



London Film Academy Governance

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INTRODUCTION AND CONTEXT

This document sets out the governance framework and management structure for the London Film Academy.

London Film Academy is the trading name of the Film Education Training Trust Limited. The Film Education Training Trust Limited is a private company limited by guarantee without share capital registered in England with Companies House under company number 04150042.

London Film Academy (**LFA**) was founded in 2001 and is based in London, UK. The LFA operates in collaboration with and under enabling powers of the University of Derby with regard to awarding degrees and other certified academic awards.



GOVERNANCE AT THE LFA

GUIDANCE AND REFERENCE DOCUMENTS

The LFA's governance framework has been developed by reference to the following:

Committee of University Chairs (CUC) - The Higher Education Code of Governance (December 2014 revised June 2018) (with particular reference to its primary elements, core values and guiding principles) (**The Higher Education Code of Governance**).

Office for Students (OfS) - Regulatory Framework (Public Interest Governance Principles), and the conditions and ongoing governance requirements set out by the OfS on 31 October 2019.

GOVERNANCE FRAMEWORK

The governance for the LFA comprises:

THE BOARD OF DIRECTORS

The LFA is managed by its Board of Directors which has the authority to exercise all the powers of the LFA and is accountable for all of the LFA's activities. The Board of Directors delegates certain powers to the Governance Board and the Principals. The Board of Directors is the main decision-making body who is subject to oversight by the Governance Board and whose decisions are implemented by the Principals and the management team of the LFA. The Board of Directors is regulated by the Articles of Association of the LFA and the Companies Act 2006.

THE GOVERNANCE BOARD

In addition to the fiduciary duties of the Board of Directors and their responsibility to meet all regulatory requirements, the Governance Board reviews and monitors regulatory compliance, quality assurance, management systems and programme delivery to ensure high standards are achieved in all areas of the LFA's work. The Governance Board is constituted of both executive and independent members. The Board of Directors has also delegated certain powers to the Governance Board to enable it carry out this role.

THE PRINCIPALS

The Principals are responsible for the day-to-day running of the LFA. They oversee and manage all the LFA's activities. The Principals sit on the Governance Board and have lead management responsibility for the LFA. The Board of Directors has delegated operational management authority to the Principals for this purpose.



SUB-COMMITTEES AND COMMITTEES

The Governance Board may create sub-committees to which it delegates specific responsibilities of the Governance Board to assist it in fulfilling its role.

The LFA may also create operational committees (described below as committees) to support the running of the LFA.

A sub-committee is a body convened to consider a specialist aspect of the remit of an existing committee or board. For example, a Finance Committee established to deal with detailed financial matters, which will make recommendations to the Governance Board could be a sub-committee. In most cases, a sub-committee will have membership drawn from its "parent" body. A "parent" body could for example, be the Governance Board or a committee.

A committee is a formal group of appropriately qualified and experienced individuals, constituted by the LFA for a specific reason, which meets on a regular and predetermined basis to consider defined topics and to make appropriate decisions or recommendations. Each committee operates according to defined rules with a set agenda for discussion and a formal process for recording outcomes, decisions and recommendations.

A higher committee or board (often a body with a higher remit), may use a specialist committee's recommendations to inform its own wider and more strategic decision making.

Further details about the LFA's sub-committees and committees can be found in the [Quality Assurance and Enhancement Handbook](#).



GOVERNANCE BOARD

AIM

To act as the body that oversees the activities of the executive and management of the LFA including monitoring and reviewing decisions of the Board of Directors in respect of matters of strategic significance to LFA's operations.

MEMBERSHIP

The Board of Directors shall determine the number of members of the Governance Board which number will not be less than five.

Membership shall be composed of an equal number of executive members and independent members plus one further independent member. For the purposes of this Governance Document an "independent member" is any person who is not on the Board of Directors, a Principal or who is not an employee of the LFA.

The Board of Directors shall appoint the executive members.

A Chair, who will be an independent member, will be appointed to the Governance Board. The Chair shall be appointed by the Board of Directors. The Chair will normally serve for a two-year period which is renewable subject to satisfactory performance.

The independent members to the Governance Board (other than the Chair) shall be appointed pursuant to the selection process set out in Section 5 of the Governance Board code of practice (below). Independent members will usually be appointed for a period of two years, which may be renewable, subject to satisfactory performance.

A student representative shall be invited to attend certain parts of each meeting of the Governance Board which are likely to have a direct impact on students at the LFA and where it is considered appropriate and prudent to take into account the views of the student body. Student representatives and external advisers who attend any Governance Board meeting may participate in the relevant part of the meeting but will not be entitled to vote on motions proposed.

It is expected that the Chair and independent members of the Governance Board will make themselves available, if appropriate, to serve on Governance Board sub-committees or other committees.

TERMS OF REFERENCE

GOVERNANCE BOARD STATEMENT OF PRIMARY RESPONSIBILITIES

The Governance Board shall have the following responsibilities within its remit:

- Oversee all aspects of the LFA's work which is of strategic significance, challenge and question the Board of Directors' and the Principals' decision making;
- Approve the strategic vision and annual budgets of the LFA set by the Board of Directors;



- Ensure that the LFA operates in accordance with the stated requirements and expectations of external regulatory and scrutiny bodies. This may include, after consultation with the Principals, reporting to the CUC or OfS (as the case may be) breaches by the LFA of the regulations laid down by the CUC or OfS where such breach has not been remedied to the satisfaction of the Governance Board;
- Maintain oversight across the LFA of planning, finance, audit, facilities management, health and safety, human resource management, equality and diversity and student development and engagement;
- Establish and monitor systems of control and accountability, including financial and operational controls and risk assessment;
- Review the performance of the LFA's senior management team;
- Monitor performance against plans, targets, projects and KPIs;
- Receive minutes and recommendations from relevant working groups, committees and Governance Board sub-committees;
- Ensure that all LFA procedures and processes operate fairly and effectively and are reviewed on a regular basis;
- Monitor and review arrangements for student admission, assessment, and student welfare and engagement;
- Monitor and review issues relating to equality, diversity and inclusivity;
- Monitor and review programme provision and the quality of the LFA's learning environment;
- Encourage student engagement in academic governance;
- Be informed by external developments in the higher education sector, so that the LFA can always be aligned with current practice and legislative requirements;
- Align its procedures and protocols with the guidance in the Higher Education Code of Governance;
- Monitor and review annually the contributions of all independent members;
- Review its own performance and effectiveness as a deliberative body every year and produce an annual governance report in respect of such performance and effectiveness; and
- Share this Statement, key outcomes of each Governance Board meeting and reports commissioned by the Governance Board, with staff, stakeholders and students.



GOVERNANCE BOARD STANDARD AGENDA

1. Apologies for absence
2. Confirmation of accuracy of minutes of previous meeting
3. Matters arising from minutes of previous meeting
4. Strategic issues, including key external developments
5. Relevant matters arising from minutes of LFA committees and sub-committees
6. External reports
7. Any other business
8. Date of next meeting

GOVERNANCE BOARD CODE OF PRACTICE

This document includes the following:

1. Principles to be applied by Governance Board
2. Interaction with other parts of the Governance Framework
3. Procedures
4. Requirements on Governance Board members
5. Selection of independent members
6. Removal of an independent member
7. Removal of the Chair
8. Review Arrangements
9. Governance Board Sub-Committees

1. PRINCIPLES TO BE APPLIED BY GOVERNANCE BOARD

1.1 Standards

The Governance Board will observe the highest standards of corporate governance. This includes ensuring and demonstrating integrity and objectivity in the transaction of its business and following a policy of openness and transparency in the dissemination of its work.

1.2 Support the LFA

The Governance Board has the duty to support and enable the LFA to achieve and develop its mission and primary objectives.

1.3 Reserved Matters

Notwithstanding the responsibilities and remit of the Governance Board, certain items may be declared to be 'reserved' by the Board of Directors, that is, business which for reasons of confidentiality is not open to discussion or consideration by the Governance Board. Such business will be kept to a minimum because of the general need for transparency and openness but would normally include matters relating to an individual member of the LFA or involving commercially sensitive material.

1.4 Principles of openness and transparency

Students and staff of the LFA should have appropriate access to information about the proceedings of the Governance Board. The agenda and the approved minutes of meetings or any written resolutions adopted pursuant to section 3.5 (Adoption of Resolutions) below, together with the papers considered at meetings, should (subject to the redaction of any confidential and/or sensitive information) generally be available for inspection by staff and students in a reasonably accessible manner. Information redacted from the agenda or minutes is likely to concern individuals, be subject to confidentiality obligations or have commercial sensitivity.

1.5 Monitoring effectiveness and performance

The Governance Board will regularly monitor its own effectiveness and the performance of the LFA against its planned strategies and operational targets.



2. INTERACTION WITH OTHER PARTS OF THE GOVERNANCE FRAMEWORK

2.1 Role of the Chair

The Chair shall be responsible for the leadership of the Governance Board and ultimately to the stakeholders for its effectiveness. He or she sets the agendas for meetings of the Governance Board in consultation with the Principals. As chair of Governance Board meetings he or she will promote the Governance Board's wellbeing and efficient operation, ensuring that its members work together effectively and have confidence in the procedures laid down for the conduct of business.

The Chair shall:

- ensure the highest standards of governance practice, including full and timely compliance with all legal and regulatory requirements;
- work with the Governance Board and Principals to develop, lead and support a strategy in respect of the LFA's business model and educational practice;
- ensure appropriate management by the LFA of statutory and management accounting and the establishment and management of a comprehensive risk map;
- ensure appropriate succession planning is in place in respect of the Principals and the Governance Board;
- review and lead the appraisal of organisational performance; and
- ensure that all members of the Governance Board have the information they need to take sound decisions, monitor effectively and provide advice to promote the success of the LFA;
- represent the LFA as required.

The Chair will also carry out the role of an independent member.

Where the Chair is unable to attend a meeting of the Governance Board he or she shall appoint another member of the Governance Board to act as Chair in his or her place.

2.2 Role of the Independent Members

As a member of the Governance Board, each independent member shall:

- together with the other members, be responsible for the proper fulfilment of the Board's responsibilities set out under the headings "Governance Board Statement of Primary Responsibilities" set out above;
- work collaboratively with the Principals and senior management to support and promote the success of the LFA;
- constructively challenge and help develop proposals on strategy providing the LFA with independent expertise and judgement; and
- provide advice, guidance and support to the Principals and senior management to ensure the successful delivery of the LFA's mission.

2.3 Role of the Principals in relation to the Governance Board

The Principals are responsible for the executive management of the LFA and its day-to-day direction. The Principals must not seek to determine matters which are reserved for the Board of Directors or the Governance Board.

The specific responsibilities of the Principals in relation to the Governance Board and Board of Directors include implementing the decisions of the Governance Board and the Board of



Directors, initiating discussion and consultation on proposals concerning the LFA's future development and ensuring that such proposals are presented to the Governance Board.

The Principals shall have high regard to the views and advice provided by the Governance Board.

Where funding is received from a government body or funding body, the Principals will be the officers designated under the terms of that body and/or regulatory framework ('the accountable officers'), to alert the Governance Board if any actions or policy under consideration would be incompatible with the terms of the regulatory framework.

2.4 Appointment and role of the Secretary

The Secretary to the Governance Board will be appointed by a unanimous decision of the Governance Board. Unless otherwise approved by the Board of Directors, it is expected that the Secretary will be a person who is a Principal or part of the management team of the LFA.

(Due to the size of the LFA this role may be combined with others and the Governance Board cannot require the Board of Directors or the Principals to recruit an additional person specifically to carry out this role).

Where a Secretary is not appointed or not available for any reason, the Principals shall carry out the role to the extent required for the proper functioning of the Governance Board.

The role of the secretary to the Governance Board is to provide support and assist the Governance Board in performing its duties.

The Secretary has a key role in ensuring that appropriate procedures are followed including:

- being responsible for providing or procuring the provision of operational and legal advice in relation to compliance with governance instruments;
- collating and distributing all papers submitted to the Governance Board;
- organising Governance Board meetings and the circulation of Governance Board meeting minutes;
- ensuring information provided to the Governance Board is timely, appropriate and enables an informed discussion so that the Governance Board can effectively discharge its responsibilities;
- evidencing resolutions of the Governance Board in accordance with section 3.5 (Adoption of resolutions) below;
- preparing minutes of Governance Board meetings in accordance with section 3.6 (Governance Board meeting minutes) below;
- providing administrative support in respect of recruitment including preparing information required for any vacancies on the Governance Board in accordance with section 5.1 (Selections Process) below;
- notifying a member of a decision of the Governance Board to remove or suspend him/her in accordance with section 6 (Removal of an independent member) below; and
- preparing terms of reference for new Governance Board sub-committees in accordance with the section 9 headed "Governance Board Sub-Committees" below.



3. PROCEDURES

3.1 Meetings

The Governance Board will meet in order to properly carry out its role and responsibilities.

The agendas for meetings shall be set by the Chair in consultation with the Principals. Members will receive agenda and papers at least one week in advance and will be expected to prepare for the meeting by reading all documents and noting points which they may wish to raise at the Governance Board meeting.

The Governance Board will receive minutes from the relevant sub-committees and committees. Minutes from the Board of Directors, the senior management and Operational Committees will be received and reviewed by the Governance Board when there are significant outcomes which require the Governance Board's consideration.

Members should attend all meetings if possible.

3.2 Quorum

The Governance Board shall only be considered quorate if an equal number of executive members (at least one of which must be a Principal) and independent members plus one independent member are present. Attendance includes by means of video or telephone link.

3.3 Meeting frequency and duration

The Governance Board will meet at least three times per calendar year. Meetings will be held at least once every four months and shall be scheduled a reasonable period in advance and spread out across the calendar year. The Chair will have the authority to convene additional special meetings in the case of necessity or emergency or to consider urgent business.

Meetings of the Governance Board will normally be expected to last two hours.

3.4 Decision Making

The Governance Board should exercise its responsibilities in a responsible and corporate manner. Members will not act individually, or as representatives of a constituency or in informal groupings, to take decisions on institutional business on an ad hoc basis outside the constitutional framework of the meetings of the Governance Board.

Any member whose view is not consistent with the decision of the Governance Board must abide by the principle of collective decision making and avoid putting specific interests before those of the LFA. Individually, a member must not make any agreement for which they do not have authority.

3.5 Adoption of resolutions

Resolutions of the Governance Board are passed by a majority of votes. Each member shall have one vote. The Governance Board may adopt written resolutions signed by all the members of the Governance Board without holding a meeting. Written resolutions can be adopted by members in writing (including emails) and can consist of a combination of written and electronic signatures of the members. Resolutions adopted in a Governance Board meeting can be evidenced by a statement signed by the Chair, or in his or her absence, the acting Chair of the meeting, or by the Secretary to the Governance Board.

No member may be bound, when speaking or voting, by mandates given to him or her by others, except when acting under arrangements approved by the Chair as a proxy for another member of the Governance Board.



3.6 Governance Board meeting minutes

All outcomes and decisions will be formally recorded in the minutes.

The Secretary to the Governance Board or any other person designated as the meeting secretary will prepare the draft minutes of a meeting. The minutes will be approved and adopted by resolution at the subsequent Governance Board meeting or by a written resolution signed by all the members of the Governance Board.

3.7 Delegation

Where appropriate and permissible, the Governance Board may delegate authority or allocate some of its work to sub-committees and to the relevant committees, grant delegated authority to the Chair or to a sub-committee to act on its behalf, or delegate responsibility to the Principals and senior management of the LFA. Such delegations must be clearly defined in writing and be formally approved by the Governance Board.

Such delegations can include:

- **Delegation to the Chair:** The Governance Board may grant delegated authority to the Chair to act on its behalf between meetings. Action taken under delegated authority will normally consist of business that would not have merited discussion at a Governance Board meeting (such as the signing of routine documents, and detailed implementation of matters already agreed by the Governance Board).
- **Urgent Business:** Occasionally, matters may arise which are judged too urgent and important to await the next meeting of the Governance Board. The Chair then has the option of calling a special meeting, consulting the members of the Governance Board by correspondence, or dealing with the matter by Chair's action. The Chair must not take decisions by Chair's action where it is inappropriate to do so, and not to exceed the scope of the delegated authority granted by the Governance Board. The Chair's action on matters of importance should only be taken where delaying a decision would disadvantage the institution. Where the Chair's action is taken, a report must be made by the Chair to the next meeting of the Governance Board.
- **Delegation to sub-committees and retention of key functions:** The Governance Board may delegate responsibilities to sub-committees.

Having delegated authority to other bodies or individuals to act on its behalf, the Governance Board is nevertheless still ultimately accountable and has to accept responsibility for the actions taken.

4. REQUIREMENTS ON GOVERNANCE BOARD MEMBERS

4.1 Attendance

Members of the Governance Board are expected to achieve a high level of attendance for Governance Board meetings, plus additional preparation and travelling time and additional attendances for sub-committee meetings, committee meetings, special meetings or projects.

The benchmark attendance expected of the Chair and the independent members of the Governance Board will be 100%.

Poor attendance or a lack of preparation by Governance Board members imposes more work on fellow members and may leave meetings inquorate.

Members may also be expected to serve on a sub-committee, committee, working group or occasional task force during their period of office.

Members may also be invited to attend other events and activities held by the LFA.



Occasional attendance by members may possibly be required for special activities, such as audit visits by external agencies.

The Governance Board will be responsible for monitoring the attendance of all members of the Governance Board and sub-committees (as well as any other commitments) and the Chair will present these data once per calendar year to the Governance Board for review. Upon review of these data, should it be necessary, the Governance Board will make recommendations to the Chair for remedial action to be taken.

Members of the Governance Board should let the Secretary or the Chair know of any difficulties they may be facing in attending meetings as soon as possible so that a proactive approach can be taken to the situation.

4.2 Attending Induction

New independent members of the Governance Board must ensure that they attend an induction session by the Chair and/or the Principals prior to joining the Governance Board. This will outline the work of the LFA and its governance arrangements.

4.3 Special responsibilities

Governance Board members may be asked to take on a specific area of responsibility to monitor on behalf of the Governance Board and to lead reports on their allocated area at Governance Board meetings. It is expected that members taking on these roles will respect the accepted boundaries between the management and governance of the LFA, but will familiarise themselves with the particular area of operation, perhaps through meetings with relevant staff or visits to the LFA, so that they can discuss developments in their appointed area with the Governance Board.

4.4 Awareness of LFA operations

The Governance Board exists to ensure that the mission of the LFA is fulfilled. To do this, members of the Governance Board need to keep themselves fully informed of developments in the LFA, and in higher education generally, and about the operations of the LFA. Members may also wish to take part in any other relevant training and development events organised by the LFA.

4.5 Standards of corporate governance

The Governance Board has a duty to fulfil the highest standards of corporate governance at all times and its members should ensure that they are discharging their duties with due regard for the proper conduct of public business.

As such, Governance Board members must observe the *Seven Principles of Public Life* drawn up by the Nolan Committee.

These principles are as follows:

- **Selflessness** Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefit for themselves, their families or their friends
- **Integrity** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties
- **Objectivity** In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit



- **Accountability** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office
- **Openness** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands
- **Honesty** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest
- **Leadership** Holders of public office should promote and support these principles by leadership and example.

4.6 Code of Ethics and Values

It is expected that the Governance Board members shall also observe and support the principles underlying the LFA's Code of Ethics together with the values of the LFA.

4.7 Fit and proper persons

The Governance Board may be entrusted with both public and private funds, and therefore members have a particular duty to fulfil the highest standards of corporate governance at all times and ensure that they are discharging their duties with due regard for the proper conduct of public business.

As such, Governance Board members must be 'fit and proper' persons; as follows:

- be of good character.
- have the qualifications, competence, skills and experience that are necessary for their role
- be able to properly perform the tasks of the office or position for which they are appointed
- have not been responsible for, been privy to, contributed to, or facilitated, any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.
- always adhere to the expectations of the LFA's *Governance Board Code of Practice*

4.8 Conflicts of interest

The Chair and members of the Governance Board will at all times act impartially, and not be influenced in their role as Board members by social or business relationships. As such, any member of the Governance Board who has a financial, family or other personal interest in any matter under discussion at any meeting of the Governance Board (or any sub-committee or committee) shall, as soon as practicable, disclose the fact of his or her interest to the meeting and, if required by the Chair (or were the Chair is disclosing an interest by the Vice Chair or any independent member of the Governance Board), to withdraw from that part of the meeting.

The LFA will maintain a register of interests of all members of the Governance Board and selected senior staff. The register is a public document and available to staff, students, or any member of the public who wishes to consult the document. Members of the Governance Board are expected to discuss with the Chair and the Principals any potential interests or conflict of interests that may need to be declared in the register, and to keep their entry in the register up to-date and complete.

Members of the Governance Board must comply with the LFA's policy in respect of the receipt of gifts and hospitality benefits.

5. SELECTION OF INDEPENDENT MEMBERS

The LFA recognises that independent members are fundamental to its successful leadership. The Governance Board aims to attract and appoint independent members with the necessary skills and attributes to fulfil its strategic aims and support the LFA's mission. It embraces inclusivity and



diversity, and promotes equality of opportunity for all who serve on the Governance Board, and who learn and work at the LFA.

The LFA sustains a culture and ethos where inclusion, equality and diversity are embraced; where employment and educational opportunities are open to all; and where everyone is treated with fairness, dignity and respect. No applicant will be treated less favourably than others on the grounds of their Protected Characteristic(s) under the *Equality Act (2010)* or for any other reason which cannot be shown to be justified.

5.1 Selections Process

The first independent members (or in circumstances where additional independent members are required for the Governance Board to be quorate) shall be appointed by the Board of Directors in consultation with the Chair. Thereafter, independent member recruitment and selection will be delegated by the Governance Board to a sub-committee, or a working party, which will be formed as and when needed for this purpose and be composed of an equal number of executive members and independent members plus one independent member.

- **Vacancies:** All vacancies on the Governance Board will include a role description and person specification, an application form and guidance notes. This information will be prepared by the Secretary and provided to the Governance Board or a nominations sub-committee for approval.
- **Promotion and advertising:** All vacancies will be promoted in an appropriate and cost-effective way to ensure there is a reasonable number of suitably qualified candidates. All vacancies will normally be available on the [LFA website](#).
- **Shortlisting:** A shortlist of suitable applicants will be prepared. Shortlisting will take place promptly after the closing date of the vacancy advertisement and all applicants will be advised of the outcome.
- **Selection:** The interview panel will consist of the Chair and one Principal. All questions will be related to role requirement, based on objective criteria; and in addition will meet the requirements of the 'fit and proper' person

The Secretary to the Governance Board is responsible for co-ordinating and providing administrative support to the recruitment and selection process.

New members may be nominated by executive members and/or existing members of the Governance Board. Recommendations should take account of the person's educational, commercial and professional knowledge/experience and hence the positive contribution they may bring to the Governance Board.

All recommendations for appointment to the role of independent member of the Governance Board made by the nominations process will be considered and will be subject to approval by the Governance Board.

Appointment of a new member will require a unanimous decision of the Governance Board.

5.2 Appointment

All successful applicants are required to:

- provide proof of identity
- complete a confidential personal risk assessment
- provide proof of eligibility to live and work (including voluntary work) in the UK.

It is recognised that references are increasingly uninformative and may therefore be considered only as part of the pre-appointment checks on a prospective independent Governance Board member.



5.3 Records and data collection

Electronic and paper records of all stages of the recruitment and selection process will be kept securely by the LFA in accordance with its data retention policy. Through each stage of this process, the LFA will ensure that confidentiality is maintained.

6. REMOVAL OF AN INDEPENDENT MEMBER

The Governance Board has the power to remove any independent member of the Governance Board from office and must do so if the member materially breaches the terms of his or her appointment.

If an independent member is absent for a period longer than six months, carries out an act that is serious enough to warrant referral to the Governance Board for its consideration of whether such member should be removed (including but not limited to being: (1) in material breach of the terms of his or her engagement; or (2) charged or convicted with a criminal offence; or (3) engaged in activities that may bring the LFA into disrepute or adversely affect their ability to carry out their role as a member; or (4) is unfit or unable to discharge the functions of a member including for health reasons or due to personal circumstance) the Governance Board will discuss whether it is appropriate to remove such member. The independent member will be provided with an opportunity to attend the Governance Board meeting at which his or her behaviour is considered to put his or her case verbally and/or in writing and has the right to be accompanied by a person of his or her choice. The Governance Board meeting at which this matter is considered must be convened in the proper manner and with not less than five working days' notice.

The Governance Board may also temporarily suspend the membership of an independent member of the Governance Board (which will automatically suspend all roles the independent member carries out in its capacity as a member of the Governance Board) including until further notice where it considers on reasonable grounds that it is in the best interests of the LFA, its students or potential students or staff to do so while considering whether to remove such member from his/her role.

The agreement of all members of the Governance Board (other than the member under consideration) will be required to suspend or remove any independent member from the Governance Board.

If it is agreed that the member is to be removed from office there shall be no further appeal against this decision and the Secretary will notify the member of the decision of the Governance Board within five working days.

7. REMOVAL OF THE CHAIR

The Board of Directors has the power to remove the Chair of the Governance Board from office and must do so if the Chair materially breaches the terms of his or her appointment.

If the Chair is absent for a period longer than six months, carries out a serious act that warrants consideration by the Board of Directors (including but not limited to being: (1) in material breach of the terms of his or her engagement; or (2) charged or convicted with a criminal offence; or (3) engaged in activities that may bring the LFA into disrepute or adversely affect their ability to carry out their role as a member; or (4) is unfit or unable to discharge the functions of a Chair (including for health reasons or due to personal circumstance) the Board of Directors may remove the Chair by notice in writing to that effect.

The Board of Directors may also temporarily suspend the Chair from his or her role until further notice (and appoint another independent member as a temporary Chair) where the Board of



Directors considers on reasonable grounds that it is in the best interests of the LFA, its students or potential students or staff to do so while considering whether to remove the Chair.

8. REVIEW ARRANGEMENTS

8.1 Regular reviews of Governance Board effectiveness

The Governance Board should review its effectiveness every two years. The Governance Board must undertake a formal and rigorous evaluation of its own effectiveness and that of the sub-committees.

The *Statement of Primary Responsibilities* should be used as the benchmark against which to review the Governance Board's effectiveness but reference should also be made to the LFA's *Governance Code of Practice* and appropriate external reference points, especially the *Higher Education Code of Governance*.

8.2 KPIs and strategic objectives

The Governance Board should, in reviewing its performance, reflect on the performance of the LFA as a whole in meeting KPIs and strategic objectives.

8.3 Publicising Governance Board effectiveness reviews

The results of effectiveness reviews (subject to any information that is required to be removed from the reviews due to the confidential or sensitive nature of the information) should be published and a summary of the review placed in its annual report (if one is published). Any conclusions of these reviews which may lead to changes in the way the Governance Board operates should be clearly identified.

9. GOVERNANCE BOARD SUB-COMMITTEES

The Governance Board may delegate certain responsibilities to sub-committees where it is practical to do so.

A sub-committee may be a standing committee or formed for a specific purpose as and when needed.

Each sub-committee will be provided with written terms of reference, to be prepared by the Secretary and approved by the Governance Board, that state the extent and limits of its responsibilities and authority.

Governance Board sub-committees must take care not to exceed their terms of reference.

Where a Governance Board sub-committee is acting under delegated powers it shall submit regular written reports to the Governance Board on its activities.

REVIEW

This document will be reviewed when the LFA's governance procedure is reviewed and therefore may be updated from time to time.

