



LFA Governance

November 2019



Table of Contents

<u>DOCUMENTS RELATING TO LFA GOVERNANCE.....</u>	<u>3</u>
Board of Governance.....	3
Other committees.....	3
Guidance/Reference Documents.....	3
<u>BOARD OF GOVERNANCE TERMS OF REFERENCE</u>	<u>4</u>
Aim.....	4
Responsibilities.....	4
Membership.....	4
Quorum.....	4
Meeting frequency and duration.....	4
Board of Governance Statement of Primary Responsibilities.....	5
Board of Governance Standard Agenda.....	5
Governance Code of Practice.....	6
1 General principles of governance.....	6
2 Roles and responsibilities of Board members.....	10
3 Selection of external independent members.....	12
4 Attendance of members.....	13
5 Review arrangements.....	14
<u>RISK, FINANCE & AUDIT COMMITTEE TERMS OF REFERENCE</u>	<u>15</u>
Aim.....	15
Responsibilities.....	15
Membership.....	16
Quorum.....	16
Chair.....	16
Meeting frequency.....	16
<u>SENIOR MANAGEMENT COMMITTEE TERMS OF REFERENCE.....</u>	<u>17</u>
Aim.....	17
Responsibilities.....	17
Membership.....	17
Meeting frequency, duration and reporting.....	17
<u>ACADEMIC BOARD TERMS OF REFERENCE.....</u>	<u>18</u>
Aim.....	18
Responsibilities.....	18
Membership.....	18
Quorum.....	18
Meeting frequency.....	18
<u>DISCIPLINARY COMMITTEE TERMS OF REFERENCE</u>	<u>19</u>
Aims.....	19
Membership.....	19
Meeting frequency and duration.....	19
<u>SUMMARY OF KEY POINTS FROM HIGHER EDUCATION CODE OF GOVERNANCE</u>	<u>20</u>



DOCUMENTS RELATING TO LFA GOVERNANCE

BOARD OF GOVERNANCE

- Board of Governance Terms of Reference
- Board Statement of Primary Responsibilities
- Standard Board Agenda
- Governance Code (includes roles and responsibilities of members, selection of members and review arrangements)
- Risk, Finance and Audit Sub-Committee Terms of Reference

OTHER COMMITTEES

- Senior Management Committee Terms of Reference
- Academic Board Terms of Reference
- Disciplinary Committee Terms of Reference

GUIDANCE/REFERENCE DOCUMENTS

- Office for Students [Public Interest Governance Principles](#)
- Summary of key points from the [CUC Higher Education Code of Governance](#)

Terms of Reference for all of the above will formally to be approved by the Board of Governance at its first meeting



BOARD OF GOVERNANCE TERMS OF REFERENCE

AIM

To act as the senior decision-making body of the Academy, giving consideration to and making decisions upon all matters of strategic significance to the Academy's operations.

RESPONSIBILITIES

The Board of Governance will:

- receive minutes and recommendations from the Academic Board, the Risk, Finance & Audit Committee, the Student/Staff Liaison Committee, and, when appropriate, from the Senior Management Committee
- establish and review the Academy's overall strategy and business plans
- review Academy's finance, facilities, audit arrangements, health and safety and human resources
- 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 Academy's learning environment
- monitor and review annually the contributions of all external members and review its own performance and effectiveness as a deliberative body every two years
- ensure that all Academy procedures and processes operate fairly and effectively and are reviewed on a regular basis
- be informed by external developments in the higher education sector, so that the Academy can always be aligned with current practice and legislative requirements.

MEMBERSHIP

The Board of Governance will have the following membership:

- Directors
- Senior Managers
- External independent members
- Student Representative

External independent members of the Board of Governance are also expected to make themselves available, if appropriate, to serve on the *Risk, Finance & Audit Committee*.

The Chair of the Board will be elected by the external independent members and will normally serve for a two-year period before a further election is held. Independent members may also wish to elect a Vice Chair, who would be in a position to take over chairing duties in the absence of the Chair. Should both Chair and Vice Chair be unable to be present, the planned meeting will be postponed until a date when either or both are available.

QUORUM

The quorum shall be three (3) external independent members. Directors and staff members are not to be counted within the quorum.

MEETING FREQUENCY AND DURATION

The Board of Governance will meet three times per calendar year. However, the Chair of the Board will have the authority to convene an additional special meeting in a case of emergency. The Board will receive minutes from its sub-committee, the *Risk, Finance & Audit Committee*, and also from the *Academic Board*. Minutes from the *Senior Management Committee* will be received by the Board when there are significant outcomes which require the Board's consideration.



Meetings of the Board of Governance will normally be expected to last two hours. Members will receive agenda and papers 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 Board meeting. Guidance.

Further detailed guidance about the conduct and operation of the Board of Governance is provided in the *Governance Code of Practice*.

BOARD OF GOVERNANCE STATEMENT OF PRIMARY RESPONSIBILITIES

The Board of Governance is responsible for:

- Approving the mission and strategic vision of the Academy
- Considering the Academy's strategic and long term business plans
- Ensuring that the Academy operates in accordance with the stated requirements and expectations of external regulatory and scrutiny bodies
- Aligning its procedures and protocols with the guidance in the *Higher Education Code of Governance*
- Approving and reviewing key performance indicators and annual budgets
- Reviewing the performance of the Academy's senior management team
- Establishing and monitoring systems of control and accountability, including financial and operational controls and risk assessment
- Monitoring and reviewing the Academy's policies and procedures and their application
- Monitoring performance against plans, targets, projects and KPIs
- Maintaining oversight across the Academy of planning, finance, audit, facilities management, health and safety, human resource management, equality and diversity and student development and engagement
- Formally reviewing the contributions of its external members annually and its own effectiveness on a two yearly basis
- Sharing this Statement, key outcomes of each Board of Governance meeting and reports commissioned by the Board, with staff, stakeholders and students

BOARD OF GOVERNANCE 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. Matters arising from minutes of Academy committees
6. External reports
7. Student services, learning opportunities and engagement
8. Human resources issues and matters relating to premises
9. Equality and diversity issues
10. Risk management and audit matters
11. Financial management
12. Any other business
13. Date of next meeting (and of related sub-committee meeting)



GOVERNANCE CODE OF PRACTICE

This document includes the following:

1. General principles of governance
 - a. Proper conduct of public business
 - b. Conduct of Board business
2. Roles and responsibilities of external independent members
3. Selection of external independent members
4. Attendance of members
5. Review arrangements

1 GENERAL PRINCIPLES OF GOVERNANCE

Proper conduct of public business

The Board of Governance 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 their decisions.

1.1 Strategic planning

The Board of Governance has the duty to support and enable the Academy to achieve and develop its mission and primary objectives. This responsibility includes considering, approving and monitoring the Academy's strategic plan.

1.2 Monitoring effectiveness and performance

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

1.3 Finance

The Board of Governance's financial responsibilities include:

- ensuring the solvency of the institution and safeguarding its assets
- approving annual operating plans and budgets, which should reflect the Academy strategic plan
- ensuring the existence and integrity of risk management, control and governance systems and monitoring these through the *Risk, Finance & Audit Committee*
- receiving and approving annual accounts (audited financial statements)

1.4 Audit

The Board of Governance is responsible for directing and overseeing the Academy's arrangements for internal and external audit. Advice and recommendations will be provided to the Board by the *Risk, Finance & Audit Committee*.

1.5 Risk management

The *Risk, Finance & Audit Committee*, a sub-committee of the Board, provides advice to the Board of Governance on finance, risk management, control and audit in advance of the Board approving the audited financial statements.

1.6 Estate management

The Board of Governance will be responsible for oversight of the strategic management of the Academy's premises and facilities. As part of this responsibility, it should consider, approve and keep under review an estate strategy that identifies the property and space requirements needed to fulfil the objectives of the strategic plan, and also provides for a planned programme of maintenance.

1.7 Human resource management



The Board of Governance is responsible for the Academy's human resource and employment policies and procedures, which includes ensuring that pay and conditions of employment are properly determined and implemented for all categories of employee. The Board is also responsible for appointing and setting the terms and conditions for the heads of the institution and such other senior posts as it may from time to time determine.

1.8 Equality and diversity

The Board of Governance will ensure that arrangements are in place to ensure equality and diversity of opportunity for staff and students.

1.9 Student representation

The Board of Governance will take steps to ensure that student representation operates in a fair, effective and democratic manner. In pursuance of this aim, a student representative will be invited to serve as a member of the Board.

1.10 Health and Safety

The Board of Governance carries ultimate responsibility for the health and safety of employees, students and other individuals while they are on the Academy's premises and in other places where they may be affected by its operations. The Board's duties include ensuring that the Academy's written statement of policy on health and safety is appropriate, and overseeing robust arrangements for the implementation of that policy.

Conduct of Board of Governance business

Individual members of Board of Governance will, at all times, conduct themselves in accordance with accepted standards of behaviour in public life, which embrace selflessness, integrity, objectivity, accountability, openness, honesty and leadership. (*see para 2.5*)

1.11 Procedural matters

The Board of Governance will meet three times per year. The agenda and supporting papers should be circulated in advance and all outcomes and decisions formally recorded in the minutes. Members should attend all meetings if possible.

Certain items may be declared to be 'reserved', that is, business which for reasons of confidentiality is not open to discussion by the Board. Such business should 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 Academy or commercially sensitive material.

1.12 Corporate decision-making

The Board of Governance should exercise its responsibilities in a 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 Board.

1.13 Role of the Chair

The Chair is responsible for the leadership of the Board of Governance and ultimately to the stakeholders for its effectiveness. As chair of its meetings s/he will promote its wellbeing and efficient operation, ensuring that its members work together effectively and have confidence in the procedures laid down for the conduct of business.



1.14 Role of the Principals in relation to the Board of Governance

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

The specific responsibilities of the Principals in relation to the Board include implementing the decisions of the Board and initiating discussion and consultation on proposals concerning the Academy's future development, and ensuring that such proposals are presented to the 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 Board of Governance if any actions or policy under consideration would be incompatible with the terms of the regulatory framework.

1.15 Role of the Secretary to the Board

The Secretary has a key role in the operation and conduct of the Board of Governance, and in ensuring that appropriate procedures are followed:

- the Secretary to the Board should be appointed to that post by the Board of Governance
- in carrying out the role, the Secretary should be solely responsible to the Board of Governance and should therefore have a direct reporting link to the chair of the Board for the conduct of business
- the Chair and members of the Board will look to the Secretary for guidance about their responsibilities under the memorandum and articles, ordinances and regulations to which they are subject, including legislation and the requirements of relevant funding bodies, and on how these responsibilities should be discharged. It is the responsibility of the secretary to alert the Board if s/he believes that any proposed action would exceed the Board's powers or be contrary to legislation or to a regulatory framework
- the Secretary should be solely responsible for providing legal advice to or obtaining it for the Board, and advising it on all matters of procedure.
- the Secretary should ensure that all documentation provided for members of the Board is concise and its content appropriate. It is incumbent on the Board of Governance to safeguard the Secretary's ability to carry out these responsibilities.

1.16 Members and possible conflicts of interest

The Chair and members of the Board of Governance 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 Board who has a pecuniary, family or other personal interest in any matter under discussion at any meeting of the Board of Governance or its sub-committee shall, as soon as practicable, disclose the fact of his/her interest to the meeting.

The Academy will maintain a register of interests of all members of the Board of Governance. Members of the Board of Governance must not receive gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Any offer or receipt of such gifts, hospitality or benefits should immediately be reported to the Board Secretary.

The Board of Governance has the power to remove any member of the Board from office, and must do so if the member breaches the conditions of his/her appointment. No member may be bound, when speaking or voting, by mandates given to him/her by others, except when acting under approved arrangements as a proxy for another member of the Board.

Independent members of the Board will each be paid a nominal fee of £200 for attendance at and participation in Board and sub-committee meetings. The fee also covers all pre-meeting preparation, reading and research.



1.18 Delegation

Where appropriate and permissible, the Board of Governance may delegate authority or allocate some of its work to sub-committees, grant delegated authority to the Chair or to a committee to act on its behalf, or delegate responsibility to the Principals and officers of the Academy. Such delegations must be clearly defined in writing and be formally approved by the Board. Having delegated authority to other bodies or individuals to act on its behalf, the Board of Governance is nevertheless still ultimately accountable and has to accept corporate responsibility for the actions taken.

- Delegation to the Chair

The 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 Board meeting (such as the signing of routine documents, and detailed implementation of matters already agreed by the Board).

Occasionally, matters may arise which are judged too urgent and important to await the next meeting of the Board of Governance. The Chair then has the option of calling a special meeting, consulting the members of the 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 Board. Chair's action on matters of importance should only be taken where delaying a decision would disadvantage the institution. Where Chair's action is taken, a report should be made to the next meeting of the Board.

- Delegation to committees and retention of key functions

Any Board sub-committees will be provided with written terms of reference that state the extent and limits of their responsibilities and authority. Committees must take care not to exceed their terms of reference and should be so advised by the Secretary to the Board. Committees should distinguish between issues on which they are empowered to take decisions, and issues that they must refer to the Board of Governance for decision. Where a committee is acting under delegated powers it should submit regular written reports to the Board of Governance on decisions that it has taken on the Board's behalf.

1.19 Rotation and re-appointment of Board members

Continuity of membership is important to the Academy. Independent members will be appointed for a period of two years, which may be renewable, subject to satisfactory performance. Continuous service beyond two terms of two years is not normally desirable (although exceptions, such as retention of a particular skill or expertise, may be permitted).

1.20. Principles of openness and transparency

Students and staff of the Academy should have appropriate access to information about the proceedings of the Board of Governance. The agenda and the signed minutes of meetings, together with the papers considered at meetings, should generally be available for inspection by staff and students.

There may, however, be matters covered in standing orders where it is necessary to observe confidentiality. Such matters are likely to concern individuals or have commercial sensitivity. Copies of the minutes will be placed on the Academy's intranet and in its library.

1.21 Academic Freedom Principle

Board of Governance has an obligation to protect academic freedom. To empower LFA staff with the freedom within the law:

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



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

1.22 Value for Money Principle

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

2 ROLES AND RESPONSIBILITIES OF BOARD MEMBERS

2.1 Summary of expected duties

External independent members of the Board of Governance are expected to commit themselves to regular attendance at Board meetings. Members may also be expected to serve on a sub-committee, working group or occasional task force during their period of office; any sub-committees will usually meet three (3) times a year. Members may also be invited to attend other events and activities held by the Academy.

Occasional attendance may possibly be required for special activities, such as audit visits by external agencies. The Board member role will require attendance on at least three (3) days per year, plus additional preparation and travelling time and additional attendances for special meetings or projects.

2.2 Induction of new members

New Board members will be briefed in an induction session prior to joining the Board. This will outline the work of the Academy and its governance arrangements. Members may also wish to take part in any other relevant training and development events organised by the Academy.

2.3 Special responsibilities

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

2.4. Awareness of Academy operations

The Board of Governance exists to ensure that the mission of the Academy is fulfilled. To do this, members of the Board need to keep themselves fully informed of developments in the Academy, and in higher education generally, and about the operations of the Academy.

2.5 Standards of corporate governance

The Board of Governance 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, 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.

2.6 Fit and proper persons

The 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, 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 Academy’s *Governance Code*
- must not act individually or meet in informal groupings to take decisions on Board business on an ad hoc basis outside the constitutional framework of the meetings of the Board
- should act impartially and not be influenced in their role as Board members by social or business relationships. Any member of the Board who has a pecuniary, business, family or other personal interest in any matter under discussion at any meeting of the Board or its sub-committee at which they are present is expected, as soon as practicable, to disclose the fact of their interest to the meeting and, if required by the Chair, to withdraw from that part of the meeting
- the Academy has a register of interests of members of the Board of Governance and selected senior staff. The register, maintained by the Company Secretary, is a public document and available to staff, students, or any member of the public who wishes to consult the document. Members of the Board are expected to discuss with the Secretary 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
- to meet these responsibilities, members of the Board must be able to work with the Chair and Academy officers:
 - to provide vision and strategic direction for the development of the Academy’s work
 - to act impartially and in the best interests of the Academy at all times
 - in conjunction with the Chair and the Principals, to provide advice, guidance and support to Academy officers to ensure the successful delivery of the Academy’s mission
 - to monitor that key decisions are implemented on a timely basis
 - to help the Academy liaise with key stakeholders, and to ensure that internal liaison between the Board and the staff and students of the Academy is effective
 - to ensure that financial resources are being used prudently and effectively
 - to ensure that the Academy complies with relevant statutory and regulatory requirements
 - if required on occasion, to represent the Academy at external functions
 - to ensure that the Board delivers effective corporate governance for the Academy



2.7 Unsatisfactory members

If at any time the Chair of the Board is satisfied that any member is unfit or unable to discharge the functions of a member, or has been making inappropriate or irregular contributions to Board meetings, the Board may, by notice in writing to that member, remove the member from office and the office shall then be vacant.

The Board may suspend the membership of a member of the Board until further notice where it considers on reasonable grounds that it is in the best interests of the Academy, its students or potential students or staff to do so.

See section 4 for attendance expectations and the process of removing a member who consistently fails to attend Board meetings.

3 SELECTION OF EXTERNAL INDEPENDENT MEMBERS

The Board of Governance recognises that independent external members are fundamental to successful leadership of the Academy. The Board aims to attract and appoint independent members with the necessary skills and attributes to fulfil its strategic aims and support the Academy's mission. It embraces inclusivity and diversity, and promotes equality of opportunity for all who serve on the Board, and who learn and work at the Academy.

The Academy 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.

3.1 Nominations panel and selection process

Independent Board member recruitment and selection is delegated to a Nominations Panel.

- Scope
This process applies to the recruitment and selection of independent members on the Board of Governance. The Secretary to the Board will ensure that all members involved at any stage of the recruitment and selection process are aware of, and adhere to, the contents of this process and any related policies and procedures
- Purpose
This process provides a framework for those involved in recruitment and selection. The aim is to recruit the best person to fill the vacancy by providing a professional and cost effective recruitment service that is fair and promotes best practice
- Principles
The Secretary will receive appropriate training and be aware of the responsibilities of the Nominations Panel. If a Board member involved in the recruitment process has a close personal, business or family relationship with an applicant, they must declare this as soon as they are aware of the individual's application. Documentation relating to applicants will be treated with confidentiality and in accordance to the *Data Protection Act (2018)*. Applicants have the right to request feedback on the recruitment process and to request access to documentation held about them
- Information for candidates
All vacancies on the Board of Governance will include a role description and person specification, an application form and guidance notes. This information will be available from the Secretary to the Board
- Promotion and advertising
All vacancies will be promoted in an appropriate and cost-effective way to maximise the number of suitably qualified candidates. As a minimum, all vacancies will normally be promoted through the Academy website and appropriate social media.
- Shortlisting



A Nominations Panel will shortlist suitable applicants. Where appropriate, shortlisting will take place within two weeks of the closing date of the vacancy advertisement and all applicants will be advised of the outcome.

- Selection

The interview panel will consist of at least two external Board members. 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: (see para 2.6)

The Secretary to the Board is responsible for co-ordinating and providing administrative support to the Nomination Panel's recruitment and selection process. All recommendations for appointment to the role of external member of the Board made by the nominations process will be considered and will be subject to approval by the Board of Governance.

3.2 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 external Board member. Written offers will be signed by the Chair of the Board following a Board decision on each recommended candidate.

3.3 Records and data collection

Electronic and paper records of all stages of the recruitment and selection process will be kept securely by the Secretary for one year before being destroyed. Through each stage of this process, the Secretary will ensure that confidentiality is maintained.

4 ATTENDANCE OF MEMBERS

4.1 Overall expectations

In order for the Board of Governance and its sub-committee to carry out their roles and work, the members of the Board must achieve a high level of attendance. Poor attendance by Board members imposes more work on fellow members and may leave meetings inquorate.

4.2 Attendance requirements

The Board Secretary will be responsible for monitoring the attendance of all members of the Board and its sub-committee and will present these data at once per academic year to the Board for review. Upon review of these data, the Board will make recommendations to the Chair for remedial action to be taken.

Where a Board member is absent for a period longer than six consecutive months from meetings of either the Board of Governance or a sub-committee on which s/he is a member, the Board Secretary will notify the Chair of the Board. The fact that apologies for absence may have been forwarded will not prevent the use of this procedure.

Members of the 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.



4.3 Long absence

In the case of absence for a period longer than six consecutive months, the Chair retains the responsibility to act on behalf of the Board. The Secretary will write to the Board member on behalf of the Chair asking him/her to provide, within ten (10) working days, written reasons for their non-attendance.

On receipt of this information the Chair will then decide, in consultation with the Secretary, whether or not the matter should be referred to the Board and will consider the contribution that the member makes to other duties, such as representation at networks, appointments to external organisations, etc. In addition, the Chair may exercise discretion in the case of personal circumstances that temporarily limit the contribution an individual member can make. The Chair will report his/her decision to the Board and determine whether further action and/or reporting are required.

4.4 Removal of a member

If the matter is considered serious enough to warrant referral to the Board for consideration of removal, the Secretary will prepare a report outlining all the facts of the case and a copy of this report will be sent to the Board member whose removal is being considered. The Board member will be invited to discuss this report with the Chair in the first instance to see if a resolution can be reached and the Chair can exercise discretion (as per para 4.3).

Following this discussion, if the Chair feels that a case for removal should be put to the Board for decision, the member will be entitled to attend the Board meeting and/or put his/her case verbally and/or in writing and has the right be accompanied by a person of his/her choice. The meeting at which this matter is considered must be convened in the proper manner and with not less than five working days' notice.

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 Board within five working days.

This protocol will apply also to co-opted members of sub-committees.

4.5 General standards of attendance required

The Board Secretary will provide attendance figures for all meetings of the Board of Governance and its sub-committee. These data will be presented to the Board of Governance once per academic year to make recommendations to the Chair on any emerging patterns in attendance.

The benchmark attendance expected of a Board member will be 100% although failure to achieve this will not, in itself, result in removal for non-attendance. The target for attendance in each year is 80% for all Board and sub-committee meetings.

5 REVIEW ARRANGEMENTS

5.1 Regular reviews of Board effectiveness

The Board of Governance should review its effectiveness every two years. The Board must undertake a formal and rigorous evaluation of its own effectiveness and that of its sub-committees; it is desirable that a parallel review of the Academy's other committees should take place at the same time.

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



5.2 KPIs and strategic objectives

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

5.3 Publicising Board effectiveness reviews

The results of effectiveness reviews should be published on the Academy's website and in its annual report. Any conclusions of these reviews which may lead to changes in the way the Board operates should be clearly identified.

RISK, FINANCE & AUDIT COMMITTEE TERMS OF REFERENCE

AIM

To consider, determine and advise on all matters relating to Academy finance, resources and property. Also to monitor risks to the business and oversee arrangements for internal and external audit

RESPONSIBILITIES

The Risk, Finance & Audit Committee is a sub-committee of the Board of Governance

The committee will:

- advise the Board of Governance on all aspects, including risk, of the Academy's resources, finances, financial policies, controls and strategy
- recommend to the Board of Governance the annual budget for revenue income and expenditure and any associated capital expenditure
- review the Academy's management accounts and recommend to the Board of Governance any in-year budget adjustments
- monitor the Academy's cash flow position and ensure that action is taken to maintain this at an acceptable level
- monitor and keep under review the resource and financial implications of new projects with which the Academy wishes to engage
- review the Academy's annual financial statements and recommend them to the Board of Governance for approval
- make recommendations to the Board of Governance on the solvency of the Academy and the safeguarding of its assets
- consider and recommend to the Board of Governance the establishment of any subsidiary companies and keep under review the financial position of any such companies on at least an annual basis
- propose the Academy's tuition fee arrangements, subject to an annual review and having due regard to guidance issued by any appropriate funding bodies
- taking account of risk, consider, recommend to the Board for approval, and periodically review the Academy's property and accommodation arrangements
- review the capital needs of the Academy and ensure that appropriate financial provision is made for capital expenditure
- periodically monitor and review the Academy's risk register and identify matters that need to be reported to the Board of Governance
- recommend the appointment, reappointment, dismissal and remuneration of the financial statements auditor
- consider the Academy's audit strategy and make recommendations to the Board of Governance



- consider relevant reports by the Department for Education (DfE), the Office for Students (OfS), their successors and funding bodies, and where appropriate, management's response to these

MEMBERSHIP

The Risk, Finance & Audit Committee will have the following membership:

- The Principals of the Academy
- Up to six (6) members of the Board of Governance
- Staff and students will not be eligible for appointment to this committee

Membership of the Risk, Finance & Audit Committee will be as determined from time to time by the Board of Governance.

The committee may co-opt non-voting members with relevant skills and experience consistent with these Terms of Reference.

QUORUM

The committee shall be quorate when three (3) members are present. If less than 3 members are present, the business may still take place, but any decision will require ratification by the Board of Governance.

CHAIR

The committee will elect a Chair from its number. The term of office for the Committee Chair will normally be two years unless a vacancy occurs, when the post will be filled for the outstanding period of office of the outgoing Chair.

The Committee will not normally appoint a Vice-Chair. If the Committee Chair is not present at a meeting, the members will elect a Chair for the meeting from amongst their number.

The Secretary to the Board will ensure that appropriate support and recording arrangements are in hand for the committee. The Risk, Finance & Audit Committee will issue minutes of its transactions.

MEETING FREQUENCY

The Risk, Finance & Audit Committee will meet three times per year in advance of each scheduled meeting of the Board of Governance.



SENIOR MANAGEMENT COMMITTEE TERMS OF REFERENCE

AIM

To ensure that the operational management of the Academy is carried out efficiently and effectively

RESPONSIBILITIES

The Senior Management Committee (SMC) is not expected to report its discussions to the Board of Governance unless there are matters of significance which may require a Board decision. The Senior Management Committee will consider and discuss:

- the adequacy and effectiveness of the Academy's systems of internal control
- day-to-day arrangements for operational management
- day-to-day arrangements for human resource management, including performance review
- student recruitment and enrolment issues
- timetabling and space utilisation issues
- arrangements for external scrutiny and review of assessment
- operational matters concerning fire precautions and health and safety
- Academy performance against agreed indicators and targets
- monitoring policies and processes used by the Academy

MEMBERSHIP

The Academy Principals and key members of senior staff will constitute the Senior Management Committee. The Chair shall be elected by the members of the committee.

MEETING FREQUENCY, DURATION AND REPORTING

The Senior Management Committee will meet on a weekly basis and the length of the meeting will normally be limited to one hour.

Notes of discussions will be prepared. However, the Senior Management Committee is not expected to report its discussions to the Board of Governance unless there are matters of particular significance which may require a Board decision.



ACADEMIC BOARD TERMS OF REFERENCE

AIM

To review and advise on all matters relating to academic standards, teaching, learning and assessment

RESPONSIBILITIES

The Academic Board reports to the Board of Governance.

The Board will:

- consider, recommend and direct the academic strategy of the Academy
- consider and recommend, having taken note of recommendations from Course Committees, arrangements for assuring academic standards, teaching learning and assessment
- approve and regulate schemes of study and assessment arrangements relating to awarding organisation awards
- approve academic awards to students who have successfully completed a scheme of study and related assessments as prescribed by awarding organisations
- prescribe conditions under which students are admitted to the Academy for a scheme of study
- prescribe regulations under which students will undertake and complete their studies at the Academy
- approve policies and procedures which relate to PSRB requirements
- monitor and regulate arrangements for student discipline
- monitor and regulate arrangements for academic complaints and appeals
- monitor and regulate arrangements for academic support provision
- consider the ongoing development of academic activities, together with appropriate resources, and advise the Board of Governance accordingly

MEMBERSHIP

The Academic Board will have the following membership:

The Chair will be the Academic Principal of the Academy. Membership will comprise Course Leader, Module Leader, External Examiner and Joint Principals and one or two Student Representatives. [It may be appropriate to reserve certain business and thereby exclude students should the business relate to a named member of staff, prospective member of staff, student or prospective student]

QUORUM

The quorum for Academic Board meetings will be three (3) including the Principal (Chair)

MEETING FREQUENCY

The Academic Board will meet on a quarterly basis, prior to a scheduled Board of Governance meeting.

Extraordinary meetings may be convened if necessary and members will be given seven days` notice of such meetings.

The Academic Board receives minutes of the *Course Committees* and the *Staff/Student Liaison Committee*.



DISCIPLINARY COMMITTEE TERMS OF REFERENCE

AIMS

To ensure that all misconduct or malpractice allegations made against any student(s) or staff at the Academy by anyone, are given prompt, fair and consistent hearing with appropriate outcomes.

Responsibilities

- to hear cases brought against students and staff who have allegedly infringed Academy rules and regulations or caused damage to property, or are accused of bringing the Academy into disrepute or of serious academic misconduct
- to determine if there has been proven misconduct
- to determine and implement appropriate penalties

MEMBERSHIP

The Disciplinary Committee comprises the Academic Principal (Chair) and three other senior members of Academy staff.

MEETING FREQUENCY AND DURATION

The Disciplinary Committee will meet on an 'as required' basis. Meeting duration will be dependent upon the nature of the issues to be considered.

The Disciplinary Committee reports through the Academic Board to the Board of Governance.



SUMMARY OF KEY POINTS FROM HIGHER EDUCATION CODE OF GOVERNANCE

The Code was published by the Committee of University Chairs (CUC) in December 2014 and was updated slightly during 2018. It supersedes and extends the 2009 *Governance Code of Practice and General Principles*.

The Code sets out ‘principles and practices which any organisation operating within the sector will need to apply in order to show that it conducts its business with due respect for the public interest’

Core values of higher education governance set out in the Code are:

- Autonomy
- Academic freedom
- Protecting the collective student interest
- Accurate, transparent and accessible information
- A clearly defined relationship with stakeholders/students who pay for services
- Equality and diversity
- Higher education available to all
- Accountability for public funding

Seven primary elements of higher education governance are defined:

1. Accountability for all institutional activities
2. Protection of institutional reputation through clear policies and procedures
3. Ensuring sustainability by setting and monitoring the institutional mission
4. Ensuring effective academic governance
5. Ensuring control and due diligence in relation to external activities
6. Promoting equality and diversity
7. Ensuring that governance arrangements are fit for purpose

Detailed expectations under each element are defined:

1 Accountability

- The governing body must be assured that the institution meets all legal and regulatory requirements
- Members must comply with legislation relating to the exercise of their duties
- Members are required to discharge their duties in accordance with accepted standards of behaviour in public life
- Student and staff members must not be routinely excluded from discussions

2 Institutional reputation

- Members must act ethically at all times
- Members must act impartially and not be influenced by other relationships
- Decision making must be free of undue pressure from external interest groups
- Members should abide by the principle of collective decision making
- The student body must operate in a fair, accountable and sustainable manner

3 Ensuring institutional sustainability

- The governing body is responsible for the mission, character and reputation of the institution
- The governing body must ensure that there is a financial strategy and approve the annual budget



- The governing body must assess all aspects of the institution's sustainability, using appropriate mechanisms, including KPIs
- The governing body must provide evidence required by funding bodies regulatory requirements
- The governing body must ensure the institution is fully meeting all conditions set by public funding bodies
- The governing body must appoint and support an Audit Committee (or other formal means of considering Audit)
- Data submitted for funding purposes must comply fully with all stated expectations

Day to day operations

- Operational financial control will be exercised under delegation from the governing body
- The governing body must be assured that there are effective arrangements for management and quality assurance of data

Audit

- An Audit Committee (where it exists separately) should be a small, well-informed and authoritative body which examines risk management and all areas of institutional activity
- An Audit Committee must be composed of a majority of independent members and
- produce an annual report for the governing body

Remuneration

- The governing body must consider remuneration and determine salaries of senior staff
- A Remuneration Committee must include a majority of independent members
- A Remuneration Committee must consider comparative information on the emoluments of employees within its remit
- A Remuneration Committee must consider the public interest and safeguarding of public funds alongside the interests of the institution

4 Academic governance

- The governing body must satisfy itself that academic governance is operating effectively
- The governing body will receive assurance that academic risks are being effectively managed
- The principle of academic freedom must be respected

5 Control and due diligence in relation to external activities

- The governing body should seek assurance about external activities that carry financial or reputational risks
- The governing body should ensure financial promotional activities do not inappropriately influence institutional independence or academic integrity

6 Equality and diversity

- The governing body should ensure compliance with appropriate legislation
- There is a strong business case for diversity
- The governing body must ensure that arrangements are in place to eliminate discrimination, advance equality and foster good relations
- Equality should be actively promoted
- The governing body must also reflect on its own composition

7 Governance arrangements are fit for purpose

Composition and appointments

- The governing body must have a majority of external members who are independent of the institution
- The governing body must have the power to remove members from office



- The governing body should establish a Nominations Committee (or similar) to advise on the appointment of new members and the terms of existing members
- Suitable arrangements should be agreed for continuation of business in the absence of the Chair
- Members should receive a suitable induction to their role
- The governing body should include staff and student members
- The governing body needs to have a clear approach to remunerating external members (this may be on an expenses only basis)

Operation

- The Secretary is responsible for ensuring information provided to the governing body is timely and appropriate
- All members must have access to the services of the Secretary

Review

- The governing body needs to adopt an approach of continuous improvement
- The governing body must conduct a regular, full and robust review of its effectiveness and that of its committees
- Reviews must be conducted every four years, with an annual summary of progress

Statement of Primary Responsibilities

The principal responsibilities of the governing body should be set out in a *Statement of Primary Responsibilities*.

