

# Corporate and Academic Governance Framework

Effective from 1 January 2023

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## Document Version Control

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The Corporate and Academic Governance (CAGF) will be reviewed periodically by the Academic Committee and Board of Directors.

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

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

# 1. Introduction

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

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

The shareholders and the directors may be different persons.

The Board of Directors can comprise both executive directors (who are also employed by the company to undertake a specific role, e.g. Chief Executive Officer) 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 undergraduate degrees in Accounting, Business and Law and postgraduate degrees in 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*, determining the company's strategic direction in relation to equality, diversity and inclusion, and ensuring this is articulated in the company's Equality, Diversity and Inclusion Policy, and reflected in all other policies and procedures.

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

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

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

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

## 1.1 Primary elements, core values and guiding principles

**Regulation 141** of the Articles provides that the Corporate and Academic Governance Framework shall comply with: (i) the six primary elements of higher education governance, as set out in the Committee of University Chairs (CUC) 'The Higher Education Code of Governance', that embody the core values of higher education governance<sup>1</sup>; and (ii) the Office for Students Regulatory Framework, Notices and Advice<sup>2</sup>.

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

- **Primary Element 1: Accountability**

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

- **Primary Element 2: Sustainability**

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

- **Primary Element 3: Reputation**

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

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

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

- **Primary Element 5: Effectiveness**

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

- **Primary Element 6: Engagement**

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

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

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

[www.universitychairs.ac.uk](http://www.universitychairs.ac.uk)

<sup>2</sup> See: [www.officeforstudents.org.uk](http://www.officeforstudents.org.uk)

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

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

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

## **1.2 Office for Students Regulatory Framework, Notices and Advice**

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

We are required to comply with the OfS Regulatory Framework, Notices and Advice<sup>4</sup>, including the General Conditions of Registration and any Specific Conditions of Registration.

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

## **1.3 Review and evaluation**

Every two years we carry out an internal review and evaluation of our corporate and academic governance arrangements to ensure there is compliance with: (i) the CUC ‘The Higher Education Code of Governance’<sup>5</sup> (on an “apply or explain” basis); and (ii) the Office for Students Regulatory Framework, Notices and Advice<sup>6</sup>.

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<sup>3</sup> See: [www.gov.uk/government/publications/the-7-principles-of-public-life](http://www.gov.uk/government/publications/the-7-principles-of-public-life)

<sup>4</sup> See Footnote 2.

<sup>5</sup> See Footnote 1.

<sup>6</sup> See Footnote 2.

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

We carry out an external review and evaluation of our corporate and academic governance arrangements every four years. The first external review took place in 2021, following an internal review that took place in 2020.

## 1.4 Entrenched provisions of the Articles of Association

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

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

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

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

- The incorporation and application of the ‘separation of powers’ principle:
  - **Regulations 6 to 8 [Level 1 Entrenchment: see Regulation 148]**

Provide for the incorporation of the principle of the ‘separation of powers’
  - **Regulations 18 and 41 to 43 [Level 1 Entrenchment: see Regulation 148]**

Provide that two elected staff representatives (excluding members of the Strategic Leadership Team and the Senior Management Team), and two student representatives can attend directors’ meetings and participate in discussions

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

A directors’ meeting may be called by a director giving notice to the directors, the staff representatives and the student representatives
  - **Regulations 6 to 7 and 44 to 50 [Level 1 Entrenchment: see Regulation 148]**

Stipulate who cannot be appointed as a director, and require the directors to include a majority of independent non-executive directors
  - **Regulations 8, 30 and 32 [Level 1 Entrenchment: see Regulation 148]**

Stipulate who cannot act as Chair of a directors’ meeting or of a committee established by the directors



- **Regulation 51 [Level 1 Entrenchment: see Regulation 148]**

Provides for the circumstances in which a director's appointment shall be terminated
- **Regulation 52 [Level 2 Entrenchment: see Regulation 149]**

Provides the Academic Committee with the power to pass an 'advisory' vote of no confidence in the Principal and Chief Executive Officer - the directors shall give due regard to such vote, provided a majority of the external academic advisors of the Academic Committee have voted in favour of it (with the right to cast a vote only being available to those external academic advisors who attend the meeting), the majority being determined by the number of external academic advisors who have the right to attend and vote
- **Regulations 6 and 59 [Level 1 Entrenchment: see Regulation 148]**

Stipulate who cannot be appointed as the Company Secretary
- **Regulations 6 and 96 [Level 1 Entrenchment: see Regulation 148]**

Stipulate who cannot act as Chair of a shareholders' meeting
- The duty to adopt, amend and apply the Corporate and Academic Governance Framework
  - **Regulations 139 and 140 [Level 2 Entrenchment: see Regulation 149]**

Provide for the adoption and amendment of the Corporate and Academic Governance Framework
  - **Regulations 141 and 142 [Level 1 Entrenchment: see Regulation 148]**

Provide that the Corporate and Academic Governance Framework shall comply with: (i) the six primary elements of the CUC's 'The Higher Education Code of Governance', that embody the core values of higher education governance; and (ii) the Office for Students Regulatory Framework, Notices and Advice. The Corporate and Academic Governance Framework shall also embrace our own guiding principles set out in **Regulation 142** of the Articles
  - **Regulation 143 [Level 1 Entrenchment: see Regulation 148]**

Provides that if there is a conflict between the Articles and the Corporate and Academic Governance Framework, the Articles take precedence
  - **Regulation 145 [Level 2 Entrenchment: see Regulation 149]**

Provide that the directors shall take into account the advice of the Academic Committee and the directors shall apply the Corporate and Academic Governance Framework
  - **Regulation 146 [Level 1 Entrenchment: see Regulation 148]**

Provides that, if the question arises, the Company Secretary shall determine how the directors should apply the Articles or the Corporate and Academic Governance Framework
  - **Regulation 9 [Level 1 Entrenchment: see Regulation 148]**

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

- The explicit incorporation and application of the second primary element of the CUC 'The Higher Education Code of Governance'<sup>7</sup> to ensure the Board of Directors receives an assurance from the Academic Committee that academic governance is robust and effective

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

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

- Miscellaneous

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

Set out the company's objects and powers

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

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

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

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

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

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

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

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

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

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

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

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

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<sup>7</sup> See Footnote 1.

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

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

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

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

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

[Regulation 6]

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

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

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

- is not engaged by the company in an employed or self-employed capacity;
- has never been an executive director of the company;

- has not been employed by the company within a 5-year period preceding the appointment;
- has not had a significant contractual relationship with the company within a 3-year period preceding the appointment;
- is not a shareholder of the company; and
- is not the family member of a shareholder of the company.

The maximum period of office of an independent non-executive director is four years, subject to the period being extended by a decision of the directors, acting on a recommendation of the Nominations 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:

- practical expertise and/or academic expertise, and there must be at least one with senior practical expertise and one with senior academic expertise;
- a positive commitment to embrace and comply with the Core Values set out in the Committee of University Chairs 'The Higher Education Code of Governance'<sup>8</sup>;
- a positive commitment to embrace and comply with the Nolan principles of public life<sup>9</sup>;
- a positive commitment to embrace and comply with our guiding principles set out in **Regulation 142** of the Articles;
- a positive commitment to embrace and comply with the company's purpose and values; and
- a positive commitment to embrace and comply with the company's Equality, Diversity and Inclusion Policy.

**[Regulations 44 and 49]**

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

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

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

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<sup>8</sup> See Footnote 1.

<sup>9</sup> See Footnote 3.

- the family member of a person who is engaged by the company in a position that confers membership of the company's SLT or SMT, including the Secretary of the SLT and SMT.

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

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

[Regulation 8]

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

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

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

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

[Regulations 41 and 42]

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

The Academic Committee shall have the power to pass an 'advisory' vote of no confidence in the Principal and Chief Executive Officer. If exercised, the directors shall give due regard to such vote, provided a majority of the external academic advisors of the Academic Committee<sup>10</sup> have voted in favour of such vote.

[Regulation 52]

## **1.6 Amending the Articles and the Corporate and Academic Governance Framework**

### **1.6.1 Amending the Articles**

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

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

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

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<sup>10</sup> 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.

Academic Committee by a majority vote ratifies the decision of the Board of Directors, and (iii) the shareholders by special resolution ratify the decision of the Board of Directors

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

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

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

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

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

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

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

If the Academic Committee does not by a majority vote ratify the amendments, a group will be convened which comprises members of the Board of Directors and the Academic Committee which shall include, *inter alia*, one external academic advisor of the Academic Committee and the President of the Student

Guild. This group will seek to reach an agreement on the amendments to the entrenched provisions set out in **Regulation 149** of the Articles (and, if applicable, any necessary amendments to the academic governance arrangements included within Section 3 of the Corporate and Academic Governance Framework). If the amendments are agreed, they will be formally agreed by the Board of Directors by a majority vote. Provided, subsequently, the Academic Committee by a majority vote ratifies the decision of the Board of Directors, the shareholders by special resolution shall ratify the decision of the Board of Directors to amend the entrenched provisions of the Articles.

## **1.6.2 Amendments to the Corporate and Academic Governance Framework**

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

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

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

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

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

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

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

- The shareholders by special resolution are also required to ratify the decision of the Board of Directors to amend the entrenched provisions of the Articles

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

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



## 2. Corporate governance arrangements

**Regulation 141** of the Articles provides that the Corporate and Academic Governance Framework shall comply with: (i) the six primary elements of higher education governance, as set out in the Committee of University Chairs (CUC) 'The Higher Education Code of Governance', that embody the core values of higher education governance<sup>11</sup>; and (ii) the Office for Students Regulatory Framework, Notices and Advice<sup>12</sup>.

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

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

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

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

### 2.1 Corporate governance arrangements: shareholders

#### 2.1.1 Schedule of matters reserved to the shareholders

The following matters are reserved to the shareholders:

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

#### 2.1.2 Meetings

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

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

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

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<sup>11</sup> See Footnotes 1 and 3.

<sup>12</sup> See Footnote 2

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.

## 2.2 Corporate governance arrangements: directors

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

In exercising its powers, the directors shall ensure compliance with: (i) the six primary elements of higher education governance, as set out in the Committee of University Chairs (CUC) 'The Higher Education Code of Governance', that embody the core values of higher education governance<sup>13</sup>; (ii) our own guiding principles (see **Section 1.1** above); and (iii) the Office for Students Regulatory Framework, Notices and Advice<sup>14</sup> (see **Section 1.2** above).

In particular, the Board of Directors has a responsibility for ensuring compliance with the second primary element of the CUC 'The Higher Education Code of Governance' (see **Section 1.1** above), by ensuring that the Board receives assurance that academic governance is robust and 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
- The Board of Directors receives an Annual Quality Report, that will include a quality compliance statement, that 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 robustness and effectiveness of the Academic Committee
- The Board of Directors can access the minutes of the Academic Committee
- The Board of Directors and the Academic Committee receive periodic updates to the implementation of the Strategic Framework and periodic updates to the KPIs, the KPIs being used by the Board of Directors (and the Academic Committee) 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:

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<sup>13</sup> See Footnotes 1 and 3.

<sup>14</sup> See Footnote 2.

- 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 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:

- Two executive directors:
  - Principal and Chief Executive Officer
  - Chief Operating Officer and Chief Financial Officer
- Five independent non-executive directors (increasing to six on 1 February 2023)

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

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

**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'<sup>15</sup>;
- the Nolan principles of public life<sup>16</sup>;
- our guiding principles set out in **Regulation 142** of the Articles;
- the company's purpose 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;

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<sup>15</sup> See Footnote 1.

<sup>16</sup> See Footnote 3.

- 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.

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

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
- practical expertise and/or 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.

The Board of Directors is responsible for ensuring the diversity of its membership, and reviewing its effectiveness to include a formal knowledge and experience audit.

When a vacancy for a director arises, the Board of Directors is responsible for approving the role descriptor and person specification. The Board will also decide whether targeted applications will be sought to ensure the diversity of its membership, provided this is compliant with the Equality Act 2010.

When a vacancy for an independent non-executive director arises, the vacancy will be ‘advertised’ on the company’s website and the Advance HE/CUC Board Vacancy Portal. The Nominations Committee will receive and consider all applications, and recommend an appointment to the Board of Directors.

When a vacancy for an executive director arises, the Nominations Committee is 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 Chief Executive Officer who shall also be appointed to the role of Principal. In the event of a vacancy in the position of Principal and Chief Executive Officer, the Nominations Committee shall appoint a director to the role of “Acting Principal and Chief Executive Officer” 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 the 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 [e.g. if the director fails the Office for Students’ fit and proper person test]; 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 Principal and Chief Executive Officer. If exercised, the directors shall give due regard to such vote, provided a majority of the external academic advisors of the Academic Committee<sup>17</sup> have voted in favour of such vote.

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<sup>17</sup> 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.

## 2.2.4 Induction and training

All directors will take part in an Induction, Training and Development Programme that has been approved by the Board of Directors. All new directors will take part in this Programme on joining the Board. All directors will receive any additional training that might be required as a result of any new legal and/or regulatory requirements. Otherwise, directors will be responsible for ensuring they regularly update and refresh their knowledge and skills.

## 2.2.5 Annual performance appraisal

All directors and the Company Secretary shall be subject to an annual performance appraisal:

- The Chair will appraise the Principal and Chief Executive Officer, and the Company Secretary
- An independent non-executive director will appraise the Chief Operating Officer and Chief Financial Officer
- The Chief Operating Officer and Chief Financial Officer will appraise the Chair
- The independent non-executive directors, excluding the Chair, will appraise each other according to a schedule drawn up by the Company Secretary

In addition, the Board will periodically assess their performance as a collective and address any areas identified for improvement.

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

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

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

## 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 Strategic Leadership Team or Senior Management Team); and
- two student representatives.

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

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

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

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

The President-Elect is eligible to attend Board meetings, as an observer, upon being elected.

Once the President-Elect assumes the role of President, the former President is eligible to attend two subsequent Board meetings, as an observer.

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

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

## 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.

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 be line managed by the Principal and Chief Executive Officer but 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.

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

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

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



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

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

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

### ***Meeting of independent non-executive directors***

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

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

## **2.2.10 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 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 'Higher Education Senior Staff Remuneration Code' and the Office for Students Regulatory Framework, Notices and Advice, and that shall be responsible for, *inter alia*, setting: (i) the remuneration for all executive directors; (ii) the remuneration for any person who is engaged by the company in a position that confers membership of the company's Strategic Leadership Team as stipulated within the Corporate and Academic Governance Framework; and (iii) any director's fee paid to any independent non-executive director [see **Section 2.2.17** 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 shall call a shareholders' meeting at least once a year (the Annual General Meeting), following the procedures set out in the Articles (see **Section 2.1.2** above).

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

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

### **2.2.12 Meetings with management**

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

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

### **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:

- 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 company complies with the six primary elements of higher education governance, as set out in the Committee of University Chairs (CUC) 'The Higher Education Code of Governance', that embody the core values of higher education governance<sup>18</sup>
- 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 directors receive sufficient information to enable the Board to provide any necessary assurances to the Office for Students, or any other UK government department or agency, that there is full compliance with the terms of registration with the Office for Students
- Ensuring the company's designated accountable officer or the Chair of the Board of Directors informs the Office for Students, or any other UK government department or agency, if there is a material adverse change to the Principal and Chief Executive Officer's delegated authority, or if there is any serious incident which could have a serious impact on the interests of the company
- Ensuring that the following persons disclose whether any of the indicators set out in Appendix B of the Office for Students Regulatory Framework are triggered, such a trigger indicating that the person may not be a fit and proper person:
  - Applicants for a post that confers membership of the Strategic Leadership Team (SLT) or Senior Management Team (SMT)
  - New members of the Board of Directors
  - Directors [an annual declaration by each director]
  - Members of the SLT and SMT [an annual declaration by each member]
  - Shareholders and directors of Goldwait Limited [an annual declaration by each shareholder and director]

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

- Undertaking an internal review, every two years, 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 effective and fit-for-purpose
- Commissioning an external review and evaluation, every four years, 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

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<sup>18</sup> See Footnotes 1 and 3.

Framework, Notices and Advice, and to ensure the arrangements are effective and 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
- 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]
- Ensuring the diversity of the Board's membership, and reviewing the Board's effectiveness to include a formal knowledge and experience audit
- When a vacancy for a director arises, approving the role descriptor and person specification, and determining whether targeted applications will be sought to ensure the diversity of the Board's membership, provided this is compliant with the Equality Act 2010
- Approving the purchase of directors' liability insurance
- Approving an Induction, Training and Development Programme for directors
- Approving an appraisal document for directors and the Company Secretary
- 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 SLT and SMT)
- Making any decisions which could result in a significant reputational or financial risk
- With regards to the Annual Planning Cycle:
  - Receiving the Internal and External Intelligence Report (IEIR) from the SLT [for information]
  - Acting upon a recommendation of the SLT, approving the Strategic Framework (normally 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)
  - Acting upon a recommendation of the SLT, setting Key Performance Indicators (KPIs) to measure both academic and non-academic performance, the Board of Directors acting upon the recommendation of the Academic Committee when setting academic KPIs
  - Monitoring implementation of the Strategic Framework
- Monitoring, reviewing and interrogating KPIs, using the KPIs as an indicator of whether a risk might materialise or has realised, and taking any necessary actions (to include referring any causes of concern to the Audit Committee), acting upon the advice and recommendations of the Academic Committee with regards to academic KPIs

- Acting upon a recommendation of the SMT, approval of key policies, procedures, documents and reports as agreed with the Chair of the Board of Directors, to include the following:
  - Access and Participation Plan
  - Annual Value for Money Statement
  - Corporate Risk Register
  - Ethics Policy that includes a Whistleblowing Procedure that extends to directors and staff
  - Prevent Duty Annual Report
  - Prevent Duty Risk Assessment
  - Student Protection Plan
- Acting upon a recommendation of the Equality, Diversity and Inclusion Committee (EDIC), approval of the following:
  - Equality, Diversity and Inclusion Policy
- Acting upon a recommendation of the Health and Safety Committee, approval of the following:
  - Health and Safety Annual Report
- Monitoring the Corporate Risk Register that is used as a formal record for the management of risks, acting upon any advice and recommendations of the SMT
- Monitoring the implementation of Access and Participation Plans, acting upon any advice and recommendations of the Access and Participation Committee
- Ensuring academic governance is robust and effective by working with the Academic Committee, to include the receipt of an 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 and how academic risks are being managed, a commentary on any existing partnerships or collaborations, and a statement of compliance with the Ethics Policy
- Ensuring the approach to harassment and sexual misconduct is adequate and effective by ensuring that risks relating to these issues are identified and effectively mitigated in line with the Office for Students Statement of Expectations and the Committee of University Chairs' Practice Note
- Receiving the minutes of all committees of the Board for consideration
- Receiving the minutes, or the relevant extract, of the following committees if the committee has referred a matter to the Board for consideration (otherwise online access to the minutes will be provided for information only):
  - SLT
  - SMT
  - Access and Participation Committee
  - Health and Safety Committee

- Receiving the following for consideration:
  - Academic Committee Annual Report
  - Access and Participation KPI updates from the Access and Participation Committee
  - Equality, Diversity and Inclusion Annual Report
  - Equality, Diversity and Inclusion Reports
  - Monitoring reports, compliance reports and/or compliance statements with regards to the Office for Students Conditions of Registration
  - Monitoring Reports on Implementation of the Strategic Measures (i.e. actions) that are included in our Access and Participation Plan
- Receiving, through online access, the following for information:
  - Overview Annual Course Evaluation Report and Overview Annual Monitoring and Evaluation Report
  - Periodic Course Review Reports
  - Corporate Report
  - Teaching Excellence and Student Outcomes Framework (TEF) provider submission
  - Prevent duty updates
  - Reports on the operation of the Student Complaints Policy and Procedures [that may include anonymised summaries of student complaints]
  - An annual report on incidents of harassment or sexual misconduct (if any) that would include the number and type of incidents, responses and outcomes
  - Reports from the Student Guild and/or Student Staff Liaison Manager
  - Any documents that come before the SLT, SMT and/or the Academic Committee as required by the Board of Directors
- Ensuring compliance with the Health and Safety Policy, and all relevant health and safety legislative and regulatory provisions
- 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]
- Responding to shareholders and third parties
- Receiving and considering financial reports from the Chief Operating Officer and Chief Financial Officer
- 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)

- Acting on a recommendation from the Audit Committee, approving audited annual accounts and, in approving such audited annual accounts, ensuring compliance with the Office for Students Regulatory Framework, Notices and Advice
- Approving the appointment and remuneration of external auditors
- Approving the appointment of Bloomsbury Institute Appointed Trustees to the Student Guild's Board of Trustees
- Approving an Annual Directors' Report, that shall be incorporated within the audited annual 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
- Approving a Development and Fundraising Policy (if required)

The Board of Directors must:

- (i) Ensure compliance with the six primary elements of higher education governance, as set out in the Committee of University Chairs (CUC) 'The Higher Education Code of Governance', that embody the core values of higher education governance<sup>19</sup>;
- (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 purpose and values;
- (v) Ensure that, through the Corporate and Academic Governance Framework and the Articles, the directors receive assurance that academic governance is robust and 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;

<sup>19</sup> See Footnotes 1 and 3.

(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.

### ***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
- Commissioning the undertaking of an internal audit function (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, and requiring the attendance of, and/or reports from, any member of staff
- Ensuring there are effective arrangements in place for the management and quality assurance of data, and requiring the attendance of, and/or reports from, any member of staff
- Considering any causes of concern referred to it by the Board of Directors
- Requiring the attendance at any meeting of the Audit 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, and making a recommendation for approval of the audited annual accounts to the Board of Directors, and when making



a recommendation for approval of the audited annual accounts, ensuring compliance with the Office for Students Regulatory Framework, Notices and Advice

- Considering and approving an Annual Audit Report for presentation to the Board of Directors, that shall include:
  - an opinion on compliance with procedures and processes
  - an opinion on the adequacy and effectiveness of the company's risk management and control
  - an opinion on the adequacy and effectiveness of data management and quality assurance processes
  - a commentary on any causes of concern raised by the internal or external auditors

**Note:** To ensure compliance with the Office for Students Regulatory Framework, Notices and Advice, and having received and considered the Annual Value for Money Report, include an opinion within the Annual Audit Report 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:

- A minimum of two independent non-executive directors (one of whom will act as Chair)

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.

The Company Secretary provides secretariat services to the Audit Committee.

### **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. Two members must be present to constitute a quorum.

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

## **2.2.16 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.

**Note:** The Board of Directors is responsible for:

- Appointing and dismissing directors [subject to the specific power of appointment conferred on the Nominations Committee in accordance with **Regulation 44** of the Articles]
- Ensuring the diversity of the Board's membership, and reviewing the Board's effectiveness to include a formal knowledge and experience audit
- When a vacancy for a director arises, approving the role descriptor and person specification, and determining whether targeted applications will be sought to ensure the diversity of the Board's membership, provided this is compliant with the Equality Act 2010

***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 to the Board of Directors the appointment of independent non-executive directors for a maximum initial period of four calendar years
- Recommending the re-appointment of independent non-executive directors to the Board of Directors for a maximum final period of four calendar years
- Exercising the power under **Regulation 44** to appoint up to three independent non-executive directors if there are any circumstances in which the Board of Directors cannot exercise its power of appointment
- Recommending to the Board of Directors the selection process for the appointment of executive directors
- Recommending to the Board of Directors the appointment of executive directors at the conclusion of the selection process
- If the position of Principal and Chief Executive Officer shall become vacant, appointing a director to the role of Acting Principal and Chief Executive Officer for a period of no more than six months

***Membership***

- Two independent non-executive directors (one of whom will act as Chair)
- One external academic advisor of the Academic Committee
- Principal and Chief Executive Officer
- Chief Operating Officer and Chief Financial Officer

The Company Secretary provides secretariat services to the Nominations Committee.

***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. Three members must be present to constitute a quorum. However, if one or both of the executive director positions is vacant, the quorum shall 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 Strategic Leadership Team as stipulated within the Corporate and Academic Governance Framework; and (iii) any director's fee paid to any independent non-executive director.

The Remuneration Committee will normally meet annually.

### ***Terms of Reference [Delegated by the directors]***

Subject to the schedule of matters reserved to the Board of Directors (see **Section 2.2.14** above), the Remuneration Committee is responsible for ensuring compliance with: (i) the Committee of University Chairs 'HE Senior Staff Remuneration Code'; and (ii) the Office for Students Regulatory Framework, Notices and Advice; and for:

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

### ***Membership***

- One independent non-executive director, who shall not be the Chair of the Board of Directors (Chair)

- Chair of the Board of Directors who is also an independent non-executive director (Secretary (and member))
- One other independent non-executive director

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

### **Quorum**

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

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

## **2.3 Corporate governance arrangements: management**

### **2.3.1 Schedule of powers delegated to management**

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

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

- Ensuring compliance with all other applicable legislative and regulatory requirements

Management must:

- (i) Ensure compliance with the six primary elements of higher education governance, as set out in the Committee of University Chairs (CUC) 'The Higher Education Code of Governance', that embody the core values of higher education governance<sup>20</sup>;
- (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 purpose 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;
- (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.

### 2.3.2 Strategic Leadership Team (SLT)

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

#### ***Terms of Reference***

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

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

- Furthering the objects of the company as set out in **Regulation 3** of the Articles, 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

<sup>20</sup> See Footnotes 1 and 3.

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

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

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

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

### ***SLT Membership***

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

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

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

## **Quorum**

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

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

### **2.3.3 Senior Management Team (SMT)**

The Senior Management Team (SMT) meets every month, with the exception of August and either December or January, to ensure effective operational management and leadership throughout the Institute.

There is a separate Senior Academic Leadership Team (SALT) that supports effective operational management and leadership throughout the Academic Division, and provides a forum through which information which relates to maintaining academic standards and the enhancement of academic quality is disseminated and discussed (see **Section 3.6** below). The SALT does not report to the SMT, although it can refer matters to the SMT (or other relevant committees or forums) for consideration.

#### **Terms of Reference**

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

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

- Furthering the objects of the company as set out in **Regulation 3** of the Articles, 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 effective operational management and leadership throughout the Institute
- Ensuring compliance with the Office for Students Regulatory Framework, Notices and Advice, including the General Conditions of Registration and any Specific Conditions of Registration



- Ensuring that when exercising its decision-making powers, consideration is given to the reference points set out within the Quality Assurance Agency (QAA) UK Quality Code for Higher Education
- Referring matters to the Quality Assurance and Enhancement Committee (QAEC) if the SMT determines that consultation and engagement with the QAEC is required prior to exercising its decision-making powers
- Referring matters to the Student Staff Consultative Forum (SSCF) if the SMT determines that Institute-wide student consultation and engagement is required prior to exercising its decision-making powers
- Establishing Working Groups to which specified activities can be assigned under the direction and monitoring of the SMT
- Ensuring compliance with the Risk Appetite Statement
- Recommending to the Board of Directors the approval of (and the approval of updates to) key policies, procedures, documents and reports, to include the following:
  - Access and Participation Plan
  - Annual Value for Money Statement
  - Corporate Risk Register
  - Ethics Policy that includes a Whistleblowing Procedure that extends to directors and staff
  - Prevent Duty Annual Report
  - Prevent Duty Risk Assessment
  - Student Protection Plan
- Ensuring effective management and leadership of the Annual Planning Cycle, to include:
  - recommending to the SLT approval of the Annual Planning Cycle
  - recommending to the SLT approval of the Internal and External Intelligence Report
  - receiving the Overview Annual Course Evaluation Report [for information]
  - receiving the Overview Annual Monitoring and Evaluation Report [for information]
  - recommending to the SLT approval of the Risk Management Framework and all associated documents (to include Risk Appetite Statement and Corporate Risk Register)
  - recommending to the SLT approval of the Strategic Framework [the SLT will recommend approval to the Board of Directors (the Board of Directors' approval will normally take place at a joint meeting of the Board of Directors and the Academic Committee, the Board of Directors acting upon the recommendation of the Academic Committee when setting Academic Goals)]
  - recommending to the SLT approval of the Key Performance Indicators (KPIs) to measure both academic and non-academic performance [the SLT will recommend approval to the Board of Directors, the Board of Directors acting upon the recommendation of the Academic Committee when setting academic KPIs]

- monitoring implementation of the Goals, Outcomes and Major Projects set out within the Strategic Framework
- Monitoring the Corporate Risk Register that shall be used as a formal record for the management of risks, and advising the Board of Directors of any changes that it recommends should be made to the Register
- Approving non-academic regulatory, policy and procedural documents with the exception of the documents set out above that require the approval of the Board of Directors or the SLT
- Monitoring, reviewing and interrogating KPIs, using the KPIs as an indicator of whether a risk might materialise or has realised, and taking any necessary actions, acting upon the advice and recommendations of the Academic Committee with regards to academic KPIs
- Monitoring compliance with external agency requirements, for example the Office for Students, HESA and UKVI
- Receiving the following for consideration:
  - Access and Participation KPI updates from the Access and Participation Committee
  - Corporate Report
  - Divisional/Departmental Reports
  - Equality, Diversity and Inclusion Annual Report
  - Equality, Diversity and Inclusion Reports
  - Monitoring reports, compliance reports and/or compliance statements with regards to the Office for Students Conditions of Registration
  - Monitoring Reports on Implementation of the Strategic Measures (i.e. actions) that are included in our Access and Participation Plan
  - Reports on the National Student Survey and Graduate Outcomes
  - Reports from the Prevent Lead
- Receiving for consideration and action interim and final evaluation reports specified within our Access and Participation Plan
- Receiving the following for information:
  - Health and Safety Annual Report
  - Reports on the operation of the Student Complaints Policy and Procedures [that may include anonymised summaries of student complaints]
  - Reports from the Student Guild and/or the Student Staff Liaison Manager
  - Update Reports in response to internal audits
- Receiving the minutes, or the relevant extract, of the following if a matter has been referred to the SMT for consideration (otherwise online access to the minutes will be provided for information only):
  - Board of Directors

- Strategic Leadership Team (SLT)
- Access and Participation Committee (APC)
- Academic Committee (AC)
- Quality Assurance and Enhancement Committee (QAEC)
- Course Committees (CCs)
- Student Staff Consultative Forum (SSCF)
- Equality, Diversity and Inclusion Committee (EDIC)
- Health and Safety Committee
- Considering such other matters as may be referred to the SMT

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

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

### ***SMT Membership***

- Deputy Chief Operating Officer (Chair)
- Chief Operating Officer and Chief Financial Officer (Deputy Chair)
- Deputy Principal
- Head of Governance and Company Secretary
- Director of Bloomsbury Law Clinic and Head of the School of Law and Legal Practice
- Head of Quality
- Director of the Centre for Student Engagement, Wellbeing and Success (SEWS)
- Head of Compliance
- Head of Action Planning
- Head of Marketing, Communications and UK Recruitment

- Head of IT Services
- People, Talent and Culture Manager
- Head of Estates and Facilities

The following are also members of the SMT. They will receive the agenda and papers for all meetings. They will attend meetings of the SMT either (i) at the invitation of the Chair; or (ii) by request and with the agreement of the Chair:

- Head of Hospitality and Events
- Head of International Recruitment
- Deputy Head of Marketing, Communications and UK Recruitment

Other members of the SLT who are not members of the SMT will receive the agenda and papers, and they are entitled to attend any meeting of the SMT.

The Quality Department provides secretariat services to the committee.

### ***Quorum***

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

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

### **2.3.4 Access and Participation Committee (APC)**

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

The Board of Directors share with the Senior Management Team (SMT) responsibility for ensuring compliance with the Office for Students Regulatory Framework, Notices and Advice, including the General Conditions of Registration and any Specific Conditions of Registration. This includes compliance with responsibilities relating to our Access and Participation Plan (APP).

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

### ***Terms of Reference***

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

- Determining the Institute's strategic direction in relation to Access and Participation, and ensuring this is articulated within its Access and Participation Plan (APP), any relevant variations, and reflected within all other policies and procedures
- Actively ensuring compliance with the Institute's APP and the regulatory requirements of the Office for Students
- Ensuring that risks related to our APP are regularly reviewed and included where appropriate on the Corporate and Divisional/Departmental Risk Registers, as appropriate

- Ensuring that appropriate KPIs are set and monitored, and that updates against KPIs are provided to the SMT and Board of Directors
- Developing, recommending for approval, promoting and overseeing the implementation of the APP, that shall include:
  - staff training (where required)
  - engagement with the student body and Student Guild
  - ensuring that interventions are evidence informed through engagement with external organisations, training opportunities and scholarly research
  - ensuring that appropriate evaluation methods are deployed to assess the effectiveness of our APP activities
- Recommending approval of the APP to the SMT [The SMT recommends approval to the Board of Directors]
- Receiving Monitoring Reports on Implementation of the Strategic Measures (i.e. actions) that are included in our Access and Participation Plan
- Receiving Evaluation Reports on implementation of the Strategic Measures and commitments (i.e. actions) that are included in the APP [for consideration] and ensuring that reports submitted are appropriately evidence-based, requesting additional information or re-submission where required
- Considering performance assessment and evaluation data relating to the Institute's performance against APP Targets, Strategic Measures and commitments and, where necessary, recommending any appropriate courses of action to ensure the Institute stays on course to achieve annual APP Milestones and Targets.

At an operational level the APC is responsible for monitoring the year-on-year reduction of the identified gaps, leading to their eventual elimination

- Interim and final evaluation reports are submitted to the APC for review and, once confirmed as being completed, are submitted to the SMT, Academic Committee and Board of Directors for consideration and action
- Considering any proposed changes to, or redrafting of, the APP (or parts thereof), in line with regulatory requirements and recommend approval to the SMT (that will recommend approval to the Board of Directors)
- Reviewing and agreeing the proposed financial expenditure allocated to access and participation activity (including HFI funding under the APP and appropriate Grant allocation), to ensure APP commitments (Strategic Measures) are delivered, and/or emerging priorities are resourced
- In line with this, and considering any emerging data, to agree any proposed changes to financial allocations to better meet APP Targets and recommend any changes to the SMT and the Board of Directors
- Promoting and monitoring the use and effectiveness of Theory of Change evaluation methods, or other suitable evaluation methods, as required
- Ensuring any new relevant legislation, regulations, regulatory guidance or best practice is reported internally and addressed at an Institute level

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

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

### ***Membership***

Members marked with an asterisk (\*) may delegate their membership to an appropriate member of their Division or Department, subject to approval by the Committee.

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

The Quality Department provides secretariat services to the committee.

### ***Quorum***

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

### 3. Academic governance arrangements

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:

- 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, robustness and effectiveness of the management of our academic activities, and in particular the setting and maintaining of academic standards and the assuring and enhancing of academic quality
- Fulfilling the current and likely future requirements of our awarding bodies 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, awarding body representation and student representation
- **Quality Assurance and Enhancement Committee (QAEC)**, the intermediate committee that has awarding body 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 providers. 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 Strategic Leadership Team (SLT) and Senior Management Team (SMT). 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 along with an awarding body representative.

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 awarding bodies. Students are represented on Course Committees.

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

We have established an independent Student Guild. All students are members of the Student Guild (subject to having a right to opt-out). Members of the Student Guild elect student representatives to the 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.

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

## 3.2 Academic Committee

The Academic Committee (AC) is our senior committee. The Board of Directors (i.e. the governing body) has delegated responsibility for 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 awarding bodies, 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 Strategic Leadership Team (SLT), Senior Management Team (SMT) and the Quality Assurance and Enhancement Committee (QAEC) accordingly. In exercising this responsibility, the Academic Committee has regard to relevant external academic and professional standards, regulatory and legal requirements and to the expectations of our students, awarding bodies, Professional, Statutory and Regulatory Bodies (PSRBs), and other external stakeholders.



Subject to the prerogatives of our awarding bodies, and the responsibilities of the Board of Directors, the Strategic Leadership Team (SLT) and the Senior Management Team (SMT), the Academic Committee is responsible for:

- Furthering the objects of the company as set out in **Regulation 3** of the Articles, 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
- 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
- Ensuring the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality
- 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]
- Providing an assurance to the Board of Directors that academic governance is robust and 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) and how academic risks are being managed, a commentary on any existing partnerships or collaborations, and a statement on compliance with the Ethics Policy

- Advising on the development of our academic portfolio and academic partnerships
- With regards to the Annual Planning Cycle:
  - Receiving the Annual Planning Cycle [for information]
  - Receiving the Internal and External Intelligence Report (IEIR) [for information]
  - Acting upon a recommendation of the SLT, recommending to the Board of Directors the approval of the Academic Goals set out in the Strategic Framework (normally at a joint meeting of the Board of Directors and the Academic Committee)
  - Monitoring progress in implementation of the Academic Goals set out in the Strategic Framework
  - Recommending to the Board of Directors the approval of academic Key Performance Indicators (KPIs)
- Monitoring, reviewing and interrogating academic KPIs, using the academic KPIs as an indicator of whether a risk might materialise or has realised, and taking any necessary actions
- 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
- Acting upon a recommendation of the QAEC, approval of the following:
  - Admissions Policy
  - Assessment Procedures: Validated Degrees
  - Course Approval, Withdrawal and Suspension Procedures
  - Curriculum Modification Procedures
  - Engagement Policy
  - Feedback Policy and Guidelines
  - In-Bloom Appeals Procedure
  - Managed Observation of Teaching Scheme
  - Peer Observation of Teaching Scheme
  - Research Ethics Code of Practice
  - Research Strategy
  - Student Complaints Policy and Procedures
  - Student Disciplinary Policy and Procedures
  - Withdrawal, Study Break, and Deferral Policy

- Approving proposals for the withdrawal and suspension of current courses in accordance with our Course Approval, Withdrawal and Suspension Procedures
- Acting upon a recommendation of the QAEC, approval of the following, in accordance with our Course Approval, Withdrawal and Suspension Procedures, and Curriculum Modification Procedures:
  - new course proposals
  - major modifications to existing courses
- Acting upon a recommendation of the QAEC, approval of changes to the structure of Course Committees
- Receiving reports on the quality and standards of our academic courses, including reports that are provided to or received from our awarding bodies (e.g. External Examiner Reports)
- Receiving all other reports from validating, accrediting, reviewing and other external bodies, including actions taken in response to these reports
- Advising on such other matters as may be referred to the Academic Committee
- Receiving (through online access) the following for information:
  - Access and Participation Plan
  - Annual Course Evaluation Reports and Overview Annual Course Evaluation Report
  - Annual Monitoring and Evaluation Reports (which will include commentary on External Examiner Reports) and Overview Annual Monitoring and Evaluation Report
  - Course Committee minutes
  - External Examiner Reports and External Examiner Response Forms
  - Periodic Course Review Reports
  - Reports on the operation of the Student Complaints Policy and Procedures [that may include anonymised summaries of student complaints]
  - Research Ethics Committee minutes
  - Student Staff Consultative Forum (SSCF) minutes
  - Teaching Excellence and Student Outcomes Framework (TEF) provider submission
- Receiving the following for consideration:
  - Annual Access and Participation Plan Impact Report
  - Equality, Diversity and Inclusion Annual Report
  - Equality, Diversity and Inclusion Reports
  - Monitoring Reports on Implementation of the Strategic Measures (i.e. actions) that are included in our Access and Participation Plan
  - Reports on the National Student Survey and Graduate Outcomes

- Research Ethics Annual Report
  - Receiving for consideration and action interim and final evaluation reports specified within our Access and Participation Plan
  - Receiving the relevant extract of the minutes of the following if a matter has been referred to the Academic Committee for consideration:
    - Board of Directors \*
    - Senior Leadership Team (SLT)
    - Senior Management Team (SMT)
    - Access and Participation Committee (APC) \*
    - Quality Assurance and Enhancement Committee (QAEC) \*
    - Equality, Diversity and Inclusion Committee (EDIC) \*
- \* Online access will be provided to these minutes, for information

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

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

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

In accordance with **Regulation 52** of the Articles, the Academic Committee has the power to pass an advisory vote of no confidence in the Principal and Chief Executive Officer. If exercised, the Board of Directors shall give due regard to such vote, provided a majority of the external academic advisors of the Academic Committee<sup>21</sup> have voted in favour of such vote.

### **3.2.3 Membership**

- Principal and Chief Executive Officer (Chair)
- Deputy Principal (Deputy Chair)
- Two external academic advisors<sup>22</sup>

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<sup>21</sup> 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.

<sup>22</sup> 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

- Head of the School of Accounting and Finance
- Head of the School of Business
- Head of the School of Law and Legal Practice
- Head of the School of Foundation Year Studies
- Head of Student Development
- Head of Quality
- Director of the Centre for Student Engagement, Wellbeing and Success (SEWS)
- 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 robustness and effectiveness of the Academic Committee.

The Quality Department provides secretariat services to the committee.

### ***Quorum***

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

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

## **3.3 Quality Assurance and Enhancement Committee (QAEC)**

The Quality Assurance and Enhancement Committee (QAEC) is an intermediate committee, sitting above the Course Committees and below the Academic Committee. The QAEC undertakes a supervisory role on behalf of the Academic Committee, and is under the direct control of the Academic Committee.

### **3.3.1 Terms of Reference**

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

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

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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.

- 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
- Ensuring the Expectations of the Quality Assurance Agency (QAA) UK Quality Code for Higher Education are met
- Referring matters to the Senior Management Team (SMT) if the QAEC determines that consultation and engagement with the SMT is required prior to exercising its decision-making powers
- Referring matters to the Student Staff Consultative Forum (SSCF) if the QAEC determines that Institute-wide student consultation and engagement is required prior to exercising its decision-making powers
- Recommending to the Academic Committee the approval of the following:
  - Admissions Policy
  - Assessment Procedures: Validated Degrees
  - Course Approval, Withdrawal and Suspension Procedures
  - Curriculum Modification Procedures
  - Engagement Policy
  - Feedback Policy and Guidelines
  - In-Bloom Appeals Procedure
  - Research Ethics Code of Practice [acting on a recommendation of the Research Ethics Committee]
  - Research Strategy

- Peer Observation of Teaching Scheme
- Managed Observation of Teaching Scheme
- Student Complaints Policy and Procedures
- Student Disciplinary Policy and Procedures
- Withdrawal, Study Break, and Deferral Policy
- Approving academic regulatory, policy and procedural documents with the exception of the documents set out above that require the approval of the Academic Committee, and in particular approving the following documents:
  - Annual Course Evaluation Reports and Overview Annual Course Evaluation Report
  - Annual Monitoring and Evaluation Reports and Overview Annual Monitoring and Evaluation Report
  - Teaching Excellence and Student Outcomes Framework (TEF) provider submission
- Recommending to the Academic Committee the approval of changes to the Course Committee structure
- Recommending to the Academic Committee the approval of the following, in accordance with our Course Approval, Withdrawal and Suspension Procedures, and Curriculum Modification Procedures:
  - new course proposals
  - major modifications to existing courses
- Approving minor modifications to existing courses in accordance with our Curriculum Modification Procedures, subject to the Chief Operating Officer and Chief Financial Officer's prior written approval to provide any additional resources which are necessary to implement any proposed modifications
- Receiving Module Monitoring Reports for information
- Receiving External Examiner Reports and approving External Examiner Response Forms
- Receiving the following for consideration:
  - Periodic Course Review Reports
  - reports from our awarding bodies and other external quality assurance organisations such as the QAA
  - reports on the National Student Survey and Graduate Outcomes
- Monitoring, reviewing and interrogating KPIs, using the KPIs as an indicator of whether a risk might materialise or has realised, and taking any necessary actions, acting upon the advice of the Academic Committee with regards to academic KPIs
- Having oversight of the following:
  - the quality of teaching through, *inter alia*, receipt of summary feedback on Managed and Peer Observations of Teaching

- the completion of any actions set out within External Examiner Response Forms
  - Receiving the relevant extract of the minutes of the following if a matter has been referred to the QAEC for consideration:
    - Academic Committee (AC) \*
    - Strategic Leadership Team (SLT)
    - Senior Management Team (SMT)
    - Research Ethics Committee
    - Access and Participation Committee (APC) \*
    - Course Committees (CCs) [to include progress reports on Annual Course Evaluation Action Plans, and Annual Monitoring and Evaluation Action Plans] \*
    - Student Staff Consultative Forum (SSCF) \*
    - Equality, Diversity and Inclusion Committee (EDIC) \*
    - Pre-Module Board \*
- \* Online access will be provided to these minutes, for information
- Receiving (through online access) the following for information:
    - Reports on Welcome Back Surveys
    - Reports on Initial Course Evaluations (ICEs)
    - Reports on Student Module Evaluation Questionnaires (SMEQs)
    - Reports on End-of-Year Course Evaluations (ECEs)
    - Strategic Framework and KPIs
    - Annual Quality Report
    - Reports on the operation of the Student Complaints Policy and Procedures [that may include anonymised summaries of student complaints]

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

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



### 3.3.2 Membership

- Deputy Principal (Chair)
- Head of School (Deputy Chair)
- External academic advisors of the Academic Committee<sup>23</sup>
- Head of Quality
- All Course Leaders
- One academic from each of our four academic disciplines (Foundation Year Studies, Accounting and Finance, Business, and Law), who teaches on a course within the academic discipline and who is not a member of the Academic Committee, to be selected for one academic year by academic staff within the relevant discipline
- Academic Lead for Learning Enhancement
- A member of staff from the Centre for Student Engagement, Wellbeing and Success (SEWS)
- A member of staff from Registry
- President of the Student Guild (or nominee - such nominee must be a Student Guild Officer Trustee, Student Guild Student Trustee, or a Student Council Student Representative)
- One Student Council Student Representative from each Course Committee (excluding the President of the Student Guild who is already a member, and excluding anyone who is also a member of the Academic Committee) who shall be appointed by the President of the Student Guild

The Quality Department provides secretariat services to the committee.

#### **Quorum**

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

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

### 3.4 Course Committees

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

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

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<sup>23</sup> Each of the external academic advisors 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.

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

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

### 3.4.1 Undergraduate Degree with Foundation Year

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

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

### 3.4.2 Terms of Reference

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

- Furthering the objects of the company as set out in **Regulation 3** of the Articles, 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

- Ensuring the Expectations of the Quality Assurance Agency (QAA) UK Quality Code for Higher Education are met
- Ensuring that our academic and non-academic regulations, policies and procedures and those of our awarding bodies are appropriately reflected in the organisation and delivery of courses
- Advising the Deputy Principal and other managers on the effective management and operation of courses
- Advising the Deputy Principal and other managers on the resources available to and required for their courses
- Ensuring that appropriate arrangements are made for the evaluation of courses by staff and students to ensure their continuous enhancement
- Receiving reports on Initial Course Evaluations (ICEs), Welcome Back Surveys, Student Module Evaluation Questionnaires (SMEQs) and End-of-Year Course Evaluations (ECEs) [for consideration]
- Receiving External Examiner Reports and External Examiner Response Forms and monitoring the completion of any actions
- Monitoring and evaluating the delivery and assessment of courses and their constituent modules, giving full consideration to Module Monitoring Reports and External Examiners' reports
- Evaluating and making recommendations on the guidance and support available to students
- Recommending to the QAEC the approval of course-specific Annual Course Evaluation Reports and Annual Monitoring and Evaluation Reports
- Monitoring the implementation of course-specific Annual Course Evaluation Action Plans, and Annual Monitoring and Evaluation Action Plans
- Considering proposals for major and minor modifications to courses, and submitting any modification proposals to the QAEC in accordance with our Curriculum Modification Procedures
- Receiving the following for consideration:
  - Periodic Course Review Reports
  - minutes of the QAEC
  - minutes of the SSCF

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

- Strategic Leadership Team (SLT)
- Senior Management Team (SMT)
- Access and Participation Committee (APC)
- Quality Assurance and Enhancement Committee (QAEC)

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

### 3.4.3 Membership

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

The Quality Department provides secretariat services to the committee.

#### **Quorum**

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

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

## 3.5 Student Staff Consultative Forum (SSCF)

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

### 3.5.1 Terms of Reference

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

- Institute-wide issues relevant to the student body

- The development of key strategic and management initiatives (including those referred to the SSCF by the Senior Management Team (SMT), Access and Participation Committee (APC) or the Quality Assurance and Enhancement Committee (QAEC))

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

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

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

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

### **3.5.2 Membership**

- Director of the Centre for Student Engagement, Wellbeing and Success (SEWS) (Chair)
- Deputy Chief Operating Officer
- Head of Student Development (or nominee)
- Head of Quality (or nominee)
- A minimum of one Student Success Champion
- A member of staff from Registry
- Student Staff Liaison Manager
- All Student Council Student Representatives

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

The Quality Department provides secretariat services to the committee.

#### ***Quorum***

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

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

## 3.6 Senior Academic Leadership Team (SALT)

In addition to the above formal committees and other forums, the SALT supports effective operational 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 Team (SMT), although it can refer matters to the SMT 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 Team (SMT), 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
- Contributing to the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality
- 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 the following 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 Team (SMT)

### 3.6.2 Membership

- Head of School (Chair)
- Deputy Principal
- Head of Student Development

- Head of Quality
- All Course Leaders
- One Module Leader from each of our four academic disciplines (Foundation Year Studies, Accounting and Finance, Business, and Law), who teaches on a course within the academic discipline, to be selected for one academic year by the relevant Programme Leader or Course Leader
- A member of staff from Registry

The Quality Department provides secretariat services to the committee.

**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.

### 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 'Higher Education Code of Governance' and the Office for Students Regulatory Framework, Notices and Advice, and for:

- Determining the company's strategic direction in relation to equality, diversity and inclusion, 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:
  - A programme of awareness raising events for staff and students
  - A programme of events to celebrate equality, diversity and inclusion
  - An inclusive teaching and learning environment (through the Inclusive Learning Environment Framework)
- Receiving Monitoring Reports on Implementation of the Strategic Measures (i.e. actions) that are included in our Access and Participation Plan, and other relevant reports as deemed relevant by the Access and Participation Committee [for consideration]



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

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

- Board of Directors
- Strategic Leadership Team (SLT)
- Senior Management Team (SMT)
- Academic Committee (AC)
- Quality Assurance and Enhancement Committee (QAEC)
- Health and Safety Committee (HSC)
- Student Staff Consultative Forum (SSCF)

### ***Membership***

- Head of Governance and Company Secretary (Chair)

- EDI Lead and/or Co-Leads
- Disability and Wellbeing Manager and Advisor
- Up to two academic members of staff
- Up to two members of staff from Professional Services
- Up to six students, who will volunteer to participate as a member of the Committee because of their interest in equality, diversity and inclusion issues

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

The Quality Department provides secretariat services to the committee.

***Quorum***

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

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

## 5. Measuring performance

### 5.1 Annual Planning Cycle

We develop a three-year Strategic Framework that comprises:

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

Progress toward the goals and outcomes in the Strategic Framework are monitored through quarterly reports that are reviewed annually. As part of the annual review, we put in place project plans and resources, as required, to ensure we make progress over the subsequent year.

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

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

### 5.2 Staff

All staff have a job description.

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

### 5.3 Directors and Company Secretary

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