee, such Report to include a quality compliance statement, a commentary on the academic KPIs set out within the Data Dashboard and how academic risks are being managed, a commentary on any existing partnerships or collaborations, and a statement of compliance with the Ethics Policy
- Receiving the Overview Annual Course Evaluation Report and the Overview Annual Monitoring and Evaluation Report [for information]
- Receiving the minutes of the SMLT and the Academic Committee for consideration and action, and receiving such other documents that come before the SMLT and/or the Academic Committee as required by the Board of Directors for information
- Receiving the Corporate Report from the SMLT [for information]
- Receiving an Annual Report from the SMLT [for information]
- Receiving Periodic Course Review Reports [for information]
- Receiving the minutes of the Equality, Diversity and Inclusion Committee (EDIC), and details of the EDI Staff Training Programme [for information]

- Receiving an EDI Annual Report, for approval, that shall be presented to the Board of Directors by the Chair of EDIC, such Annual Report to include details of our arrangements to:
 - eliminate unlawful discrimination, harassment and victimisation
 - advance equality of opportunity between people who do and do not share a protected characteristic
 - foster good relations between people who share and those who do not share a protected characteristic
- Approving any new partnerships or collaborations with regards to the business and strategic case [the Academic Committee being delegated authority to approve the academic case]
- Ensuring compliance with the Prevent Duty through the receipt of updates from the SMLT and a quarterly Prevent Duty Risk Assessment for approval
- Approving the Prevent Duty Annual Report, acting upon the recommendation of the SMLT
- Responding to shareholders and third parties
- Receiving and considering financial reports from the Finance Director every two months
- Ensuring the company's solvency and the safeguarding of its assets
- Approving annual operating and capital budgets (including the Student Guild budget)
- Approving major corporate actions (e.g. acquisitions, disposals, commencing or terminating of business activities)
- Approving financial statements and, in approving such statements, ensuring compliance with the Office for Students Regulatory Framework, Notices and Advice
- Approving the appointment and remuneration of external auditors, and ensuring that the audited accounts comply with the Office for Students Regulatory Framework, Notices and Advice
- Approving an Annual Directors' Report, that shall be incorporated within the audited accounts, and that shall include, *inter alia*, a statement on compliance with the Ethics Policy
- Recommending the amount of any dividend, if any, to the shareholders
- Approving and changing the Financial Regulations that shall include a scheme of financial delegation to management
- Approving the borrowing of capital in the form of a secured loan
- Approving the opening and closing of bank accounts
- Approving, monitoring and reviewing a Treasury Management Policy Statement (if required)
- Selecting investment institutions
- Purchasing, leasing, renting or disposing of land and buildings

- Approving proposed prosecutions, defences or settlements of litigation involving expenditure or potential expenditure in excess of £50,000 or being otherwise material to the interests of the company
- Ensuring compliance with the Health and Safety Policy, and all relevant health and safety legislative and regulatory provisions
- Approving a policy on external communications, e.g. with regulators, shareholders, and/or the media
- Approving a Development and Fundraising Policy (if required)

The Board of Directors must:

- (i) Ensure compliance with the seven primary elements of higher education governance, as set out in the Committee of University Chairs (CUC) 'The Higher Education Code of Governance', the application of which are influenced by the core values of higher education governance¹⁹;
- (ii) Embrace our own guiding principles as set out in **Regulation 142** of the Articles;
- (iii) Ensure compliance with the Office for Students Regulatory Framework, Notices and Advice;
- (iv) Ensure compliance with our vision, mission and values;
- (v) Ensure that, through the Corporate and Academic Governance Framework and the Articles, the directors receive assurance that academic governance is effective by working with the Academic Committee;
- (vi) Take into account the advice of the Academic Committee;
- (vii) Not detract from the need to ensure the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality;
- (viii) Ensure the establishment of a self-critical, cohesive academic community that has a commitment to quality assurance supported by effective quality and enhancement systems;
- (ix) Ensure staff are supported to engage in high-quality research;
- (x) Actively promote and apply equality, diversity and inclusion throughout the company, and promote an inclusive teaching and learning environment;
- (xi) Ensure respect for 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;
- (xii) Ensure respect for the principle of freedom of speech for all students enrolled on a course with 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
- (xiii) Ensure the provision of a high-quality student experience.

2.2.15 Audit Committee

In accordance with **Regulation 15(b)** of the Articles, an Audit Committee 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 Committee will normally meet every two months.

¹⁹ *Ibid.*

Terms of Reference [Delegated by the directors]

Subject to the schedule of matters reserved to the Board of Directors (see **Section 2.2.14** above), the Audit 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 Committee's current membership
- Establishing and implementing an Annual Audit Plan by no later than May 2019 to cover the period 1 August 2019 to 31 July 2020, and annually thereafter
- Undertaking or commissioning the undertaking of internal audits (financial and non-financial, academic and non-academic), and assuming responsibility for monitoring implementation of any recommendations made
- Ensuring compliance with, and the effectiveness of, procedures and processes
- Ensuring compliance with the Financial Regulations and any associated policies and procedures
- Ensuring compliance with any legal or regulatory requirements
- Testing the processes and evidence that are used to inform the Key Performance Indicators set by the Board of Directors through the Data Dashboard, and requiring the attendance of, and/or reports from, the Academic Registrar, and/or the Data Analyst and/or any other 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, the Academic Registrar, and/or the Data Analyst and/or any other 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 Committee of any executive director, member of staff and/or external academic advisor of the Academic Committee
- 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
- Considering and approving an Annual Audit Report for presentation to the Board of Directors, that shall include:
 - a commentary on implementation of the Annual Audit Plan
 - 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 external auditors

Note: To ensure compliance with the Office for Students Regulatory Framework, Notices and Advice, from 2019-20 the Annual Audit Report should also include an opinion on the adequacy and effectiveness of arrangements to ensure:

- Funds are used for the purpose
- Value for money is secured

Membership

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

- Two independent non-executive directors (one of whom will act as Chair)
- Company Secretary (Secretary (non-member))

The Audit Committee has the power to recommend to the Board of Directors the co-opting of external members, if specific expertise is required and not available within the current membership.

The Audit 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.

Quorum

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

2.2.16 Nominations Committee

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

The Nominations Committee will meet as required.

Terms of Reference [Delegated by the directors]

Subject to the schedule of matters reserved to the Board of Directors (see **Section 2.2.14** above), the Nominations Committee is responsible for:

- Receiving and considering nominations for the appointment of independent non-executive directors
- Recommending the appointment of independent non-executive directors to the Board of 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
- Recommending to the Board of Directors the selection process for the appointment of executive directors
- Recommending the appointment of executive directors to the Board of Directors at the conclusion of the selection process
- If the position of Managing Director shall become vacant, appointing an Acting Managing Director (who will also be appointed to the role of Academic Principal) for an initial period of no more than six months

Membership

- One independent non-executive director (Chair)
- Finance Director (Secretary (and member))
- Managing Director and Academic Principal

Quorum

No business other than the appointment of a Chair shall be transacted at any meeting of the Nominations Committee if the persons attending it do not constitute a quorum. All members must be present to constitute a quorum. However, if one of the executive director positions is vacant, the quorum will be two. If both executive director positions are vacant, an additional independent non-executive director will be appointed as a member by the Board of Directors, and the quorum will be two.

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

2.2.17 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 Senior Management and Leadership Team (excluding the Secretary) 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 schedule of matters reserved to the Board of Directors (see **Section 2.2.14** above), the Remuneration Committee is responsible for ensuring compliance with the principles set out within the Committee of University Chairs 'HE Senior Staff Remuneration Code' and 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 Managing Director
 - the Finance Director [the Finance Director to be excluded from that part of the meeting where the Finance Director's remuneration is determined]
 - all other members of the company's Senior Management and Leadership Team (excluding the Secretary)
- 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 [the independent non-executive directors to be excluded from that part of the meeting where the independent non-executive directors' fee is determined, with that part of the meeting to be chaired by an executive director]
- 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 Managing Director and the median earnings of the institution'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 Remuneration Committee will be provided with comparative remuneration information for persons employed by the company who are within its remit.

Membership

- One independent non-executive director, who shall not be the Chair of the Board of Directors (Chair)
- Finance Director (Secretary (and member))
- One additional independent non-executive director

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. All members must be present to constitute a quorum. However, if the Finance Director position is vacant, the quorum will be two.

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

2.3 Corporate governance arrangements: management

2.3.1 The organisation structure

Our organisation structure incorporates a hierarchy of accountability. Figure 2.1 below illustrates our organisation structure that comprises five Divisions, and the lines of accountability through to the Board of Directors (and the committees of the Board of Directors).

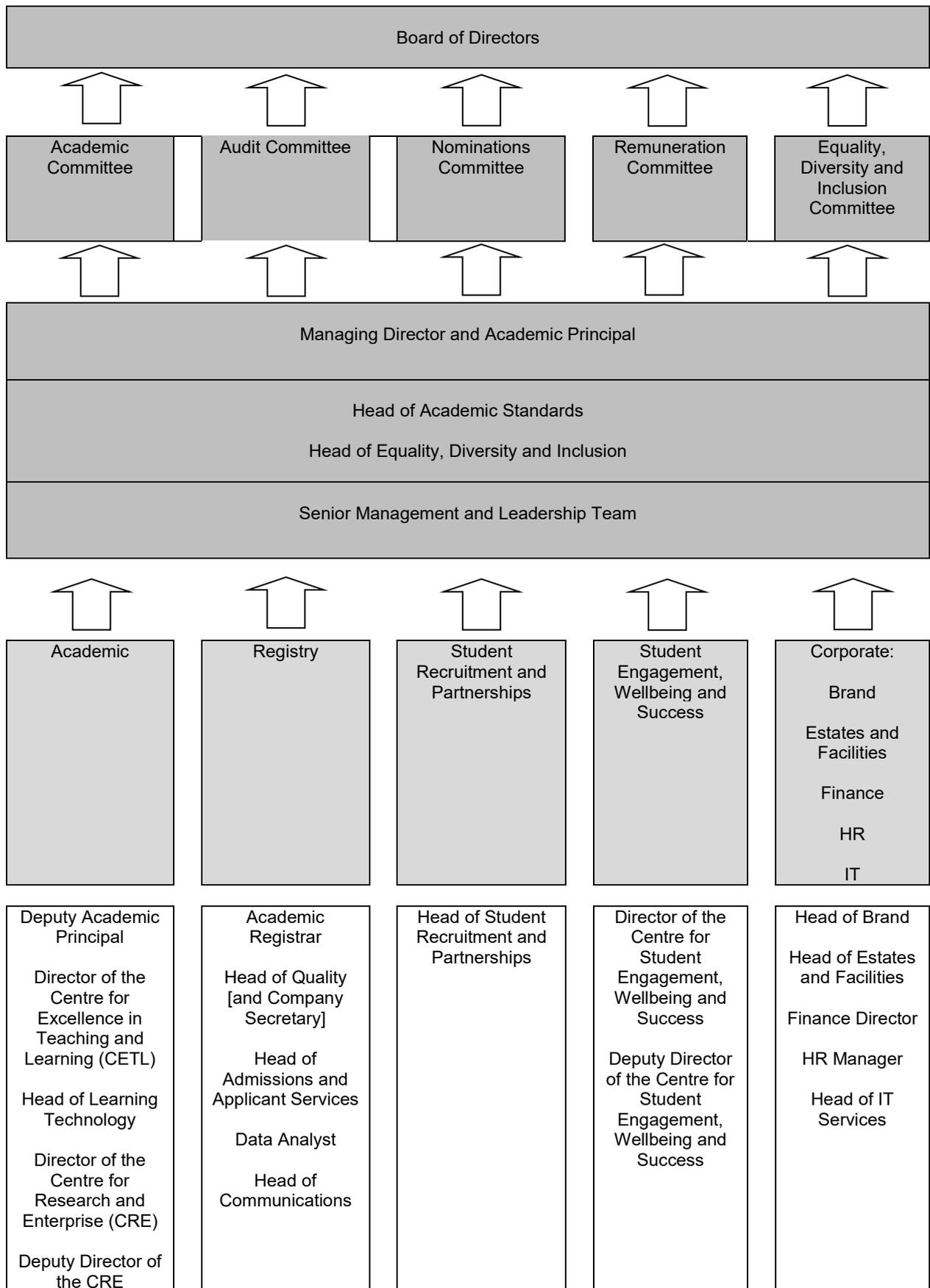


Figure 2.1
Organisation Structure Chart and lines of accountability

2.3.2 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 Senior Management and Leadership Team (SMLT), excluding the Secretary to the SMLT):

- Preparing the Strategic Framework and Data Dashboard (to be approved by the Board of Directors at a joint meeting of the Board of Directors and the Academic Committee)
- 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 and included within the Financial Regulations
- Signing contracts and regulatory documents subject to a scheme of delegation approved by the Board of Directors and included within the Financial Regulations
- Executing a system of internal control and risk management
- 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 legislative and regulatory provisions
- Overseeing compliance with the Prevent Duty
- Ensuring compliance with all other applicable legislative and regulatory requirements

Management must:

- (i) Ensure compliance with the seven primary elements of higher education governance, as set out in the Committee of University Chairs (CUC) 'The Higher Education Code of Governance', the application of which are influenced by the core values of higher education governance²⁰;
- (ii) Embrace our own guiding principles as set out in **Regulation 142** of the Articles;
- (iii) Ensure compliance with the Office for Students Regulatory Framework, Notices and Advice;
- (iv) Ensure compliance with our vision, mission and values;
- (v) Take into account the advice of the Board of Directors and the Academic Committee;
- (vi) Not detract from the need to ensure the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality;
- (vii) Ensure staff are supported to engage in high-quality research;

²⁰ *Ibid.*

(viii) Actively promote and apply equality, diversity and inclusion throughout the company, and promote an inclusive teaching and learning environment;

(ix) Ensure respect for 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;

(x) Ensure respect for the principle of freedom of speech for all students enrolled on a course with 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

(xi) Ensure the provision of a high-quality student experience.

2.3.3 Senior Management and Leadership Team (SMLT)

The Senior Management and Leadership Team (SMLT) meets every month, except August, to ensure effective strategic and operational management and leadership throughout each of our five Divisions.

There is a separate Senior Academic Leadership Team (SALT) that ensures effective 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 (see **Section 3.6** below). The SALT does not report to the SMLT, although it can refer matters to the SMLT (or other relevant committees or forums) for consideration and action.

Terms of Reference

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

Subject to the prerogatives of our university partner(s), and the responsibilities of the Board of Directors and Academic Committee, the SMLT is responsible for:

- Ensuring effective operational and strategic management and leadership throughout each of our five Divisions
- 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, it does so in full accord with the Expectations of the Quality Assurance Agency (QAA) UK Quality Code for Higher Education
- Referring matters to the Quality Assurance and Enhancement Committee (QAEC) if the SMLT 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 SMLT determines that college-wide student consultation and engagement is required prior to exercising its decision-making powers
- Establishing Committees and Working Groups to which specified activities can be assigned under the direction and monitoring of the SMLT
- Recommending to the Academic Committee the approval and amendment thereto of the Annual Planning Cycle
- Ensuring effective management and leadership of the Annual Planning Cycle, to include:
 - the approval of the Internal and External Intelligence Report

- the recommendation for approval and/or amendment thereto of the Strategic Framework and Data Dashboard (subject to a recommendation for approval by the Academic Committee of the Academic Divisional Outcomes, and approval by the Board of Directors, at a joint meeting of the Board of Directors and the Academic Committee)
- monitoring the implementation of the Strategic Framework
- receiving Overview Annual Course Evaluation Report for information
- receiving Overview Annual Monitoring and Evaluation Report for information
- Monitoring, reviewing and interrogating KPIs through the Data Dashboard, 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
- Reviewing resource requirements across each Division, to include our IT infrastructure
- Approving and/or amending non-academic regulatory, policy and procedural documents and amendments thereto. Such documents, some of which are incorporated within the Quality and Enhancement Manual, include:
 - Disaster Recovery Policy
 - Email Acceptable Use Policy
 - Ethics Policy
 - Health and Safety Policy
 - Information Control Procedures
 - Internet Acceptable Use Policy
 - Prevent Policy and Procedures
 - Safeguarding Policy
 - Staff Recruitment and Development Policy (including Annual Staff Appraisal and Development Scheme)
 - Human Resource policies and procedures
 - Student Records Management Policy
 - Terms and Conditions (for students) and associated policies and procedures
- Receiving the Corporate Report for consideration, and Divisional/Departmental Reports for consideration and action
- Receiving the minutes of the following for consideration and action:
 - Board of Directors
 - Academic Committee (AC)
 - Quality Assurance and Enhancement Committee (QAEC)
 - Course Committees (CCs)

- Student Staff Consultative Forum (SSCF)
- Equality, Diversity and Inclusion Committee (EDIC)
- Receiving issues raised within informal student representative drop-in sessions which require immediate consideration and action
- Receiving audit reports from the Head of Communications and the Data Analyst for consideration and action
- Receiving reports from the Chair of the Equality, Diversity and Inclusion Committee (EDIC) for consideration and action
- Receiving the Annual Equality, Diversity and Inclusion Report from the EDIC for information
- Receiving risk assessments and reports as provided for in the Prevent Policy and Procedures for consideration and action
- Recommending approval of the Prevent Duty Annual Report to the Board of Directors
- Monitoring compliance with external agency requirements, for example the Office for Students and HESA
- Reviewing the Corporate Risk Register and referring any recommendations for change to the Board of Directors
- Receiving reports from the Bloomsbury Institute Appointed Trustees of the Student Guild for effectiveness monitoring purposes
- Considering such other matters as the Board of Directors, Academic Committee (AC), Quality Assurance and Enhancement Committee (QAEC), Course Committees (CCs), Student Staff Consultative Forum (SSCF), Senior Academic Leadership Team (SALT), Equality Diversity and Inclusion Committee (EDIC) or the Prevent Lead may refer to the SMLT
- Advising the Board of Directors if there is a material adverse change to the Managing Director'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 informs the Department for Education, the Office for Students, or other UK government department or agency
- Considering and approving an Annual Report for presentation to the Board of Directors that shall include, *inter alia*, a statement of compliance with the Ethics Policy

The SMLT may refer action points to:

- Board of Directors
- Academic Committee (AC)
- Quality Assurance and Enhancement Committee (QAEC)
- Student Staff Consultative Forum (SSCF)
- Equality, Diversity and Inclusion Committee (EDIC)

The minutes of the SMLT will be received by the following:

- Board of Directors [for consideration and action]
- Academic Committee (AC) [for consideration and action]
- Quality Assurance and Enhancement Committee (QAEC) [for consideration and action]

Membership

- Managing Director and Academic Principal (Chair)
- Quality Executive (Secretary)
- Head of Academic Standards
- Head of Equality, Diversity and Inclusion
- Deputy Academic Principal
- Academic Registrar
- Head of Quality
- Head of Admissions and Applicant Services
- Director of the Centre for Student Engagement, Wellbeing and Success (SEWS)
- Deputy Director of the Centre for SEWS
- Head of Student Recruitment and Partnerships
- Head of Brand
- Head of Estates and Facilities
- Finance Director
- Finance Controller
- HR Manager
- Head of IT Services

Subject to the Chair's prior approval, all members except the Chair are authorised to send a nominee.

Quorum

No business other than the appointment of a Chair shall be transacted at any SMLT meeting if the persons attending it do not constitute a quorum. Six members (excluding the Secretary) 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. Academic governance arrangements

In accordance with **Regulation 15(a)** of the Articles, the Board of Directors (i.e. the governing body) has delegated responsibility for academic governance to an 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 Quality Assurance Agency (QAA) UK Quality Code for Higher Education are met.

3.1 Committee Structure

The purposes of our academic governance committee structure are to:

- Furthering the objects of the company as set out in **Regulation 3** of the Articles, and within the context of the power to deliver high-quality education:
 - ensuring the establishment of a self-critical, cohesive academic community that has a commitment to quality assurance supported by effective quality and enhancement systems
 - ensuring staff are supported to engage in high-quality research
 - actively promoting and applying equality, diversity and inclusion throughout the company, and promoting an inclusive teaching and learning environment
 - ensuring respect for 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
 - ensuring respect for 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
 - ensuring the provision of a high-quality student experience
- Ensuring the integrity 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
- Fulfilling the current and likely future requirements of our university partner(s) and Professional, Statutory and Regulatory Bodies (PSRBs)

Academic governance is managed through the following four-tier committee structure:

- **Academic Committee (AC)**, the senior committee that has been delegated responsibility for academic governance by the Board of Directors, in accordance with **Regulation 15(a)** of the Articles, and that has external academic representation, university partner representation and student representation
- **Quality Assurance and Enhancement Committee (QAEC)**, the intermediate committee that has university partner representation and student representation
- **Course Committees (CCs)** that have student representation
- **Student Staff Consultative Forum (SSCF)**

The **Academic Committee (AC)** is our senior committee, having been delegated responsibility for academic governance by the Board of Directors in accordance with **Regulation 15(a)** of the Articles. It combines the responsibilities of an external advisory panel with those assigned to an academic board. This has the advantage of enabling us to draw upon the experience and expertise of the external academic advisors of the Academic Committee to ensure that the setting and maintaining of academic standards and the assuring and enhancing of academic quality are consistent with those applied by other higher education institutions. Students are represented on the Academic Committee.

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 supervisory role on behalf of the Academic Committee, and is under the direct control of the Academic Committee. It is entirely independent of the Senior Management and Leadership Team (SMLT). The QAEC contributes to the effective setting and maintaining of academic standards and the assuring and enhancing 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. 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 university partner(s). Students are represented on Course Committees.

To ensure effective college-wide student representation and consultation, a single **Student Staff Consultative Forum (SSCF)** convenes at least once a term. The SSCF formally considers and actions college-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 Student Staff Liaison Manager (SSLM) also supports **student representative drop-in sessions** through which group-related issues can be raised and actioned. The aim of these drop-in sessions (which do not form part of our formal committee structure) is to provide student representatives with an accessible and pro-active service, to build relationships with student representatives and to establish clear communication between staff and students.

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 Student Council, and also to the positions of Officer Trustee and Student Trustee. The Student Council Student Representatives are members of the Course Committee which covers the course upon which the student representative is enrolled. 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 (and also to the Board of Directors).

In addition to the above formal committees and forums, we have established a **Senior Academic Leadership Team (SALT)** to ensure effective 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 academic governance to the Academic Committee in accordance with **Regulation 15(a)** of the Articles.

3.2.1 Terms of Reference [Delegated by the directors]

The Academic Committee is responsible for all aspects of academic governance, within the framework of the agreements with our university partner(s), and more specifically for: (i) 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; (ii) making all decisions related to academic awards [this is an irrevocable right which cannot be compromised by the Board of Directors or the shareholders]; and (iii) advising the shareholders, Board of Directors, the Senior Management and Leadership Team (SMLT) 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, university partner(s), Professional, Statutory and Regulatory Bodies (PSRBs), and other external stakeholders.

Subject to the prerogatives of our university partner(s), and the responsibilities of the Board of Directors and the Senior Management and Leadership Team (SMLT), the Academic Committee is responsible for:

- Furthering the objects of the company as set out in **Regulation 3** of the Articles, and within the context of the power to deliver high-quality education:
 - ensuring the establishment of a self-critical, cohesive academic community that has a commitment to quality assurance supported by effective quality and enhancement systems
 - ensuring staff are supported to engage in high-quality research
 - actively promoting and applying equality, diversity and inclusion throughout the company, and promoting an inclusive teaching and learning environment
 - ensuring respect for 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
 - ensuring respect for 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
 - ensuring the provision of a high-quality student experience
- Providing an assurance to the Board of Directors that academic governance is effective, through, *inter alia*, the presentation (at a joint meeting of the Board of Directors and the Academic Committee) of an Annual Quality Report that shall include, a quality compliance statement, a commentary on the academic Key Performance Indicators (KPIs) set out within the Data Dashboard and how academic risks are being managed, a commentary on any existing partnerships or collaborations, and a statement on compliance with the Ethics Policy
- Ensuring the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality, and ensuring the Expectations of the Quality Assurance Agency (QAA) UK Quality Code for Higher Education are met
- Ensuring compliance with the Office for Students Regulatory Framework, Notices and Advice, including the General Conditions of Registration and any Specific Conditions of Registration
- Making all decisions related to academic awards [this is an irrevocable right which cannot be compromised by the Board of Directors or the shareholders]
- Approving the Annual Planning Cycle and any amendments thereto
- Recommending to the Board of Directors (at a joint meeting of the Board of Directors and the Academic Committee) the approval of the Academic Divisional Goals and Outcomes set out in the Strategic Framework and the Data Dashboard

- Monitoring, reviewing and interrogating academic KPIs through the Data Dashboard, using the KPIs as an indicator of whether a risk might materialise or has realised, and taking any necessary actions
- Advising on the development of our academic portfolio and academic partnerships
- Receiving details of amendments to existing courses either for information or approval depending on the significance of the change(s) being proposed as set out in the Curriculum Modification Procedures
- Approving proposals for new courses and amendments to existing courses, and advising on the resources needed to support our academic provision
- Approving proposals for the withdrawal and suspension of current courses
- Approving and monitoring our academic regulations, policies and procedures which relate to the setting and maintaining of academic standards and the quality assurance and enhancement of our academic provision, ensuring such are robust and appropriate
- Determining regulations, policies and procedures for the admission of students and the assessment and examination of their academic performance
- Determining regulations, policies and procedures for the suspension and expulsion of students for academic reasons
- Approving and monitoring policies and procedures on general issues relating to staff research and scholarship, and teaching, learning and assessment
- Receiving reports on the quality and standards of our academic courses, including reports that are provided to or received from our university partner(s) (e.g. External Examiner Reports)
- Receiving reports from validating, accrediting, reviewing and other external bodies, including actions taken in response to these reports
- 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
- Recommending 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
- Advising on such other matters as the Board of Directors, Senior Management and Leadership Team (SMLT), Quality Assurance and Enhancement Committee (QAEC), the Head of Quality, or the Head of Academic Standards may refer to the Academic Committee

The Academic Committee will receive the following reports and minutes:

- Annual Quality Report [to be presented to a joint meeting of the Board of Directors and Academic Committee]

- External Examiner Reports and External Examiner Response Forms [for information]
- Annual Course Evaluation Reports (which will include commentary on External Examiner Reports) and Overview Annual Course Evaluation Report [for information]
- Annual Monitoring and Evaluation Reports (which will include commentary on External Examiner Reports) and Overview Annual Monitoring and Evaluation Report [for information]
- Board of Director minutes [for consideration and action]
- Senior Management and Leadership Team (SMLT) minutes [for consideration and action]
- Quality Assurance and Enhancement Committee (QAEC) minutes [for consideration and action]
- Course Committee minutes [for information]
- Student Staff Consultative Forum (SSCF) minutes [for information]
- Equality, Diversity and Inclusion Committee (EDIC) minutes [for consideration and action]
- Periodic Course Review Report [for information]
- Course Approval Proposal [for approval]
- Document for the Approval of Major Changes to a Course [for approval]
- Document for the Approval of Minor Changes to a Course [for information]

The Academic Committee may refer action points to:

- Board of Directors
- Senior Management and Leadership Team (SMLT)
- Quality Assurance and Enhancement Committee (QAEC)
- Head of Quality
- Head of Academic Standards
- Head of Equality, Diversity and Inclusion

The minutes of the Academic Committee will be received by the following:

- Board of Directors [for consideration and action]
- Senior Management and Leadership Team (SMLT) [for consideration and action]
- Quality Assurance and Enhancement Committee (QAEC) [for consideration and action]

3.2.2 Vote of no confidence in the Managing Director and Academic Principal

In accordance with **Regulation 52** of the Articles, the Academic Committee has the power to pass an advisory vote of no confidence in the Managing Director. If exercised, the Board of Directors shall give

due regard to such vote, provided a majority of the external academic advisors of the Academic Committee²¹ have voted in favour of such vote.

3.2.3 Membership

- Managing Director and Academic Principal (Chair)
- Quality Executive (Secretary)
- Two external academic advisors²²
- One external academic advisor from each university partner
- Head of Academic Standards
- Head of Equality, Diversity and Inclusion
- Deputy Academic Principal
- Director of the Centre for Excellence in Teaching and Learning (CETL), or Head of Learning Technology (or nominee)
- Director of the Centre for Research and Enterprise (or nominee)
- All Programme Leaders and Deputy Programme Leaders
- All Course Leaders and Deputy Course Leaders
- One academic who teaches on our Business courses to be appointed for one academic year by the relevant Programme Leader or Course Leader
- One academic who teaches on our Law courses to be appointed for one academic year by the relevant Programme Leader or Course Leader
- One academic who teaches on our Accounting and Finance courses to be appointed for one academic year by the relevant Programme Leader or Course Leader
- One academic who teaches on our Foundation Year to be appointed for one academic year by the relevant Programme Leader or Course Leader
- Academic Registrar
- Head of Quality
- Head of Admissions and Applicant Services
- Director of the Centre for Student Engagement, Wellbeing and Success (SEWS)

²¹ The external academic advisors shall include the external academic advisors from our university partner(s). 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.

²² 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.

- 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 independent non-executive director is entitled to attend the Academic Committee and 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 effectiveness of the Academic 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 Secretary and the Student Council Student Representatives), that shall include a minimum of one external academic advisor²³, 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 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 university partner(s), 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, and within the context of the power to deliver high-quality education:
 - ensuring the establishment of a self-critical, cohesive academic community that has a commitment to quality assurance supported by effective quality and enhancement systems
 - ensuring staff are supported to engage in high-quality research
 - actively promoting and applying equality, diversity and inclusion throughout the company, and promoting an inclusive teaching and learning environment
 - ensuring respect for 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
 - ensuring respect for 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

²³ The external academic advisors shall include the external academic advisors from any university partner(s).

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

- ensuring the provision of a high-quality student experience
- Contributing to the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality, and ensuring the Expectations of the Quality Assurance Agency (QAA) UK Quality Code for Higher Education are met
- Approving our Teaching Excellence and Student Outcomes Framework (TEF) provider submission
- Approving changes to the Course Committee structure
- Having oversight of the Quality and Enhancement Manual
- Having oversight of the quality of teaching through, *inter alia*, receipt of summary feedback on Managed and Peer Observations of Teaching
- Referring matters to the Senior Management and Leadership Team (SMLT) if the QAEC determines that consultation and engagement with the SMLT is required prior to exercising its decision-making powers
- Referring matters to the Student Staff Consultative Forum (SSCF) if the QAEC determines that college-wide student consultation and engagement is required prior to exercising its decision-making powers
- Recommending to Academic Committee the approval and/or amendment thereto of academic regulatory, policy and procedural documents. Such documents, which will be incorporated within the Quality and Enhancement Manual, include:
 - Admissions Policy
 - Assessment Procedures - Validated Degrees
 - Course Approval, Withdrawal and Suspension Procedures
 - Curriculum Modification Procedures
 - Research Ethics Code of Practice
 - Learning Technology Strategy
 - Research Strategy
 - Peer Observation of Teaching Scheme
 - Managed Observation of Teaching Scheme
- Approving Annual Course Evaluation Reports and Overview Annual Course Evaluation Report
- Approving Annual Monitoring and Evaluation Reports and Overview Annual Monitoring and Evaluation Report
- Considering and responding to Periodic Course Review Reports
- Considering and approving reports to our university partner(s), External Examiners and other external quality assurance organisations such as the QAA

- Receiving reports from our university partner(s) and other external quality assurance organisations such as the QAA
- Receiving External Examiner Reports and approving External Examiner Response Forms and to provide an oversight of the completion of any actions and to monitor the responses to these reports by, *inter alia*, the Course Committees
- Recommending to Academic Committee the approval of new course proposals in accordance with our Course Approval, Withdrawal and Suspension Procedures, and Curriculum Modification Procedures
- Recommending to Academic Committee the approval of major modifications to existing courses in accordance with our Course Approval, Withdrawal and Suspension Procedures, and Curriculum Modification Procedures
- Approving minor modifications to existing courses in accordance with our Curriculum Modification Procedures, subject to the Managing Director's prior written approval to provide any additional resources which are necessary to implement any proposed modifications

The QAEC will receive the following reports and minutes:

- Initial Course Evaluations (ICEs) [for information]
- Student Module Evaluation Questionnaires (SMEQs) [for information]
- End-of-Year Course Evaluations (ECEs) [for information]
- Strategic Framework and Data Dashboard [for information]
- Annual Quality Report [for information]
- Academic Committee (AC) minutes [for consideration and action]
- Senior Management and Leadership Team (SMLT) minutes [for consideration and action]
- Course Committees (CCs) minutes and summary of actions [for consideration and action]
 - To include progress reports on Annual Course Evaluation Report Action Plans
 - To include progress reports on Annual Monitoring and Evaluation Report Action Plans
- Student Staff Consultative Forum (SSCF) minutes [for consideration and action]
- Equality, Diversity and Inclusion Committee (EDIC) minutes [for consideration and action]
- Module Board minutes [for consideration and action]

The QAEC may refer action points to:

- Academic Committee (AC)
- Senior Management and Leadership Team (SMLT)
- Course Committees (CCs)

- Student Staff Consultative Forum (SSCF)
- Equality, Diversity and Inclusion Committee (EDIC)

The minutes of the QAEC will be received by the following:

- Academic Committee (AC) [for consideration and action]
- Senior Management and Leadership Team (SMLT) [for consideration and action]
- Course Committees (CCs) [for consideration and action]

3.3.2 Membership

- Head of Academic Standards (Chair)
- Quality Executive (Secretary)
- One academic representative from each university partner
- External academic advisors of the Academic Committee²⁴
- Head of Equality, Diversity and Inclusion
- Deputy Academic Principal
- Director of the Centre for Excellence in Teaching and Learning (CETL), or Head of Learning Technology (or nominee)
- Director of the Centre for Research and Enterprise (or nominee)
- One Programme Leader or Course Leader
- One academic who teaches on our Business courses and who is not a member of the Academic Committee, to be appointed for one academic year by the relevant Programme Leader or Course Leader
- One academic who teaches on our Law courses and who is not a member of the Academic Committee, to be appointed for one academic year by the relevant Programme Leader or Course Leader
- One academic who teaches on our Accounting and Finance courses and who is not a member of the Academic Committee, to be appointed for one academic year by the relevant Programme Leader or Course Leader
- One academic who teaches on our Foundation Year and who is not a member of the Academic Committee, to be appointed for one academic year by the relevant Programme Leader or Course Leader
- Director of the Centre for Student Engagement, Wellbeing and Success (SEWS) (or nominee)
- Academic Registrar (or nominee)

²⁴ Each of the external academic advisors (excluding the external academic advisors from any university partner(s)) must attend a minimum of one meeting of the QAEC each academic year, subject to there being attendance by one or more of the external academic advisors at a minimum of two separate meetings of the QAEC each academic year.

- Head of Quality (or nominee)
- A member of staff from the Academic Administration Team
- A member of staff from the Assessment Team
- A member of staff from the Admissions Team
- 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

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 Secretary 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 university partner(s).

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

- Course Committee: 4-year 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
- Course Committee: Undergraduate Accounting and Financial Management [which, dependent upon the number of students, may have a separate Course Committee for the Top-up]
- Course Committee: Postgraduate Business
- Course Committee: Postgraduate Law

The Course Committee structure may be changed with the approval of the Quality Assurance and Enhancement Committee (QAEC).

3.4.1 Undergraduate Degree with Foundation Year

During Year 1 (i.e. Stage 0) of an undergraduate degree which incorporates a Level 0 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, and within the context of the power to deliver high-quality education:
 - ensuring the establishment of a self-critical, cohesive academic community that has a commitment to quality assurance supported by effective quality and enhancement systems
 - ensuring staff are supported to engage in high-quality research
 - actively promoting and applying equality, diversity and inclusion throughout the company, and promoting an inclusive teaching and learning environment
 - ensuring respect for 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
 - ensuring respect for 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
 - ensuring the provision of a high-quality student experience
- Contributing to the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality, and ensuring the Expectations of the Quality Assurance Agency (QAA) UK Quality Code for Higher Education are met
- Monitoring and evaluating the delivery and assessment of courses and their constituent modules, giving full consideration to External Examiners' reports
- Receiving External Examiner Reports and External Examiner Response Forms and monitoring the completion of any actions
- Advising the Managing Director and Academic Principal, the Deputy Academic Principal and other managers on the effective management and operation of courses
- Ensuring that appropriate arrangements are made for the evaluation of courses by staff and students to ensure their continuous enhancement
- Receiving and considering Initial Course Evaluations (ICEs), Student Module Evaluation Questionnaires (SMEQs) and End-of-Year Course Evaluations (ECEs)

- Considering and recommending to the Quality Assurance and Enhancement Committee (QAEC) the approval of Annual Course Evaluation Reports and Annual Monitoring and Evaluation Reports, and monitoring the implementation of the associated Action Plans
- Considering and recommending improvements to courses, whether in accordance with the terms of their validation or by formally proposing modifications to them
- Considering Periodic Course Review Reports
- Receiving the minutes of the QAEC for consideration and action
- Ensuring that our academic and non-academic regulations, policies and procedures and those of our university partner(s) are appropriately reflected in the organisation and delivery of courses
- Advising the Managing Director and Academic Principal, the Deputy Academic Principal and other managers on the resources available to and required for their courses
- Evaluating and making recommendations on the guidance and support available to students

The Course Committee may refer action points to:

- Senior Management and Leadership Team (SMLT)
- Quality Assurance and Enhancement Committee (QAEC)
- Student Staff Consultative Forum (SSCF)
- Equality, Diversity and Inclusion Committee (EDIC)
- Programme Leaders
- Course Leaders

The Course Committee minutes are received by:

- Academic Committee (AC) [for information]
- Senior Management and Leadership Team (SMLT) [for consideration and action]
- Quality Assurance and Enhancement Committee (QAEC) [for consideration and action]
- The relevant university partner (if required by the university partner)

3.4.3 Membership

- Course Leader for the course or one of the courses (Chair)
- Quality Executive (Secretary)
- Head of Equality, Diversity and Inclusion (or nominee)
- Deputy Academic Principal (or nominee)
- Director of the Centre for Excellence in Teaching and Learning (CETL), or Head of Learning Technology (or nominee)
- Other Course Leader(s) for the course(s) (if applicable)

- All Module Leaders and Module Tutors for the course(s)
- One member of the Learning Technology Team
- Head of Quality (or nominee)
- Director of the Centre for Student Engagement, Wellbeing and Success (SEWS) (or nominee)
- Academic Administrator(s) for the course(s)
- Student Staff Liaison Manager
- The Student Council Student Representatives who are enrolled on the course(s)

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 Secretary and 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 college-wide student representation and consultation a single **Student Staff Consultative Forum (SSCF)** convenes at least once a term. The SSCF formally considers and actions college-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 Senior Management and Leadership Team (SMLT) and Quality Assurance and Enhancement Committee (QAEC) can refer items to the SSCF if they determine that college-wide student consultation and engagement is required prior to exercising their decision-making powers. The minutes of the SSCF are formally considered and actioned by the SMLT 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.

The Student Staff Liaison Manager (SSLM) also supports student representative drop-in sessions through which group-related issues can be raised and actioned. The aim of these drop-in sessions (which do not form part of our formal committee structure) is to provide student representatives with an accessible and pro-active service, to build relationships with student representatives and to establish clear communication between staff and students.

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*:

- Effectiveness of the student representative drop-in sessions
- College-wide issues relevant to the student body
- The development of key strategic and management initiatives (including those referred to the SSCF by the Senior Management and Leadership Team (SMLT) or the Quality Assurance and Enhancement Committee (QAEC))

The SSCF minutes are received by:

- Senior Management and Leadership Team (SMLT) [for consideration and action]
- Course Committees (CCs) [for consideration and action]
- Quality Assurance and Enhancement Committee (QAEC) [for consideration and action]
- Academic Committee (AC) [for information]

3.5.2 Membership

- Director of the Centre for Student Engagement, Wellbeing and Success (SEWS) (Chair)
- Quality Executive (Secretary)
- Head of Equality, Diversity and Inclusion (or nominee)
- Deputy Academic Principal
- Head of Quality (or nominee)
- Deputy Director of the Centre for Student Engagement, Wellbeing and Success (SEWS)
- All Student Wellbeing Advisors
- A member of staff from the Academic Administration Team
- 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.

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 Secretary and the Student Council Student Representatives), in addition to a minimum of six 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.

3.6 Senior Academic Leadership Team (SALT)

In addition to the above formal committees and other forums, the SALT ensures effective management and leadership throughout the Academic Division, and provides an informal 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 Senior Management and Leadership Team (SMLT), although it can refer matters to the SMLT for consideration and action.

Given that the SALT is an informal forum, meetings of the SALT are not minuted. Notes and an Action Tracker are produced after each meeting. These notes and the Action Tracker are not formally received, considered or actioned by any other committee or forum. If the SALT determines that an action requires the input of the Senior Management and Leadership Team (SMLT), Academic

Committee (AC), Quality Assurance and Enhancement Committee (QAEC), Course Committees (CCs) Student Staff Consultative Forum (SSCF), or the Equality, Diversity and Inclusion Committee (EDIC), the SALT will designate one of its members to: (i) request the action to be included as an agenda item on the relevant committee or forum; and (ii) report back to the SALT.

3.6.1 Terms of Reference

The SALT is responsible for:

- Furthering the objects of the company as set out in **Regulation 3** of the Articles
- Subject to the authority of the Academic Committee, contributing to the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality, and ensuring the Expectations of the Quality Assurance Agency (QAA) UK Quality Code for Higher Education are met
- Supporting effective operational management and leadership throughout the Academic Division
- Receiving for information:
 - Overview Annual Course Evaluation Report
 - Overview Annual Monitoring and Evaluation Report
 - Academic regulatory, policy and procedural documents
 - Relevant non-academic regulatory, policy and procedural documents
 - Summary of themes arising from Initial Course Evaluations (ICEs), Student Module Evaluation Questionnaires (SMEQs) and End-of-Year Course Evaluations (ECEs)
 - Summary of themes arising from External Examiner Reports
 - The Corporate Report from the Senior Management and Leadership Team (SMLT)

3.6.2 Membership

- Deputy Academic Principal (Chair)
- Quality Executive (Secretary)
- Head of Academic Standards (or nominee)
- Director of the Centre for Student Wellbeing, Engagement and Success (SEWS) (or nominee)
- Director of the Centre for Excellence in Teaching and Learning (CETL), or Head of Learning Technology (or nominee)
- Deputy Director of Centre for Research and Enterprise (CRE) (or nominee)
- All Programme Leaders
- All Course Leaders
- One Module Leader from each discipline, to be appointed by the relevant Programme Leader or Course Leader

- A member of staff from the Academic Administration Team
- A member of staff from the Assessment Team
- Data Analyst

Note: The SALT is not a formal committee. It has no formal decision-making powers. Therefore, there is no rule relating to quorum.

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.

The Head of Equality, Diversity and Inclusion, who is a member of the Senior Management and Leadership Team, reports directly to the Managing Director and Academic Principal.

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 schedule of matters reserved to the Board of Directors (see **Section 2.2.14** above), the Equality, Diversity and Inclusion Committee is responsible for ensuring compliance with the principles set out within the Committee of University Chairs 'HE Senior Staff Remuneration Code' 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, 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 annually
- Developing, approving, promoting and overseeing the implementation of an Annual Equality, Diversity and Inclusion Action Plan that shall include:
 - A programme of staff training
 - 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
- Promoting and overseeing the implementation of our current Access and Participation Plan
- Developing and recommending approval to the Senior Management and Leadership Team (SMLT) of future Access and Participation Plans
- Developing and recommending approval to the Board of Directors of an Annual Equality, Diversity and Inclusion Report, and disseminating the Report across the institution
- Approving the following policies and procedures, as well as any new policies and procedures with a specific equality, diversity and inclusion focus:
 - Dignity and Respect in the Workplace
 - Disability Policy
 - Inclusive Learning Environment
 - Support for Pregnant Students
 - Unconscious Bias
- Receiving reports that analyse diversity data to highlight any identifiable inequalities to inform the development and enhancement of our Inclusive Learning Environment 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

Membership

- Head of Equality, Diversity and Inclusion (Chair)
- Quality Executive (secretary)
- One executive director
- Head of Academic Standards (or nominee)
- Deputy Academic Principal
- Director of the Centre for Student Engagement, Wellbeing and Success (or nominee)
- Disability and Wellbeing Advisor(s)
- Head of Learning Technology (or nominee)

- One academic who acts as the Academic EDI Lead
- Two additional academics
- Head of Brand
- Member of staff from the Admissions Team
- One other member of staff from the Registry
- Two members of staff from any other Division/Department that is not otherwise represented on the Committee
- Guild Manager
- President of the Student Guild
- A minimum of three and a maximum of six students, who will volunteer to participate as a member of the Committee because of their interest in equality, diversity and inclusion issues

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. Six 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

Our Annual Planning Cycle²⁵ articulates how we develop and implement our three-year Strategic Framework, Strategic Goals and Annual Divisional/Departmental Outcomes. Our Annual Divisional/Departmental Outcomes contain measurable targets. The key measurable targets are set out in the Data Dashboard.

The development and implementation of the Strategic Framework, Strategic Goals and Annual Divisional/Departmental Outcomes, and Staff Appraisals (see **Section 5.2** below), are informed by (i) our Internal and External Intelligence Report (IEIR); and (ii) our Annual Course Evaluation Reports (ACERs) which are both reflective and forward-looking. To assist this process, an Overview ACER is compiled. This Overview ACER brings together the salient points from each of the individual ACERs.

At the end of each academic year, Annual Monitoring and Evaluation Reports (AMERs) are compiled for each course. An Overview AMER brings together the salient points from each of the individual AMERs. The Overview AMER informs a mid-year review of the Strategic Framework and the Annual Divisional/Departmental Outcomes, and the Data Dashboard.

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 relevant Strategic Goals and the Annual Divisional/Departmental Outcomes. Reviews are undertaken to discuss progress and to identify any further staff development needs.

5.3 Directors and Company Secretary

The directors and the Company Secretary have their performance reviewed annually (see **Section 2.2.5** above).

²⁵ See the Annual Planning Cycle document for further information.