

# **IBCM**

## **Governance Handbook**

### **Governance Framework and Terms of Reference for Boards and Committees**

### **Version Tracking**

- v1.1 - updates to membership in advance of final review and submission to the Board for approval
- v1.2 - Board of Directors renamed Board of Governors
- v1.3 - Staff titles confirmed. Management Committee renamed Executive Committee.
- v1.4 - Specific reference to OfS Public Interest Principles added (p.8).
- v1.5 - Membership to Board requirements, and Board responsibilities, conflict of interest statement,
- v1.6 - Membership to Board revisions for co-opted student membership
- v1.7 – Inclusion of Advisory Group
- v1.8 – Clarity on operational procedures relating to governance framework, operational documentation provided in Annex. Update membership details. Schedule of Delegation.

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## Purpose of the Handbook

The Handbook provides clarity on the governance arrangements at International Business College Manchester (IBCM, the College). It is designed to be used by stakeholders within the College, and for the purposes of assuring external stakeholders of the arrangements in place. The governance arrangements are reviewed annually by The Board of Governors, and through external regulatory and awarding body reviews.

## Governance Practice

IBCM is committed to transparency and good governance in all its activities and strives to conduct its affairs in a responsible and transparent way. In support of this it has adopted the Core Values of Higher Education Governance and the Seven Primary Elements of Higher Education Governance that underpin the values and beliefs identified within the CUC Higher Education Governance Code of Governance<sup>1</sup>.

Governance of IBCM is conducted according to the Seven Principles identified by the Nolan Committee on Standards in Public Life<sup>2</sup>, and follows the Public Interest Principles established by the Office for Students<sup>3</sup>. These, together with the CUC code values and primary elements, are articulated within the Terms of Reference for the Governing Body.

Core values that underpin the governance framework and practice.

- Integrity: transparency, accountability, honesty, freedom of speech and academic freedom
- Sustainability: financial and environmental
- Inclusivity: equality, diversity, accessibility, participation and fair outcomes for all
- Excellence: high quality research, scholarship and teaching
- Innovation and growth: social, economic and cultural
- Community: public service, citizenship, collegiality, collaboration

## Governance Framework Overview

The company shareholders (International Business College Manchester Ltd) have established a Board of Governors ('the Board') as the governing body of IBCM, to ensure the success of the institution by setting the strategic direction and ensuring the mission, goals and objectives are achieved.

Its core purpose is to look after the interests of the shareholders, the employees, and the students. The members will:

- approve IBCM strategy and help develop proposals on strategy
- scrutinise performance and management in meeting agreed goals and objectives, and monitor accurate reporting and regulatory compliance of IBCM
- satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible
- ensure that IBCM complies with its legal obligations as a company to implement financial and management policies consistent with the Companies Act and the applicable financial standards, and codes of governance
- approve the annual budget of IBCM
- ensure the organisation and structures are appropriate

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<sup>1</sup> <https://www.universitychairs.ac.uk/wp-content/uploads/2020/09/CUC-HE-Code-of-Governance-publication-final.pdf>

<sup>2</sup> <https://www.gov.uk/government/publications/the-7-principles-of-public-life>

<sup>3</sup> <https://www.officeforstudents.org.uk/advice-and-guidance/regulation/conditions-of-registration/public-interest-governance-principles/>

- ensure conformity to statutory duties and regulations covering, amongst other things, statutory accounts, taxation, health and safety, employment and environment.

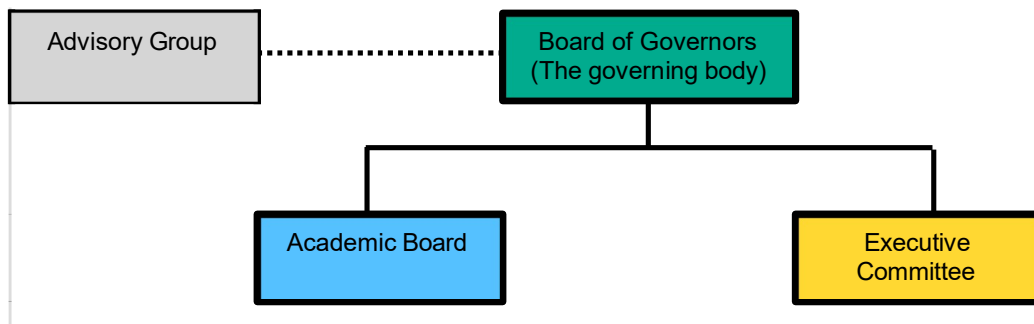
The Board of Governors has established an Academic Board as the senior academic authority at IBCM. Subject to overall responsibility of the Board of Governors, the Academic Board acts as the overarching authority and decision-making body for matters concerning academic strategy and policies, academic standards, curriculum design and development, the organisation of teaching, assessment and research and the overall quality of learning opportunities and student welfare. This is aligned with the expectations of awarding bodies and academic partners.

The Board oversees the activity of the Executive Committee, who have delegated responsibility to manage the day-to-day operation of the College. The Board mandate the Executive Committee to drive the strategic plan. This team will also have a strategic layer to its role, to continually monitor the direction of travel of the College and the sector, and risks and opportunities that arise, and where it may be necessary to reconsider existing strategy to liaise with The Board as necessary.

### Approach to Governance framework

The governance framework in place is considered appropriate for the nature, scale and complexity of the provider. This takes in to account the number of students, staff and the programme portfolio typical of a small specialist provider like IBCM. Likewise, expectations with regards skill mix and potential situation where various individuals might be required to sit on the same committees is taken into account. The governance framework is subject to review and its ongoing appropriateness will be considered as part of that review.

### Governance framework diagram



## Committee Terms of Reference

### The Board of Governors ('The Board')

Authority: Mandate from International Business College Manchester Ltd

Meets: At least three times per year and otherwise as may be determined by the Chair

#### 1. Purpose:

The Board of responsible for:

- 1.1. ensuring institutional sustainability by working with the Executive Committee to set the institutional mission and strategy, and that appropriate steps are being taken to deliver them
- 1.2. ensuring that there are effective systems of control and risk management
- 1.3. the statutory oversight of IBCM and to ensure that it meets the standards of both a company limited by shares and of an institution subject to external regulatory frameworks.
- 1.4. ensuring physical and human resources are in place to meet the needs of students, and for ensuring the enhancement of the learning experience and the maintenance of academic standards.
- 1.5. final decisions on activities and developments of key strategic importance.

#### 2. Membership of the Board of Governors:

2.1. The Board of Governors shall consist of:

- Managing Director/CEO or equivalent position (unless they choose not to be a member)
- Company Directors/Owner (unless they choose not to be a member)
- Independent member/s (external)
- Internal member/s (co-opted staff)

2.2. The Board of Governors shall determine its membership numbers and composition, provided always that:

- there are at least four members and no more than ten
- there is at least one external member who is independent of the provider and whose term of office is normally limited to a maximum of three terms of three years or two terms of four years, or as required by the OfS or equivalent regulator.

2.3. Independent members shall be persons appearing to the appointing authority (the company directors) to have experience of, and to have shown capacity in industrial, commercial or employment matters or the practice of any profession.

2.4. The Board of Governors shall determine the periods of office of the Independent members and the Internal members, provided that such terms do not exceed those prescribed above. Such members shall hold and vacate office in accordance with the terms of their appointment.

2.5. All Independent members have voting rights except where a conflict of interest occurs.

2.6. Co-opted members are expected to contribute their direct knowledge and experience of the learning environment at the college and to thereby ensure that relevant interests and concerns are taken into account at the highest level of governance. Co-opted members are not normally governors of the college and shall be co-opted for such period as is determined at the time of their appointment.

2.7. Co-opted members are not normally involved in business relating to individual members of staff or students, or other commercially sensitive matters that might be considered under a reserved agenda.

2.8. Membership

- Steve Phillips (Independent, Chair)
- Mark Harrington (Managing Director, Deputy Chair)
- Rachena Kumari (Principal)
- Hayem Pinczewski (Accountant)

- Ian Moore (Academic Manager)

In attendance

- Debby Dawson (Serving Officer)

### **3. Conflict of Interest**

- 3.1. As part of the Governor recruitment and appointment process due diligence is undertaken to ensure that any potential conflicts of interest are identified and the Board informed before any appointment is confirmed, and relevant details maintained within a Register of Interests.
- 3.2. Governors are requested to notify the Serving Officer of any changes on an ongoing basis. In addition, an annual review of the Register is undertaken as part of the Boards audit function.
- 3.3. Where a conflict of interest arises from an agenda item at a meeting off the Board, Governors should declare the interest before or at the start of the meeting, or as soon as it becomes apparent during the course of the meeting, whether or not the interest is already formally recorded in the Register.

### **4. Quoracy**

When three members are present. If less than three present business may still take place but any decision will require ratification by a quorate Board of Governors.

### **5. Statement of Responsibilities**

The Board commits to a high standard of governance in line with sector best practice, including the IHE Ten Principles of Governance and the Public Interest Governance Principles applicable to Office for Students (OfS) registered providers. Summarised as follows:

#### **5.1 Clarity and Responsibility**

- The provider shall have a clear governance framework, defining roles, responsibilities, and accountability between the Board (as the primary decision-making body) and executive management.
- The Board has collective responsibility for the long-term success of the provider, including its values, culture, and strategy.

#### **5.2 Academic Governance**

- There shall be an explicit framework for academic governance and management of academic risk to ensure that academic standards are maintained, and quality is enhanced.
- The Board shall receive evidence and assurance that academic governance arrangements are adequate and effective.
- Academic staff have freedom within the law to question, explore, and innovate without fear of retribution.

#### **5.3 Risk and Control**

- The Board has overall responsibility for risk management, internal controls, and the sustainability of the provider's operations, including academic risk.
- Risk management arrangements shall be comprehensive and transparent, including clear mechanisms for monitoring and mitigating risk.

#### **5.4 Size, Skills, and Effectiveness**

- The Board shall have an appropriate size, composition, diversity, and skills mix to meet the provider's scale, complexity, and regulatory obligations.

- Board members shall discharge their duties effectively and efficiently.

#### 5.5 Integrity and Accountability

- Board members and senior staff shall act with integrity, professionalism, and transparency.
- The provider shall operate openly, honestly, and accountably, demonstrating high standards of conduct.
- All members of the Board, senior staff, and persons exercising significant influence shall be fit and proper.

#### 5.6 Remuneration

- Remuneration for Board members and senior staff shall be fair, transparent, and aligned with the provider's strategy and long-term sustainable success.

#### 5.7 Reporting and Transparency

- External reporting shall be fair, balanced, and accurate.
- Board and committee minutes shall be published, except where confidentiality is required.
- The Board shall ensure value for money for students and, where applicable, taxpayers.

#### 5.8 Stakeholder and Student Engagement

- The Board shall engage appropriately with shareholders, stakeholders, and students.
- Students shall have meaningful opportunities to participate in governance and influence decision-making.

#### 5.9 Freedom of Speech

- The provider shall take all reasonably practicable steps to secure freedom of speech within the law.

### 6. Terms of Reference

The Board is responsible for:

- 6.1. The mission, character and reputation of IBCM at a strategic level, and being assured that appropriate steps are being taken to deliver them in the interests of students and other stakeholders
- 6.2. Establishment and monitoring of systems of control and accountability, including benchmarking of performance where possible and appropriate
- 6.3. Maintaining the financial viability and solvency of the College, and that proper accounting procedures are followed, and to approve annual budgets and financial statements
- 6.4. Appointment of key executive and board position
- 6.5. Ensure the board is appropriately sized, skilled, and experienced to discharge its responsibilities and establish processes to monitor and evaluate its performance and effectiveness..
- 6.6. Approving Scheme of Delegation
- 6.7. Establishment and approving of Terms of Reference, composition of, and considering minutes and reports from the following sub-committees:
  - Academic Board
  - Executive Committee
- 6.8. To ensure external regulatory body requirements relating to financial, quality and data audit are met through appointment of sub-committee or other well informed authoritative body
- 6.9. To ensure that governance structures and processes are fit for purpose by referencing them against recognised standards of good practice
- 6.10. Overall responsibilities for preserving academic standards and ensure that processes are in place to establish and maintain academic standards of the programmes and for the enhancement of the quality of learning opportunities

- 6.11. Ensuring legal requirements of a limited company, including health and safety are met
- 6.12. Safeguarding the good name and reputation of IBCM, its staff and students
- 6.13. Ensuring that there are adequate and effective arrangements in place to provide transparency about value for money for all students and where appropriate, for tax payers
- 6.14. Overseeing the financial strategy and financial management of IBCM to ensure that it meets the needs of students and enables the enhancement of the learning experience and the maintenance of academic standards.
- 6.15. To provide assurance, through an audit working group or similar body, that conditions as set by regulatory and funding bodies, and requirements of financial memoranda, are being met. These include the need to:
  - use funds for proper purposes and achieve good value for money;
  - have a sound system of risk management, financial control and governance;
  - ensure the use of regular, timely and adequate information to monitor performance;
  - track use of public funds; and safeguard institutional sustainability
- 6.16. To identify any business which the Chair of the Board of Governors may wish to be reserved from co-opted members.

## **6. Standing Orders**

- 6.1. The agenda and associated papers will be distributed by the Chair at least one week before the meeting.
- 6.2. Minutes will record key decisions, actions, and responsibilities, ensuring clarity of accountability.
- 6.3. The Board may establish working groups or task forces to undertake specific tasks or investigations as required.
- 6.4. Meetings will be conducted in accordance with the principles of fairness, transparency, and efficiency, and with due regard to confidentiality where appropriate.

## **7. Chairs action**

The Chair is to have delegated authority to act between meetings, following consultation with members as required, to deal with urgent matters or in exceptional circumstances. Details of any action should be reported to the next meeting.

## **8. Confidentiality**

The record of matters which the Chair and the Board of Governors are satisfied should be dealt with on a confidential basis will be recorded separately to the main minutes.

## **9. Reporting**

- 9.1. Draft minutes of Board meetings will be circulated to all members promptly after each meeting for review and comment.
- 9.2. Once approved, minutes (or a summary of decisions) will be published on the College website, subject to redaction of confidential or commercially sensitive information as determined by the Chair.
- 9.3. Reports from sub-committees or advisory bodies will be considered by the Board in accordance with their Terms of Reference and will inform Board decisions as appropriate.

## **10. Review**

- 10.1. The Board will review these Terms of Reference at least annually to ensure they remain fit for purpose, reflect current regulatory requirements, and continue to meet the strategic needs of the College.
- 10.2. Any proposed amendments will be approved by the Board and recorded in the meeting minutes.
- 10.3. The Board may undertake a self-assessment or external review to evaluate the effectiveness of its Terms of Reference and overall governance arrangements.

## 11. Cycle of Business

<b>T1</b>	<b>T2</b>	<b>T3</b>
<b>Strategic Oversight and Planning</b>	<b>Governance &amp; Compliance</b>	<b>Academic and Financial Oversight</b>
Review and update mission, vision and strategic goals, aligned to regulatory requirements and markets trends	Review and update governance policies, including statutory and legal requirements	Review academic standards, programmes quality, curriculum enhancements, and quality assurance processes
Define key priorities and initiatives to advance long-term objectives	Conduct governance self-assessments and prepare for external audits and reviews	Monitor student outcomes, retention and progression metrics
Monitor progress against previous strategic objectives	Approve and review scheme of delegation	Review financial performance, approve major expenditure, and consider annual budgets
	Conduct an annual review of Board operations and governance practices	
Review risk registers and mitigation strategies		
Review reports and recommendations from sub-committees		
Review external market trends, regulatory updates, and emerging risks		

## Executive Committee

Authority: Delegated from Board of Governors

Meets: Monthly and otherwise as may be determined by the Chair

### 1. Constitution and purpose

The Executive Committee supports the Managing Director and the Principal in developing and implementing IBCM's strategy and plans.

### 2. Membership

- Mark Harrington (Managing Director, Chair)
- Rachena Kumari (IBCM Principal, Deputy Chair)
- Debby Dawson (Quality Manager, Serving Officer)
- Robert Squire (Financial Officer)
- Inma Sanchez (Marketing Director)
- Ian Moore (Academic Manager)

### 3. Quoracy

When three members are present. If less than three present business may still take place but any decision will require ratification by a quorate Committee

### 4. Terms of Reference:

The Executive Committee will advise and assist the Managing Director and the Principal in:

- 4.1. Understanding and interpreting the strategic environment in which IBCM operates
- 4.2. Developing, considering and recommending to the Board of Governors new and revised strategies and plans
- 4.3. Leading on the academic and development strategy, including commercial activities
- 4.4. Proposing the annual budget
- 4.5. Receiving, approving and monitoring operational and departmental plans in conjunction with the senior management team and departmental and faculty leads.
- 4.6. Ensuring compliance with current legislation including equality, health and safety, and data protection, and responding to the requirements of new legislation
- 4.7. Taking responsibility for effective communication and implementation of IBCM's strategy, plans, policies and decisions
- 4.8. Ensuring the effective management of IBCM's financial, human and physical resources

### 5. Standing Orders

- 5.1. Agendas and papers will be circulated by the Chair at least one week before meetings.
- 5.2. Minutes will record key decisions, actions, responsibilities, and timelines.
- 5.3. The Committee may establish working groups or task forces to address specific issues or projects.
- 5.4. Meetings will be conducted in accordance with principles of fairness, transparency, efficiency, and confidentiality where appropriate.

### 6. Chairs action

The Chair is to have delegated authority to act between meetings, following consultation with members as required, to deal with urgent matters or in exceptional circumstances. Details of any action should be reported to the next meeting.

### 7. Reporting

- 7.1. The Executive Committee reports to the Board of Governors.
- 7.2. Draft minutes will be circulated promptly after each meeting.
- 7.3. Minutes and reports are confidential unless expressly approved for broader circulation by the Chair or Board.

### 8. Review

- 8.1. The Terms of Reference will be reviewed annually to ensure alignment with current governance practices, regulatory requirements, and the College's strategic needs.
- 8.2. Any amendments require Board approval and will be recorded in meeting minutes

## Academic Board

Authority: Delegated by The Board of Governors.

Meets: At least three times per year and otherwise as may be determined by the Chair

### 1. Purpose

The Board of Governors has established the Academic Board to be the academic authority of the College

- 1.1. The Academic Board shall promote academic freedom and freedom of speech within the law for staff and students of the College and for invited external speakers
- 1.2. All matters relating to academic standards are considered with reference to awarding body overarching responsibilities, policies and procedures. The power and responsibilities of the Academic Board are subject to those of the awarding body in all relevant matters.
- 1.3. The Academic Board is responsible for setting, maintaining and assuring the academic standards of the college and any awards it makes. The Academic Board shall take such measures and act in such a manner as shall best promote the academic and professional work of the College and safeguard the integrity and standards of its awards

### 2. Membership

- Ian Moore (Academic Manager, Chair)
- Rachena Kumari (IBCM Principal, Deputy Chair)
- Debby Dawson (Quality Manager, Serving Officer)
- Programme leader Engineering
- Programme lead (Business)
- Programme lead (Foundation)
- Programme lead (Professional)
- Student Representative

### 3. Quoracy

When four members are present. If less than four present business may still take place but any decision will require ratification by a quorate Board.

### 4. Terms of Reference

The Academic Board is responsible for:

- 4.1. The maintenance of academic standards, and the development and enhancement of learning, teaching and assessment, scholarship and research, and to develop and communicate IBCM's vision in this regard
- 4.2. Ensuring the development and review of an appropriate quality and standards framework in line with the Office for Students and other regulatory frameworks and guidance including those of other awarding bodies
- 4.3. Maintaining strategic oversight of the development of IBCM's academic and related activities and to advise the Executive Committee on the resources needed to support these
- 4.4. Approving the framework of principles, policies, and procedures related to IBCM's education provision, including those relating to the approval and closure of programmes, and staff training and development
- 4.5. Reviewing delivery, curriculum, and the development of new programmes
- 4.6. Recommending appointment and oversight of external examiners, and receiving and considering responses to external examiners' reports
- 4.7. Assuring the quality of students' academic experience and learning opportunities, and related policies and procedures
- 4.8. Approving documentation and reports for external purposes, and response to external review reports, and information provided to external organisations
- 4.9. To review and ratify grades and progression reports before submission to external bodies
- 4.10. Approving policies and procedures for the assurance of the quality of information about its provisions
- 4.11. Fostering an ethos of inclusive practice and widening participation

- 4.12. Reporting concerns to the Executive Committee on financial pressures impacting on quality and standards
- 4.13. Providing advice and guidance to the Board of Governors on the academic development plan and academic partnerships
- 4.14. Providing an annual report on its activity to the Board of Governors
- 4.15. Monitoring compliance with the Terms of Reference and remit of its sub-committees, and ensure annual review of Terms of Reference

## **5. Standing Orders**

- 5.1. Agendas and papers will be circulated by the Chair at least one week before meetings.
- 5.2. Minutes will record key decisions, actions, responsibilities, and timelines.
- 5.3. The Committee may establish working groups or task forces to address specific issues or projects.
- 5.4. Meetings will be conducted in accordance with principles of fairness, transparency, efficiency, and confidentiality where appropriate.

## **6. Chairs action**

The Chair is to have delegated authority to act between meetings, following consultation with members as required, to deal with urgent matters or in exceptional circumstances. Details of any action should be reported to the next meeting.

## **7. Confidentiality**

The record of matters which the Chair and the Academic Board are satisfied should be dealt with on a confidential basis will be recorded separately to the main minutes.

## **8. Reporting**

- 8.1. The Academic Board reports to the Board of Governors.
- 8.2. Reports and recommendations requiring Board approval will be submitted through the Chair.

## **9. Review**

The Terms of Reference should be reviewed at least once a year to ensure they remain fit for purpose.

## Advisory Group

Authority: Delegated by The Board of Governors.

Meets: As may be determined by the Managing Director

### 1. Purpose

The Board of Governors has established an Advisory Group to provide guidance, direction and opinion on college strategy and business and to support the Managing Director. Members will be appointed by the Managing Director as relevant to their areas of expertise and membership may vary from meeting to meeting.

### 2. Membership

- Mark Harrington (Managing Director)
- Sector experts and representatives

### 3. Quoracy

The Advisory Group is not required to undertake decision making and therefore no quoracy expectations.

### 4. Terms of Reference

The Advisory Group will:

- 4.1. Examine business development opportunities
- 4.2. Provide advice and support about curriculum and relevance to business, industry, labour and professional development practices
- 4.3. Advise on critical business risks
- 4.4. Review matters concerning existing stakeholders
- 4.5. Review matters concerning potential and new stakeholders
- 4.6. Appraise strategic options
- 4.7. Seek external expertise on relevant business environment changes as appropriate
- 4.8. Provide intelligence reports to the IBCM Board

### 5. Reporting

The Advisory Board reports to the Managing Director. Summary reports on activity will be provided to the Board of Governors as and when requested.

### 6. Review

The Terms of Reference should be reviewed at least once a year to ensure they remain fit for purpose.

## Annex A: Schedule of Delegation

### Board of Governors

The Board of Governors shall hold the power to approve and responsibility for the following matters. Where stated, certain powers have been delegated to specialist committees of the Board.

#### Strategy

- The College Vision and Strategic Plan
- Values Statement
- Performance Indicators
- Approving overarching key strategies including those on finance, estates, people (including pay and conditions of work), marketing, teaching & learning
- Risk Management Framework

#### Organisation

- Approval of Budgets
- Policies requiring Board approval
- Merger, incorporation and major institutional alliances
- Creation and closure of faculties, academic department and disciplines
- Establishing, terminating, selling any company or joint venture company
- Appointment of the serving officer to the Governing Body
- Establishing and dissolving committees and operation boards to aid the Board of their responsibilities.

### Executive Committee

The following powers have been delegated to the Executive Committee.

- Coordination of non-academic management and academic services.
- Oversight of management and operational activities between departments.
- Approve sub-strategies, or strategies delegated by the Board of Governors, and agree the procedure of approval and consultation with other Committees.
- Recommend for approval to the Board of Governors the annual College Budget, and thereafter adjust budgets up to 10%
- Approve the closure of individual student or business debt below £11,000 outstanding over 12 months
- Approve non-academic policies and agree the procedure for approval.
- Approve non-academic structural and staffing changes.
- Responsibilities of the Executive Committee should be detailed in its terms of reference. This should include a report to the Board of Governors on student experience and engagement.

### Academic Board

The following powers have been delegated to the Academic Board.

- Approval and management of academic governance, changes to existing courses, new courses of study, academic awards, examinations, prizes, scholarships & grants.
- The approval of terms of reference and composition of any Academic Sub-Committees and appointment of members of the Academic Board.
- Make arrangements for the delegation of responsibilities as necessary to Sub-Committees of the Academic Board.
- Responsibility for actioning any matter the Board of Governors delegates that would have a material or adverse impact on the College's financial position, liabilities, future strategy or reputation.
- Approval of the Student Representative Charter or equivalent.
- Approve strategies/sub-strategies relevant to academic matters, where this responsibility has been delegated from the Board of Governors.

- To receive reports on other issues which fall within its remit of academic matters and to approve recommendations as appropriate.
- To receive reports on quality assurance and quality assessment measures employed by the College from relevant Sub-Committees, and to approve recommendations as appropriate, and to review outcomes.
- To establish regulations and procedures for compliance with the Statutes and Ordinances as approved by the Board of Governors.
- Approval of academic structural and staffing changes.
- Responsibilities of the Academic Board should be detailed in its terms of reference. This should include a report to the Board of Governors inclusive of academic quality and standards.

## Annex B: General Voting Principles

### General Voting Principles:

- **Quorum:** A specified number of members must be present for the meeting to be valid. This is set out in the terms of reference for each committee.
- **Majority Vote:** Decisions are usually made by a majority vote. The specific majority required (e.g., simple majority, two-thirds majority) may vary depending on the importance of the decision.
- **Abstentions:** In some cases, members may abstain from voting, and this may not affect the outcome unless a specific quorum or majority is required. Abstentions are counted as non-votes.
- **Chair's Vote:** In many cases, the chair of the meeting may only cast a vote if there is a tie. This is often referred to as a "casting vote."

### Types of Votes:

- **Ordinary Decisions:** These are typically made by a **simple majority** (more than half of the votes cast) of those present and voting. This applies to day-to-day decisions, such as approving minutes, routine policy changes, or procedural matters.
- **Significant Decisions:** For more significant decisions, such as changes to governance structures, major academic policy decisions, or matters related to financial oversight, a **two-thirds majority** or a **special majority** (e.g., 75%) might be required to ensure consensus and safeguard the integrity of the decision-making process.
- **Amendments to Governing Documents:** Changes to foundational documents, such as the college's governance framework, strategy, or academic regulations, might require **special resolutions** that are passed by a **supermajority** (e.g., at least 75% of votes).
- **Appointments:** Elections or appointments to key governance roles (e.g., Board members, committee chairs) may also require a **simple majority**, or, in the case of high-profile appointments, the approval of a **supermajority**.

### Board/Committee-Specific Voting Requirements:

- **Academic Board:** Typically has a focus on academic matters, where decisions on curriculum, assessment, and academic standards may require a **simple majority** or **two-thirds majority** depending on the significance of the decision.
- **Executive Committee:** Decisions at the senior management level might be made by consensus or by majority, with the **Chair** having the casting vote in the event of a tie.

### Voting in Committees/Working Groups:

- **Decision-Making Committees:** For committees that make binding decisions (e.g., Board of Governors, Academic Board), voting would typically require a **simple majority**, although important matters such as changes to the institution's strategy might require a **two-thirds majority**.

### Proxy Voting & Remote Participation:

- **Proxy Voting:** Some governance bodies may allow voting by proxy for members who are unable to attend in person. This will normally be organised through email.
- **Virtual or Remote Voting:** In the case of hybrid or fully virtual meetings, electronic voting mechanisms may be implemented, with the same majority requirements as in in-person meetings.

### Approval of Key Decisions:

- **Strategic Plans or Budgets:** For decisions with long-term impact, such as approval of the college's strategic plan, budget, or major capital projects, a **two-thirds majority** or **special resolution** may be required to ensure broad agreement and institutional stability.
- **Policy Changes:** Changes to important college policies (e.g., student conduct policies, tuition fees, and academic regulations) generally require a **simple majority** of the relevant body.

## Annex C: Guidance for Chairs and Secretaries

### 1. Guidance for Chairs

The Chair plays a pivotal role in ensuring the effectiveness, transparency, and integrity of governance processes. Key responsibilities and guidance include:

#### 1.1 Leadership of Meetings

- Ensure that meetings are planned and conducted efficiently, with clear agendas circulated in advance.
- Facilitate constructive discussion, encouraging contributions from all members while maintaining focus on the agenda.
- Manage any conflicts or differences of opinion impartially, ensuring all voices are heard.

#### 1.2 Decision-Making and Oversight

- Promote collective responsibility and ensure that decisions are made in line with strategic objectives, regulatory requirements, and good governance principles.
- Ensure that any decisions taken reflect proper deliberation, transparency, and accountability.
- Where urgent matters arise between meetings, exercise delegated authority appropriately, reporting actions to the next meeting.

#### 1.3 Governance and Compliance

- Ensure compliance with the provider's governance framework, terms of reference, and standing orders.
- Promote adherence to statutory and regulatory requirements, including those of the Office for Students (OfS).
- Maintain a culture of integrity, fairness, and transparency, including managing conflicts of interest appropriately.

#### 1.4 Engagement and Communication

- Act as the primary conduit between the Board or committee and senior management or external stakeholders where required.
- Ensure that key issues, risks, and recommendations are effectively communicated to the Board or relevant committees.
- Support appropriate engagement with students, staff, and other stakeholders as relevant to the remit of the Board or committee.

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### 2. Guidance for Serving Officers

The Serving Officer supports the Chair and members in ensuring that governance processes are carried out effectively. Key responsibilities and guidance include:

#### 2.1 Preparation and Administration

- Draft and circulate agendas, papers, and supporting documents in good time, ensuring relevance and clarity (see schedule below).

- Maintain records of meetings, including accurate minutes that reflect key discussions, decisions, and actions.
- Ensure that all actions are tracked and followed up appropriately.

## 2.2 Compliance and Record-Keeping

- Maintain registers, including interests, attendance, and declarations of conflicts, ensuring they are up to date and accessible to members as required.
- Ensure compliance with standing orders, terms of reference, and statutory or regulatory requirements.
- Support the Chair in maintaining confidentiality and security of sensitive information.

## 2.3 Advice and Support

- Advise the Chair and members on procedural matters, governance best practice, and regulatory requirements.
- Assist with induction of new members, ensuring understanding of governance responsibilities and frameworks.
- Provide guidance on proper reporting, escalation of issues, and the preparation of annual governance reports.

## 2.4 Schedule of Board and Committee activities

<b>Timescale</b>	<b>Action</b>
4 weeks before the meeting	Issue call for Papers and a draft meeting agenda
1 week and 1 day before the meeting	Deadline for receipt of all Papers and agenda items
1 full week before the meeting	Circulate final agenda and Papers for pre-disclosure
Within 1 day following the meeting	Issue any agreed meeting Actions
Within 1 week following the meeting	Issue Unconfirmed Minutes

## Annex D: Agenda Template

**[Committee Name]**  
*Meeting to be held on [date] at [time]*  
*[location/online]*

**Members:**

### AGENDA

Item	Responsible	Doc. Ref. (link)
<b>Section 1: Welcome</b>		
1.1 Welcome and Apologies	Chair	
1.2 Terms of Reference (review/updates)	Chair	
1.3 Confirmation of minutes from the previous meeting	Chair	
1.4 Actions update	Chair	
1.5 Starring of agenda items	Chair	
<b>Section 2: Standing Items (to note unless starred)</b>		
2.1		
2.2		
<b>Section 3: Items to Decide</b>		
3.1		
3.2		
<b>Section 4: Items to Discuss</b>		
4.1		
4.2		
<b>Section 5: Items to Note</b>		
5.1		
5.2		
<b>Section 6: Close</b>		
6.1 Any other business	Chair	
6.2 Confirmation of next meeting date	Chair	

#### Key Contacts

Chair: (name – email address)

Serving Officer: (name – email address)

#### Actions Table

Action No.	Date	Minute Ref.	Action	Responsible Parties	Status

## Annex E: Minute Template

**[Committee name]**  
*Meeting held on [date] at [time]*  
*[location/online]*

**Attended:**

**Apologies:**

### MINUTES

Item
<b>Section 1: Welcome</b>
1.1 Welcome and Apologies
1.2 Terms of Reference (review/updates)
1.3 Confirmation of minutes from the previous meeting
1.4 Actions update
1.5 Starring of agenda items
<b>Section 2: Standing Items (to note unless starred)</b>
2.1
2.2
<b>Section 3: Items to Decide</b>
3.1
3.2
<b>Section 4: Items to Discuss</b>
4.1
4.2
<b>Section 5: Items to Note</b>
5.1
5.2
<b>Section 6: Close</b>
6.1 Any other business
6.2 Confirmation of next meeting date

#### **Key Contacts**

Chair: (name – email address)

Serving Officer: (name – email address)

Footnote: (Committee Name) Minutes. Taken by [First Initial. Last Name], [Job Title]. Approved: [DATE]

**Summary of items approved by Chair's Action (*since the last meeting*)**

Item / Document Title	Date approved	Any relevant notes

**Actions from this meeting**

Action No.	Date	Minute Ref.	Action	Deadline	Responsible Parties

**Items approved at this meeting**

Item / Document Title	Item type	Responsible Parties

# Annex F: Committee Report Template

<b>Date:</b>		<b>Committee:</b>		<b>Author:</b>	
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**Title: [INSERT REPORT TITLE]**

<b>For consideration (please highlight):</b>	To Note To Discuss To Decide
<b>Originating Action(s):</b>	
<b>Links to specific Committee/Department/Working Group KPIs/Strategy (as relevant)</b>	

**Narrative:**