



LONDON  
COLLEGE OF  
INTERNATIONAL  
BUSINESS  
STUDIES



# Governance Manual

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## INTRODUCTION AND OVERVIEW

The Governance Manual outlines the governance structure of the College. It should be read in conjunction with the Committee Handbook and other supporting documentation.

LCIBS is a private limited company (company number 02925278). It is wholly owned by Moneystock Trading Limited.

Moneystock Trading Limited exercises no academic authority or decision-making; rather, these powers are vested in the Governing Body of LCIBS.

The person of significant influence as stated on the Companies House website is Mr Leo Chetty. He is also the ultimate shareholder of Moneystock Trading Limited and Educor Holding Pty Ltd.

LCIBS benefits from a Deed of Corporate Undertaking from the Investors largest investment, namely Educor Holdings Pty Ltd. Educor Holdings Pty Ltd provides LCIBS with a financial guarantee for its continued operation.

Whilst Moneystock, and the Investor exercise no academic authority over the College, the Investor via Educor Holdings Pty Ltd does provide the following corporate services in support of the Governing Body and LCIBS management:

- Corporate finance services
- HR services
- Marketing and website services

The Governing Body is the Board of Directors and all members of the Governing Body (with the exception of the Student Member) will be listed as Directors at Companies House in the UK.

The Head of Quality and Registry acts as the Company Secretary for the College, utilising external legal support and advice as and when necessary.

### **Structure**

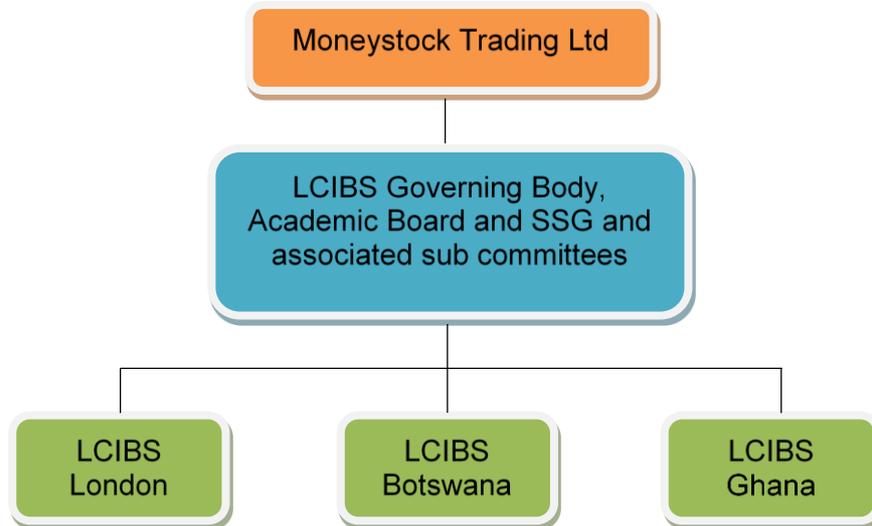
LCIBS consists of a London teaching and administrative centre (the headquarters) and a number of satellite teaching centres in Africa (called Eco Centres).

The role of the Eco Centres is to:

- host the streaming of London based programme content
- facilitate on site delivery of London based programmes at the Centre
- develop and deliver additional higher education or training programmes applicable for the Centre's own national qualifications frameworks and regulatory authorities.

Both the London Centre and Eco Centres report into the Committee structure of LCIBS.

## Main College Structure



## GOVERNANCE AND COLLEGE CORE PUBLIC VALUES

LCIBS upholds the public interest governance principles and values applicable to it as a responsible member of the higher education community. These values are articulated by the Office for Students (under the terms of registration as a higher education provider with the OfS), Committee of University Chairs (CUC) Higher Education Code of Governance and the Nolan Principles of Public Life.

The terms of reference of the Governing Body and the other committees of the College committee structure, together with its accompanying policies and regulations have been drafted to fulfil these values.

A mapping document of these values to our policies and processes is currently under development and once approved will be reviewed annually by the Governing Body. It will then be cascaded down through the organisation via staff and student inductions and training over time.

The public interest governance principles of the OfS are:

**I. Academic freedom:** Academic staff at an English higher education provider have freedom within the law:

- to question and test received wisdom; and
- to put forward new ideas and controversial or unpopular opinions

without placing themselves in jeopardy of losing their jobs or privileges they may have at the provider.

**II. Accountability:** The provider operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English higher education provider.

**III. Student engagement:** The governing body ensures that all students have opportunities to engage with the governance of the provider and that this allows for a range of perspectives to have influence.

**IV. Academic governance:** The governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent).

**V. Risk management:** The provider operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the provider's operations, and its ability to continue to comply with all of its conditions of registration.

**VI. Value for money:** The governing body ensures that there are adequate and effective arrangements in place to provide transparency about value for money for all students and (where a provider has access to the student support system or to grant funding) for taxpayers.

**VII. Freedom of speech:** The governing body takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the provider.

**VIII. Governing Body:** The size, composition, diversity, skills mix, and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider.

**IX. Fit and proper:** Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons

The 7 core values of higher education governance as stipulated in the CUC higher education code of governance to which the College subscribes are:

- Autonomy as the best guarantee of quality and international reputation.
- Academic freedom and high-quality research, scholarship and teaching.
- Protecting the collective student interest through good governance.
- The publication of accurate and transparent information that is publicly accessible.
- A recognition that accountability for funding derived directly from stakeholders requires HEIs to be clear that they are in a contract with stakeholders who pay for their service and expect clarity about what is received.
- The achievement of equality of opportunity and diversity throughout the institution.
- The principle that HE should be available to all those who are able to benefit from it.
- Full and transparent accountability for public funding.

## Nolan Principles

Public service values are at the heart of higher education and the College. The high standards of personal and corporate conduct, based on the Nolan principles, underpin the actions and decisions taken within the Governing Body and the wider College community.

The College recognises its obligations to all those with whom it has dealings, including students, employees, suppliers, other educational institutions and the wider community.

The College is committed to combating any discrimination within the College and to treat individuals fairly, with dignity and respect. As a result, the College expects integrity, honesty, and fairness to be displayed by its Governors in the same way as that expected of its students and employees.

The following is an extract from the Second Report of the Nolan Committee on Standards in Public Life, May 1996:

**Selflessness:** Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

**Integrity:** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

**Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**Accountability:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**Openness:** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**Honesty:** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

**Leadership:** Holders of public office should promote and support these principles by leadership and example.

## **REGISTER AND DECLARATION OF INTERESTS**

A Register of Interests is held by the Secretary to the Governing Body and details the interests of members of the Governing Body and College staff associated with all committees. The Register identifies the following interests:

- i) remunerated employment, office, trade profession or vocation, and
- ii) financial securities, and
- iii) contracts with the College, and
- iv) personal relationship interests, and
- v) membership of mutual support organisations.

Each committee meeting agenda will have an item for members to declare any interests in relation to the content of the meeting.

## **PRINCIPLE GOVERNANCE DOCUMENTS OF THE COLLEGE**

The principle documents governing the management of the College are the:

- Articles of Association
- Governance Manual (this document)
- Committees Handbook – the terms of reference and membership for all committees. It is revised annually.
- Financial Regulations and policies – for example, the risk management policy

The information in this document and accompanying terms of reference are consistent with the College's Articles of Association. The Articles contain certain provisions not included in the main body of this Manual, but which nonetheless regulate the conduct of business of the company.

## **COLLEGE STRATEGY AND DIRECTION**

The direction of the College is agreed and articulated via its overarching 'College Strategy'. The mission and objectives of the College are determined by the Governing Body.

The Strategy is developed jointly with all areas of the College, led by the SSG and Academic Board. The Strategy is approved by the LCIB Governing Body.

The Strategy will comprise:

- Overarching mission, vision and objectives for the institution in the time period of the strategy.
- The Academic Plan – led by the Academic Board. This will comprise sections on Learning and Teaching, quality, curriculum and portfolio development and student experience. It will outline for example the development of the College's portfolio of programmes over time as well as identifying specific actions to enhance and develop the quality and standards, student experience and learning and teaching practices.

- The Corporate Plan – led by SSG. This will comprise plans for finance, resources, HR, marketing and recruitment in support of the Academic Plan and overarching aims and objectives of the College.

The College will publish an annual College Report on the development of the College particularly in relation to the College Strategy. It will also publish an Annual Quality Report which centres on providing assurance to the Governing Body of the College's standards and the processes underpinning them.

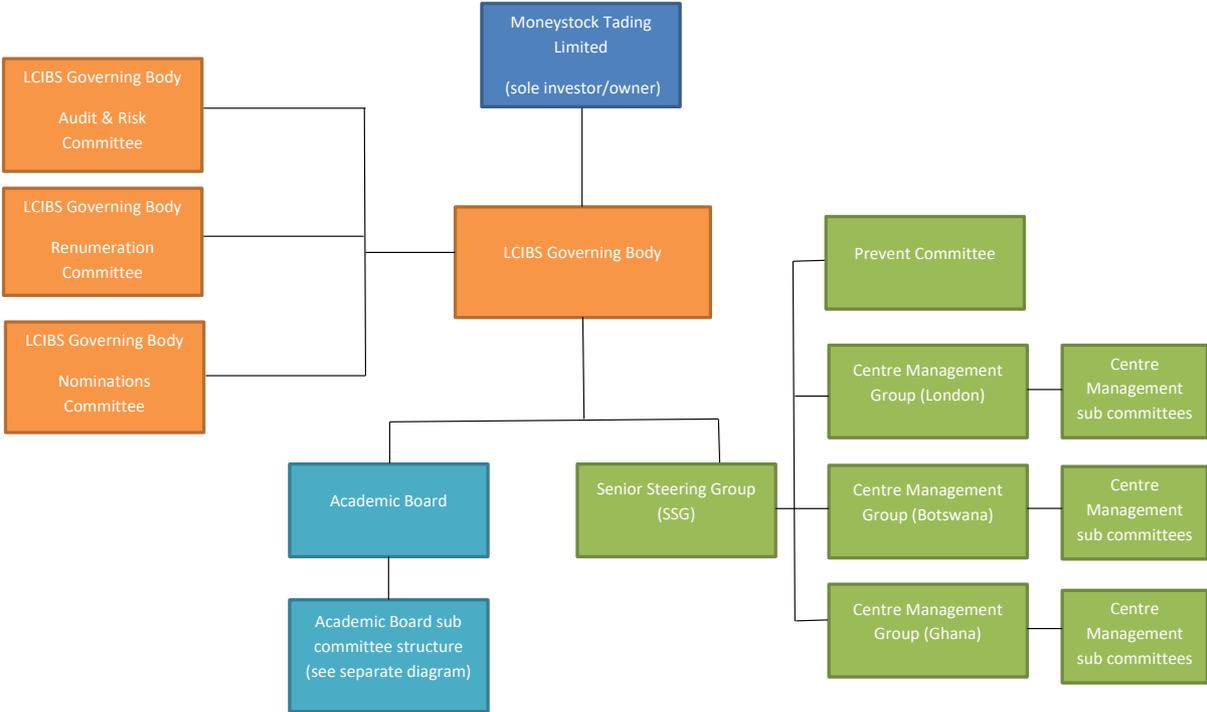
The Management and Governance of the College also includes the scrutiny and maintenance of:

- A risk register
- Table of Key Performance Indicators (KPIs)

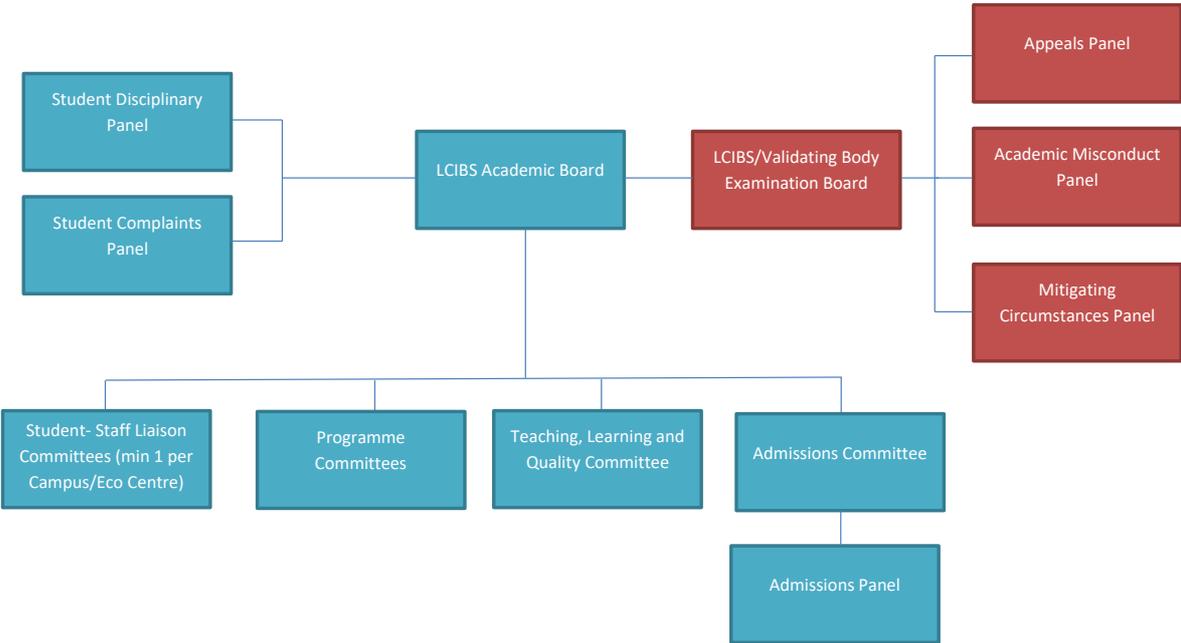
# THE GOVERNANCE STRUCTURE OF LCIBS

The Governance structure of the College is illustrated below:

## College Main Committee Structure



## Academic Board Committee Structure



The structure is essentially divided into three:

- The Governing Body and its sub committees
- The Academic Board and its sub-committees
- The Senior Steering Group and its sub-committees.

### **The roles and responsibilities of the Boards and Committees at LCIBS**

The governance structure of LCIBS is supported and permitted by the boards and committees which meet regularly to consider, discuss and make decisions about the institution's educational and other doings. The boards and committees bring together staff, students and external members as to ensure they promote agreement and ownership of decision-making. They combine expertise gathered from across the institution, inclusive of external views as to identify good practice and areas for improvement.

The aims of the governance structure and the associated boards and committees of LCIBS are:

- i. To secure staff and student participation in the development of LCIBS. strategy and policy.
- ii. To ensure that staff and students have a voice in LCIBS.'s planned processes.
- iii. To provide a framework for the implementation and monitoring of the business strategy.

Each board and committee have a clear role and terms of reference (ToR), to ensure:

- It is distinct from other boards and committees.
- Its purpose is clear to all members so that they can work jointly to fulfil the board or committee's role.
- Its purpose is clear to the wider staff and student community.
- A formal decision to achieve a purpose is reached.
- A board or committee should not be created if the role or purpose can be achieved by other means; for example, by one or two individuals working together in workgroups.

Boards and committees should be productive. The agendas for meetings should directly reflect the board or committee's ToR, and discussions should focus on matters which are relevant to the business at hand. The Chair and Secretary are responsible for ensuring that board/committee business is appropriately covered at each meeting.

While the board and committee structures are essential to LCIBS.'s planned processes, it is recognised that staff and students have many demands at times. As a guide, the recommended maximum time for a board, body or committee meeting is 2 hours. At times it will be necessary to extend this, but no meeting should last longer than 2.5 hours where at all possible.

Guidance for committee Chairs, Secretaries and Members can be found in Part 2 of this Manual.

## Academic Board

The Academic Board is established as the most senior academic committee of LCIBS. Its membership and terms of reference is set out in the Committee Handbook.

The Academic Board is charged, subject to the powers of the LCIBS Governing Body, with acting as the overarching authority and decision-making body for all matters concerning: academic standards; academic policy; curriculum design and development; the organisation of teaching, assessment and research; and the overall quality of learning opportunities including student welfare.

The terms of reference of both the LCIBS GB and the Academic Board are explicit that the Academic Board reports to the LCIBS GB on all such matters and, in so doing, is required to assure the LCIBS GB of the standards and quality of LCIBS's provision, and the adequacy and effectiveness of academic governance.

In the governance structure, the responsibilities of the Senior Steering Group (SSG) include advising the GB about LCIBS's overall strategic direction and implementation, the business case for academic developments, the monitoring of operating and financial performance, and resource planning and allocation.

## **GOVERNANCE AND KEY STAKEHOLDERS**

### **Relationships with validating partner/s**

The governance structure of LCIBS is independent of LCIBS.'s validating partner/s, however, the validating partner/s have a number of requirements which LCIBS is expected to meet, including the separation of ownership and financial control from academic authority and decision-making. These are reflected in the governance structures. There are also specific areas on which LCIBS is required to report on to its validating partner, notably the provision of an annual report on the quality and standards of academic provision.

A representative from the Validation Partner/s attends meetings of the Academic Board.

### **The UK quality code of Higher Education**

The Academic Board is responsible for ensuring that LCIBS meets the expectations of the UK Quality Code (UKQC). Other LCIBS bodies may be asked to review aspects of LCIBS's work in the context of particular UKQC expectations, reporting on this to the Academic Board.

### **Office for Students (OfS)**

The Senior Steering Group is responsible for ensuring that the College is able to register and maintains its registration with the Office for Students.

During 2018 and 2019, as part of the process of registration with OfS, the governance arrangements of LCIBS were reviewed and revised as necessary to ensure alignment with the requirements of the new higher education regulatory framework. The terms of reference and membership of the LCIBS Boards and Committees (are set out in the LCIBS Committee Handbook. These should be read together with, and are subject to, the Company's Articles of Association and applicable law and regulation.

### **Moneystock and the Investor**

The Investors interests are represented on the Governing Body via the two investor nominated members of the Governing Body. The Chair of the Governing Body, Investor nominated members of the Governing Body and the Provost communicate as required with the Investor as well as the Governing Body formally reporting to the Investor.

## **SCHEDULE OF DELEGATION**

- The Academic Board is delegated with acting as the overarching authority and decision-making body for all matters concerning: academic standards; academic policy; curriculum design and development; the organisation of teaching, assessment and research; and the overall quality of learning opportunities including student welfare.
- The Senior Steering Group (SSG) is delegated authority for LCIBS's overall strategic direction implementation, the business case for academic developments, the monitoring of operating and financial performance, and resource planning and allocation.
- The LCIBS GB has appointed The Head of Quality and Registry as the accountable officer of the institution in accordance with the meaning and responsibilities of that position as determined from time to time by the OfS for registered providers of higher education.
- The Governing Body could mandate and delegate the power to specifically authorise a committee or executive to affect a particular decision or matter as it deems fit.
- The Chair of the Governing Body (GB), has delegated authority for the corporate, regulatory, financial, operational and human resource management of LCIBS, with power to do all things necessary and appropriate for the proper conduct of its business, including the power to delegate to committees and other executives as he/she considers appropriate.

The Governing Body's responsibilities, which cannot be delegated to another body or individual, include:

- the effective and efficient use of resources, the solvency of the College and for safeguarding its assets;
- approving annual estimates of income and expenditure;
- the appointment, appraisal, grading, suspension, dismissal and determination of the pay and conditions of service of senior post holders (the Provost and Chief Executive).
- setting a framework for the pay and conditions of all other staff.

### **Communications between boards and committees and other groups**

To promote the free flow of information and debate, a Chair of a board or committee may recommend or request that a matter discussed by their board /committee should also be considered by another board /committee.

Chairs can also invite non-members to attend meetings and contribute to discussion of specific items of business. For example, the Chair of a Programme Committee may wish to invite a member of the student support team to attend for discussion of a relevant matter relating to resources.

Outside the formal governance structure, workgroups or teams of staff will meet regularly in order to discuss relevant business. Such meetings are also key forums for communication about institutional issues and developments. To promote the flow of relevant information,

remit heads are encouraged to communicate information to relevant board/body/committee Chairs.

With the exception of the Module/Exam/Awards Committee, boards and committees may appoint workgroups for specific tasks or projects. Before doing so, agreement must be sought from the chair of the relevant 'parent' board/body/committee (i.e. the Academic Board, SSG or Operations Board). A work group will comprise a small number of members of the appointing board/body/committee who are tasked to investigate a specific matter and report back within an agreed timeframe. For example, the Teaching, Learning and Quality Committee might appoint such groups to undertake work on specific actions in the Teaching and Learning Strategy.

In addition to the boards and committees described, the following panels will also meet as and when required:

- Mitigating Circumstances Panel (reporting to the Module / Exam / Awards Committee)
- Academic Misconduct Panel (reporting to the Module / Exam / Awards Committee)
- Academic Appeal Committee (reporting to the Module / Exam / Awards Committee)
- Student Disciplinary Panel (reporting to Academic Board)
- Student Complaints Panel (reporting to Academic Board)

## **BOARD AND COMMITTEE MEMBERSHIP AND REPRESENTATION**

The membership of boards and committees has been devised to enable the representation of a range of interests appropriate to each board or committee's terms of reference.

Chairs and members of boards or committees are expected to bring their individual experience and expertise to the board or committee's work, and to carry out their roles with due regard to the relevant terms of reference, the LCIBS Mission, Vision and Policies and Procedures.

Ex officio members, whose place on a board or committee is defined by their role or job function (e.g. Head of Division/Remit, Directors), are expected to represent the interests and concerns of that specific area of LCIBS.'s operations.

### **Student Representation**

LCIBS takes deliberate steps to promote the active involvement of students in its governance structure. Students are represented on the following committees:

- Governing Body
- Academic Board
- Teaching, Learning and Quality Committee
- Programme Committees

The Lead Student Representative may be invited to attend meetings of the SSG as necessary and may also request to attend meetings of this committee when he/she has substantive business to discuss with the committee.

Four times a year, the Lead Student Representative and Head of Quality and Registry and Student Services organise a Student-Staff Consultancy Committee at which matters relating to the student experience are discussed. These meetings result in reports to the Academic Board and other appropriate fora, with outcomes from discussions feeding into LCIBS's ongoing enhancement activities forming part of the overall Teaching and Learning Strategy.

### **Co-option**

Boards and committees may temporarily co-opt additional members from other areas of LCIBS when this is relevant and helpful to board/committee's business. Co-option may be to attend a single meeting, a specific agenda item of that meeting, or for a series of meetings, so that the co-opted member may contribute to a particular development task/project or initiative.

Co-opted members are identified for their specialist knowledge of a specific area or to represent an aspect of their role or job function within LCIBS. Their temporary attendance at the meetings of that board/committee will end when the specific task/project or initiative has been resolved. Co-opted members may take part in discussions but have no voting rights.

## **Terms of office**

Board and committee Chairs and members whose role is determined by their job function (i.e. who are 'ex officio') continue in the role whilst they hold the relevant appointment.

Student members, will serve for a tenure of one academic year, though may hold two terms in succession (if they are a continuing student).

External members of the Governing Body and committees shall serve for no more than 2 terms of 3 years each in succession.

Unless a person is 'ex officio' then Members of a Board or committee may hold no more than two tenures in direct succession.

## **Quorum**

Each term of reference shall include a quoracy requirement. The default unless otherwise stated shall be the Chair (or his/her Deputy, where relevant) plus at least 50% of the other members.

If the Academic Board, SSG or any of their sub committees are not quorate then the meeting may continue with the majority agreement of those present. However, minutes and any actions must be circulated and agreed by the full membership following the meeting. If objections are raised by those not present, then either all or specific actions must be suspended pending the next meeting of the Committee/Board. Depending on the urgency of the business considered an additional meeting may need to be convened.

## **Board and committee decisions and voting provisions**

It is expected that in an appropriately mutual environment, it should not be necessary for boards/bodies/committees to need to make decisions through voting. Effective chairing and discussion should enable consensus to be reached.

Decisions should normally be agreed by a majority of members present. Where the Chair deems it necessary to take a vote in order to determine the majority, this will be conducted by a show of hands. In the case of a tied vote, the Chair will have a second vote that they can cast.

If a board/committee has any concerns about making a particular decision at a meeting, the decision should be deferred until the Chair has sought advice from either the Chair of the Academic Board (for sub-committees of the Academic Board) or the Chair of the SSG (for sub-committees of the SSG).

## **Chair's action**

It is allowable for a Chair to take decisions about board or committee business between sittings of the board/committee, if the matter concerned cannot wait until the next meeting and/or the Chair deems it unnecessary to convene an Additional/Extraordinary Meeting. This is known as 'Chair's Action'.

Where a decision is taken, or an action is initiated through Chair's Action, this must be formally logged by the board/committee secretary on the 'Chair's Action' as provided in the minute template. The Chair's Action will be a standing item following the consideration of the minutes of the previous meeting and any matters arising therefrom. This promotes transparency and enables a consistent record is kept.

## **Additional/extraordinary meetings**

Boards and committees may schedule additional meetings (known as 'Extraordinary Meetings') if they consider that this will help to facilitate their business for example, to allow time to consider a significant piece of business at a single-item Extraordinary Meeting. The normal rules of quoracy apply in such circumstances. The decision to convene an Extraordinary Meeting can only be taken by the Chair.

## **Calendar of meetings**

A calendar of meetings of the LCIBS Governing Body, the Academic Board, SSG and their sub-committees will be compiled before the start of each academic year and made available to all staff. All meetings will also be scheduled in outlook.

## **BOARD COMMITTEE EVALUATION**

The LCIBS Governing Body reserves the right to review and amend its terms of reference of any of its boards or committees and will conduct a full strategic review of committee and governance effectiveness at least every 2-3 years. This review may include external advice if required. As part of this process, boards and committees will be invited to undertake a self-evaluation of their effectiveness, using a template designed for this purpose. This will include self-evaluation by board/ committee members of their individual contribution and effectiveness. Recommendations for enhancement will be considered by the LCIBS GB and implemented in a timely manner.

All committees are responsible for reviewing their own terms of reference and membership annually. This process is co-ordinated by the Head of Quality and Registry. These are submitted to the relevant 'parent' committee for approval. An annual questionnaire for all committee members on the effectiveness of their role and committee arrangements will also be conducted (from 2019/2020).

### **Access to and confidentiality of board or committee documents**

The Freedom of Information Act 2000 (Fol) gives individuals the right to ask to see any information held by LCIBS. Consequently, most board/body/committee documents and minutes would need to be released if requested, unless a specific exemption applies. Even where such an exemption applies, only the information covered by the exemption can be withheld rather than the whole document. As a result, it is not possible to prevent disclosure of an entire set of minutes.

Under the Act, it is not only agendas, documents and minutes which must be released; handwritten notes, e-mails and draft minutes are also covered. It is therefore advisable, as standard practice, to shred all notes, drafts and briefing documents once there is a set of confirmed minutes.

Responses to all Fol requests are administered by the Head of Quality and Registry and so any request should be forwarded to him/her as soon as possible.

Registry and Student Services are responsible for ensuring that LCIBS's data collection processes comply with the Data Protection Act 1998 and General Data Protection Regulation (GDPR). These require that appropriate technical and organisational measures be taken to protect against unauthorised or unlawful processing of personal data. Such unauthorised or unlawful processing of personal data includes publication and disclosure to those who have no reason or purpose to have access to that information.

## THE GOVERNING BODY

The Governing Body's main responsibilities can be summarised as:

- To approve the mission and strategic vision of the College, long-term business plans, key performance indicators (KPIs) and annual budgets, and to ensure that these meet the interests of stakeholders.
- To appoint the Provost and to put in place suitable arrangements for monitoring her/his performance and to determine her/his remuneration.
- To ensure the establishment and monitoring of systems of control and accountability, including ethical governance; financial and operational controls and risk assessment; and procedures for handling internal grievances and for managing conflicts of interest.
- To monitor institutional performance against plans/budgets and approved KPIs, which should be, where possible and appropriate, benchmarked against other comparable higher education institutions.
- To fulfil statutory/regulatory responsibilities.

LCIBS Governing Body comprises of:

- an independent and external chair
- the Provost and Chief Executive Officer (CEO) of LCIBS;
- a senior officer nominated by the Provost of LCIBS;
- one Independent Member representing higher education in Africa;
- three independent members with significant experience of the UK higher education environment
- two members appointed by the Investor/Owner.

The following will attend the Governing Body meetings but are not Members:

- the Head of Finance;
- the Head of Quality and Registry.
- Head of HR

The Governing Body has the following sub-committees:

- Audit and Risk
- Remuneration
- Nominations

## THE ROLE OF A MEMBER OF THE GOVERNING BODY

A Member of the Governing Body will be expected to play a proper part in ensuring that the necessary business of the Governing Body is carried out efficiently, effectively, and in a manner both consistent with the College governance documents and appropriate for the proper conduct of public business.

Members are expected to contribute to debate constructively, be sensitive of other views, act fairly and impartially at all times and to make their knowledge and expertise available to the Governing Body as the opportunity arises. They should maintain confidentiality and accept collective responsibility for the decisions once they have been reached by the Governing Body as a whole.

### Standards and 'Fit and Proper' Persons

To ensure that the Governing Body conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership. It is central to the proper conduct of the College that Members should act, and be perceived to act, impartially, and not be influenced in their role by social or business relationships.

All Members will be asked to make an annual disclosure of personal interests and at each meeting Members will be asked to declare such interests that are relevant to the business of the meeting.

All members of the Governing Body must be 'fit and proper persons'. As stated by the OfS a fit and proper person will:

- Be of good character
- have the qualifications, competence, skills and experience that are necessary for their role;
- be able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed
- have not been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.

The following are indicators that a person may not be a fit and proper person:

- disqualification from acting as a company director, or from acting as a charity trustee, as set out in the Company Directors Disqualification Act 1986 or the Charities Act 2011
- conviction of a criminal offence anywhere in the world subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years)
- subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies

- involvement in any abuse of the tax systems
- involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated
- involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection;
- dismissal from a position of trust or similar
- involvement with a higher education provider that has had its registration refused or revoked by the OfS or has had similar action taken against it by another regulator (this includes, but is not limited to, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position, etc.).

The Nominations sub-committee of the Governing Body oversees the recruitment of Members for the Governing Body. This will normally include as a minimum a full CV and two referees who can confirm the appropriateness of the person as to OfS requirements.

All members of the Governing Body will be required annually to declare that they remain a 'fit and proper' person and that their details may also be provided to the Office for Students.

**The key responsibilities for a Member of the Governing Body can be summarised as follows:**

- To attend meetings of Board and to contribute to discussions, acting as a “critical friend” contributing to the development, implementation and monitoring of College strategy.
- To attend other formal and informal meetings in the College as invited.
- To attend Awards Ceremonies of the College and other events of the College.
- To act as an ambassador for the College, promoting its activities in the wider community and with stakeholders, in particular, assisting with philanthropic activity and fund-raising projects of the College.
- To attend training and induction as required to carry out the role effectively.
- To contribute to the regular review of the effectiveness of the Board, both collectively and individually.
- To provide, on an annual basis, a signed undertaking that, when serving as a member of the Governing Body, he or she will act in accordance with the values and the principles on the proper conduct of public business and accepted standards of behaviour in public life.
- To make an annual Declaration of Interests.

## Appraisal

There is regular appraisal for members of the Governing Body. All Members will be invited to assess their own performance and to meet privately with the Chair of the Governing Body on a biennial basis as a minimum.

## THE ROLE OF THE CHAIR OF GOVERNING BODY

The Chair will have a strong personal commitment to Higher Education and the values, aims and objectives of the College.

In addition to their responsibilities as a Member of the Governing Body, the Chair shall also:

- Lead and chair the Governing Body, ensuring that the necessary business of the Governing Body is carried out efficiently, effectively, and in a manner appropriate for the proper conduct of public business.
- ensure that the Governing Body acts in accordance with its governance documents and seek advice where appropriate.
- Ensure that the Governing Body exercises collective responsibility,
- Ensure that all members of the Governing Body are appraised appropriately and periodically through their tenure.
- Be involved in the recruitment of new Members and the Provost
- Ensure that the Governing Body conducts itself in accordance with accepted standards of behaviour in public life, embracing selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- ensure that the College maintains an up-to-date register of the interests of Members of the Governing Body and shall make a full and timely personal disclosure. The Chair shall ensure that any conflict of interest is identified and managed appropriately, in order that the integrity of the Governing Body business shall be and shall be seen to be maintained.
- Ensure that the College undertakes regular reviews of the effectiveness of governance, in accordance with the CUC Higher Education Code of Governance and other best practice.
- To be responsible for implementing the discipline and dismissal of Governing Body members. The Nominations Committee is responsible for making recommendations to the Governing Body in respect of the removal of any of its members from office in the event that a member breaches the terms of their appointment.

## **THE ROLE OF THE PROVOST AND CHIEF EXECUTIVE OFFICER**

Subject to the responsibilities of the Governing Body, the Provost shall be the chief executive of the College and shall be responsible for:

- (a) making proposals to the Governing Body about the educational character and mission of the College, and for implementing the decisions of the Governing Body;
- (b) the organisation, direction and management of the College and leadership of the staff;
- (c) the appointment, assignment, grading, appraisal, suspension, dismissal, and determination - within the framework set by the Governing Body - of the pay and conditions of service of staff other than the holders of senior posts.
- (d) the determination, after consultation with the Academic Board, of the College's academic activities, and for the determination of its other activities;
- (e) preparing annual estimates of income and expenditure, for consideration by the Governing Body, and for the management of budget and resources, within the estimates approved by the Governing Body; and
- (f) the maintenance of student discipline and, within the rules and procedures of the College, for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

### **Appointment and Removal of the Provost and Chief Executive**

The Governing Body shall appoint a person to be the Provost and Chief Executive of the College. In the event of a vacancy in the position the Governing Body shall appoint a person to the role of "Acting Provost and Chief Executive Officer" as an interim measure for an initial period of no more than six months, any reappointment for one or more periods of up to six months will require the prior approval of the Governing Body.

The Provost shall cease to be the Provost, upon:

- ceasing to hold the office of director for any reason; or
- resigning from the position of the Provost; or
- upon the appointment of a successor as the Provost; or
- upon a loss of confidence vote by the Governing Body; or
- in accordance with the terms of the appointment of the Provost