Code of Governance Mapping

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1. Introduction

UK Curriculum and Accreditation Body ('UKCAB') is incorporated in England and Wales as a private limited company [Company Number: 060212439]. UKCAB is also a registered charity [Charity Registration Number: 1153197].

UKCAB has established and operates the Scholars School System ('SSS'), a provider of higher education programmes.

SSS is a medium-sized higher education provider, operating in England in partnership with Leeds Trinity University (LTU).

Our values are as follows:

- We put our students and our community at the heart of all that we do.
- We foster excellence, innovation and creativity.
- We celebrate diversity and inclusion and the removal of barriers to success.
- We have high expectations of ourselves, our students and our partners.

We are headquartered in Birmingham, with additional campuses in Manchester, Bradford, Leicester and London (Brentford). We currently offer (i) two undergraduate degrees: BA (Hons) Business Management with Foundation Year, and BSc (Hons) Health and Social Care with Foundation Year; and (ii) two postgraduate degrees: MA International Business and MSc Health and Wellbeing.

All our degrees are awarded by LTU, and we are accredited by LTU to deliver the degrees at our five campuses through a franchise business model. The features of this franchise business model is as follows:

- LTU has designed the degrees that SSS has been approved to deliver at its five campuses.
- SSS recruits students to the LTU degrees.
- SSS is responsible for the initial selection of students.
- SSS submits applications to LTU, and LTU is responsible for making offers to students.
- Students enrol with LTU and also with SSS.
- Students pay their tuition fees directly to LTU.
- Students study at one of SSS's five campuses.
- Students are fully taught by SSS academic staff, and are supported through SSS's professional services staff.
- LTU set the assessments. The assessments are marked by SSS academic staff and moderated by LTU academic staff. Modules at Level 5 and above are further moderated by external examiners appointed by LTU.
- LTU awards credit for modules that have been successfully completed, and is responsible for providing transcripts.
- LTU awards the degree and any exit awards.

UKCAB applies the Independent Higher Education *Code of Governance for Independent Providers of Higher Education*, September 2021[1] (the 'IHE Code of Governance') .

The IHE Code of Governance provides that:

> The aim of the Code is to provide a shared set of principles which individual providers can adopt and adapt in order to:
>
> - demonstrate generally accepted standards of good governance, appropriate to their corporate form;
> - ensure good academic governance, management of academic risk, and provide suitable, robust assurance to the board in these areas;
> - meet the expectations of their owners and other stakeholders;
> - where relevant, comply with the requirements of the Office for Students (OfS) and other sector bodies such as the Office of the Independent Adjudicator for Higher Education (OIA); and
> - inspire confidence in the wider public.

The IHE Code of Governance comprises the following 10 Principles:

1. **Clarity:** Every provider must establish an appropriate governance framework through which decisions about the organisation's short, medium and long term needs and objectives are made, with a clear primary decision-making or governing body (the board), and clear division of responsibility between governance and management.

2. **Collective Responsibility:** The board should be an effective, primary decision-making body with collective responsibility for the long-term success of the provider and for determining the organisational objectives, values, culture and strategy necessary to deliver that long-term success.

3. **Academic Governance:** There should be an appropriate framework in place for academic governance and the management of academic risk which ensures that academic standards are maintained and quality is enhanced.

4. **Risk Management:** The board should have oversight of key policies and procedures, and should have overall responsibility for risk management and internal control.

5. **Size and Skill:** The board should be of an appropriate size and composition and have the requisite skills to discharge its responsibilities under this Code.

6. **Effectiveness:** The board and any committees should discharge their duties in an effective and efficient way.

7. **Integrity:** Board members should discharge their duties to a high standard of professionalism, act with integrity, and conduct themselves openly and transparently, with appropriate regard to confidentiality.

8. **Remuneration:** Remuneration of board members and senior staff at the provider should be appropriate and designed to support the strategy and long-term sustainable success of the provider.

[1] https://ihe.ac.uk/latest/publications/ihe-code-governance

9. **Fair Reporting:** External reporting should be fair and balanced, and minutes of board meetings (and key committees) should be published unless they relate to confidential matters.

10. **External and Student Engagement:** There should be an appropriate level of dialogue between the board and the provider's shareholders and other stakeholders, and appropriate engagement with students.

This document provides a mapping against the IHE Code of Governance and the 10 Principles to show how this is applied by UKCAB and SSS.

2. Mapping against the IHE Code of Governance

IHE Code of Governance Principle	UKCAB / SSS Compliance
Principle 1 **Clarity:** Every provider must establish an appropriate governance framework through which decisions about the organisation's short, medium and long term needs and objectives are made, with a clear primary decision-making or governing body (the board), and clear division of responsibility between governance and management.	The **Corporate and Academic Governance** document sets out the Terms of Reference for the governing body, the Board of Trustees. With regards to SSS, the **Corporate and Academic Governance** document provides for the delegation of corporate and academic responsibilities to the Corporate and Academic Board. There are clear Terms of Reference for this Board. From the Corporate and Academic Board, the **Corporate and Academic Governance** document provides for a clear delegation down to: (i) the Senior Executive Team (for corporate matters); and (ii) to the Quality Audit Committee (for academic matters). Both report into the Corporate and Academic Board. The **Corporate and Academic Governance** document also sets out the schedule of powers that are delegated to management. The **Corporate and Academic Governance** document provides that the Quality Audit Committee sits above the following four committees (each of which directly report into the Quality Audit Committee, that in turn reports into the Corporate and Academic Board): • Student Support and Student Experience Committee • Teaching and Learning Committee • Marketing, Admissions and Retention Committee • Administration, HR and Campus Management Committee The **Corporate and Academic Governance** document is published on UKCAB's website at: https://www.ukcab.org.uk/governance-and-management The **Corporate and Academic Governance** document is published on SSS's website at:

	https://scholarsschool.ac.uk/governance
Principle 2 **Collective Responsibility:** The board should be an effective, primary decision-making body with collective responsibility for the long-term success of the provider and for determining the organisational objectives, values, culture and strategy necessary to deliver that long-term success.	As per the **Corporate and Academic Governance** document, the Board of Trustees is collectively responsible for, *inter alia*: ***With regards to all charitable projects undertaken by UKCAB*** • Approving the charitable projects that UKCAB engages in • Setting UKCAB's strategy and mission, and monitoring and assessing UKCAB's strategic performance and delivery of its strategy • Receiving and considering financial reports • Approving annual operating and capital budgets (including the SSS budget) • Making any decisions which could result in a significant reputational or financial risk • Approving annual accounts and, in approving such annual accounts, ensuring compliance with the Office for Students Regulatory Framework, Notices and Advice ***In addition, specifically with regards to SSS*** • Ensuring the establishment of a self-critical, cohesive academic community that has a commitment to quality assurance supported by effective quality and enhancement systems • Actively promoting and applying equality, diversity and inclusion throughout SSS, and promoting an inclusive teaching and learning environment • Ensuring respect for the principle of academic freedom, subject to compliance with SSS'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 SSS, staff employed by SSS (directly or through UKCAB), external speakers, the trustees and the members, subject to compliance with SSS'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 • Acting upon a recommendation of the Corporate and Academic Board [SSS], approving any changes to the mission, values and strategic vision of SSS • Overseeing the activities of SSS to be assured that SSS is ensuring that it complies with the ten principles set out in the Independent Higher Education *Code of Governance for*

	Independent Providers of Higher Education, September 2021 (the 'IHE Code of Governance') • Overseeing the activities of SSS to be assured that SSS is ensuring that it 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 Trustees receive sufficient information to enable the Board of Trustees 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 • Acting upon a recommendation of the Corporate and Academic Board [SSS], designating the senior member of staff who will undertake the role of accountable officer to the OfS • Establishing a Corporate and Academic Board [SSS], to act on behalf of the Board of Trustees, that can itself establish committees and define the powers delegated to management • Ensuring academic governance is robust and effective by working with the Corporate and Academic Board [SSS], to include the receipt of an annual quality compliance statement, that shall include a commentary on any academic-related KPIs and how academic risks are being managed, and a commentary on any existing partnerships or collaborations • 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 requirements
<u>**Principle 3**</u> **Academic Governance:** There should be an appropriate framework in place for academic governance and the management of academic risk which ensures that academic standards are maintained and quality is enhanced.	As stated above (Principles 1 and 2), the **Corporate and Academic Governance** document provides that the Board of Trustees is responsible for, *inter alia*: • Ensuring academic governance is robust and effective by working with the Corporate and Academic Board [SSS], to include the receipt of an annual quality compliance statement, that shall include a commentary on any academic-related KPIs and how academic risks are being managed, and a commentary on any existing partnerships or collaborations As per the **Corporate and Academic Governance** document, the Corporate and Academic Board [SSS] is responsible for, *inter alia*: • Ensuring the establishment of a self-critical, cohesive academic community that has a commitment to quality

	assurance supported by effective quality and enhancement systems • Actively promoting and applying equality, diversity and inclusion throughout SSS, and promoting an inclusive teaching and learning environment • Ensuring respect for the principle of academic freedom, subject to compliance with SSS'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 SSS, staff employed by SSS (directly or through UKCAB), external speakers, the trustees and the members, subject to compliance with SSS'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 SSS complies with the Office for Students Regulatory Framework, Notices and Advice, including the General Conditions of Registration and any Specific Conditions of Registration • Providing the Board of Trustees with any necessary information to ensure that the Board of Trustees can provide an assurance 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 • Undertaking a periodic internal (and external) review of the corporate and academic governance arrangements to ensure compliance with the IHE Code of Governance, and the Office for Students Regulatory Framework, Notices and Advice, and to ensure the arrangements remain effective and fit-for-purpose • Ensuring the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality • Receiving and responding to reports on the quality and standards of SSS's academic courses, including reports that are provided to or received from SSS's academic partners (e.g. External Examiner Reports) • Developing SSS's academic portfolio and academic partnerships • Recommending to the Board of Trustees the setting of Key Performance Indicators (KPIs) to measure both academic and non-academic performance

	• Receiving the Risk Management Framework and all associated documents, including academic and non-academic Principal Risk Reports • Monitoring the Corporate Risk Register that is used as a formal record for the management of risks, acting on the advice of the Senior Executive Team with regards to any changes to non-academic risks and acting on the advice of the Quality Audit Committee with regards to any changes to academic risks • Monitoring, reviewing and interrogating academic and non-academic KPIs, using the KPIs as an indicator of whether a risk might materialise or has realised, acting on the advice of the Senior Executive Team with regards to non-academic KPIs and acting on the advice of the Quality Audit Committee with regards to academic KPIs • Approving policies, procedures, documents and reports, with the exception of those that the Chair of the Board of Trustees requires final approval to be reserved to the Board of Trustees • Providing an assurance to the Board of Trustees that academic governance is robust and effective, through, *inter alia*, the provision of an annual quality compliance statement, that shall include a commentary on any academic-related KPIs and how academic risks are being managed, and a commentary on any existing partnerships or collaborations • Establishing committees with appropriate membership to advise and assist the Corporate and Academic Board [SSS] in carrying out its responsibilities, considering reports from these committees and through these reports monitoring and evaluating the work they undertake **<u>Academic Governance</u>** Further articulating the above, the Board of Trustees (i.e. the governing body) receives and tests assurance that academic governance is adequate and effective through the following [this list is non-exhaustive and may be added to in order to ensure the Board of Trustees complies with any current or future legal or regulatory requirements]: • All members of the Board of Trustees are also full members of the Corporate and Academic Board [SSS] • Through the Corporate and Academic Board [SSS], each Trustee monitors and engages with the academic governance arrangements • The Board of Trustees receives an Annual Quality Compliance Statement (from the Corporate and Academic Board [SSS]) that shall include a commentary on any academic-related KPIs and how academic risks are being managed, and a commentary on any existing partnerships or collaborations • The Board of Trustees receives the minutes of the Corporate and Academic Board [SSS]

	• The Board of Trustees receives the Risk Management Framework and all associated documents, including academic (and non-academic) Principal Risk Reports • The Board of Trustees receives updates to academic (and non-academic) KPIs, using the KPIs as an indicator of whether a risk might materialise or has realised • The Board of Trustees monitors the Corporate Risk Register that is used as a formal record for the management of academic (and non-academic) risks, acting upon any advice and recommendations of the Corporate and Academic Board [SSS]
<u>**Principle 4**</u> **Risk Management:** The board should have oversight of key policies and procedures, and should have overall responsibility for risk management and internal control.	As per the **Corporate and Academic Governance** document, the Board of Trustees is responsible for, *inter alia*: • Acting upon a recommendation of the Corporate and Academic Board [SSS], setting Key Performance Indicators (KPIs) to measure both academic and non-academic performance • Receiving the Risk Management Framework and all associated documents, including academic and non-academic Principal Risk Reports • Receiving updates to academic and non-academic KPIs, using the KPIs as an indicator of whether a risk might materialise or has realised • 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 Corporate and Academic Board [SSS] • Acting upon a recommendation of the Corporate and Academic Board [SSS], approval of key policies, procedures, documents and reports where the Chair of the Board of Trustees has required final approval to be reserved to the Board of Trustees As per the **Corporate and Academic Governance** document, the Corporate and Academic Board [SSS] is responsible for, *inter alia*: • Recommending to the Board of Trustees the setting of Key Performance Indicators (KPIs) to measure both academic and non-academic performance • Receiving the Risk Management Framework and all associated documents, including academic and non-academic Principal Risk Reports • Monitoring the Corporate Risk Register that is used as a formal record for the management of risks, acting on the advice of the Senior Executive Team with regards to any changes to non-academic risks and acting on the advice of the

Quality Audit Committee with regards to any changes to academic risks

- Monitoring, reviewing and interrogating academic and non-academic KPIs, using the KPIs as an indicator of whether a risk might materialise or has realised, acting on the advice of the Senior Executive Team with regards to non-academic KPIs and acting on the advice of the Quality Audit Committee with regards to academic KPIs

- Approving policies, procedures, documents and reports, with the exception of those that the Chair of the Board of Trustees requires final approval to be reserved to the Board of Trustees

Key policies and procedures are published on SSS's website, at:

https://scholarsschool.ac.uk/policies

This includes:

- Students Complaints Policy and Procedures that follows the principles of the Good practice Framework requirements of the OIA Scheme

- Ethics Policy that includes a whistleblowing policy and procedure

Risk Management

Through the implementation of our **Risk Management Framework**, we identify Principal Risks that are monitored through KPIs and are included within the **Corporate Risk Register**.

We have 7 Risk Categories, as follows:

- Student Recruitment
- Student Experience
- Graduate Opportunities
- Human Resources
- IT Systems and Data Management
- Financial Viability, Sustainability and Management
- Compliance

Once a Principal Risk has been identified, a risk assessment is carried out by considering (i) the Current Likelihood that the risk will materialise / crystalise; and (ii) the Current Impact that the risk could cause if it materialises / crystalises. In making this risk assessment, we take into account any external factors (both opportunities and threats). We then arrive at a Current Risk Score.

	First, an assessment is made of the <u>Current</u> Likelihood of the risk materialising / crystalising, by assigning a <u>Current</u> Likelihood Score as follows:

Score	Degree of Likelihood	Likelihood Definition
5	Likely	There is a perceived 80% (or greater) chance of the risk materialising / crystalising.
4	Probable	There is a perceived 60-79% chance of the risk materialising / crystalising.
3	Possible	There is a perceived 30-59% chance of the risk materialising / crystalising.
2	Remote	There is a perceived 10-29% chance of the risk materialising / crystalising.
1	Unlikely	There is a perceived less than 10% chance of the risk materialising / crystalising.

Second, an assessment is made of the <u>Current</u> Impact that the risk could cause if it materialises / crystalises, by assigning a <u>Current</u> Impact Score, taking into account the following criteria, where applicable:

Score:	Strategic Goals	Financial	Staff and Resources	Reputational
Major 4	Major failure to achieve specific Goal(s)	Major loss of income and/or major increase in expenditure	Major loss of key staff and/or critical resources	Major reputational damage
Significant 3	Significant impact on ability to achieve specific Goal(s)	Significant loss of income and/or significant increase in expenditure	Significant loss of key staff and/or critical resources	Significant reputational damage
Moderate 2	Moderate impact on ability to achieve specific Goal(s)	Moderate loss of income and/or moderate increase in expenditure	Moderate loss of key staff and/or critical resources	Moderate reputational damage
Minor 1	Minor impact on ability to achieve specific Goal(s)	Minor loss of income and/or minor increase in expenditure	Minor loss of key staff and/or critical resources	Minor reputational damage

A Current Risk Score is then calculated by multiplying the Current Likelihood Score by the Current Impact Score.

For each Principal Risk, the Current Likelihood Score, Current Impact Score and the resultant Current Risk Score are used to provide an overall Risk Rating, as follows:

		Impact:		
	Minor	Moderate	Significant	Major
Likelihood of Risk:	**1**	**2**	**3**	**4**
Unlikely 1	1	2	3	4
Remote 2	2	4	6	8
Possible 3	3	6	9	12
Probable 4	4	8	12	16
Likely 5	5	10	15	20

Risk Rating:	Low	Medium	High

Our Risk Appetite is such that all Principal Risks (i.e. those that are included within the Corporate Risk Register) should have a Risk Rating of LOW.

Principal Risks are included within our Corporate Risk Register.

The Corporate and Academic Board [SSS] is responsible for monitoring both the Corporate Risk Register and the KPIs.

Each of the Principal Risks and the associated Control Actions (that are included within the Corporate Risk Register), together with any associated KPI(s), are also monitored through the Corporate and Academic Board [SSS].

The aim is to ensure that once Control Actions have been fully implemented, the Target Risk Score will be achieved.

The Corporate and Academic Board [SSS] will, taking into account any update to the associated KPI(s):

- Breakdown the Control Actions into a more detailed set of Sub-Actions, each with an owner and deadline.
- Recommend changes to the Current Likelihood Score and/or Current Impact Score (and hence to the Current Risk Score).
- Require any additional actions to be taken, that may be required to achieve the Target Risk Score.

Key Performance Indicators (KPIs) are used as an ongoing indicator of whether a Principal Risk (i.e., one that is included in the Corporate Risk Register) might materialise / crystalise or has materialised / crystalised.

When a KPI has been updated, the following Risk Ratings are applied:

Risk Rating		**Likelihood that a Principal Risk will materialise / crystalise**
High		It is <u>very likely</u> that a Principal Risk will materialise / crystalise or has materialised / crystalised
Medium		It is <u>possible</u> that a Principal Risk will materialise / crystalise
Low		It is <u>unlikely</u> that a Principal Risk will materialise / crystalise

As stated above, the KPIs, together with the Principal Risk and the Control Actions, will be monitored through the Corporate and Academic Board [SSS].

In addition, the Board of Trustees:

- Receives the Risk Management Framework and all associated documents, including academic and non-academic Principal Risk Reports

- Receives updates to academic and non-academic KPIs, using the KPIs as an indicator of whether a risk might materialise or has realised

- Monitors the Corporate Risk Register that is used as a formal record for the management of academic and non-academic risks, acting upon any advice and recommendations of the Corporate and Academic Board [SSS]

Note: If a risk has materialised / crystalised, it will be removed from the Risk Register, because technically it should no longer be classified as a risk. Actions will be set and monitored through the above process.

<u>**Principle 5**</u>

Size and Skill: The board should be of an appropriate size and composition and have the requisite skills to discharge its responsibilities under this Code.

As per the **Corporate and Academic Governance** document, the Board of Trustees is responsible for, *inter alia*:

<u>***With regards to all charitable projects undertaken by UKCAB***</u>

- Appointing and dismissing Trustees in accordance with the Articles

- Ensuring the diversity of the Board of Trustees' membership, and reviewing the Board's effectiveness

- Approving an Induction, Training and Development Programme for Trustees

- Approving an appraisal document for Trustees

	In addition, specifically with regards to SSS • Approving and overseeing implementation of the *Fit and Proper Persons Policy* to ensure that all Relevant 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, and where an indicator has been triggered to ensure the person's suitability is assessed in accordance with the Policy • Establishing a Corporate and Academic Board [SSS], to act on behalf of the Board of Trustees, that can itself establish committees and define the powers delegated to management **Memberships** UKCAB's Board of Trustees is the governing body. It comprises three Trustees as follows: **Trustee 1: Mr Zahid Bhatti** Zahid Bhatti has built his professional career in education, and his community career in philanthropy. Zahid has established large-scale charity initiatives in the areas of education, health, and care for the most vulnerable members of society by providing free meals for the homeless and those in need. He has a wealth of experience as a professional educationist who advises schools and colleges on teaching strategy. Increasingly he became concerned about the number of young people "falling through the net," who were not in education, employment or training. This prompted him to establish the Scholars School System [via UKCAB] to provide young people without any skills or qualifications with courses in business, and health and social care. Under his leadership, the Scholars School System has grown to provide further and higher education for about 2,000 students per year. It is an outstanding example of the best in "levelling up" and promoting social mobility to help young people from underrepresented communities attain degree-level higher education. Having at one time found himself struggling to get by, Zahid is having a significant impact in feeding the hungry and homeless in the UK. This is channelled through the charitable foodbank initiative Feedo Needo Bakhtawar Trust. The foodbank began life in Birmingham and now has expanded across the UK. Zahid has created a network of over 50 volunteers and built partnerships with leading supermarket and food retail chains such as Morrisons, Lidl, Adli, and Tesco. Feedo Needo has undergone significant growth over the past five years and currently provides 3,000 free food parcels per week to those in need. It further includes delivering these parcels to those who are unable to travel. This became a more common practice during the Covid lockdowns when Feedo Needo distributed free food to a total of 50,000 people in Birmingham alone. In total over the years, it has helped many

	thousands of individuals and families, supplying hundreds of thousands of free food parcels. Zahid opened the Arabica Café in Birmingham city centre, providing free hot meals for the homeless and hungry. The café is open every day with plenty of seating room. In addition to offering hot meals, trained volunteers are on hand to give advice and guidance and there is a busy diary of events such as mental health wellbeing sessions. To help people get their lives back on track, Zahid has set up a new service at the Arabic Café and the headquarters of Feedo Needo giving people free training to become hairdressers. In health, he has reached millions of people in the UK to encourage them to become organ donors and dispel myths around organ donation. He raises awareness of the importance of organ donation through the Global Kidney Foundation (GKF) which he established in 2013. The GKF is very effective and directly increased the number of NHS-registered donors by many hundreds, prior to the introduction of the opt-out system in England in May 2020 (similar rules apply in Scotland and Wales). Since then, GKF has continued to be effective in reducing the number of people opting-out. --- **Trustee 2: <u>Ms Syeda Nosheen Naqvi</u>** Nosheen Naqvi has over 20 years as an educationist. She has made significant contributions in the fields of teaching, curriculum development, training, consultation, and the development and implementation of educational processes and systems. Throughout her career, she has worked closely with prestigious international accrediting bodies, higher education authorities, and commissions, including the Quality Assurance Agency (QAA), Accreditation Service for International Colleges (ASIC), British Council, Edexcel, and Investor in People. Her expertise and leadership have played a pivotal role in shaping educational standards and institutional excellence. Additionally, she has served on different directorial positions in various national and international universities, further demonstrating her dynamic leadership and entrepreneurial acumen. --- **Trustee 3: <u>Mr Nabeel Amir</u>** Nabeel Amir has major skills and extensive experience in all fields of Marketing, Strategy, Research, Branding, Social Media, Product Development, SEO SEM, and Growth. Along with this he has completed numerous corporate training events, specialising in Leadership and Management. Through this knowledge he has transformed many small/medium sized organisations into multinational projects. --- Pursuant to the **Corporate and Academic Governance** document, the Board of Trustees has delegated considerable

	responsibilities to the Corporate and Academic Board [SSS]. The composition of this Board fully complements that of the Board of Trustees in terms of size, composition, diversity, and skills mix. Independent members of the Corporate and Academic Board [SSS] have limitations on their terms of office. They are appointed for a maximum term of up to 4 years, which may be renewable for a second and final term of up to 4 years. When a vacancy arises on either the Board of Trustees or the Corporate and Academic Board [SSS], a skills audit is undertaken to determine the knowledge and experience that is required of our members (collectively) to ensure each Board can effectively discharge its duties, taking into account our size (in terms of income and expenditure, physical and human resources, student numbers and number of courses), as being: • Audit (internal) • Equality, diversity and inclusion issues • Financial management • Governance (corporate and academic) • Health and safety legislation • Higher education in an academic context • Human resources including aspects of employment law • Law, including its application in an education context • Management of quality assurance and enhancement in a Higher Education context • Marketing and communications • Prevent Duty • Public policy and public affairs, particularly in a Higher Education context • Risk management • Strategic planning and implementation We also take into the diversity of the members. **Fit and Proper Person Policy** Our **Fit and Proper Persons Policy** fully complies with the OfS fit and proper person criteria. The OfS states that a fit and proper person (the 'OfS Fit and Proper Person Definition'): • is of good character; • has the qualifications, competence, skills and experience that are necessary for their role; • is 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; and • has 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 OfS states that the following are indicators that a person may not be a fit and proper person (the 'OfS Indicators'): • 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; and • 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). With regards to previous criminal convictions anywhere in the world, the OfS states: "Based on reasonable enquiries by the provider in which individuals are asked to disclose all relevant matters that occurred in the UK and/or in a foreign jurisdiction. The OfS would not expect individuals to disclose matters that are 'spent' under the Rehabilitation of Offenders Act 1974, but they may do so if they wish. Particular consideration will be given to offences of dishonesty, fraud, financial crime or an offence under legislation relating to higher education, further education and charities, whether or not in the UK." ***Our Policy*** ***Relevant persons*** The OfS states that:

	"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." We ensure that the following persons ('Relevant Persons') disclose whether any of the OfS Indicators (see above) are triggered, such a trigger <u>indicating</u> that the person <u>may not be</u> a fit and proper person: • UKCAB trustees; • members of the SSS Governance and Academic Board; • employees of UKCAB and/or SSS with senior management responsibilities; and • any other person who is deemed, by the UKCAB Board of Trustees, to exercise control or significant influence over UKCAB and/or SSS. ***Declaration Form and Annual Declaration Form*** All Relevant Persons as set out above, are required to: • Complete a Declaration Form during the application / appointment process, if they apply for a role or post with UKCAB and/or SSS. • Complete an Annual Declaration Form if they are already engaged by UKCAB and/or SSS. ***Process*** During the application / appointment process, UKCAB and/or SSS ensure that all Relevant Persons satisfy the following two elements of the OfS Fit and Proper Person Definition (see above), to ensure that, *inter alia*, they: • have the qualifications, competence, skills and experience that are necessary for their role; and • are 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. The Declaration Form and Annual Declaration Form are used to ensure that all Relevant Persons satisfy the other two elements of the OfS Fit and Proper Person Definition (see Section 2 above) to ensure that they: • are of good character; and • 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 Declaration Form / Annual Declaration Form is submitted to the Clerk to the Corporate and Academic Board [SSS] (which is a committee of the UKCAB Board of Trustees).

The Clerk undertakes checks, e.g. at companies house, to ensure the accuracy of the declarations.

If an indicator is triggered, the person's suitability is considered by the UKCAB Board of Trustees, taking into account any OfS requirements, and in particular the following guidance:

Indicator	**Guidance**
The Relevant Person has been disqualified 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.	This would normally indicate that the Relevant Person is not a fit and proper person. The only mitigating factor would be if the disqualification period has expired or the disqualification has been removed. But even in these circumstances, the reasons for the original disqualification must be carefully considered.
The Relevant Person has been convicted of a criminal offence anywhere in the world.	Offences that are 'spent' under the Rehabilitation of Offenders Act 1974, can be ignored. The following would normally indicate that the Relevant Person is not a fit and proper person (unless the offence is "spent"): The Relevant Person has a conviction for dishonesty, fraud, financial crime or a conviction under legislation relating to higher education, further education and charities, whether or not in the UK. If the offence is "spent", there could still be a finding that the Relevant Person is not a fit and proper person, if they have more recent criminal convictions, even if these do not relate to dishonesty etc.
The Relevant Person has been the subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years).	If the Relevant Person has been made bankrupt within the last 3 years, this would indicate the Relevant Person is not a fit and proper person. In other cases where the Relevant Person has been the subject to any adverse finding in civil proceedings, the subject matter of the proceedings will be relevant (e.g. if it related to dishonesty, this would indicate

		the Relevant Person <u>is not</u> a fit and proper person; however, if it related to a personal injury caused by a road traffic accident, this might be ignored). A relevant factor in all cases is how long ago the Relevant Person was the subject of the adverse finding.
	The Relevant Person has been the subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies.	The subject matter of the proceedings will be relevant (e.g. if it related to dishonesty, this would indicate the Relevant Person <u>is not</u> a fit and proper person). A relevant factor in all cases is how long ago the Relevant Person was the subject of the adverse finding.
	The Relevant Person has been involved in any abuse of the tax systems.	This would normally indicate that the Relevant Person <u>is not</u> a fit and proper person. The only relevant factor would be how long ago the Relevant Person was involved in the abuse.
	The Relevant Person has been involved with any entity that has been refused registration to carry out a trade or has had that registration terminated.	The reason for the refusal / termination will be relevant (e.g. if a refusal related to the business not satisfying the criteria for registration, this would <u>not</u> indicate the Relevant Person <u>is not</u> a fit and proper person). Also relevant would be the Relevant Person's role (e.g. if a termination related to the CEO not complying with the conditions of registration (without sufficient cause), this would indicate the Relevant Person <u>is not</u> a fit and proper person). A relevant factor in all cases is how long ago the entity was refused registration or had its registration terminated.
	The Relevant Person has been involved 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.	The reason for the liquidation will be relevant (e.g. if the liquidation related to a business that had gone under during the Covid pandemic, or it related to a high street shop that had been impacted by online traders, this would <u>not</u> indicate the Relevant Person <u>is not</u> a fit and proper person).

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<td>Also relevant would be the Relevant Person’s role (e.g. if the Relevant Person was a non-executive director who was not actively involved in the running of the company, this (dependent upon the reason for the liquidation) might not be a sufficient indication that the Relevant Person is not a fit and proper person).

A relevant factor in all cases is how long ago the business had gone into insolvency.</td>
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<td>The Relevant Person has been dismissed from a position of trust or similar.</td>
<td>This would normally indicate that the Relevant Person is not a fit and proper person.

The only relevant factor would be how long ago the Relevant Person was dismissed.</td>
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<tr>
<td>The Relevant Person has been involved in a higher education provider that has had its registration refused or revoked by the Office for Students 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.).</td>
<td>The reason for the refusal / revocation will be relevant (e.g. if the refusal related to the Office for Students determining that the company’s governance arrangements had not been sufficiently tested, this would not indicate the Relevant Person is not a fit and proper person).

Also relevant would be the Relevant Person’s role (e.g. if a revocation related to the Office for Students determining that the Relevant Person, who was the company’s Accountable Officer, was not undertaking the role in accordance with the OfS requirements (without sufficient cause), this would indicate the Relevant Person is not a fit and proper person).

A relevant factor in all cases is how long ago the Relevant Person was involved with the higher education provider.</td>
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<td>Principle 6

Effectiveness: The board and any committees should discharge their duties in an effective and efficient way.</td>
<td>The Corporate and Academic Governance document sets out the quorum for the Board of Trustees, the Corporate and Academic Board, the Senior Executive Team, the Quality Audit Committee, and the 4 committees that sit below the Quality Audit Committee.

Meetings are coordinated so that the lower committees that feed into the higher committees are convened first, with a sufficient period of time in between so that those next in the hierarchy have</td>
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	sufficient time to receive information and consider the information of the lower committee(s), culminating in the meeting of the governing body (the Board of Trustees). All have a Chair and all are serviced by a Clerk. The **Corporate and Academic Governance** document provides that the Board of Trustees shall be responsible for, *inter alia*: • Overseeing the responsibility of the Corporate and Academic Board [SSS] to undertake a periodic internal (and external) review of the corporate and academic governance arrangements to ensure compliance with the IHE Code of Governance, and the Office for Students Regulatory Framework, Notices and Advice, and to ensure the arrangements remain effective and fit-for-purpose • Acting upon a recommendation of the Corporate and Academic Board [SSS], approving changes to the *Corporate and Academic Governance* document
<u>Principle 7</u> **Integrity:** Board members should discharge their duties to a high standard of professionalism, act with integrity, and conduct themselves openly and transparently, with appropriate regard to confidentiality.	The **Corporate and Academic Governance** document provides that the Board of Trustees shall be responsible for, *inter alia*: • Appointing and dismissing Trustees in accordance with the Articles • Ensuring the diversity of the Board of Trustees' membership, and reviewing the Board's effectiveness • Approving an Induction, Training and Development Programme for Trustees • Approving an appraisal document for Trustees **<u>Ethics Policy</u>** Our Ethics Policy sets out seven ethical principles with which we expect all members of our academic community to act. Our academic community includes our trustees, staff, consultants, students and external members on our committees. Our ethical principles reflect the following provisions as set out in the **Corporate and Academic Governance** document, that within the context of the delivery of high-quality education, we will: • ensure the establishment of a self-critical, cohesive academic community that has a commitment to quality assurance supported by effective quality and enhancement systems • actively promote and apply equality, diversity and inclusion throughout SSS, and promote an inclusive teaching and learning environment • ensure respect for the principle of academic freedom, subject to compliance with SSS's equality, diversity and inclusion policies and procedures, and subject to compliance with any legislative or regulatory requirements

	- ensure respect for the principle of freedom of speech for all students enrolled on a course delivered by SSS, staff employed by SSS (directly or through UKCAB), external speakers, the trustees and the members, subject to compliance with SSS's equality, diversity and inclusion policies and procedures, and subject to compliance with any legislative or regulatory requirements Our seven ethical principles include the following: - Concern for others [Ethical Principal 1] Act in the interest of others. All members of our academic community should consider the interests of others. - Integrity [Ethical Principal 2] Be honest and truthful. Act in accordance with all legal requirements. Act in accordance with our regulations, policies and procedures. Declare interests and properly manage any conflicts. Be open and transparent in decision-making. Maintain independence when engaging with our academic partners, other external stakeholders, and any other outside parties. All members of our academic community should behave honestly, and should communicate truthfully and openly with each other and outside parties. No one should misrepresent their position or authority. All members of our academic community should act in accordance with the law, and our regulations, policies and procedures and those of our academic partners. No member of our academic community should offer or accept bribes (e.g. money, gifts or hospitality that is disproportionate to the relevant circumstances) either on a personal basis or on behalf of Bloomsbury Institute. No member of our academic community should accept a gift in connection with their role if it could be intended, or might appear to others to be intended, to influence them to behave improperly. All members of our academic community should declare outside interests relevant to their activities at SSS and should take steps to manage or eliminate any potential conflicts that may arise.

	No one should be involved in making decisions from which they, or anyone with whom they have a close financial or personal relationship, stand to benefit. • Responsibility and accountability [Ethical Principal 3] Ensure compliance with our ethical principles. Raise concerns relating to ethical matters as they arise. Those in leadership and management positions have a specific responsibility to set an example in their conduct and to promote and support good ethical behaviour. All members of our academic community have a responsibility for complying with our ethical principles. Any ethical concerns that cannot be resolved through our existing policies and procedures may be resolved through the Whistleblowing Procedure. • Collegiality [Ethical Principal 6] Uphold an inclusive and participatory work and social environment in which we encourage, support and behave appropriately to one another. All members of our academic community should seek to be a good citizen and work in the best interests of our academic community as a whole. All members of our academic community should support (and, where applicable, participate in) democratic consultation through our deliberative committee structures. All members of our academic community should meet the highest standards of good personal and professional conduct. With regards the appointment of senior staff, and their commitment to embrace the Nolan Principles of Public Life, the **Corporate and Academic Governance** document provides that the Board of Trustees shall be responsible for, *inter alia*: • Identifying the posts for senior members of staff (to include the post of Chief Executive Officer) that shall require the approval of the Corporate and Academic Board [SSS] with regards to the job description, person specification (that shall include a commitment to embrace the Nolan Principles of Public Life), and search and selection process for the appointment of such senior members of staff
Principle 8 **Remuneration:** Remuneration of board members and senior staff at the provider should be appropriate and designed to	Non-executive members on both the Board of Trustees and the Governance and Academic Board are not remunerated. With regards the remuneration of senior staff, the **Corporate and Academic Governance** document provides that the Board of Trustees shall be responsible for, *inter alia*:

support the strategy and long-term sustainable success of the provider.	• Identifying the posts for senior members of staff (to include the post of Chief Executive Officer) that shall require the approval of the Corporate and Academic Board [SSS] with regards to the job description, person specification (that shall include a commitment to embrace the Nolan Principles of Public Life), and search and selection process for the appointment of such senior members of staff • Determining the remuneration for such senior members of staff, 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 member of staff, the terms and conditions of employment of the relevant member of staff, the public interest, and the duty to safeguard public funds
<u>Principle 9</u> **Fair Reporting:** External reporting should be fair and balanced, and minutes of board meetings (and key committees) should be published unless they relate to confidential matters.	The **Corporate and Academic Governance** document provides that the Board of Trustees shall be responsible for, *inter alia*: ***<u>With regards to all charitable projects undertaken by UKCAB</u>*** • Approving annual accounts and, in approving such annual accounts, ensuring compliance with the Office for Students Regulatory Framework, Notices and Advice • Approving the appointment and remuneration of external auditors • Approving an Annual Trustees' Report, that shall be incorporated within the annual accounts ***<u>In addition, specifically with regards to SSS</u>*** • Acting upon a recommendation of the Corporate and Academic Board [SSS], approving an Annual Value for Money Report and Annual Value for Money Statement, the Report to include an opinion on the adequacy and effectiveness of arrangements to ensure: 1. Funds have been used for the purpose for which they were intended 2. Value for money has been secured **<u>Publishing minutes etc</u>** Except where the contents are genuinely confidential, minutes of the Board of Trustees and the Governance and Academic Board are published as follows: UKCAB's website at: https://www.ukcab.org.uk/governance-and-management SSS's website at: https://scholarsschool.ac.uk/governance
<u>Principle 10</u>	**<u>Stakeholder Engagement</u>**

External and Student Engagement: There should be an appropriate level of dialogue between the board and the provider's shareholders and other stakeholders, and appropriate engagement with students.	The Board of Trustees has regular meetings and dialogue with its members. SSS convenes regular staff meetings to ensure all staff are engaged and contribute to SSS's strategic operational and strategic development. **<u>Student Engagement</u>** We fully involve students in our corporate and academic governance. This engagement is articulated in our **Corporate and Academic Governance** document. Students are represented as full members (with voting rights) on the four committees that report in to the Quality Audit Committee. The Quality Audit Committee reports in to our Corporate and Academic Board, that in turn reports in to our governing body, the Board of Trustees. The four committees that report in to the Quality Audit Committee are: • Student Support and Student Experience Committee • Teaching and Learning Committee • Marketing, Admissions and Retention Committee • Administration, HR and Campus Management Committee Each of these committees has direct relevance to the student experience, including the enhancement of the student experience. In addition, under the Director of Studies, student engagement is operated through the Executive Dean, and Dean for Student Success and Experience who leads the Student Support Team. This ensures that there is coordination between the academic approach to the learning environment, and integrating the student voice. Learner contribution mechanisms are available and visible, and we enjoy significant response rates to all student surveys both by individuals and from the Student Representatives. Student Representatives are democratically elected by the student body, and undergo training on their role and responsibilities. Representatives are supported on each campus to meet regularly and informally with their student groups to discuss information and guidance and gain feedback and support fellow learners. Each semester, Student Representatives attend at least two internal student meetings and one external Student Representative meeting (with our academic partner, Leeds Trinity University). Student Representatives ensure that a wide range of issues and perspectives are brought to the attention in meetings, making suggestions on their experiences as a student, including course delivery, access to resources, and campus facilities. Issues and suggestions that are raised in meetings are taken into account and, where necessary, actioned. To engage in continuous improvement of our franchised courses and their applicability to SSS students, the module content,

	assessment regime and teaching delivery are evaluated by Course Leads and Lecturers at the end of each semester. The aim is to improve and enhance the delivery and teaching for the next cohorts by influencing academic leads at Leeds Trinity University to effect year-on-year Quality Enhancement. These evaluations are also discussed with students with the view to make improvements and adjustments to enhance the student experience both informally at course level, and through our academic governance structures. The Academic Manager for Teaching and Learning oversees Module Evaluation Dialogues at mid-semester and end-semester to receive feedback and provide suggestions from all student groups on their experiences with teaching and learning, course materials and Information and Guidance, and support staff. This feedback helps to enhance and improve course readiness processes, curriculum delivery and student experience.

Control Panel

Document Control Box	
Policy/Procedure Title:	Code of Governance Mapping
Version No:	1
Frequency of Review:	Annually
Availability	Public Domain
Policy Owner:	Quality Assurance Department
Lead Contact:	Dr. Sheku Kakay
Contact details:	Sheku.kakay@scholarsschool.ac.uk
Approving Authority:	Academic Board
Sign-Off Date (DD/MM/YYYY):	11/03/2025
Signatory:	Professor David Orford
Next Review Date:	March 2026