UKCAB
UK Curriculum and Accreditation Body

SCHOLARS
SCHOOL SYSTEM

Corporate and Academic Governance

Index

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.

In addition to SSS, UKCAB has established and operates other charitable projects, including the Global Kidney Foundation.

UKCAB's Mission is:

> To offer services as well as technical and planning assistance to sectors like education, water supply and renal failure issues. It aims to offer multi-faceted contributions to communities, advances community and development goals, and works to fill the overall need for its targeted focus areas.

More specifically, SSS's Mission is:

> "Education for All"
>
> Creating learning environments where every student can achieve their full potential.

SSS's Values are:

- 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.

UKCAB is managed by a Board of Trustees (the 'Governing Body').

The Board of Trustees has full responsibility for all its charitable projects. However, in the case of SSS, the Board of Trustees has delegated responsibility for specific matters to the 'Corporate and Academic Board [SSS]'.

UKCAB's and SSS's governing documents comprise:

- UKCAB's *Articles of Association*
- *Corporate and Academic Governance* document

This *Corporate and Academic Governance* document sets out how UKCAB and SSS are governed.

2. UKCAB Board of Trustees

UKCAB's Board of Trustees is UKCAB's Governing Body.

UKCAB's *Articles of Association* set out, *inter alia*:

- Rules relating to the appointment and retirement of the Members
- Procedures for General Meetings of the Members
- Procedures for the appointment and retirement of the Trustees
- Powers of the Trustees
- Rules relating to the disqualification and removal of Trustees
- Procedures relating to meetings of the Board of Trustees

The Board of Trustees has full control for all of UKCAB's charitable projects. However, in the case of SSS, the Board of Trustees has delegated responsibility for specific matters to the 'Corporate and Academic Board [SSS]', see Section 4 below.

2.1 Matters reserved to the Board of Trustees

The following matters are reserved to the Board of Trustees:

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

- 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
- 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 the purchase of Trustees' liability insurance
- Approving an Induction, Training and Development Programme for Trustees
- Approving an appraisal document for Trustees
- Ensuring compliance with all relevant health and safety legislative and regulatory provisions
- Receiving and considering financial reports
- Ensuring UKCAB's solvency and the safeguarding of its assets
- Approving annual operating and capital budgets (including the SSS budget)
- Approving major corporate actions (e.g. acquisitions, disposals, commencing or terminating of business activities)
- 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
- Approving the appointment and remuneration of external auditors

- Approving an Annual Trustees' Report, that shall be incorporated within the annual accounts

- Approving and changing the Financial Regulations that shall include a scheme of financial delegation to management

- Approving the borrowing of capital in the form of a secured loan

- Approving the opening and closing of bank accounts

- Selecting investment institutions

- Purchasing, leasing, renting or disposing of land and buildings

- Approving proposed prosecutions, defences or settlements of litigation

<u>In addition, specifically with regards to SSS</u>

- Within the context of the delivery of high-quality education, overseeing the activities of SSS to be assured that SSS is:

  - 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[1] (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

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

- 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

- 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

- Ensuring the designated accountable officer or the Chair of the Board of Trustees informs the Office for Students, or any other UK government department or agency, if there is a material adverse change to the SSS Chief Executive Officer's delegated authority, or if there is any serious incident which could have a serious impact on the interests of UKCAB or 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

- 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

- 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

- 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:

    - Funds have been used for the purpose for which they were intended

    - Value for money has been secured

- 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

- Monitoring the implementation of Access and Participation Plans and/or Statements, acting upon any advice and recommendations of the Corporate and Academic Board [SSS]

- 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

- Receiving the minutes of the Corporate and Academic Board [SSS] for consideration and action

2.2 Membership

All members of the Board of Trustees are selected from the Members in accordance with the Articles (Regulation 9). All members of the Board of Trustees are non-executive Trustees.

In accordance with the Articles, there must be a minimum of three Trustees (Regulation 7).

2.3 Quorum

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

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

With regards to SSS, the Board of Trustees must: (i) Ensure compliance with the ten principles of the IHE Code of Governance; (ii) Ensure compliance with the Office for Students Regulatory Framework, Notices and Advice; (iii) Ensure compliance with SSS's mission and values; (iv) Ensure that the Trustees receive assurance that academic governance is robust and effective by working with the Corporate and Academic Board [SSS]; (v) Take into account the advice of the Corporate and Academic Board [SSS], with regards to academic matters; (vi) Not detract from the need to ensure the effective setting and maintaining of academic standards and the assuring and enhancing of academic quality;

(vii) Ensure the establishment of a self-critical, cohesive academic community that has a commitment to quality assurance supported by effective quality and enhancement systems;

(viii) Ensure staff are supported to engage in high-quality research;

(ix) Actively promote and apply equality, diversity and inclusion throughout SSS, and promote an inclusive teaching and learning environment;

(x) 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;

(xi) Ensure respect for the principle of freedom of speech for all students enrolled on a course with SSS, staff employed by SSS (directly or through UKCAB), external speakers, and the trustees, subject to compliance with SSS's equality, diversity and inclusion policies and procedures, and subject to compliance with any legislative or regulatory requirements; and

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

3. Corporate and academic governance arrangements [SSS]

3.1 Corporate and Academic Board [SSS]

While the Board of Trustees, as UKCAB's senior authority, retains ultimate responsibility for SSS's corporate and academic activities, the Board has established the Corporate and Academic Board [SSS] to which it has delegated responsibility for specific activities (see Section 4, below).

The specific activities that have been delegated to the Corporate and Academic Board [SSS] are sub-divided into:

- Corporate activities
- Academic activities

SSS's corporate governance arrangements are set out at Section 3.2 below.

SSS's academic governance arrangements are set out at Section 3.3 below.

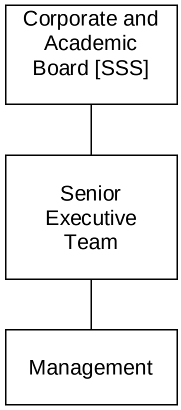
3.2 Corporate governance arrangements [SSS]

While the Board of Trustees, as UKCAB's senior authority, retains ultimate responsibility for SSS's corporate activities, the Board has established the Corporate and Academic Board [SSS] to which it has delegated responsibility for specific corporate activities that directly relate to SSS (see Section 4, below).

The Corporate and Academic Board [SSS] has sub-delegated responsibility for specific corporate activities that directly relate to SSS, as follows:

- Senior Executive Team; see Section 5.1, below
- Management; see Section 5.2, below

The structure is as follows:



3.3 Academic governance arrangements [SSS]

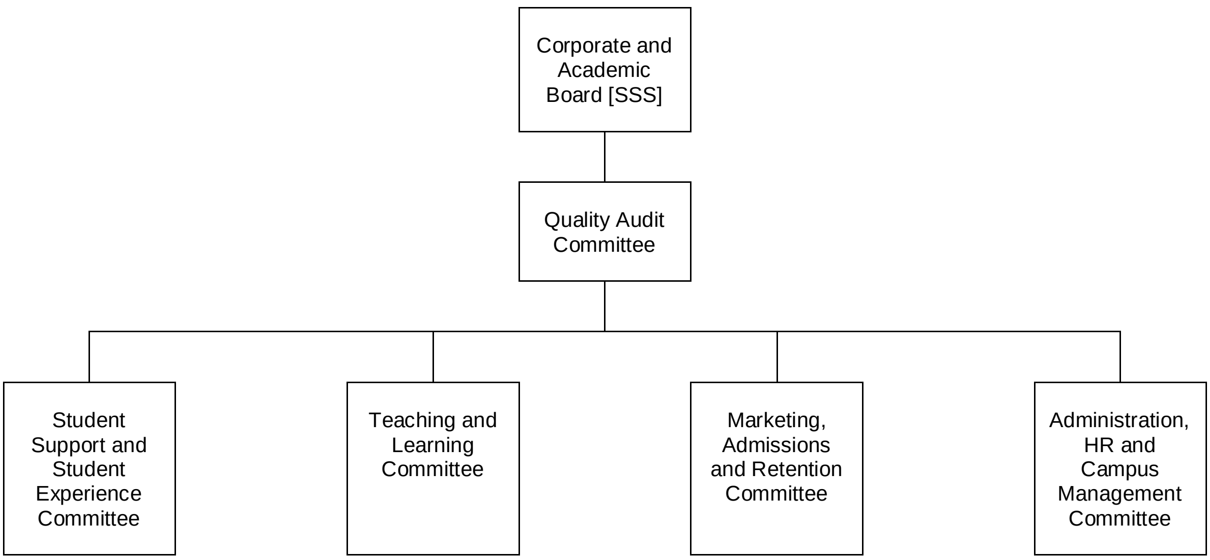
While the Board of Trustees, as UKCAB's senior authority, retains ultimate responsibility for SSS's academic activities, the Board has established the Corporate and Academic Board [SSS] to which it has delegated responsibility for specific academic activities that directly relate to SSS (see Section 4, below).

The Corporate and Academic Board [SSS] has sub-delegated responsibility for specific academic activities that directly relate to SSS, to the Quality Audit Committee; see Section 6.1, below.

This Committee sits directly below the Corporate and Academic Board [SSS], and sits above the following four committees:

- Student Support and Student Experience Committee; see Section 6.2, below
- Teaching and Learning Committee; see Section 6.3, below
- Marketing, Admissions and Retention Committee; see Section 6.4, below
- Administration, HR and Campus Management Committee; see Section 6.5, below

The structure is as follows:



3.4 IHE Code of Governance

UKCAB applies the Independent Higher Education *Code of Governance for Independent Providers of Higher Education*, September 2021[2] (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.

[2] 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.

UKCAB's *Code of Governance Mapping* document provides a mapping against the Independent Higher Education *Code of Governance for Independent Providers of Higher Education*, September 2021[3] (the 'IHE Code of Governance'), to show how the IHE Code of Governance's 10 Principles are applied by UKCAB and SSS.

4. Corporate and Academic Board [SSS]

4.1 Terms of Reference

The Board of Trustees has delegated authority to the Corporate and Academic Board [SSS] as follows:

- Within the context of the delivery of high-quality education:
  - ensuring the establishment of a self-critical, cohesive academic community that has a commitment to quality assurance supported by effective quality and enhancement systems
  - 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
- Recommending to the Board of Trustees changes to the mission, values and strategic vision of SSS
- Ensuring SSS complies with the ten principles set out in the Independent Higher Education *Code of Governance for Independent Providers of Higher Education*, September 2021[4] (the 'IHE Code of Governance')
- 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

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

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

government department or agency, that there is full compliance with the terms of registration with the Office for Students

- Ensuring the Board of Trustees is informed if there is a material adverse change to the SSS Chief Executive Officer's delegated authority, or if there is any serious incident which could have a serious impact on the interests of SSS

- 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

- Recommending to the Board of Trustees changes to the *Corporate and Academic Governance* document

- Approving 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 senior members of staff, including the Chief Executive Officer, as specified by the Board of Trustees

- Approving the appointment of senior members of staff at the conclusion of the selection process

- Recommending to the Board of Trustees the designation of a senior member of staff who will undertake the role of accountable officer to the OfS

- 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 an Annual Value for Money Report and Annual Value for Money Statement for approval by the Board of Trustees

- 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

- Monitoring the implementation of Access and Participation Plans and/or Statements

- 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

- 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

- 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

- Receiving the minutes of any special purpose committee (or committees) that have established to act on behalf of the Corporate and Academic Board [SSS]

- Defining the powers delegated to management

4.2 Membership

4.2.1 Voting members

- Director of HE/Partnerships (Chair)

- Chief Executive Officer

- Director of Studies

- Director of Marketing

- Head of Health and Social Care

- Director of Internal Communications/Affairs

- All Trustees

- A minimum of three independent members (to be 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)

4.2.2 In attendance

- Executive Dean and Chair of Quality Audit Committee

- Associate Dean and Head of Quality Assurance

- Associate Dean for Student Success [and Chair of Teaching and Learning Committee]

- Associate Dean for Teaching and Learning [and Chair of Student Support and Student Experience Committee]

- Teaching and Learning Manager [and Chair of Admissions and Retention Committee]

- Associate Dean for Student Enhancement [and Chair of Administration, HR and Campus Management Committee]

- Head of HR and Administration

– Deputy Programme Lead

– Centre Manager (Manchester)

– Clerk to the Board

4.2.3 Ex Officio Members

Those staff who hold the offices set out above shall be ex officio members of the Board as long as they hold such office and shall cease to be members when they leave those offices.

Any ex officio member who is unable, for good reason, to attend a meeting, may nominate a substitute to attend in his/her place. The Chair of the Board, at his/her absolute discretion, must approve the nomination in advance.

4.2.4 Elected Academic Members

Each elected academic staff member shall normally serve for an initial period of four academic years. Elected staff members may be re-elected, but no elected staff member may serve for more than two consecutive terms of office. Appropriate arrangements shall be made to ensure a satisfactory rotation of members.

All members of the academic staff who are employed on a standard academic contract (whether full-time or fractional) are eligible to nominate candidates, stand for election and vote in the election of members of their own constituency. The membership of each constituency shall be determined by the Board of Trustees on the advice of the Director of Studies.

All members of the support staff who are employed on a full-time or fractional contract are eligible to nominate candidates, stand for election and vote in the election of members of support staff. The membership of this constituency shall be determined by the Board of Trustees on the advice of the Director of Studies.

In the absence of any elected staff member, no substitute may be permitted to attend as a member.

If an elected staff member fails to complete their term of office, then an election will be held for an alternative member of the appropriate constituency to complete the remainder of the term of office. This member may be re-elected once only.

If an elected staff member is granted an extended period of leave which will mean they are unavailable to attend more than two consecutive meetings, then an election will be held to appoint a temporary replacement for that member of staff for the duration of their period of leave. When the member of staff returns from leave they will resume membership and serve any remainder of their original term of office.

4.3 Quorum

No business shall be transacted at any meeting if the persons attending it do not constitute a quorum. 50% of the voting members must be present to constitute a quorum.

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

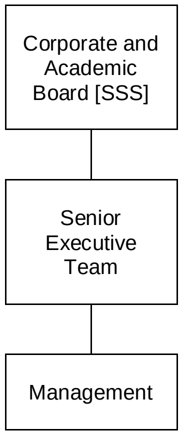
5. Corporate governance arrangements [SSS]

While the Board of Trustees, as UKCAB's senior authority, retains ultimate responsibility for SSS's corporate activities, the Board has established the Corporate and Academic Board [SSS] to which it has delegated responsibility for specific corporate activities that directly relate to SSS (see Section 4, above).

The Corporate and Academic Board [SSS] has sub-delegated responsibility for specific corporate activities that directly relate to SSS, as follows:

- Senior Executive Team; see Section 5.1, below
- Management; see Section 5.2, below

The structure is as follows:



5.1 Senior Executive Team

The Senior Executive Team ('SET') ensures effective operational management and leadership throughout SSS.

5.1.1 Terms of Reference

Subject to the responsibilities of the Board of Trustees, and the Corporate and Academic Board, the Senior Executive Team ('SET') is responsible for:

- Within the context of the power to deliver high-quality education:
    - ensuring the establishment of a self-critical, cohesive academic community that has a commitment to quality assurance supported by effective quality and enhancement systems
    - 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 effective operational management and leadership throughout SSS
- Ensuring compliance with the Office for Students Regulatory Framework, Notices and Advice, including the General Conditions of Registration and any Specific Conditions of Registration
- Establishing Working Groups to which specified activities can be assigned under the direction and monitoring of the SET
- Receiving the Risk Management Framework and all associated documents, including non-academic Principal Risk Reports
- Monitoring the Corporate Risk Register that shall be used as a formal record for the management of risks, and advising the Corporate and Academic Board [SSS] of any changes to non-academic risks that it recommends should be made to the Register
- Monitoring, reviewing and interrogating non-academic KPIs, using the KPIs as an indicator of whether a risk might materialise or has realised, and recommending any necessary actions to the Corporate and Academic Board [SSS]
- Recommending to the Corporate and Academic Board [SSS] the approval of (and the approval of updates to) key policies, procedures, documents and reports
- Monitoring compliance with external agency requirements, for example the Office for Students, HESA and UKVI
- Considering such other matters as may be referred to the SET

5.1.2 Membership

- Chief Executive Officer (Chair)
- Director HR Manager
- Director Operations
- Director Finance
- Director Marketing

5.1.3 Quorum

No business shall be transacted at any meeting if the persons attending it do not constitute a quorum. 50% of the members must be present to constitute a quorum.

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

5.2 Schedule of powers delegated to management

Subject to the responsibilities of the Board of Trustees (and, in particular, the responsibility of the Board to make any decisions which could pose a significant reputational or financial risk), and the responsibilities of the Corporate and Academic Board [SSS], the following powers are delegated to SSS's Chief Executive Officer and members of the Senior Executive Team ('SET'):

- Drafting the Risk Management Framework (including the Corporate Risk Register), and Key Performance Indicators (KPIs)

- Executing a system of internal control and risk management, through, *inter alia,* the implementation of the Risk Management Framework

- Executing the annual operating and capital budgets as agreed upon by the Board of Trustees

- Recruiting, disciplining and dismissing staff

- Setting the remuneration for staff (with the exception of those who come within the remit of the Board of Trustees)

- Authorising financial payments in accordance with a scheme of delegation approved by the Board of Trustees

- Signing contracts and regulatory documents subject to a scheme of delegation approved by the Board of Trustees

- Executing a system of data management and quality assurance processes

- Ensuring compliance with all relevant health and safety legislation and regulations

- Overseeing compliance with the Prevent Duty

- Ensuring compliance with all other applicable legislative and regulatory requirements

6. Academic governance arrangements [SSS]

While the Board of Trustees, as UKCAB's senior authority, retains ultimate responsibility for SSS's academic activities, the Board has established the Corporate and Academic Board [SSS] to which it has delegated responsibility for specific academic activities that directly relate to SSS (see Section 4, above).

The Corporate and Academic Board [SSS] has sub-delegated responsibility for specific academic activities that directly relate to SSS, to the Quality Audit Committee; see Section 6.1, below.

This Committee sits directly below the Corporate and Academic Board [SSS], and sits above the following four committees:

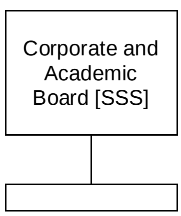
- Student Support and Student Experience Committee; see Section 6.2, below

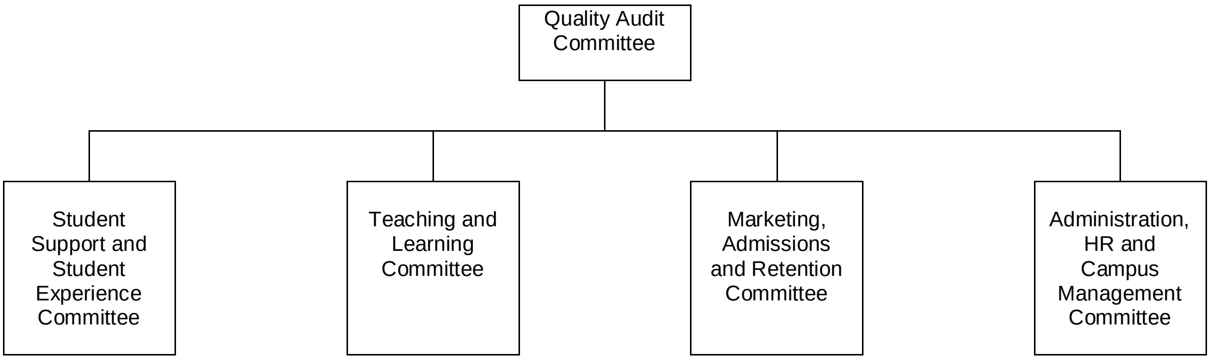
- Teaching and Learning Committee; see Section 6.3, below

- Marketing, Admissions and Retention Committee; see Section 6.4, below

- Administration, HR and Campus Management Committee; see Section 6.5, below

The structure is as follows:





6.1 Quality Audit Committee

This Committee sits directly below the Corporate and Academic Board [SSS], and sits above the following four committees:

- Student Support and Student Experience Committee
- Teaching and Learning Committee
- Marketing, Admissions and Retention Committee
- Administration, HR and Campus Management Committee

This Committee has oversight of the four lower committees, considering reports from these committees and through these reports monitoring and evaluating the work they undertake, and is responsible for reporting through to the Corporate and Academic Board [SSS].

6.1.1 Terms of Reference

The Corporate and Academic Board [SSS] has delegated authority to the Quality Audit Committee as follows:

- Advising the Corporate and Academic Board [SSS] on matters of policy relating to the enhancement, management and assurance of academic quality and standards
- Monitoring, reviewing and developing SSS's academic quality assurance systems and processes
- Monitoring and reviewing academic standards and the quality of taught academic provision across SSS in order to ensure the maintenance of academic standards
- Ensuring that SSS's academic quality assurance systems promote engagement and partnership with students in their operation and assessing similar outcomes and results across all campuses
- Monitoring the quality assurance of SSS's academic partners:
    - receiving approval reports and periodic review reports
    - receiving annual reports in order to set actions for improvement and enhancement
- Developing and monitoring SSS's engagement with external bodies

- Overseeing programme approval, collaborative and professional accreditation arrangements, and curriculum change requests (e.g. structural / non-structural modifications)

- Overseeing matters relating to mitigating circumstances, student complaints, academic appeals and academic and professional misconduct through receipt of an annual report on the consideration of individual cases

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

- Monitoring the Corporate Risk Register that shall be used as a formal record for the management of risks, and advising the Corporate and Academic Board [SSS] of any changes to academic risks that it recommends should be made to the Register

- Monitoring, reviewing and interrogating academic KPIs, using the KPIs as an indicator of whether a risk might materialise or has realised, and recommending any necessary actions to the Corporate and Academic Board [SSS]

- Receiving minutes of the following four committees for consideration and action, considering reports from these committees, and through these reports monitoring and evaluating the work they undertake:

  - Student Support and Student Experience Committee
  - Teaching and Learning Committee
  - Marketing, Admissions and Retention Committee
  - Administration, HR and Campus Management Committee

6.1.2 Membership

- Chair: An Associate Dean or equivalent (excluding the Head of Quality Assurance)
- Representative of the Quality Assurance team
- Representative of the Marketing, Admissions & Retention Committee
- Representative of the Teaching and Learning Committee
- Representative of the Student Support and Student Experience Committee
- Representative of the Administration, HR and Campus Management Committee
- Centre Managers (Bradford, Leicester, London, Manchester)
- HR/Operations Representative
- Department Head
- Teaching Head
- Representative of Student Support

6.1.3 Quorum

No business shall be transacted at any meeting if the persons attending it do not constitute a quorum. 50% of the members must be present to constitute a quorum.

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

6.2 Student Support and Student Experience Committee

This Committee is responsible for assuring the quality of the student experience, ensuring that student feedback mechanisms and support services are effective and responsive, and to promote best practice and shared ideas across SSS.

6.2.1 Terms of Reference

The Corporate and Academic Board [SSS] has delegated authority to the Student Support and Student Experience Committee, that reports into the Quality Audit Committee, as follows:

- Ensuring fit for purpose Student Voice processes are implemented and feedback is responded to in a timely way
- Interrogating, analysing and compiling actions and good practice in relation to the Student Voice
- Reviewing and analysing the level and effectiveness of student support and student voice feedback (i.e. MEDs, NSS, SES), liaising with the Teaching and Learning Committee
- Ensuring meaningful engagement of students in the development and evaluation of support mechanisms and the student voice in enhancing the overall student experience
- Ensuring that the impact and evaluation of student experience initiatives are carried out in a timely way
- Ensuring the effective representation of the collective student voice at all levels of SSS decision making
- Keeping student support processes and procedures under review to ensure effectiveness and currency
- Working collaboratively with Student Representatives and work in partnership to collectively enhance the experience for SSS students

6.2.2 Membership

- Chair: Drawn from the Associate Deans or equivalent (excluding the Associate Dean for Student Support)
- Associate Dean for Student Support
- Representative of the Admissions and Retention Department
- Representative of the Teaching and Learning Department
- Representative of the Student Support Department
- Campus Management: Drawn from Campus Managers or Operations Team

- Representative of the Registrar and Controller Examinations
- Representative of the Placement Department
- 3 Student Representatives, one each from September, January and May intakes Level 4 or above

6.2.3 Quorum

No business shall be transacted at any meeting if the persons attending it do not constitute a quorum. 50% of the members must be present to constitute a quorum.

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

6.3 Teaching and Learning Committee

The committee is responsible for ensuring students have an excellent Teaching and Learning experience, promoting best practice and the sharing of ideas across SSS.

6.3.1 Terms of Reference

The Corporate and Academic Board [SSS] has delegated authority to the Teaching and Learning Committee, that reports into the Quality Audit Committee, as follows:

- Developing performance monitoring and reviewing SSS's Teaching and Learning Strategy
- Ensuring that students are widely consulted on matters associated with teaching, learning and assessment and are appropriately represented during its deliberations with reference to personalised access to learning resources
- Enhancing staff development, and teaching and learning activities
- Ensuring that strategy, policies and procedures relevant to the student experience remain current and fit for purpose and are implemented effectively
- Ensuring promotion of engagement with and scrutiny of internal and external student feedback and surveys
- Engaging with external frameworks, guidance and publications relevant to the enhancement and innovation of teaching, learning and assessment, and the student experience
- Overseeing matters relating to fitness to study and conduct through receipt of annual reports
- Overseeing matters relating to student placements and graduate employability, student experience, wellbeing and engagement
- Monitoring, reviewing and developing institutional policies and procedures which underpin the student experience
- Promoting a holistic approach to the development of services to potential and current students, taking account of the interests of all students

- Overseeing arrangements, including corporate targets where relevant, for student feedback and student satisfaction surveys, including the National Student Survey (NSS); the Student Experience Survey (SES) and Module Evaluation Dialogues (MEDs); and interpreting analyses of outcomes to inform the development of initiatives to enhance the experiences and engagement of students

- Overseeing data on student continuation, retention and progression, putting in place and monitoring the impact of strategies to enhance continuation, retention and progression

- Monitoring the work of Professional Services departments in relation to the student experience and student engagement

6.3.2 Membership

- Chair: Drawn from the Associate Deans or equivalent (excluding Associate Dean for Teaching and Learning)

- Associate Dean for Teaching and Learning

- Representative of the Admissions and Retention Department

- Representative of the Teaching and Learning Department

- Representative of the Academic Support Department

- Campus Management – Drawn from Campus Managers or Operations Team

- Representative of the Registrar and Controller Examinations

- Representative of the Placement Department

- 3 Student Representatives, one each from September, January and May intakes Level 4 or above

6.3.3 Quorum

No business shall be transacted at any meeting if the persons attending it do not constitute a quorum. 50% of the members must be present to constitute a quorum.

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

6.4 Marketing, Admissions and Retention Committee

This Committee is responsible for ensuring the effective implementation and continuous improvement across SSS's marketing, admissions, and retention processes.

6.4.1 Terms of Reference

The Corporate and Academic Board [SSS] has delegated authority to the Marketing, Admissions and Retention Committee, that reports into the Quality Audit Committee, as follows:

- Evaluating and recommending strategic marketing initiatives to enhance SSS's [and UKCAB's] brand and attract prospective students

- Encouraging inter-departmental collaboration, including with the Teaching and Learning Department, to ensure programme offerings align with market demand and student interests

- Reviewing and recommending optimisation of the admissions process, including application evaluation criteria, to ensure a diverse and qualified student body

- Analysing retention rates, at-risk students' trends, and recommending targeted retention strategies to improve student engagement and success

- Overseeing the collection, analysis, and dissemination of relevant data to inform evidence-based decision-making in marketing, admissions, and retention activities

- Evaluating the student experience from recruitment through to graduation to identify areas for improvement in marketing, admissions, and retention practices

6.4.2 Membership

- Chair: Drawn from the Associate Deans or equivalent

- Representative of the Marketing/IT Department

- Representative of the Admissions Department

- Representative of the Retention Department

- Representative of the Teaching and Learning Department

- Representative of the Student Support and Experience Department

- Admin, HR and Campus Manager designated person (Drawn from Leicester, London, Bradford or Manchester campus)

- Representative of the Registrar and Controller Examinations

- 3 Student Representatives, one each from September, January and May intakes Level 4 or above

6.4.3 Quorum

No business shall be transacted at any meeting if the persons attending it do not constitute a quorum. 50% of the members must be present to constitute a quorum.

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

6.5 Administration, HR and Campus Management Committee

This Committee is responsible for, i*nter alia,* academic planning and campus management activities.

6.5.1 Terms of Reference

The Corporate and Academic Board [SSS] has delegated authority to the Administration, HR and Campus Management Committee, that reports into the Quality Audit Committee, as follows:

- Considering the planning and resource implications of strategic initiatives for developments, partnerships, and measures to improve the student experience

- Considering the academic portfolio including proposals for new internal and collaborative academic provisions

- Considering proposals for withdrawal of programmes

- Overseeing matters relating to data including ensuring that all relevant and necessary management data is collected and subsequently analysed with the level of sophistication required to make evidenced-based decisions and to disseminate relevant analyses across SSS

- Having oversight of student recruitment, admissions, and number planning issues per campus

6.5.2 Membership

- Chair: Drawn from the Associate Deans or equivalent

- Representative of the HR Department

- Representative of the Admissions and Retention Department

- Representative of the Teaching and Learning Department

- Representative of the Student Support Department

- Admin, HR & Campus Designated member

- Representative of the Registrar and Controller Examinations

- Representative of the IT Support Department

- Student Voice designated member

6.5.3 Quorum

No business shall be transacted at any meeting if the persons attending it do not constitute a quorum. 50% of the members must be present to constitute a quorum.

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

Control Panel

Document Control Box	
Policy/Procedure Title:	Corporate and Academic Governance
Version No:	1
Frequency of Review:	Annually
Availability	Public Domain
Policy Owner:	Quality Assurance Department
Lead Contact:	Dr. Sheku Kakay
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Approving Authority:	UKCAB Board of Trustees
Sign-Off Date (DD/MM/YYYY):	24/03/2025
Signatory:	Zahid Bhatti
Next Review Date:	March 2026