Corporate and Academic Governance Framework

Executive Summary

The Corporate and Academic Governance Framework (CAGF) is the formally adopted governance framework of the UK College of Business and Computing (UKCBC). It sets out the structures, instruments, reporting routes and assurance mechanisms through which the College demonstrates its capability to meet the Office for Students (OfS) Conditions of Registration and the Public Interest Governance Principles.

The CAGF establishes a clear and proportionate governance architecture that integrates:

- independent academic governance through the Academic Board;
- corporate governance through the Board of Governors and its sub committees;
- executive oversight through the Executive Leadership Team (ELT);
- operational coordination through the College Management Team (CMT) and functional committees; and
- structured student and staff voice through the Student Council, Programme Committees and Staff Town Hall.

This architecture ensures that academic integrity, financial sustainability, regulatory compliance, institutional performance and stakeholder engagement are subject to appropriate scrutiny and oversight at the correct level of governance. The Academic Board reports directly to the Board of Governors, safeguarding academic independence. The Student Council provides a direct reporting route to the Board, ensuring that student perspectives are visible at the highest level of decision making. Staff voice informs executive oversight through structured engagement mechanisms.

The CAGF is supported by a defined digital assurance and reporting environment embedded within Microsoft Teams and SharePoint. This provides version control, action tracking, dashboard reporting and secure document management, enabling traceable, auditable and regulator-ready evidence across all governance tiers. A structured reporting cycle converts operational data into triangulated institutional assurance through defined stages of validation, scrutiny and escalation.

A suite of aligned assurance dashboards supports oversight across the full regulatory landscape, including student outcomes, access and participation, financial sustainability, governance effectiveness, admissions integrity, risk management, workforce capacity and resource planning. Each governance tier adds analytical scrutiny and verification before matters are escalated, ensuring that information presented to the

Board of Governors represents a consolidated and evidence based view of institutional performance.

The CAGF incorporates a governance development approach that allows governance arrangements to be strengthened and codified as the College's scale, complexity and regulatory context evolve. This represents structured enhancement and contextual scaling rather than replacement. The framework therefore operates as both the College's live governance system and the foundation for continued governance maturity.

Through the CAGF, UKCBC demonstrates that:

- governance and assurance mechanisms are fully operational and proportionate to the institution's size and risk profile;
- academic and corporate oversight are clearly separated while remaining coherently integrated;
- student and staff voice are embedded within formal governance routes;
- evidence supporting compliance with OfS Conditions A to G is systematically generated, scrutinised and retained; and
- decision making is underpinned by data integrity, risk management and transparent accountability.

Collectively, these arrangements provide a coherent, auditable and regulator-ready governance system that enables UKCBC to operate responsibly, transparently and effectively within a regulated higher education environment.

Field	Detail
Document Title	UKCBC Corporate and Academic Governance Framework
Reference	UKCBC/GOV/CAGF /2026
Status	Approved (Governance Framework)
Owner	Director of Governance Quality & Student Success
Sponsor	Chief Executive Officer
Governance Route	Executive Leadership Team → Board of Governors
Version	2.1
Effective Date	1st April 2026
Next Review Date	March 2027
Review Cycle	Quarterly Review (or earlier if required by regulatory or organisational change)
Applicability	All UKCBC departments, delivery sites, and associated academic and corporate functions
Regulatory Alignment	Office for Students Conditions of Registration (A–G); Public Interest Governance Principles; CUC Higher Education Code of Governance
Related Documents	Quality Assurance Policy; Risk Management Framework
Approvals	Approved by Executive Leadership Team on [24/02/25] and by the Board of Governors [20/03/26]

Version	Date	Section(s) Affected	Summary of Changes	Rationale
1.0	November 2025	All sections	Initial draft of the Corporate and Academic Governance Framework produced for internal consultation. Established core governance architecture including Board, ELT, CMT and operational forums. Launch as the internal management framework (IMF)	Establish baseline governance framework and introduce structured meeting discipline and assurance reporting.
1.1	December 2025	Section 1; Section 2; Executive Summary	Reframed language to position the framework as a fully functioning governance system rather than transitional. Strengthened alignment with OfS Conditions of Registration and Public Interest Governance Principles.	Clarify regulatory positioning and demonstrate operational capability at point of application.
2.0	January 2026	Section 2; Section 3; Section 4 (integrated into Section 2); Sections 6–16; New Appendix A; New Appendix B; New Appendix C	Introduced enhanced student and staff voice mechanisms including Academic Board, Student Council, Programme Committees, and Staff Town Hall. Established Academic Board reporting directly to the Board of Governors, with QoE as its deliberative arm. Added formal Terms of Reference for governance and operational committees. Introduced Finance Operations and clarified reporting lines. Consolidated Digital Assurance and Reporting Flow into Governance Architecture section. Added structured dashboard suite aligned to OfS Conditions A–G. Introduced Instruments of Governance as Appendix A, including quorum, chair's action, delegation principles, conflicts of interest, and decision-making rules. Formalised Scheme of Delegation at CEO level. Added Fit and Proper Person framework and Register (Appendix C). Strengthened sub-committee remits and consistent delegation clauses.	Strengthen alignment with Conditions E7 and E9. Embed academic independence and structured student voice. Separate governance narrative from governance instruments. Improve clarity of assurance flow and digital evidence environment. Enhance proportionality, transparency, and codification of delegated authority. Ensure regulator-ready documentation and auditability.
2.1	April 2026			

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1. Purpose and Regulatory Context

The CAGF defines the processes, responsibilities, and assurance mechanisms through which UKCBC governs its academic and corporate operations during the transition toward full OfS registration.

1.1 Purpose

The CAGF provides a structured and transparent means of leadership coordination, decision-making, and oversight. It sets out the institutional meeting architecture through which performance, risk, and compliance are reviewed systematically and escalated appropriately.

Its primary purposes are to:

1.1.1 Establish a coherent internal governance model aligned with OfS and CUC expectations.

1.1.2 Demonstrate operational readiness for the OfS Conditions of Registration (A–G).

1.1.3 Provide the evidence base to support both initial and ongoing registration and the ongoing monitoring of those Conditions once achieved.

1.1.4 Embed data-driven reporting, accountability, and continuous improvement in all areas of institutional activity.

1.2 Regulatory Alignment

The CAGF supports compliance with the OfS Regulatory Framework, particularly in relation to:

Condition A: Access and participation of student from all backgrounds.

Condition B: Quality, standards, and student outcomes.

Condition C: Protecting the interest of all students.

Condition D: Financial sustainability.

Condition E: Management and governance effectiveness.

Condition F: Information for students.

Condition G: Accountability for fees and funding.

By ensuring regular review of these domains through defined meetings, action tracking, and performance dashboards, the CAGF creates a continuous line of sight from operational practice to regulatory assurance. It also provides the inafrastructure through which UKCBC can demonstrate active monitoring, timely intervention, and institutional learning, as required by the OfS's expectations for ongoing registration.

1.3 Governance Maturity

The CAGF is UKCBC's formally adopted governance framework through which the College demonstrates compliance with the OfS Conditions of Registration and the Public Interest Governance Principles. It provides a complete and functioning system of oversight, assurance, evidence generation, and performance monitoring across academic and corporate domains.

The CAGF incorporates the College's full set of governance mechanisms including executive oversight, academic assurance, risk management, financial monitoring, data-integrity systems, and digital evidence trails. These arrangements operate as a robust, auditable, and regulator-ready governance system that is proportionate to the College's size, scale, and mission.

The CAGF includes a structured governance-maturity pathway. Through this pathway, elements of the governance environment will be further formalised, expanded, and codified into the Corporate Academic Governance Framework (CAGF) when the scale, complexity, and assurance requirements of the institution indicate the need for a more sophisticated governance model. This represents enhancement rather than replacement. The CAGF will consolidate, codify, and elevate the governance practices that are already fully operational under the CAGF.

Through this maturity approach, UKCBC will ensure that:

- Evidence supporting the OfS Conditions of Registration (A–G) is generated, triangulated, and assured through the CAGF;
- Governance arrangements remain aligned with the Public Interest Governance Principles and sector expectations; and
- The governance-maturity pathway provides ongoing enhancement and sector alignment as the institution evolves.

1.4 Intended Outcomes

Implementation of the CAGF will enable UKCBC to:

- operate a transparent, consistent, and proportionate governance framework aligned with OfS expectations;
- demonstrate active, systematic oversight of quality, student outcomes, risk, finance, compliance, and organisational performance;
- ensure that all assurance evidence presented to senior leadership and the Board is traceable, data-validated, and auditable;
- provide the Board of Governors and its committees with consistent, triangulated assurance demonstrating compliance with the OfS Conditions of Registration; and
- support a governance-maturity pathway that reflects continual enhancement and sector alignment.

2. Governance Architecture and Assurance Flow

2.1 Overview

The CAGF (see Figure 1) establishes a clear, tiered governance architecture that integrates academic governance, executive oversight, corporate assurance, and stakeholder voice. The framework ensures that decision making is informed by validated evidence, subject to appropriate scrutiny, and aligned with the OfS Conditions of Registration and the Public Interest Governance Principles.

The governance architecture provides multiple, distinct but connected routes for assurance, escalation, and engagement. These routes ensure that academic integrity, student experience, staff voice, financial sustainability, risk management, and organisational performance are visible at the appropriate level of governance and subject to effective oversight.

Academic governance is exercised independently through the Academic Board, supported by deliberative and advisory structures. Corporate governance and strategic oversight are exercised through the Board of Governors and its committees. Executive management and operational delivery are overseen through the Executive Leadership Team.

Operational quality assurance is delivered at programme and departmental level in accordance with the Quality Assurance and Enhancement Policy. Academic governance is exercised through the Academic Board and its deliberative committees. The Board of Governors does not manage quality assurance activity but receives structured assurance that academic standards, student outcomes and regulatory compliance are secured.

Student and staff voice are embedded within the governance system through formal mechanisms that inform both academic and executive decision making and provide direct visibility to the Board of Governors.

This integrated structure ensures that UKCBC can demonstrate proportionate, auditable, and regulator ready governance across all OfS Conditions of Registration.

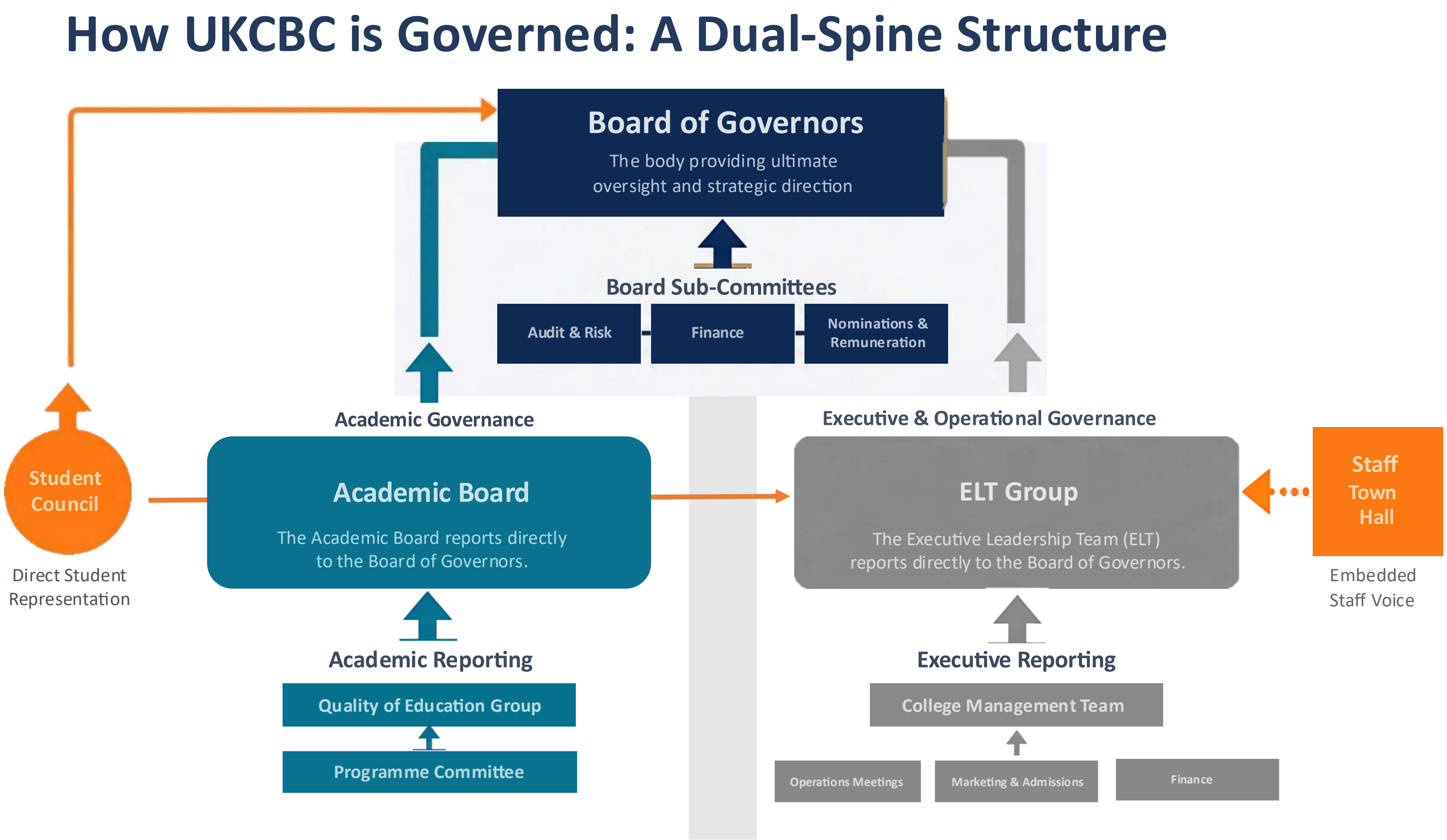

Figure 1 Corporate and Academic Governance Framework

2.2 Corporate Governance Layer

2.2.1 Board of Governors

The Board of Governors is the supreme governing body of UKCBC and holds ultimate responsibility for:

- strategic direction and institutional sustainability
- academic integrity and the protection of standards
- Protection and improvement of student outcomes including continuation, completion, progression and equality of outcomes
- financial viability and value for money
- regulatory compliance and public interest governance

The Board receives assurance through multiple, independent channels, including:

- the Academic Board on academic standards, quality, and student outcomes
- the Executive Leadership Team on institutional performance, risk, and delivery
- the Student Council on the student experience and student priorities
- its standing committees on audit, risk, finance, nominations, and remuneration

This structure ensures that academic assurance, executive management, and stakeholder voice are not conflated and that the Board is able to exercise effective, independent oversight.

Board Sub Committees

Sub Committee	Core Purpose	Key Responsibilities
Audit and Risk Committee (ARC)	To provide independent assurance to the Board of Governors on the effectiveness of internal control, risk management, audit, data integrity, and regulatory compliance.	• Review the adequacy and effectiveness of the risk management framework and institutional risk register • Oversee internal and external audit arrangements and monitor implementation of recommendations • Scrutinise financial controls, data integrity, and assurance evidence supporting OfS Conditions • Receive assurance on compliance with regulatory, legal, and statutory obligations • Provide the Board with an annual opinion on governance, risk, and internal control effectiveness
Finance Committee (FinCo)	To support the Board in securing the financial sustainability, solvency, and value for money of the College.	• Scrutinise budgets, forecasts, cashflow, and long term financial planning • Monitor financial performance, liquidity, and going concern status • Review investment proposals and major financial commitments • Oversee value for money assessments and financial risk mitigation • Provide assurance on compliance with OfS financial sustainability requirements
Nominations and Remuneration Committee (NRC)	To ensure effective Board composition, leadership capability, and transparent remuneration governance in line with public interest principles.	• Lead Board and committee succession planning and skills audits • Recommend appointments and reappointments of governors and senior leaders • Oversee fit and proper person assessments and governance due diligence • Review and recommend remuneration frameworks for senior post holders • Monitor governance effectiveness and independence in line with the Nolan Principles

Collectively, these committees deliver triangulated assurance to the Board on academic, financial, and organisational performance.

2.3 Academic Governance and Student Voice

2.3.1 Academic Board

The Academic Board is the senior academic authority of the College. It exercises independent oversight of:

- academic standards and quality
- learning, teaching, and assessment
- academic regulations and policies
- student outcomes and progression
- academic risk and enhancement

The Academic Board reports directly to the Board of Governors and is not subordinate to the Executive Leadership Team. This safeguards academic independence and ensures that academic assurance is visible at the highest level of governance. Academic oversight prioritises continuation, completion, progression and differential outcome performance, ensuring that risks to Condition B3 are identified, mitigated and reported through formal governance routes.

2.3.2 Quality of Education Group

The Quality of Education Group operates as the deliberative arm of the Academic Board. It is responsible for detailed scrutiny of:

- quality assurance and enhancement activity
- programme performance and student outcomes
- compliance with OfS Condition B requirements
- student feedback, engagement, and academic support

QoE escalates recommendations, risks, and assurance to the Academic Board, which retains responsibility for academic judgement and reporting to the Board.

2.3.3 Programme Committee

The Programme Committee is a staff student forum that considers programme level matters including:

- curriculum design and delivery
- assessment experience and workload
- learning resources and academic support
- programme specific student feedback

It reports to the Quality of Education Group and provides a structured mechanism for programme level assurance and student voice.

2.3.4 Student Council

The Student Council is the primary vehicle for collective student voice at institutional level. It:

- articulates institutional student priorities
- provides structured feedback on policy and practice
- contributes to governance discussions affecting the student body

The Student Council reports both to the Executive Leadership Team and directly to the Board of Governors, ensuring that student voice is visible at the highest level of governance.

2.4 Executive Leadership and Operational Governance

2.4.1 Executive Leadership Team

The Executive Leadership Team is responsible for executive management and operational delivery on behalf of the Board. It oversees:

- implementation of strategy and operational plans
- financial performance and sustainability
- regulatory compliance and registration conditions
- institutional risk management
- organisational performance and capacity

The ELT consolidates assurance from operational forums and presents integrated assurance to the Board.

2.4.2 Staff Town Hall

The Staff Town Hall is the formal vehicle for collective staff voice. It:

- communicates institutional priorities
- gathers operational insight and concerns
- informs executive decision making

Outputs from the Staff Town Hall inform the ELT and contribute to institutional learning and risk awareness.

2.5 Assurance and Reporting Flow

The CAGF ensures that every level of governance adds scrutiny and verification before escalation.

Source	Reporting Line	Nature of Assurance	Destination
Programme Committee	Programme Committee → QoE	Programme level quality and student feedback	Academic deliberation
Quality of Education Group	QoE → Academic Board	Quality, standards, and student outcomes	Academic oversight
Academic Board	Academic Board → Board	Academic assurance and standards	Board oversight
Student Council	Student Council → Board	Student experience and priorities	Board oversight
Student Council	Student Council → ELT	Student experience and operational responses	Executive oversight
Staff Town Hall	Staff Town Hall → ELT	Staff insight and organisational intelligence	Executive oversight

Operational Meetings	Operational Meetings → ELT	Performance, risk, and compliance	Executive assurance
ELT	ELT → Board	Consolidated institutional assurance	Strategic oversight
Whistleblowing Disclosures	Policy owner → Audit & Risk Committee → Board	Integrity, compliance and public interest risk oversight	Board oversight

Each tier:

- reviews validated data
- agrees actions and mitigations
- escalates material risks
- records decisions and rationale

This layered assurance model provides triangulated oversight and clear lines of accountability.

The Board receives structured regulatory assurance through:

- Quarterly CEO Report incorporating risk, financial sustainability, student outcomes and compliance status
- The College Annual Monitoring Report aligned explicitly to OfS Conditions A–G
- Annual Regulatory Compliance Mapping presented to Audit and Risk Committee

2.5.1 Escalation Framework

Escalation from operational to governance tiers is triggered through predefined quantitative and qualitative thresholds embedded through ongoing monitoring processes. These include:

Academic Outcomes Triggers (Condition B3):

- Continuation rate falling below internal tolerance band (e.g. 3% below institutional benchmark or OfS baseline)
- Module non submission rates exceeding 65%
- Attendance rates falling below agreed 60%
- Differential outcome gaps exceeding agreed variance thresholds

Financial Triggers (Condition D):

- Variance against approved budget beyond 3% tolerance
- Liquidity falling below 35 Cash Days
- Material forecast deterioration in going concern position

Governance and Compliance Triggers (Conditions E & C):

- High risk internal audit findings
- Confirmed regulatory breach
- Significant safeguarding or reputational incident
- Confirmed academic integrity systemic concern

Mechanism of Escalation:

1. Identified at functional committee level (QoE, Finance Ops, Marketing & Admissions etc)
2. Logged in risk register with RAG status
3. Escalated to CMT or ELT with mitigation plan
4. Where material, formally reported to Academic Board or Board of Governors

2.5.2 Reportable Events

A reportable event is an event or matter that the College is required to report to the Office for Students (OfS) where it relates to:

- eligibility for registration,
- compliance with ongoing conditions of registration,
- eligibility for or compliance with degree awarding powers, or
- eligibility for university title.

The governing body retains responsibility for interactions between the College and the OfS. The Board may delegate operational responsibility for submission of reportable events to the accountable officer, in accordance with regulatory requirements.

Identification and Internal Escalation

Potential reportable events may arise through:

- academic monitoring and quality assurance processes;

- financial monitoring and liquidity review;
- audit findings;
- safeguarding or regulatory incidents;
- governance or compliance reviews; or
- significant strategic or organisational change.

Where a potential reportable event is identified:

1. The matter is logged immediately with the Executive Leadership Team.
2. A preliminary assessment is undertaken against OfS Regulatory Advice on reportable events.
3. The Accountable Officer, in consultation with the Chair of the Board where appropriate, determines whether the matter meets the threshold for reporting.

Timing of Notification

Where an event is determined to be reportable, the College will notify the OfS within five working days of the date on which the event is identified, or as soon as reasonably practicable where exceptional circumstances apply.

This requirement applies both to events that have already occurred and to events that will have an impact in the future.

Board Oversight

All confirmed reportable events will:

- be recorded in a central regulatory log;
- be reported to the next meeting of the Board of Governors or sooner where material;
- be reviewed by the Audit and Risk Committee as part of regulatory assurance oversight.

The Board will receive confirmation of:

- the nature of the event,
- the regulatory rationale for reporting,
- any mitigation actions undertaken, and

- any subsequent OfS response or regulatory engagement.

This structured approach ensures that regulatory reporting is timely, proportionate and transparent, and that the governing body retains visibility of matters affecting compliance with the OfS Conditions of Registration

2.6 Governance and Quality Role Delineation

Clear delineation between operational quality management, academic governance, and governing body assurance is essential to regulatory compliance and effective oversight. The College distinguishes explicitly between:

- the delivery and enhancement of academic provision,
- the scrutiny and oversight of academic standards and student outcomes, and
- the governing body's responsibility to secure assurance that regulatory conditions are being met.

Operational quality assurance is delivered at programme and departmental level in accordance with the Quality Assurance and Enhancement Policy. This includes day-to-day monitoring, enhancement activity, and implementation of agreed actions.

Academic governance is exercised through the Academic Board and its deliberative structures, including the Quality of Education Group. These bodies provide independent academic scrutiny, evaluate performance against defined thresholds, consider risks to standards and student outcomes, and determine academic policy and regulatory compliance matters.

The Board of Governors does not manage quality assurance activity. Its role is to receive structured assurance that academic standards are protected, student outcomes are being secured and improved, and the College remains compliant with the OfS Conditions of Registration and Public Interest Governance Principles.

The relationship between these layers is set out below:

Governance Layer	Primary Function	Nature of Activity	Regulatory Position
Programme Level	Delivery & enhancement	Operational QA and monitoring	Accountable to Academic Governance
Quality of Education	Deliberative scrutiny	Risk review and enhancement oversight	Advises Academic Board
Academic Board	Academic authority	Standards, outcomes, regulatory compliance (academic)	Reports to Board
Board of Governors	Strategic oversight	Regulatory assurance and public interest governance	Accountable to OfS

2.7 Digital Governance and Information Environment

All governance activity operates within a structured digital assurance ecosystem based on Microsoft Teams and SharePoint. These systems provide:

- secure document storage and version control
- structured meeting channels for all governance bodies
- centralised dashboards and evidence repositories
- controlled access aligned to governance roles
- action tracking through Microsoft Planner

These arrangements ensure that governance documentation is:

- traceable
- auditable
- securely maintained
- readily retrievable for internal and external scrutiny

All minutes, dashboards, risk registers, and action logs are retained within this environment to support OfS compliance and regulatory assurance.

2.8 Reporting Cycle and Evidence Standards

The reporting cycle converts operational data into institutional assurance through defined stages:

1. Data Collection and Validation
2. Departments compile data from operational systems. Each dataset is verified by its owner in line with institutional data quality standards.
3. Functional Review
4. QoE, Marketing and Admissions, Operations, and other forums analyse data, agree actions, and identify emerging risks.
5. Consolidation
6. CMT and ELT integrate functional outputs, identify cross departmental themes, and evaluate institutional risk exposure.
7. Executive Scrutiny
8. ELT challenges performance, confirms mitigation plans, and approves escalations.
9. Board Assurance
10. The Board and its committees scrutinise consolidated dashboards and formal assurance statements.

All assurance evidence must meet standards of:

- accuracy
- completeness
- timeliness
- relevance

Quarterly data quality reviews are reported to the Audit and Risk Committee.

2.9 Assurance Dashboards and Performance Monitoring

A structured suite of dashboards provides data driven oversight aligned to OfS Conditions and institutional KPIs.

Dashboard	Primary Owner	Purpose	OfS Condition Alignment
Student Population Dashboard	Registry	Comprehensive demographic and enrolment overview including protected characteristics, entry qualifications, fee status and study mode. Enables monitoring of access, participation and emerging continuation gaps across student groups.	Condition A, Condition B3
Attendance and Engagement Dashboard	Registry / QoE	Monitoring of attendance, VLE engagement and participation indicators to identify continuation risk and trigger early intervention.	Condition B3, Condition B2
Module Outcomes Dashboard	Registry / Academic Quality	Analysis of assessment outcomes at module level including pass rates, grade distribution, reassessment patterns and differential attainment. Quantifies extensions and approved mitigations for extenuating circumstances to identify assessment pressure points, emerging academic risk and potential regulatory exposure.	Condition B2, Condition B3
B3 Outcomes Dashboard (Continuation,	Registry	Aggregated institutional performance against B3 indicators, disaggregated by student characteristics, mode and	Condition B3

Completion and Progression)		programme. Enables regulatory monitoring and strategic intervention planning.	
Admissions and Pipeline Dashboard	Admissions	Oversight of application volumes, offer rates, conversion, enrolment forecasting and admissions compliance. Supports recruitment integrity and student number planning.	Condition C, Condition D
Finance Dashboard	Finance / ELT	Budget performance, income tracking, liquidity position and student number forecasts to support financial sustainability and regulatory assurance.	Condition D
Resource Planning Dashboard (Capacity)	Operations	Teaching space utilisation, timetabling efficiency, cohort sizing and infrastructure capacity aligned to projected student numbers.	Condition D, Condition E
HR and Workforce Dashboard	HR / ELT	Staffing levels, student staff ratios, contract profile, academic capacity and workforce risk indicators. Supports assurance on organisational capability and delivery resilience.	Condition E, Condition B2

Dashboards are reviewed at appropriate governance tiers and used to inform escalation and intervention.

2.10 Policy Review and Approval

The College operates a structured and proportionate framework for the development, review, approval, and monitoring of institutional policies as part of its overall governance and assurance system.

Policy oversight forms a core element of the Corporate and Academic Governance Framework. Policies are reviewed and approved at the appropriate governance tier according to subject matter, regulatory significance, and delegated authority. This ensures that:

- scrutiny is undertaken by those with relevant expertise and oversight responsibility;
- academic policies are subject to academic governance and approved through the Academic Board;
- corporate and operational policies are reviewed and approved through the Executive Leadership Team or relevant committee; and
- material policies with strategic, financial, or regulatory implications are escalated to the Board of Governors for approval where required.

All policy approval routes operate within the formal Scheme of Delegation and the Instruments of Governance, ensuring clarity of authority, accountability, and escalation.

The detailed governance arrangements for policy preparation, consultation, review cycles, approval thresholds, and escalation are set out in Appendix B: Policy Review and Approval Framework. Appendix B should be read alongside relevant procedural guidance, including document control and version management requirements.

These arrangements ensure that policy governance is transparent, auditable, aligned with regulatory expectations, and embedded within the College's wider assurance architecture.

2.11 Continuous Review of Governance Effectiveness

The governance architecture, reporting flows, and digital assurance environment are subject to periodic review to ensure:

- effectiveness and proportionality
- regulatory alignment
- clarity of escalation routes
- usability of dashboards and data

Findings are reported to ELT and the Audit and Risk Committee. Enhancements are incorporated into governance practice and inform ongoing refinement of the CAGF.

3. Principles, Roles, and Meeting Discipline

3.1 Purpose

This section sets out the principles, expectations, and roles that underpin how governance operates in practice across UKCBC. It defines the standards of behaviour, preparation, and accountability expected of all participants in governance activity, whether strategic, academic, or operational.

The purpose of this section is to ensure that all meetings contribute meaningfully to institutional assurance, support compliance with the Office for Students Initial and Ongoing Conditions of Registration, and reinforce a culture of transparency, professionalism, and continuous improvement.

The formal instruments of governance including authority, delegation, decision making, quorum, voting, chair's action, and conflicts of interest are defined in **Appendix A Instruments of Governance**. This section should therefore be read as setting the *governance culture and expectations*, rather than procedural rules.

3.2 Core Principles for Effective Governance Practice

Effective governance at UKCBC is underpinned by shared principles that apply consistently across all governance bodies and meetings operating within the Corporate and Academic Governance Framework.

All participants are expected to uphold the following principles:

- **Preparedness**

  Participants engage fully with agendas and supporting materials in advance, enabling informed discussion and effective challenge.

- **Focus and Discipline**

  Meetings are purposeful and outcome oriented, prioritising assurance, scrutiny, and decision making over routine information exchange.

- **Accountability**
  Responsibilities, actions, and follow up are clear, owned, and monitored, ensuring decisions translate into delivery and improvement.

- **Transparency**

Governance activity is documented and accessible within secure digital systems, enabling traceability and auditability.

- **Timeliness**
  Meetings, actions, and reporting operate to agreed schedules, supporting reliable oversight and confidence in governance processes.

- **Evidence Informed Decision Making**

  Recommendations and decisions are grounded in validated data, risk analysis, and professional judgement.

- **Learning and Reflection**

  Governance activity supports institutional learning through reflection on effectiveness, outcomes, and emerging risks.

These principles apply to all governance bodies and meetings and provide the behavioural foundation for the procedural instruments set out in Appendix A.

3.3 Roles and Responsibilities

Clear understanding of roles and responsibilities is essential to the effectiveness of the CAGF. Governance at UKCBC depends on collective ownership of assurance and individual accountability for contributions and actions.

3.3.1 Chairs

Each governance meeting is led by a designated Chair who is responsible for ensuring that proceedings are effective, fair, and aligned with strategic and regulatory objectives.

The Chair's role includes:

- setting the tone and expectations for discussion;
- ensuring that meetings remain focused on assurance, scrutiny, and outcomes;
- enabling constructive challenge and balanced participation; and
- confirming conclusions, actions, and escalation routes.

The exercise of formal authority by Chairs, including chair's action, is governed by **Appendix A Instruments of Governance**.

3.3.2 Members

Members are responsible for contributing actively and professionally to governance activity. This includes:

- engaging critically with information presented;
- providing informed challenge and insight;
- supporting collective decision making; and
- taking responsibility for actions allocated to them.

Members are expected to act in accordance with UKCBC's values and to support an open, respectful, and inclusive governance culture.

3.3.3 Executive and Governance Support

Executive and governance support functions ensure that governance activity is reliable, traceable, and compliant with institutional and regulatory requirements.

Their role includes:

- coordinating agendas and papers;
- maintaining accurate records of decisions and actions; and
- ensuring secure storage and version control of governance documentation.

This function is central to maintaining an auditable assurance trail.

3.3.4 Data Owners and Report Leads

Data Owners and Report Leads are accountable for the quality, accuracy, and timeliness of information used in governance and assurance reporting.

They ensure that data presented to governance bodies is validated and consistent with institutional data quality standards, enabling defensible decision making by the College Management Team, Executive Leadership Team, Academic Board, and Board of Governors.

3.4 Conduct and Professional Standards

All governance activity must reflect high standards of professional conduct and ethical behaviour.

Participants are expected to:

- act with integrity, respect, and openness;

- declare and manage conflicts of interest appropriately;
- respect confidentiality where required; and
- escalate material risks or concerns through appropriate governance channels.

All governors, committee members, and senior leaders are bound by the Nolan Principles of Public Life and UKCBC's Codes of Conduct. The formal management of conflicts of interest and independence is governed by Appendix A Instruments of Governance and the UKCBC Conflicts of Interest Policy.

All relevant individuals are responsible for engaging with processes established under the Relevant Individuals Capability and Support Policy, including the disclosure of circumstances that may affect their ability to discharge their duties. This forms part of their obligation to maintain effective governance, manage risk, and uphold regulatory compliance.

3.5 Digital Collaboration and Record Keeping

UKCBC operates a digitally enabled governance environment that supports transparency, traceability, and regulatory assurance.

Governance activity is supported through secure use of Microsoft Teams and SharePoint, which together provide:

- a single source of truth for governance documentation;
- version control and document retention; and
- controlled access aligned with governance roles.

The detailed requirements for recording decisions, actions, and assurance evidence are defined in Appendix A Instruments of Governance.

3.6 Continuous Improvement and Review

The effectiveness of governance arrangements under the CAGF is subject to ongoing review.

Feedback from participants, analysis of governance outputs, and assurance outcomes are used to refine:

- meeting focus and effectiveness;
- quality and usability of information presented; and

- escalation and feedback loops across governance tiers.

Insights from this review process inform continuous enhancement of governance practice and, where necessary, updates to the instruments set out in Appendix A, ensuring that governance arrangements remain proportionate, effective, and aligned with regulatory expectations.

4. Continuous Improvement and Transition to the Corporate Academic Governance Framework

4.1 Purpose and Rationale

The CAGF is not a static model, but a developmental governance mechanism designed to mature alongside the organisation. It provides a structured and evidential pathway from informal management coordination to a fully compliant and auditable governance system.

As UKCBC advances towards formal registration with the OfS, the CAGF establishes the operational and cultural foundations required to support a sustainable and accountable governance environment.

This section outlines how the institution will continuously evaluate, refine, and evolve the CAGF, ensuring that each cycle of review contributes directly to the design and implementation of the CAGF.

4.2 Continuous Improvement Cycle

The College will adopt a formal Plan–Do–Review–Improve cycle to govern the ongoing development of its assurance and decision-making systems. This process ensures that internal governance remains responsive, evidence-driven, and aligned with both strategic and regulatory expectations.

4.2.1 Plan: Each quarter, the ELT and Governance Officer will review institutional objectives, emerging regulatory requirements, and stakeholder feedback to identify areas for improvement within the CAGF.

4.2.2 Do: Proposed refinements, such as updated reporting templates, new dashboard indicators, or changes to meeting protocols, will be piloted within the existing governance environment. Adjustments will be supported by appropriate training and communication to ensure consistency of practice.

4.2.3 **Review:** The effectiveness of these changes will be evaluated through feedback from Chairs, members, and secretariat staff, as well as through analysis of meeting data (e.g., action completion rates, timeliness of reporting, audit findings).

4.2.4 **Improve:** Lessons learned will inform procedural revisions, policy amendments, and the gradual incorporation of formal governance mechanisms required for full alignment with the CAGF.

This cyclical approach embeds a culture of continuous learning, ensuring that governance practices remain both current and proportionate to institutional growth.

4.3 Building Organisational Maturity

Each cycle of improvement contributes to measurable increases in organisational maturity across three key dimensions:

- Operational Maturity: Strengthening systems, workflows, and reporting processes to enhance consistency and reliability
- Cultural Maturity: Embedding shared ownership of assurance, fostering openness, and normalising evidence-based decision-making
- Governance Maturity: Demonstrating traceable, triangulated assurance across academic, executive, and corporate tiers, meeting the expectations of the OfS Conditions of Registration (A–G) and public interest governance principles

By tracking progress in these areas, UKCBC ensures that the CAGF evolves in step with the institution's readiness for regulatory recognition and external scrutiny.

4.4 Transition to the Corporate Academic Governance Framework

The CAGF will represent the next stage of UKCBC's governance evolution. It will formalise the institutional arrangements required for full compliance with OfS expectations and best practice in UK higher education governance.

The CAGF will:

- Define the permanent relationship between the Board of Governors, Academic Board, and Executive Leadership Team, ensuring a clear separation between executive, academic, and oversight functions

- Establish the terms of reference, membership, and delegated authority of all formal committees
- Embed the assurance methodologies, data standards, and reporting mechanisms piloted under the CAGF
- Ensure that governance documentation, including policies, minutes, and performance evidence, meets OfS audit and publication standards
- Integrate student and staff voice into decision-making processes, aligning with the Public Interest Governance Principles and equality duties

The transition will be implemented progressively, using the CAGF as a live testing ground for policies, meeting formats, and assurance templates before full formalisation under the CAGF.

This stepwise approach ensures that every aspect of the governance system is tested, evidenced, and contextually appropriate for UKCBC's scale and mission.

4.5 Monitoring and Evaluation of the Transition

Progress towards CAGF implementation will be monitored through a defined set of metrics, including:

- Governance Effectiveness Indicators: Timeliness of meeting outputs, completion of actions, and compliance with documentation standards
- Regulatory Readiness Indicators: Alignment of internal evidence with OfS Initial and Ongoing Conditions of Registration and associated guidance
- Cultural Engagement Indicators: Staff participation, feedback from meeting evaluations, and evidence of cross-departmental collaboration

Findings will be reviewed quarterly by the ELT and annually by the Audit & Risk Committee, ensuring that governance development remains a standing feature of the institutional assurance plan.

4.6 Summary Statement

The CAGF establishes the discipline, evidence base, and culture of accountability necessary for a regulated higher education provider.

Its purpose extends beyond readiness for registration, it is the mechanism through which UKCBC learns to govern itself effectively, transparently, and in alignment with national standards of public interest and regulatory compliance.

Through iterative refinement and digital assurance, the CAGF positions the College to transition seamlessly into the CAGF, evidencing both capability and commitment to sustainable, high-quality governance.

5 Board of Governors – Terms of Reference

5.1 Introduction and Purpose

The Board of Governors ("the Board") is the supreme governing body of UKCBC. It holds ultimate responsibility for the College's strategic direction, financial sustainability, academic integrity, risk management, and regulatory compliance.

The Board operates within the CUC Higher Education Code of Governance, the OfS regulatory framework, and the Public Interest Governance Principles, and safeguards academic freedom and the long-term success of the institution in the public interest.

Procedural note: All operational rules for meetings (notice/papers, quorum, voting, observers/guests, minutes, record-keeping, conflicts, confidentiality, conduct) are governed by the CAGF Sections 3–4 (Governance Operations Protocol; Digital Assurance and Reporting Flow).

5.2 Composition

The Board of Governors shall comprise a balanced membership that ensures effective independent oversight of the College in accordance with the Office for Students Public Interest Governance Principles and the CUC Higher Education Code of Governance.

The Board shall include the following categories of member.

5.2.1 Independent Governors

Independent Governors shall be appointed by the Board on the recommendation of the Nominations and Remuneration Committee. Independent Governors must be individuals who are independent of the College's executive management, employees, and shareholders and who possess relevant professional, academic, regulatory, financial, or sector experience.

The independent membership of the Board may include an independent representative with experience of corporate governance at Board level, including where appropriate an individual nominated to provide an external perspective in relation to the Board of Directors, provided that the individual satisfies the independence criteria and acts in the public interest of the College.

The Chair of the Board shall be appointed from among the Independent Governors.

5.2.2 Executive Members

The following executive employees of the college shall serve as members of the Board:

- Chief Executive Officer
- Director of Higher Education
- Director of Operations
- Chief Legal and Operations Officer

5.2.3 Shareholder Representation

One representative of the Majority Shareholder may be appointed as a member of the Board.

5.2.4 Student and Staff Representation

The Board shall include:

- one Student Member appointed from the student body; and
- one Staff Member appointed from the staff of the College.

Student and Staff Members participate in Board deliberations to ensure that the perspectives of students and staff inform governance. These members shall normally participate in a non-voting capacity unless otherwise determined by the Board.

Independent Governors shall at all times constitute the majority of the voting membership of the Board, including the Chair.

Where appointments, resignations, or vacancies arise, the Board shall ensure that the composition of the Board continues to maintain this majority of independent members.

(Eligibility, attendance and conduct expectations follow CAGF Section 3.)

5.3 Responsibilities

The Board's responsibilities align with the OfS Initial and Ongoing Conditions of Registration (A–G) and sector good practice.

5.3.1 Strategic Direction

- Define and periodically review mission, vision, values.
- Approve and monitor delivery of the Strategic Plan and institutional KPIs.

- Oversee major initiatives (portfolio, partnerships, capital) for alignment with strategy, risk appetite, and student benefit.

5.3.2 Governance and Regulatory Compliance

- Uphold high standards of governance (CUC, Public Interest Governance Principles).
- Ensure ongoing compliance with OfS Conditions (A–G).
- Approve and periodically review the CAGF and the scheme of delegation.
- Maintain arrangements for oversight and performance management of the ELT.

5.3.3 Academic Integrity, Quality and Student Experience

- Protect academic freedom and uphold the integrity of teaching, learning, assessment, and awards.
- Receive academic assurance, via QoE, that quality, standards, and outcomes meet sector reference points and OfS B Conditions.
- Ensure appropriate student engagement in governance and uphold equality, diversity, and inclusion.

5.3.4 Financial Sustainability and Resources

- Approve annual budget, forecasts, and financial statements.
- Monitor financial health, liquidity, and going-concern status; ensure value-for-money.
- Approve material investments and capital expenditure; oversee treasury, reserves, and asset stewardship.
- Obtain assurance on internal control and reporting via Audit & Risk Committee and Finance Committee.

5.3.5 Risk Management and Assurance

- Approve the Risk Management Policy and institutional risk register; set and review risk appetite.
- Receive regular assurance on strategic, academic, operational, financial, data and compliance risks; confirm mitigation and escalation.
- Require assurance reporting from ELT and committees to be evidence-based, data-validated and CAGF -compliant (digital, traceable, auditable).

- Receives assurance that arrangements are in place to ensure that all relevant individuals remain capable of fulfilling their roles, including through the implementation of the Relevant Individuals Capability and Support Policy. The Board will take decisions in cases of sustained or material incapacity affecting individuals within its direct oversight

5.3.6 Performance Monitoring and Improvement

- Monitor performance against the Strategic Plan and KPIs (student outcomes, quality, continuation/attainment/progression, graduate outcomes, financial metrics, compliance).
- Ensure effective systems for student experience, support and safeguarding, consumer protection, and accessibility.
- Commission internal/external reviews where appropriate and ensure timely action on findings.

5.3.7 People, Culture and Public Interest

- Oversee frameworks for the pay and conditions of all staff including, EDI, health & safety, and wellbeing of students and staff.
- Secure freedom of speech within the law through robust policy and practice.
- Ensure transparent remuneration governance and College leadership oversight (via NRC).
- Promote the College's reputation and the public interest.

5.4 Scheme of Delegation

5.4.1 Purpose and Principles

UKCBC operates a Scheme of Delegation to ensure that authority is exercised appropriately, decisions are taken at the correct level, and accountability is maintained through effective oversight by the Board of Governors.

The Scheme of Delegation is underpinned by the following principles:

- the Board of Governors retains ultimate accountability for the governance of the College;
- authority is delegated only where this supports effective, timely, and proportionate decision making;

- delegation is supported by clear reporting, assurance, and escalation arrangements;
- academic governance is exercised independently through appropriate academic structures; and
- all delegated authority remains subject to Board oversight and review.

These arrangements are designed to meet the requirements of the OfS Conditions of Registration and the Public Interest Governance Principles, and to operate proportionately to the scale, complexity, and risk profile of the institution.

5.4.2 Authority of the Board of Governors

The Board of Governors holds ultimate authority for:

- determining the strategic direction and educational character of the College;
- safeguarding academic standards and the student experience;
- ensuring financial sustainability and value for money;
- securing compliance with regulatory, legal, and contractual obligations; and
- overseeing the effectiveness of governance, management, and assurance arrangements.

The Board exercises this authority collectively and may not delegate its core responsibilities, as set out in the Reserved Matters section.

5.4.3 Delegation Framework

The Board delegates authority to enable effective governance and management through the following bodies:

- Board Committees, which provide specialist scrutiny, assurance, and decision making within defined remits;
- the Academic Board, which exercises independent academic governance and oversight; and
- the Executive Leadership Team, which is responsible for executive management and operational delivery.

Delegation is affected through:

- formally approved Terms of Reference;
- defined reporting and assurance expectations;
- documented decision making and escalation protocols; and
- regular review of governance effectiveness as part of the governance maturity approach.

Delegation does not transfer accountability. All delegated bodies remain accountable to the Board of Governors.

5.4.4 Delegation to Board Committees

The Board establishes standing committees to support effective governance and assurance.

Each committee:

- operates under delegated authority from the Board of Governors;
- acts within the scope defined by its approved Terms of Reference;
- may take decisions or make recommendations as specified within that remit; and
- reports formally to the Board through minutes, summary reports, and assurance statements.

Committees may not:

- act outside their approved Terms of Reference;
- assume executive or management responsibilities; or
- further delegate authority unless explicitly authorised by the Board.

The standing committees of the Board are:

- Nominations and Remuneration Committee;
- Audit and Risk Committee; and
- Finance Committee.

Collectively, these committees provide triangulated assurance to the Board on governance capacity, financial sustainability, risk management, audit, and organisational integrity.

5.4.5 Delegation to the Academic Board

The Board delegates responsibility for academic governance to the Academic Board in order to protect academic independence and integrity.

The Academic Board:

- exercises oversight of academic standards, quality, assessment, and student outcomes;
- operates independently of executive management; and
- provides formal academic assurance to the Board of Governors.

The scope of delegated academic authority and reporting arrangements are defined through the Academic Board Terms of Reference.

5.4.6 Delegation to the Executive Leadership Team

The Board delegates executive authority to the Executive Leadership Team (ELT) for the day-to-day management and operational delivery of the College.

The ELT is responsible for:

- implementing the approved strategy and operational plans;
- managing resources, staff, and systems;
- ensuring regulatory compliance and institutional readiness; and
- consolidating assurance from operational and functional meetings.

The ELT remains accountable to the Board through structured reporting, assurance statements, and escalation of material risks or decisions outside delegated authority.

5.4.7 Accountability, Oversight, and Review

All delegated authority is subject to ongoing Board oversight.

Accountability is maintained through:

- regular reporting against delegated responsibilities;
- submission of minutes and documented decisions;
- provision of assurance supported by validated data and evidence; and
- escalation of material risks, breaches, or decisions exceeding delegated authority.

The effectiveness and appropriateness of delegation arrangements are reviewed periodically as part of the governance maturity pathway to ensure continued alignment with institutional context, regulatory expectations, and sector good practice.

6. Nominations and Remuneration Committee – Terms of Reference

6.1 Purpose and Context

The Nominations and Remuneration Committee ("the Committee") is a standing sub-committee of the Board of Governors, established to ensure effective governance leadership, succession planning, and fair remuneration practice within UKCBC.

The Committee operates in accordance with the CUC Higher Education Code of Governance, the OfS Regulatory Framework, and the Public Interest Governance Principles, providing assurance that governance arrangements are transparent, proportionate, and compliant with OfS Condition E (Management and Governance).

Procedural Note: All operational aspects of meetings, including quorum, notice, circulation of papers, record-keeping, conflicts of interest, and conduct, are governed by CAGF Sections 3 and 4.

6.2 Composition and Membership

- The Committee shall comprise a minimum of three members, including at least two Independent Governors.
- The Chair of the Committee shall be an Independent Governor and may not be the Chair of the Board of Governors.
- Membership may include both executive and independent governors appointed by the Board.
- The Committee may co-opt internal or external advisors with relevant expertise (non-voting) to support its work.
- The College Executive Support Officer acts as the Committee Secretary, maintaining records, agendas, and minutes within the digital assurance framework (see CAGF Section 4).
- Collectively, members must demonstrate appropriate skills, experience, and independence to discharge the Committee's remit.

Where an item concerns the remuneration or nomination of any Committee member, including the Secretary/Clerk, that member shall withdraw from discussion and decision-making to avoid conflicts of interest.

6.3 Responsibilities

6.3.1 Nominations and Governance Capacity

The Committee advises the Board on appointment, re-appointment, and succession planning for Governors and senior executives. Its responsibilities include:

- Developing and maintaining a transparent process for identifying and recommending candidates for Board vacancies and re-appointments.
- Ensuring diversity, equality of opportunity, and an appropriate balance of skills and experience across the Board.
- Conducting skills audits and succession planning reviews at least annually.
- Oversee the assessment of fitness and propriety for relevant individuals in accordance with OfS Condition E9, using the Fit and Proper Person Declaration and Assessment Instrument (Appendix C).
- Recommending to the Board the appointment or renewal of Independent Governors, Executive Governors, Staff and Student Governors and Committee Members.
- Supporting the Chief Executive Officer (CEO) in identifying and nominating members of the ELT and other governance positions.
- Overseeing induction and ongoing professional development for Governors.
- To review annually member's attendance and performance
- To approve the policy for remuneration, allowances and expenses paid to Board members.
- Advising the Board on governance effectiveness and capacity issues identified through internal or external review.

6.3.2 Remuneration and Reward Framework

The Committee ensures that UKCBC's remuneration approach promotes fairness, transparency, and alignment with institutional values.

Key responsibilities include:

- Developing and recommending a Remuneration Policy for all staff, ensuring compliance with equality and sector standards.

- Reviewing the policy annually to reflect market conditions and institutional needs.
- Recommending to the Board the remuneration and benefits of the CEO and ELT, ensuring transparency and proportionality.
- Reviewing salary benchmarking, pay differentials, and equality pay-gap data.
- To endorse the CEO's objectives as proposed by the Chair of the Governing Board and monitor performance against these objectives via interim and end of year reviews.
- To receive regular performance reviews against objectives for ELT members carried out by the CEO.
- Monitor activity in relation to succession planning for the CEO and ELT
- Approving remuneration disclosures for financial and governance reporting.
- Ensuring reward practices comply with the CUC Remuneration Code and uphold the Nolan Principles.

6.4 Meetings and Conduct

- The Committee shall meet at least twice per year, or more frequently as required.
- Quorum: three members, including at least two Independent Governor.
- All meetings shall follow the governance discipline, digital record-keeping, and transparency principles set out in CAGF Sections 3 and 4.
- The Committee may establish time-limited working groups to address specific matters such as governor recruitment or salary benchmarking.
- Conflicts of interest shall be declared at the outset of each meeting and managed in accordance with CAGF Section 3.4.

6.5 Reporting and Assurance

- The Committee reports formally to the Board of Governors through submission of minutes and summary reports to the next scheduled Board meeting.
- An annual report shall be prepared summarising key activities, appointments, remuneration decisions, and assurance on governance capacity.

- Committee outputs contribute directly to institutional assurance under OfS Condition E (Management and Governance).
- All documentation, including minutes and reports, shall be stored securely in Teams / SharePoint, in line with the digital assurance environment (CAGF Section 4).

6.6 Review and Evaluation

- The Committee shall undertake an annual self-evaluation of its performance and terms of reference.
- Recommendations for amendment shall be submitted to the Board for approval.
- An external review of governance effectiveness, including this Committee, will take place at least once every three years as part of the Board's overall evaluation cycle.

6.7 Delegated Authority and Accountability

This Committee operates under delegated authority from the Board of Governors in accordance with the Scheme of Delegation set out in Section 6.4 of the Corporate and Academic Governance Framework.

The Committee is authorised to:

- exercise scrutiny, oversight, and decision making within the scope defined by its Terms of Reference;
- make decisions where explicitly delegated by the Board; and
- make recommendations to the Board on matters reserved to the Board or outside the Committee's delegated authority.

The Committee must operate within the following constraints:

- it may not assume executive or operational management responsibilities;
- it may not act outside the scope of its approved Terms of Reference;
- it may not further delegate its authority unless expressly authorised by the Board of Governors; and
- it may not take decisions on matters reserved to the Board.

The Committee remains accountable to the Board of Governors at all times.

Accountability is exercised through:

- formal reporting to the Board via approved minutes and summary assurance reports;
- escalation of material risks, issues, or decisions exceeding delegated authority;
- provision of assurance supported by validated data, evidence, and professional judgement; and
- compliance with governance discipline, conduct standards, and digital record-keeping requirements set out in the Corporate and Academic Governance Framework.

The Board of Governors retains the right to:

- review, amend, or withdraw delegated authority;
- call in any decision or matter for consideration; and
- commission additional assurance or review where required.

The effectiveness of the Committee's delegated authority will be reviewed periodically as part of the Board's governance effectiveness and maturity review cycle.

7. Audit and Risk Committee – Terms of Reference

7.1 Purpose and Context

The Audit and Risk Committee ("the Committee") is a standing sub-committee of the Board of Governors, established to provide independent assurance on the adequacy and effectiveness of internal control, risk management, audit, data assurance, and compliance frameworks.

The Committee operates under the CUC Higher Education Audit Committees Code of Practice, the OfS Regulatory Framework, and the Public Interest Governance Principles, ensuring that the College maintains financial integrity, manages risk effectively, and complies with statutory and regulatory obligations.

Procedural note: Operational arrangements for meetings, including quorum, notice, papers, record-keeping, and conduct, are governed by CAGF Sections 3–4.

7.2 Composition and Membership

- The Committee shall comprise a minimum of three Independent Governors.
- The Chair of the Committee shall be an Independent Governor. The Chair of the Board may not chair this Committee.
- At least one member shall have recent and relevant experience in finance, audit, or risk management, ideally with a professional qualification (e.g., ACCA, ICAEW, CIMA).
- The following staff normally be in attendance when relevant items are discussed:
    - Chief Executive Officer or delegated ELT member
    - Chief Legal and Compliance Officer
    - Director of Operations, Innovation and Commercial Success
    - Director of Higher Education
    - Internal Auditor Representative
    - External Auditor Representative
- The Committee may invite specialist advisors or external experts to attend for specific items (non-voting).

- The College Secretary shall act as Secretary, ensuring proper documentation and digital storage of all Committee materials.

7.3 Responsibilities

7.3.1 Governance, risk management, internal control, and assurance environment

The Committee shall:

- monitor and review the effectiveness of the College's overall risk management, control, governance, and assurance arrangements, including academic risk
- review the institutional risk register and ensure alignment to strategic and operational risks
- advise the Board on the clarity and operation of risk appetite and risk tolerances
- consider the organisational culture and behaviours relevant to assurance, integrity, and reputation, including conflicts of interest arrangements
- monitor other relevant sources of assurance (including external reviews and regulatory assurance activity) and ensure that assurance coverage is sufficient
- ensure that audit and assurance work is risk based and proportionate to the College's scale and risk profile

7.3.2 Financial statements, reporting transparency, and value for money

The Committee shall:

- review the audit of the annual financial statements, including the external audit opinion, statement of governors' responsibilities, and the statement of internal control, and recommend the statements to the Board of Governors for approval where appropriate
- consider whether the narrative reporting in the financial statements (including the strategic reporting) is fair, balanced, and understandable
- consider the transparency and openness of reporting within the financial statements
- satisfy itself that suitable arrangements are in place to ensure sustainability and to promote economy, efficiency, and effectiveness, including value for money

7.3.3 External audit oversight

The Committee shall:

- advise the Board on the appointment, terms of engagement, and audit fee for external auditors
- review the nature and scope of the external audit plan and approach, including interim and final findings
- review and consider the external audit management letter and management responses, and monitor completion of resulting actions
- monitor annually the performance and effectiveness of external auditors, including any matters affecting independence and objectivity
- request and consider an annual statement from the external auditor describing the processes used to safeguard independence and objectivity
- oversee policy and controls for non audit services provided by the external auditor, including pre approval arrangements and exclusions

Where UKCBC has subsidiary entities or where group audit considerations apply, the Committee shall ensure appropriate oversight of external audit coverage across relevant entities.

7.3.4 Internal audit oversight

The Committee shall:

- advise the Board on the approach to internal audit provision and the appointment and terms of engagement of the internal audit provider, including any non audit services
- approve the Internal Audit Charter and internal audit plan informed by the institutional risk management framework (or recommend to the Board where required by UKCBC's governance arrangements)
- ensure internal auditors have direct access to the Chair of the Committee and appropriate access to the Board where necessary
- review internal audit reports and major findings, and monitor management's responsiveness and implementation of recommendations
- ensure internal audit has appropriate access, resourcing, and organisational standing to discharge its responsibilities effectively
- monitor internal audit performance annually against agreed performance measures

- ensure externally provided internal audit services are subject to competitive tender at least every five years, subject to procurement requirements and proportionality

7.3.5 Data integrity and external returns

The Committee shall:

- satisfy itself that effective arrangements are in place to ensure appropriate, accurate, and timely data returns to regulators and external bodies
- receive assurance on the quality, integrity, and governance of data used for external reporting, including Board assurance dashboards and key regulatory returns
- receive periodic reporting on internal data quality reviews and material data risks

7.3.6 Ethical and behavioural controls, fraud, and reportable matters

The Committee shall oversee assurance that UKCBC has effective policy frameworks and controls in place relating to ethical and behavioural matters, and receives appropriate information on their effectiveness, including:

- whistleblowing and protected disclosures, including periodic summary reporting and thematic analysis
- anti bribery and corruption controls
- fraud and irregularity controls, including prevention, detection, response planning, and investigation oversight arrangements
- fit and proper persons controls and reference checking assurance (as assurance over the framework, not role duplication with nominations functions)
- conflicts of interest framework and related party controls
- identification, logging, and governance of material adverse matters and reportable events, including assurance that escalation routes operate effectively

7.3.7 Whistleblowing oversight

The Committee shall:

- receive anonymised summary reporting on whistleblowing disclosures at least annually, and more frequently where risk indicates
- review themes, trends, and systemic risks arising from disclosures

- oversee the accessibility, confidentiality, and effectiveness of arrangements
- commission independent investigation where appropriate within delegated authority or recommend such action to the Board
- provide assurance to the Board that arrangements are effective and appropriately independent

7.3.8 Significant losses and serious incidents

The Committee shall ensure that significant losses, serious incidents, or major control breakdowns are appropriately investigated and that auditors and regulators are informed where required, with learning and corrective actions tracked to completion.

7.4 Reporting and accountability

The Committee reports directly to the Board of Governors.

- Minutes, a written summary report, and recommendations shall be provided to each scheduled Board meeting following a Committee meeting.
- The Committee shall produce an Annual Audit and Assurance Report, timed to support the approval of the annual financial statements. This shall include the Committee's opinion on the adequacy and effectiveness of arrangements for:
    - risk management, control, and governance
    - sustainability and value for money
    - data integrity and the quality of external data returns
    - effectiveness of internal and external audit and the control environment

The Annual Audit and Assurance Report should describe how the Committee discharged its duties and highlight significant issues arising in year and up to the date of the report. Publication arrangements shall follow UKCBC's agreed transparency approach.

7.5 Coordination with other committees

The Committee's terms of reference shall be coordinated with the responsibilities of other governance bodies (including Finance Committee, Academic Board, and any risk focused committees or groups), to avoid duplication and ensure complementary scrutiny. The Committee may agree observer attendance protocols where this supports effective governance while preserving independence.

7.6 Review and effectiveness

- The Committee shall undertake an annual self review of its effectiveness and terms of reference.
- A periodic effectiveness review shall be completed at least every four years, and may include feedback from auditors and senior managers and or external input.
- Recommendations for change shall be submitted to the Board of Governors for approval.

8. Finance Committee – Terms of Reference

8.1 Purpose and Context

The Finance Committee ("the Committee") is a standing sub-committee of the Board of Governors responsible for providing assurance on the financial sustainability, solvency, and value-for-money performance of UKCBC.

The Committee ensures that the College's financial strategy, budget, investment and capital plans, and treasury management align with institutional priorities and the OfS regulatory requirements. It operates in accordance with the CUC Code of Governance and the Public Interest Governance Principles.

Procedural note: Meeting operations, including record-keeping, conduct, and digital assurance, are governed by CAGF Sections 3–4.

8.2 Composition and Membership

- The Committee shall comprise a minimum of three members, including at least two Independent Governors.
- The Chair shall be an Independent Governor, appointed by the Board.
- At least one member shall have recent and relevant experience in finance, audit, or risk management, ideally with a professional qualification (e.g., ACCA, ICAEW, CIMA).
- The Chief Executive Officer and Head of Finance will be named ex-officio members.
- The Committee may invite external advisors or auditors to attend for relevant items (non-voting).
- The College Executive Officer shall function as Committee Secretary, maintaining records in line with digital assurance protocols.

8.3 Core Responsibilities

8.3.1 Financial Strategy and Planning

- Review and recommend to the Board the Financial Strategy and ensure alignment with the College's mission and strategic plan.

- Scrutinise the annual budget, five-year forecasts, and OfS financial returns before submission to the Board.
- Advise the Board on the implications of funding and fee policy changes.
- Approve College financial policies.
- Oversee the fiscal impact of new partnerships, projects, and capital investments.

8.3.2 Financial Performance and Reporting

- Monitor financial performance against approved budgets and forecasts.
- Review management accounts, variances, and forecasts at each meeting.
- Ensure accuracy, transparency, and integrity in all financial reporting.
- Recommend the annual financial statements to the Audit & Risk Committee.
- Review the Value for Money Statement and advise the Board on efficiency, economy, and effectiveness.

8.3.3 Investments, Capital, and Reserves

- Oversee the development of the capital expenditure programme and monitor delivery against approved plans.
- Approve investment proposals within delegated authority; recommend larger investments to the Board.
- Monitor the performance of reserves, cash flow, and asset management.
- Oversee the College's treasury management policy and ensure compliance with approved parameters.

8.3.4 Financial Sustainability and Assurance

- Review financial resilience and ensure the College remains a going concern.
- Oversee compliance with OfS financial viability requirements and relevant covenants.
- Review the outcomes of internal or external financial reviews and ensure follow-up actions.
- Consider the financial implications of risk reports from the Audit & Risk Committee.

8.4 Meetings and Conduct

- The Committee shall meet at least three times per year, or as required.
- Quorum: two members, including one Independent Governor.
- Meetings will adhere to the procedural discipline and digital assurance framework outlined in CAGF Sections 3–4.
- Conflicts of interest must be declared at each meeting.
- The Committee may establish working groups for capital, budgeting, or investment reviews.

8.5 Reporting and Assurance

- The Committee reports directly to the Board of Governors, providing minutes and summary reports.
- An annual finance report summarising budget performance, investment outcomes, and forward risk will be presented to the Board.
- All reports and supporting documents shall be maintained within the digital assurance environment (CAGF Section 4).

8.6 Review and Evaluation

- The Committee will undertake an annual self-review of its effectiveness and ToR.
- The ToR will be reviewed annually and approved by the Board.
- External review of governance effectiveness, including this Committee, will occur every three years.

9 Academic Board

9.1 Purpose

The Academic Board is the principal academic authority of UK College of Business and Computing (UKCBC). It is responsible for safeguarding academic standards, assuring the quality of learning, teaching, and assessment, and promoting continuous academic enhancement across the College.

Operating with delegated authority from the Board of Governors, the Academic Board provides independent academic oversight and assurance. It ensures that academic provision, student outcomes, and the student learning experience meet internal expectations and external regulatory requirements, including the Office for Students Initial and Ongoing Conditions of Registration and the UK Quality Code for Higher Education.

The Academic Board plays a central role in protecting academic integrity and freedom, ensuring that academic decision making is informed by evidence, student engagement, and sector good practice. It provides formal academic assurance directly to the Board of Governors and operates independently of executive management structures.

9.2 Membership

Chair:
To be confirmed

Members:
To be confirmed

9.3 Frequency

The Academic Board shall meet no fewer than **four times per academic year**. Additional meetings may be convened where required to discharge regulatory, academic, or assurance responsibilities.

9.4 Reporting and Accountability

- The Academic Board reports directly to the Board of Governors.

- It provides formal assurance on academic standards, quality, and student outcomes.
- It receives deliberative, evidential, and performance reports from the Quality of Education Group, which acts as its primary operational and analytical forum.

The Academic Board does not report to the Executive Leadership Team and operates independently of executive management, while maintaining constructive engagement where appropriate.

9.5 Responsibilities

With delegated authority from the Board of Governors, the Academic Board is responsible for:

9.5.1 Academic Standards and Quality

- Providing assurance to the Board of Governors that UKCBC maintains effective systems for managing academic standards and quality.
- Ensuring compliance with the OfS Conditions of Registration relating to quality and standards and with the UK Quality Code for Higher Education.
- Safeguarding academic freedom and the integrity of assessment and awards.

9.5.2 Academic Strategy and Planning

- Determining and overseeing the College's Academic Strategy, informed by student outcomes, performance data, and sector benchmarks.
- Setting and reviewing thresholds for key academic indicators including admissions, continuation, progression, completion, and graduate outcomes.
- Ensuring that academic planning aligns with institutional strategy while remaining academically autonomous.

9.5.3 Student Experience and Support

- Overseeing the effectiveness of the student learning experience, including teaching quality, assessment practice, and academic support.
- Ensuring that robust academic and pastoral support arrangements are in place to promote student success and wellbeing.

- Partnering with the Student Council and other student voice mechanisms to ensure meaningful student engagement in academic governance.

9.5.4 Policies and Frameworks

- Approving and reviewing academic policies and procedures within delegated authority.
- Receiving and approving academic reports, including annual monitoring, validation outcomes, and external examiner or partner feedback.
- Ensuring that learning resources, staffing, and academic infrastructure are sufficient to support high quality provision.

9.5.5 Quality Enhancement and Monitoring

- Receiving and scrutinising reports from the Quality of Education Group as the deliberative arm of the Academic Board.
- Using performance data and evaluation findings to drive continuous improvement and academic enhancement.
- Monitoring the effectiveness of academic governance arrangements within the Corporate and Academic Governance Framework.

9.5.6 Staff Development and Research

- Overseeing arrangements for the development, training, and professional practice of academic staff.
- Promoting innovation in teaching, learning, and assessment.
- Supporting appropriate research and scholarly activity aligned with the College's mission and capacity.

9.5.7 Equality, Diversity, and Inclusion

- Championing equality, diversity, and inclusion within academic provision and decision making.
- Ensuring inclusive learning environments and fair academic practices.

9.5.8 Delegation and Committees

- Establishing or overseeing panels, working groups, or committees as required to support academic standards and quality assurance.

- Delegating defined responsibilities to the Quality of Education Group and other academic sub groups in accordance with the CAGF.

9.5.9 Other Matters

- Receiving and considering matters referred by the Board of Governors.
- Considering any other academic matter within its remit necessary to discharge its responsibilities effectively.

9.6 Review and Effectiveness

The Academic Board shall:

- Review its effectiveness annually.
- Ensure its terms of reference remain fit for purpose and aligned with regulatory expectations.
- Recommend amendments to the Board of Governors where required.

10 Quality of Education Meeting

10.1 Purpose

The Quality of Education Group (QoE) is the College's principal deliberative academic quality body and operates as the deliberative arm of the Academic Board. It is responsible for the continuous in year oversight, evaluation, and enhancement of academic quality, standards, and the student learning experience across all higher education provision.

The QoE provides structured, evidence based scrutiny of academic delivery, assessment administration, student outcomes, and academic risk, ensuring that performance remains under active oversight throughout the academic cycle. Through its work, the QoE enables early identification of issues, timely intervention, and systematic enhancement.

The QoE operates within the College's Quality Assurance and Enhancement Policy and ensures full alignment with awarding body requirements, sector recognised reference points including the Frameworks for Higher Education Qualifications and Subject Benchmark Statements, and the Office for Students Conditions of Registration B1 to B5.

10.2 Position within the Governance Framework

The QoE operates with delegated authority from the Academic Board.

- The QoE reports formally to the Academic Board, providing academic quality assurance, risk intelligence, and recommendations.
- The QoE does not report to the Executive Leadership Team, preserving academic independence.
- The QoE receives and scrutinises reports from programme level and student staff engagement bodies.
- The QoE escalates material academic risks, persistent underperformance, or breaches of academic standards to the Academic Board in line with escalation thresholds set out in the Instruments of Governance.

10.3 Membership

Chair:
[To be confirmed]

Members:
[To be confirmed]

Membership will ensure appropriate academic expertise, professional services representation, and meaningful student participation in line with the College's Student and Staff Voice arrangements.

10.4 Frequency

The Quality of Education Group shall meet monthly to ensure continuous in year oversight of academic quality, standards, and the student learning experience. Additional meetings may be convened where required to respond to emerging academic risks, performance concerns, or regulatory requirements.

10.5 Responsibilities

The Quality of Education Group is responsible for the following, within the authority delegated by the Academic Board.

10.5.1 Academic Quality and Standards

- Provide assurance to the Academic Board that academic standards, including assessment design, marking, moderation, progression, and award decisions, are consistently applied and aligned with awarding body frameworks and sector reference points.
- Monitor compliance with academic regulations, including assessment regulations, progression rules, and award frameworks, and escalate material breaches to the Academic Board.
- Review and approve reports relating to academic quality, standards, and enhancement as delegated by the Academic Board.
- Approve External Examiner reports and monitor the implementation of associated actions.

10.5.2 Continuous In Year Monitoring

- Own the continuous in year academic quality monitoring cycle, ensuring active oversight of academic delivery, assessment administration, and student experience throughout the academic year.
- Review performance data including attendance, engagement, submission, continuation, progression, and attainment.
- Identify emerging academic risks and require timely corrective or enhancement actions.
- Ensure that in year monitoring informs formal academic evaluation processes and Academic Board assurance.

10.5.3 Review and Enhancement Process (REP)

- Contribute to and oversee the operation of the Review and Enhancement Process undertaken in October and July.
- Scrutinise performance, risks, and enhancement actions arising from REP cycles.
- Monitor the implementation and impact of agreed enhancement plans and report outcomes to the Academic Board.

10.5.4 Student Experience, Engagement, and Voice

- Review student feedback from surveys, focus groups, course level engagement, and the Student Council.

- Review thematic analysis of academic complaints, appeals, academic misconduct, and mitigating circumstances to identify systemic risks, improvement opportunities, and preventative actions.
- Ensure that student voice is embedded within academic quality deliberations and that student representatives are enabled to contribute meaningfully.
- Monitor the effectiveness of academic, pastoral, and welfare support services in supporting student success.

10.5.5 Staff Capability and Academic Resources

- Monitor academic staffing capacity, recruitment, induction, and continuous professional development.
- Ensure that staff capability supports the delivery of high quality teaching, learning, and assessment.
- Monitor the effectiveness, accessibility, and adequacy of academic resources, including the virtual learning environment and digital learning tools.

10.5.6 Programme Oversight and Committees

- Receive, scrutinise, and approve reports from Programme Committees.
- Oversee programme level quality monitoring, enhancement activity, and student engagement.
- Ensure that programme level issues are escalated appropriately and that good practice is shared across provision.

10.5.7 External Reference Points and Compliance

- Ensure ongoing alignment with awarding body regulations, sector recognised standards, and the UK Quality Code for Higher Education.
- Review and respond to reports from external bodies including audits, reviews, and accreditation activity.
- Monitor actions arising from external scrutiny and confirm completion and impact.

10.5.8 Reporting and Assurance

- Provide structured assurance reports to the Academic Board summarising academic performance, risks, and enhancement activity.
- Escalate material concerns relating to academic standards, student outcomes, or compliance in accordance with the Instruments of Governance.

- Contribute to institutional assurance under OfS Condition B through evidence based reporting.

10.6 Committees and Panels

The Quality of Education Group may establish or receive reports from committees and panels to support the effective discharge of its responsibilities, including:

- Programme Committee

These bodies operate within delegated authority and report to the QoE in accordance with the Instruments of Governance.

11 Programme Committee

11.1 Purpose

The Programme Committee is the primary programme level academic governance body responsible for overseeing the quality, standards, delivery, and student experience of individual academic programmes. It provides structured oversight of programme performance, ensures that student voice informs programme enhancement, and supports the continuous improvement of teaching, learning, and assessment.

The Programme Committee operates within the principles of the Corporate and Academic Governance Framework (CAGF) and aligns with the College's Quality Assurance and Enhancement Policy, Learning Teaching and Assessment Strategy, and the Office for Students Conditions of Registration, particularly Conditions B1 to B5.

Where provision is delivered through franchise or validation arrangements, the Programme Committee supports the effective discharge of awarding body academic governance requirements.

11.2 Membership

Chair
To be confirmed

Members
To be confirmed

Observers

Where required, representatives from partner awarding bodies or other stakeholders may attend as observers for specific agenda items.

11.3 Frequency

The Programme Committee shall meet at least once per semester, with additional meetings convened where required to address academic risk, performance concerns, student issues, or awarding body requirements.

11.4 Reporting and Accountability

The Programme Committee reports formally to the Quality of Education Group, which acts as the deliberative academic quality body on behalf of the Academic Board.

Minutes, action logs, and assurance summaries from the Programme Committee shall be submitted in accordance with the CAGF instruments of governance and maintained within the approved digital governance environment.

The Programme Committee is accountable for providing timely, evidence based assurance on programme quality, standards, and student experience. Matters of significant academic risk, non compliance, or those outside delegated authority shall be escalated via the Quality of Education Group to the Academic Board.

11.5 Responsibilities

The Programme Committee is responsible for:

- Overseeing programme delivery against validation, approval, and partner requirements
- Monitoring academic standards, assessment practices, and regulatory compliance
- Reviewing programme performance data including retention, progression, completion, and attainment
- Analysing attendance, engagement, and submission patterns to inform early intervention
- Reviewing student feedback and ensuring student voice informs programme level decision making
- Reviewing External Examiner reports and monitoring the completion and impact of actions
- Evaluating the adequacy of academic staffing, learning resources, and student support

- Identifying programme level academic risks and enhancement opportunities Supporting preparation of programme monitoring, review, and enhancement reports
- Ensuring equality, diversity, and inclusion considerations are embedded in programme delivery
- Sharing good practice and innovation in teaching, learning, and assessment Providing assurance to the Quality of Education Group on programme quality and student experience
- Ensuring adherence to awarding body or partner requirements where applicable

11.6 Delegation

The Programme Committee operates under delegated authority from the Academic Board, via the Quality of Education Group.

Where UKCBC delivers provision under franchise or validation arrangements, the Programme Committee will operate in accordance with the terms of reference and procedural requirements of the awarding body, which take precedence. In such cases, UKCBC acts on behalf of the partner institution and ensures that all committee activity, outputs, and reporting meet partner expectations.

For directly registered UKCBC provision, this section constitutes the College's default Programme Committee model.

11.7 Review and Effectiveness

The effectiveness of the Programme Committee shall be reviewed annually as part of the College's academic governance and quality assurance cycle.

Review will consider:

- effectiveness of oversight and assurance
- quality and timeliness of reporting

  mpact of actions and enhancements
- integration of student voice
- alignment with regulatory and awarding body expectations

Findings from the review shall be reported to the Quality of Education Group and inform ongoing enhancement of programme level governance within the CAGF.

12 Executive Leadership Team Meeting

12.1 Purpose

The Executive Leadership Team (ELT) is the senior executive management body of UK College of Business and Computing (UKCBC). It is responsible for the effective leadership, management, and operational delivery of the College's approved strategy, business plans, and operational plans.

Operating with delegated authority from the Board of Governors, the ELT provides executive assurance that the College is being managed effectively, sustainably, and in compliance with the Office for Students (OfS) Initial and Ongoing Conditions of Registration, except where responsibility is explicitly reserved to the Academic Board.

The ELT ensures that institutional strategy is translated into deliverable plans, that performance against strategic objectives is monitored, and that material risks or issues are identified and escalated appropriately. The ELT does not exercise academic authority and does not determine academic standards or quality, which are the responsibility of the Academic Board.

12.2 Membership

Chair:
To be confirmed

Members:
To be confirmed

Membership comprises senior executives with responsibility for governance, operations, finance, compliance, student services, systems, and commercial activity.

12.3 Frequency

The Executive Leadership Team meets weekly, with additional meetings convened as required to manage material risks, strategic issues, or time-critical matters.

12.4 Reporting and Accountability

- The ELT is a committee of the Board of Governors and reports directly to the Board.

- It provides consolidated executive assurance on operational performance, financial sustainability, governance effectiveness, regulatory compliance, and institutional risk.
- The ELT receives inputs from operational and engagement forums, including the College Management Team and staff town halls.
- The ELT receives academic updates for institutional awareness and coordination but does not direct or override academic decision making, which is exercised independently through the Academic Board.

12.5 Responsibilities

With delegated authority from the Board of Governors, the ELT is responsible for the following areas.

12.5.1 Strategic and Business Planning

- Translating the approved Strategic Plan into coherent business plans and operational plans.
- Overseeing delivery of those plans and monitoring progress against agreed strategic KPIs.
- Identifying strategic risks, delivery barriers, or emerging opportunities and escalating where required.
- Advising the Board on strategic options, organisational development, and major initiatives.

12.5.2 Operational Performance and Management

- Ensuring effective day-to-day management of the College across all non-academic domains.
- Overseeing operational performance, capacity, systems, estates, and resources required to deliver strategy.
- Ensuring that organisational structures, processes, and controls remain fit for purpose.
- Ensuring the operational implementation of the Relevant Individuals Capability and Support Policy

12.5.3 Financial Sustainability and Commercial Activity

- Overseeing financial performance, forecasting, and cash-flow management.
- Monitoring delivery against approved budgets and financial plans.
- Overseeing commercial activity, partnerships, and income generation within the parameters set by the Board.
- Ensuring that commercial decisions support long-term sustainability and value for money.
- Recommending budgets, forecasts, and financial strategies to the Finance Committee and Board.

12.5.4 Risk Management and Institutional Assurance

- Owning and maintaining the institutional risk register.
- Reviewing risks across operational, financial, compliance, data, reputational, and student protection domains.
- Ensuring appropriate mitigation actions are in place and monitored.
- Escalating material risks to the Audit and Risk Committee and the Board of Governors.

12.5.5 Regulatory Compliance and Governance Effectiveness

- Ensuring operational compliance with the OfS Conditions of Registration, including:
    - Condition A (access and participation delivery mechanisms)
    - Condition C (student protection, consumer protection, and fair treatment)
    - Condition D (financial sustainability)
    - Condition E (effective management and governance)
    - Condition F (information for students)
    - Condition G (accountability for fees and funding)
- Providing assurance to the Board that governance arrangements are operating effectively in practice.
- Ensuring that policies, procedures, and controls required to support compliance are implemented and monitored.

12.5.6 Information, Data, and Reporting

- Ensuring the accuracy, integrity, and timeliness of institutional data used for decision making and assurance.
- Reviewing dashboards, performance reports, and management information prior to Board submission.
- Ensuring that information provided to students is accurate, complete, and compliant with regulatory expectations.

12.5.7 Organisational Culture and Staff Engagement

- Providing leadership on organisational culture, values, and behaviours.
- Receiving and responding to staff feedback through structured engagement mechanisms, including staff town halls.
- Ensuring that workforce planning, capacity, and capability support strategic delivery.

12.5.8 Policy Oversight and Implementation

- Overseeing the development, implementation, and review of institutional policies within delegated authority.
- Submitting policies requiring Board or Academic Board approval to the appropriate body.
- Ensuring consistent implementation of approved policies across the organisation.

12.6 Delegation and Decision Making

The ELT may establish sub-groups or task-and-finish arrangements to support operational delivery where appropriate.

All delegated authority must be exercised in accordance with:

- The Scheme of Delegation approved by the Board of Governors; and
- The Instruments of Governance set out in **Appendix A of the CAGF**.

The ELT may not:

- Exercise academic authority reserved to the Academic Board.
- Take decisions reserved to the Board of Governors.

- Amend the Corporate and Academic Governance Framework without Board approval.

12.7 Review and Effectiveness

The ELT shall:

- Review its effectiveness annually.
- Confirm that its operation remains aligned with the CAGF and OfS governance expectations.
- Recommend amendments to its terms of reference to the Board of Governors where required.

13 College Management Team (CMT) Meeting

13.1 Purpose

The College Management Team (CMT) is the principal cross departmental operational forum of UKCBC. It provides structured coordination of institutional delivery, monitors implementation of strategic priorities set by the Executive Leadership Team (ELT), and ensures that operational risks, issues, and opportunities are identified and managed in a timely and proportionate manner.

CMT supports effective institutional control by:

- translating strategic direction into operational delivery;
- identifying emerging risks and mitigation actions;
- coordinating cross departmental planning and resource alignment; and
- providing structured escalation and assurance reporting to ELT.

CMT operates within the Corporate and Academic Governance Framework (CAGF) and forms part of the executive governance chain. It does not hold corporate authority independent of ELT but exercises delegated operational coordination responsibilities.

13.2 Membership

Chair: TBC
Members: TBC

Membership shall normally comprise senior operational and functional leads with responsibility for delivery across academic support, admissions, registry, student services, systems, marketing, facilities, and commercial operations.

Members are expected to:

- represent their functional area;
- bring forward risks, issues, and performance intelligence;
- ensure implementation of agreed actions within their departments; and
- uphold collective accountability for institutional performance.

The participation of observers, guests, or co opted members is governed by Appendix A Section A3.3.

13.3 Frequency

The College Management Team shall meet at least biweekly during teaching periods and at such additional intervals as required to maintain effective operational oversight.

Extraordinary meetings may be convened by the Chair where urgent cross institutional coordination is required.

13.4 Reporting and Accountability

CMT reports directly to the Executive Leadership Team.

Its accountability includes:

- submission of summary reports and escalations to ELT;
- formal recording of risks requiring strategic decision or intervention;
- providing assurance on the implementation of ELT decisions; and
- maintaining documented action logs and operational updates.

CMT does not report directly to the Board of Governors. Any matters requiring Board visibility must be escalated via ELT.

13.5 Responsibilities

The responsibilities of CMT include:

13.5.1 Operational Coordination

- Monitor cross departmental delivery against operational plans and institutional KPIs.
- Ensure alignment between academic delivery, student services, recruitment, infrastructure, and compliance activity.
- Coordinate resource allocation and operational readiness across functions.

13.5.2 Risk and Issue Management

- Identify emerging operational risks across departments.
- Review mitigation plans and monitor implementation.
- Escalate material or strategic risks to ELT.

- Maintain oversight of operational risk registers feeding into institutional risk reporting.

13.5.3 Performance Monitoring

- Review departmental performance data, including recruitment, retention, attendance, student services case load, systems reliability, and operational capacity.
- Identify performance gaps and agree corrective actions.
- Monitor delivery against operational milestones.

13.5.4 Implementation of ELT Decisions

- Translate ELT decisions into coordinated operational plans.
- Monitor progress against delegated strategic actions.
- Provide structured feedback to ELT on feasibility, impact, and operational consequences.

13.5.5 Communication and Engagement

- Act as the primary downward communication mechanism from ELT to operational teams.
- Ensure clarity of institutional priorities.
- Facilitate consistent messaging and implementation across departments.

13.5.6 Oversight of Operational Working Groups

CMT provides coordination oversight of the following operational working groups:

- Operations Working Group
- Finance Working Group
- Admissions and Marketing Working Group

These working groups:

- operate under delegated operational authority;
- report to CMT through structured updates; and
- escalate cross functional or strategic matters for discussion.

The Terms of Reference for these groups are approved by ELT and aligned to the CAGF.

13.6 Delegation and Decision Making

CMT may:

- agree operational actions within existing policy and delegated authority;
- recommend strategic decisions to ELT; and
- establish time limited task and finish groups where necessary.

CMT does not hold authority over matters reserved to ELT, Academic Board, or the Board of Governors.

Decision making, quorum, chair's action, and voting procedures are governed by Appendix A Instruments of Governance.

13.7 Review and Effectiveness

The effectiveness of CMT shall be reviewed annually by ELT as part of the executive governance effectiveness cycle.

The review shall consider:

- clarity of escalation routes;
- timeliness of action completion;
- effectiveness of cross departmental coordination; and
- alignment with institutional strategy and regulatory obligations.

Any recommended amendments to this Terms of Reference shall be approved by ELT.

14 Operations Meeting

14.1 Purpose

The Operations Meeting provides oversight of the College's operational infrastructure, workforce operations, health and safety compliance, systems integrity, estates management, and operational readiness.

Its purpose is to ensure that institutional infrastructure and operational systems:

- are compliant with statutory and regulatory requirements;

- support effective delivery of academic provision and student services;
- maintain a safe, inclusive, and legally compliant working and learning environment;
- operate efficiently within approved financial parameters; and
- provide reliable assurance to the College Management Team.

The Operations Meeting forms part of the executive assurance chain and reports to CMT.

14.2 Membership

Chair: TBC

Members: TBC

Operational leads, managers, or technical specialists may attend as required.

Participation of observers, guests, and co opted members is governed by Appendix A Section A3.3.

14.3 Frequency

The Operations Meeting shall meet monthly.

Extraordinary meetings may be convened by the Chair in response to urgent operational or compliance matters.

14.4 Reporting and Accountability

The Operations Meeting reports to the College Management Team.

It is accountable for:

- escalating material operational risks;
- confirming compliance with health and safety and employment requirements;
- ensuring operational delivery supports institutional strategy; and
- maintaining an auditable record of actions and risk mitigations.

It does not hold authority over strategic financial matters, which remain within Finance Operations, ELT, and the Board Finance Committee.

14.5 Responsibilities

14.5.1 Health and Safety Compliance

- Monitor compliance with statutory health and safety obligations.
- Review risk assessments and incident reports.
- Confirm completion of required inspections, testing, and certifications.
- Oversee safeguarding related operational compliance where applicable.

14.5.2 Workforce Operations and HR Compliance

- Monitor staffing levels and operational workforce deployment.
- Review recruitment progress and vacancy risk.
- Confirm compliance with employment law requirements.
- Monitor right to work checks and onboarding controls.
- Review workforce risks impacting delivery.

Strategic workforce policy remains within ELT and the Board.

14.5.3 CPD and Mandatory Training

- Monitor completion of mandatory training, including safeguarding, Prevent, GDPR, and health and safety.
- Review CPD participation rates and compliance against institutional expectations.
- Identify operational training gaps and escalation where appropriate.

14.5.4 Estates and Facilities

- Monitor premises compliance and contractor performance.
- Review maintenance and facilities risk.
- Oversee space utilisation and operational readiness.
- Confirm business continuity arrangements relating to premises.

14.5.5 IT Infrastructure and Digital Systems

- Monitor system uptime and resilience.
- Review cyber security risks and mitigation.
- Oversee digital infrastructure development and system integrity.
- Escalate material IT risks to CMT.

14.5.6 Data Integrity

- Monitor system level data accuracy and reporting reliability.
- Identify operational data risks affecting governance reporting.
- Escalate concerns relating to data quality.

Strategic data assurance remains within ELT and Audit and Risk Committee oversight.

14.5.7 Operational Risk Management

- Maintain oversight of operational risk items assigned to this forum.
- Escalate risks exceeding delegated thresholds to CMT.
- Confirm mitigation actions and progress.

14.6 Delegation and Decision Making

The Operations Meeting may approve routine operational matters within delegated authority.

It may recommend policy, financial, or strategic matters to CMT or ELT where outside its authority.

Procedural rules are governed by Appendix A Instruments of Governance.

14.7 Review and Effectiveness

The effectiveness of the Operations Meeting shall be reviewed annually by CMT.

Findings may inform refinement of delegated authority or reporting routes.

15 Marketing and Admissions Meeting

15.1 Purpose

The Marketing and Admissions Meeting provides operational oversight of student recruitment, admissions processes, marketing activity, third party recruitment practices, and associated compliance controls.

Its purpose is to:

- ensure that recruitment and admissions practices are fair, transparent, consistent, and compliant with consumer protection law and regulatory expectations;
- monitor recruitment performance against approved targets and financial assumptions;
- safeguard the integrity of admissions decision making;
- ensure that publicly facing information complies with Competition and Markets Authority (CMA) requirements;
- oversee agent and third party recruitment practices;
- manage fraud risk in recruitment and admissions activity; and
- escalate reputational, regulatory, financial, or operational risks to CMT.

The committee forms part of the executive assurance chain and reports to the College Management Team.

15.2 Membership

Chair: TBC
Members: TBC

Operational leads, compliance staff, systems representatives, campaign managers, or partner representatives may attend as required.

Participation of observers, guests, and co opted members is governed by Appendix A Section A3.3.

15.3 Frequency

The Marketing and Admissions Meeting shall meet:

- Weekly during peak recruitment periods;
- Fortnightly outside peak periods.

Extraordinary meetings may be convened where material risk or compliance concerns arise.

15.4 Reporting and Accountability

The Marketing and Admissions Meeting reports to the College Management Team.

It is accountable for:

- recruitment and admissions operational assurance;
- compliance with admissions policy and consumer protection requirements;
- oversight of marketing campaign performance and financial efficiency;
- internal control effectiveness in admissions processes;
- management of agent and third party recruitment risk;
- escalation of risks beyond delegated authority.

Strategic recruitment targets and commercial positioning remain subject to ELT and Board oversight.

15.5 Responsibilities

15.5.1 Recruitment Performance and Forecasting

- Review enquiry, application, offer, and enrolment pipelines.
- Analyse conversion rates by intake, programme, market, and partner.
- Monitor forecast variance against approved recruitment targets.
- Identify pipeline risks and agree mitigation strategies.
- Assess impact of recruitment patterns on student continuation and student mix.

15.5.2 Marketing Campaign Oversight and ROI

- Review campaign effectiveness, cost per lead, and return on investment.
- Monitor digital engagement metrics and conversion performance.
- Evaluate experimentation, A B testing, and campaign innovation within agreed risk tolerance.
- Ensure campaign spend aligns with approved financial parameters.
- Escalate significant variance or underperformance to CMT.

15.5.3 CMA Compliance and Public Information Integrity

- Review accuracy, clarity, and completeness of publicly facing information.
- Ensure compliance with CMA guidance on consumer protection.
- Confirm that course information, fees, entry requirements, and student outcome data are not misleading.
- Monitor consistency between published materials and approved programme documentation.
- Escalate material inaccuracies or compliance concerns.

These responsibilities support compliance with OfS Condition C and Condition F.

15.5.4 Admissions Process Integrity and Internal Controls

- Monitor adherence to Admissions Policy.
- Confirm consistent application of entry criteria.
- Review documentation checks and right to study processes.
- Monitor decision making consistency and offer accuracy.
- Review internal controls over admissions systems and decision tracking.
- Identify weaknesses in segregation of duties or process controls.

15.5.5 Fraud Prevention and Risk Management

- Monitor indicators of admissions fraud, documentation fraud, and misrepresentation.
- Review suspicious patterns in applications, agent submissions, or documentation.
- Escalate suspected fraud in line with internal fraud and whistleblowing procedures.
- Review effectiveness of verification controls.

15.5.6 Agent and Third Party Recruitment Oversight

- Monitor agent conversion quality and compliance.
- Review due diligence and onboarding of agents.
- Monitor contractual adherence and documentation integrity.
- Review complaints or concerns relating to third party recruitment practices.
- Recommend continuation, suspension, or termination actions to CMT.
- Ensure agent activity aligns with institutional standards and student protection expectations.

15.5.7 Student Onboarding and Early Risk Indicators

- Review coordination of onboarding and induction processes.
- Monitor early withdrawal patterns linked to admissions practice.
- Identify trends that may indicate misalignment between marketing messages and student expectations.

15.5.8 Risk Escalation

- Maintain oversight of recruitment and admissions risks.
- Escalate material risks to CMT.
- Recommend policy or control enhancements where required.

15.6 Delegation and Decision Making

The Marketing and Admissions Meeting may:

- approve routine operational actions within delegated authority;
- recommend strategic changes to recruitment approach to CMT;
- escalate policy changes to ELT where required.

Procedural rules are governed by Appendix A Instruments of Governance.

15.7 Review and Effectiveness

The effectiveness of the Marketing and Admissions Meeting shall be reviewed annually by CMT.

Review will consider:

- recruitment forecasting accuracy;
- CMA compliance assurance;
- fraud prevention effectiveness;
- internal control robustness;
- quality of escalation;
- alignment with institutional strategy.

16 Finance Operations Committee

16.1 Purpose

The Finance Operations Committee is an operational sub-committee reporting to the College Management Team (CMT).

Its purpose is to oversee day-to-day financial management, internal financial controls, and operational financial performance to ensure that UKCBC maintains financial viability, sustainability, and regulatory compliance in line with OfS Condition D.

The Committee supports:

- Financial viability (no material risk of insolvency within three years)
- Financial sustainability (credible five-year planning and delivery capacity)
- Adequate financial resources to deliver contracted provision
- Ongoing compliance with all conditions of registration

The Committee provides operational scrutiny and assurance to CMT, enabling escalation to the Executive Leadership Team (ELT) and Board where required.

16.2 Membership

Chair: TBC
Members: TBC

The Committee may invite relevant finance, procurement, or operational staff as required.

16.3 Frequency

The Committee shall meet monthly.

16.4 Reporting and Accountability

The Committee reports to the College Management Team (CMT).

Material financial risks, forecast variances, liquidity concerns, or compliance issues must be escalated to:

- CMT
- ELT
- Finance Committee (via ELT), where appropriate

Minutes and action logs form part of the institutional assurance evidence base.

16.5 Responsibilities

16.5.1 Financial Performance Monitoring

The Committee shall:

- Review monthly management accounts
- Monitor income and expenditure against budget
- Scrutinise variance reports and corrective actions
- Monitor student fee income, SLC receipts, and other funding streams
- Track cash flow position and liquidity levels
- Monitor cash days and working capital

16.5.2 Financial Viability

The Committee shall:

- Monitor indicators of short-term solvency risk
- Review creditor payment performance and invoice settlement times
- Monitor covenant compliance (if applicable)
- Review access to financial facilities and expiry dates
- Identify early warning indicators of financial stress

Any material concern regarding ability to meet liabilities as they fall due must be escalated immediately.

16.5.3 Financial Sustainability

The Committee shall:

- Review financial forecasts and underlying assumptions
- Monitor delivery against approved financial projections
- Scrutinise cost pressures and margin performance
- Assess sustainability of growth plans
- Review financial impact of new initiatives, partnerships, or projects

Where forecasts are not met, the Committee must review mitigation plans and escalation routes.

16.5.4 Delivery of Provision

The Committee shall:

- Monitor financial resources allocated to delivery of programmes
- Ensure that staffing, estates, and infrastructure budgets support delivery commitments
- Identify financial risks that may impact advertised or contracted provision
- Review financial implications of course closure or restructuring

16.5.5 Regulatory and Reporting Compliance

The Committee shall:

- Ensure financial reporting complies with OfS accounts direction
- Monitor preparation timelines for audited financial statements
- Review readiness for annual financial return submission
- Ensure invoices and statutory filings are completed within required deadlines
- Monitor compliance with procurement and financial control procedures

16.5.6 Internal Controls and Financial Governance

The Committee shall:

- Review procurement controls and authorisation thresholds
- Monitor segregation of duties
- Review fraud risk indicators and internal control effectiveness
- Monitor budget-holder compliance
- Ensure proper documentation of financial decisions

16.5.7 Risk and Escalation

The Committee shall:

- Identify emerging financial risks
- Update the operational financial risk log
- Escalate material risks to CMT and ELT
- Support the Finance Committee and Audit & Risk Committee by providing operational financial assurance

16.6 Delegation and Decision-Making

The Committee operates under delegated authority from CMT.

It may:

- Approve operational financial decisions within agreed thresholds
- Recommend budget adjustments to CMT
- Escalate material decisions to ELT or Finance Committee

Reserved financial matters remain with the Board and Finance Committee under the Scheme of Delegation.

16.7 Review and Effectiveness

The Committee shall:

- Conduct an annual review of its effectiveness
- Ensure alignment with OfS Condition D
- Recommend amendments to its terms of reference where required
- Support continuous improvement of financial governance maturity

17 Student Council

17.1 Purpose

The Student Council is the principal collective student voice body of UKCBC.

Its purpose is to:

- represent the collective interests of students across all programmes and campuses;
- enable students to engage as active partners in the assurance and enhancement of the quality of education and the wider student experience;
- provide a structured, transparent and inclusive mechanism through which student views inform institutional governance and decision making at all levels; and
- ensure that student perspectives influence strategic and operational developments across academic and corporate domains.

The Student Council operates in alignment with the UK Quality Code Sector Agreed Principle 2 – Engaging students as partners, which requires providers to take deliberate steps to engage students collectively and individually in influencing decision making and enhancement.

The Council provides an institutional mechanism to demonstrate compliance with OfS requirements relating to student engagement, protection of student interests, and governance transparency.

17.2 Membership

Chair:
To be confirmed

Members:
To be confirmed

Membership will include:

- Student President (where appointed) or elected Student Chair
- Programme Representatives

- Elected student representatives from each academic area
- Representatives from underrepresented or protected characteristic groups, where appropriate
- Additional co-opted members as required to ensure diversity and inclusivity

Executive officers and senior staff may attend by invitation but are not members of the Council.

17.3 Frequency

The Student Council will meet no fewer than four times per academic year.

Additional meetings may be convened where required in response to emerging student issues or strategic developments.

17.4 Reporting and Accountability

The Student Council reports directly to the Board of Governors.

The Chair of the Student Council (or nominated student representative):

- provides a formal report to each Board meeting;
- highlights key themes, risks, and enhancement priorities; and
- confirms progress on agreed actions.

The Student Council will also:

- provide reports to the Academic Board on matters relating to academic quality and standards;
- escalate programme-level matters through the Quality of Education Committee where appropriate; and
- receive feedback from governance bodies to ensure closure of the feedback loop.

The Council is accountable for ensuring that student feedback is:

- accurately represented;
- evidence informed;

- communicated back to the wider student body; and
- tracked through institutional assurance processes.

17.5 Responsibilities

The Student Council is responsible for:

17.5.1 Representation and Collective Voice

- Providing a formal mechanism for collective student representation.
- Ensuring student perspectives inform academic governance, operational planning, and strategic development.
- Coordinating and synthesising themes arising from Programme Committees, surveys, and informal engagement.

17.5.2 Student Partnership and Enhancement

- Contributing to enhancement planning at institutional level.
- Engaging students in co creation initiatives relating to learning, teaching, assessment, and student support.
- Supporting inclusive student engagement across diverse demographic groups.

17.5.3 Transparency and Communication

- Communicating outcomes of student engagement activities to the wider student body.
- Supporting "You said, We did" reporting mechanisms or equivalent partnership communication approaches.
- Promoting awareness of governance processes and student representation structures.

17.5.4 Monitoring and Inclusivity

- Monitoring participation in student engagement activities to ensure representation reflects the diversity of the student population.
- Identifying barriers to participation and recommending mitigations.
- Promoting equality, diversity and inclusion within student representation structures.

17.5.5 Governance Engagement

- Nominating student representatives to serve on:
    - Academic Board
    - Quality of Education Committee
    - Board of Governors (student governor)
    - Other committees as required
- Supporting induction and training for student representatives to enable effective participation.

17.6 Delegation and Decision Making

The Student Council is a representative and advisory body.

It may:

- make formal recommendations to the Board of Governors, Academic Board, ELT, or committees;
- establish working groups to consider specific student issues; and
- commission surveys or focus groups within agreed governance processes.

The Council does not hold executive authority but may escalate concerns where it believes student interests are materially affected.

17.7 Review and Effectiveness

The effectiveness of the Student Council will be reviewed annually through:

- participation and representation data;
- feedback from student representatives;
- evaluation of impact on governance decisions; and
- evidence of enhancements implemented as a result of student engagement.

Findings will be reported to the Board of Governors as part of governance effectiveness review processes.

Appendix 1 Articles of Association

The Articles of Association of UK College of Business and Computing (Company Number 04294645), adopted by special resolution and filed at Companies House, constitute the Company's primary constitutional document under the Companies Act 2006.

The Articles define:

- the ownership structure of the Company;
- the rights and powers of shareholders;
- the appointment and removal of directors;
- capital and control matters;
- the establishment of the Board of Governors and its delegated authority; and
- the relationship between corporate ownership and public interest academic governance.

The Articles take precedence over all other governance instruments. Where any provision of the Corporate and Academic Governance Framework conflicts with the Articles of Association, the Articles shall prevail.

The full text of the Articles of Association is reproduced below.

COMPANY NUMBER 04294645

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

AMENDMENT TO ARTICLES OF ASSOCIATION

OF

UK COLLEGE OF BUSINESS AND COMPUTING LTD

1. **DEFINITIONS AND INTERPRETATION**

1.1 The following definitions and rules of interpretation apply in this Amendment to the Articles of Association:

Academic Board	means the body established under Article 4.4.1

Accountable Officer means the senior officer nominated to the OfS under Article	means the senior officer nominated to the OfS under Article 7
Act	Means the Companies Act 2006
Articles	Means the Company's articles of association for the time being in force
Business day	Means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business
Call	means any demand for payment made in respect of shares under the powers contained in the Articles or the regulations in Table A incorporated therein.
Company's lien	means the Company's right to retain any share in accordance with the provisions of the Articles or the regulations in Table A incorporated therein.
Conflict	means a situation in which a Director has, or can have, a direct or indirect interest that conflicts or may conflict with the interests of the Company.
Corporate and Academic Governance Framework	means the framework adopted under this Article
Eligible director	means a director who would be entitled to vote on a matter at a meeting of Directors (but excluding any director whose vote is not to be counted in respect of that matter).
Governor	**means a member of the Board of Governors**

HERA	**means the Higher Education and Research Act 2017**
Model Articles	means the model articles for private companies limited by shares contained in Schedule 1 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229), insofar as they may apply by operation of law or by adoption through subsequent amendment, but subject always to the Articles adopted on 17 September 2001.
OfS	**means the Office for Students.**
Public Interest Governance Principles	means the principles applicable to the Company (where relevant) under the OfS regulatory framework
Shares	means the shares in the Company or rights to subscribe for, or to convert securities into, shares in the Company.

1.2 unless otherwise specifically provided in these Articles, words and expressions that have particular meanings in Table A to the Companies (Tables A to F) Regulations 1985 or in the Companies Act 2006 shall have the same meanings in these Articles and in the Articles of Association adopted by special resolution on 17 September 2001, to which these Articles are additional and supplementary..

1.3 Headings are for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an "Article" is a reference to the relevant Article of the Articles adopted on 17 September 2001, and these Articles, which are to be considered as additional and supplemental to those Articles.

1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as in force from time to time, taking account of any amendment, re-enactment or replacement.

1.6 Any phrase introduced by the terms "including", "include", "in particular", or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding them. Except where the context otherwise permits, the words "other" and "otherwise" are illustrative and shall not limit the sense of the words preceding them. A Reference to a Sub-Committee or Sub-Committees includes any reference to a Panel or Panels constituted under the authority of the Board of Governors.

1.7 The provisions of Table A to the Companies (Tables A to F) Regulations 1985 shall apply to the Company, except in so far as they are modified or excluded by the Articles adopted on 17 September 2001 and these Articles.

1.8 The Articles adopted on 17 September 2001 are hereby amended by the provisions contained in Articles 2 to 9 of this Amendment, which shall be inserted under the heading "Boards and Committees", and the numbering of subsequent Articles shall be adjusted accordingly.

2. Objects

2.1 Without limitation, the Company has full power to carry on any lawful trade or business whatsoever and to do all such things as are incidental or conducive to the carrying on of any trade or business

2.2 Where the Company provides higher education or seeks OfS registration, it shall operate governance arrangements consistent with Articles

3. Boards and Committees

3.1 Where a provision of the articles refers to the exercise of a power, authority or discretion by the Directors, and that power, authority, or discretion has been delegated by the Directors to a board and committee or other delegate, the provision shall be construed as permitting the exercise of such power, authority or discretion by the board and committee or delegate.

3.1.1 such exercise shall remain subject to any lawful rights of the Shareholders to approve or reserve matters by Ordinary Resolution in accordance with these Articles, provided always that nothing in these Articles shall permit the Shareholders to direct, vary, or revoke the exercise of powers which the Directors are required to exercise independently to discharge their responsibilities for regulatory compliance, academic governance, or the protection of the public interest according to the Corporate and Academic Governance Framework and applicable regulatory requirements.

3.1.2 For the avoidance of doubt, the powers of the Shareholders under this Article shall apply to matters related to ownership, capital structure and other Reserved Matters, but shall not extend to directing the exercise of regulatory, academic or governing body functions where independence is required.

3.2 The Committees to which the directors delegate any of their powers must follow procedures based on, as far as applicable, those provisions of these Articles governing the taking of decisions by the directors

3.2.1 Committees shall additionally comply with any policy, instruction, or governance requirement imposed by the Shareholders insofar as such policy or instruction relates to ownership or Reserved Matters and does not conflict with the Directors' responsibilities to act independently in the public interest, including in relation to regulatory compliance, academic standards, and institutional governance.

3.2.2 In the event of any conflict between an instruction of the Shareholders and the Directors' obligations under applicable regulatory requirements or the Corporate and Academic Governance Framework, the Directors' obligations under applicable regulatory requirements or the Corporate and Academic Governance Framework shall prevail.

3.3 The directors may make rules of procedure for all or any committees, provided that such rules

3.3.1 are not inconsistent with these Articles

3.3.2 Comply with the Corporate and Academic Governance framework

3.3.3 shall at all times be subject to amendments, suspension, or revocation by the Shareholders by Ordinary Resolution, provided that such amendments shall not compromise the ability of the Directors and governing body to discharge their responsibilities for regulatory compliance, academic governance, and the public interest.

3.4 Committees may delegate further to any Panel, working group, or individual, provided they must act in accordance with the Corporate and Academic Governance Framework and follow procedures that are, as far as applicable, based on those provisions of these Articles governing decision-making by the Directors.

3.4.1 Any such sub-delegation shall require the prior approval of the Shareholders if the underlying power is a Reserved Matter or if the Shareholders so request.

3.4.2 For the avoidance of doubt, the Shareholders may revoke, vary or assume powers relating to Reserved Matters or ownership rights, but shall not intervene in the exercise of powers which the Directors must exercise independently to comply with regulatory obligations, maintain academic governance, or protect the public interest

4. OfS-Aligned Governance (BOARD OF GOVERNORS & ACADEMIC GOVERNANCE)

4.1 The Directors shall, using their powers under the Companies Act, establish the Board of Governors with a delegated authority to establish sub-committees to assist and support the College's Directors in upholding the relevant public interest governance principles as prescribed by the Office for Students, awarding bodies and other regulatory bodies.

4.2 Through delegated powers from the Board of Directors, the Board of Governors shall have authority within the College to oversee its mission, objectives, and academic integrity in accordance with the Corporate and Academic Governance Framework.

4.3 It shall exercise this authority through the establishment of standing committees, as outlined in Article 4.4, which provide assurance and oversight in matters of audit, risk, finance, remuneration, and governance capacity, while ensuring that academic governance and regulatory responsibilities are exercised independently in the interests of students and the public interest.

4.4 The Board of Governors shall be responsible for ensuring that the College operates with integrity, transparency, and in compliance with the Office for Students' Conditions of Registration and the Public Interest Governance Principles.

4.5 It shall safeguard academic independence, uphold the quality of education, and ensure that the College's strategic and operational performance reflects sound governance, effective leadership, and responsible stewardship of resources in a way that prioritises the interests of students, protects academic freedom, and maintains the independence of academic judgement.

4.6 The Board of Governors, through its delegated powers, shall establish the following sub-committees:

4.6.1 An Academic Board:

a) The Academic Board is the primary academic authority at the College. It shall be responsible for academic governance, maintaining and improving the college's academic performance across all related activities such as teaching, learning, examining, and research, and for advising the Board of Governors on matters concerning the college's educational character and mission.

b) The Academic Board will act as the academic authority responsible for taking measures and actions to protect academic independence and academic freedom, and to ensure that academic judgments are made independently in the interests of students and the integrity of higher education provision, while recognising the fiduciary responsibilities of the Board of Governors for the overall sustainability of the institution.

c) The Academic Board shall promote the academic work of the College in a manner that supports the long-term sustainability and educational mission of the institution while maintaining the standards of programmes it delivers in line with the expectations of the OfS, awarding bodies and organisations, and ensuring that academic standards, quality, and student outcomes remain the primary considerations in academic decision-making.

d) The Academic Board shall regularly report to the Board of Governors on academic performance metrics, student outcomes, regulatory compliance, and ensure the quality and standards of the College's academic provision.

e) In exercising its authority, the Academic Board shall ensure that academic priorities are chosen based on academic judgement, quality, and the interests of students, whilst taking proper account of institutional sustainability, resource availability, and the strategic direction set by the Board of Governors.

4.6.2 A Student Experience Committee:

a) The Student Experience Committee promotes student representation across all decision-making bodies of the College, including the Academic Board and the Board of Governors. It guarantees that the student voice influences institutional decision-making in line with the public interest governance principles of the Office for Students.

b) The Student Experience Committee acts as a consultative forum through which student perspectives and feedback inform institutional leadership, improve student satisfaction, safeguard the institution's reputation, and support the ongoing enhancement of the quality of the student academic experience.

4.6.3 A Risk and Audit Committee:

a) The Risk and Audit Committee shall provide independent assurance to the Board of Governors on the adequacy and effectiveness of the College's internal control, audit, risk management, and compliance frameworks, including compliance with regulatory obligations and public interest governance requirements.

b) It shall oversee the integrity, transparency, and timeliness of financial reporting and data assurance, monitor the institutional risk register, and review the effectiveness of systems for managing strategic, operational, academic, financial, and regulatory risks in a manner that safeguards the interests of students, protects institutional integrity, and supports sustainable institutional management

4.6.4 A Finance Committee:

a) The Finance Committee shall advise the Board of Governors on all matters relating to financial sustainability, solvency, capital planning, and responsible financial management.

b) It shall review and recommend the annual budget, financial strategy, forecasts, and major investment proposals, ensuring that financial management supports the College's strategic objectives, complies with the Office for Students' financial viability requirements, and promotes the long-term sustainability of the institution.

c) The Committee shall monitor performance against approved budgets, review management accounts, oversee cash flow, reserves, and treasury management, and provide assurance to the Board that resources are allocated efficiently, transparently, and with due regard to financial discipline, risk-adjusted returns, and long-term institutional resilience.

4.6.5 A Remuneration and Search Committee:

a) The Remuneration and Search Committee shall ensure effective governance, leadership, capacity, and succession planning within the College.

b) It shall advise the Board of Governors on appointments, reappointments, and renewals to the Board and its committees, ensuring that membership reflects an appropriate balance of skills, experience, independence, and diversity.

c) The Committee shall also oversee the College's remuneration and reward framework, including the pay and conditions of the CEO and Executive Leadership Team, to ensure that such arrangements are fair, proportionate, transparent, and aligned with the values and strategic priorities of the institution, as well as being consistent with the principles of public accountability expected of registered higher education providers.

d) It shall review equality, diversity, and pay-gap data and ensure compliance with the Committee of University Chairs Remuneration Code and the Nolan Principles of Public Service.

4.7 The terms of reference and membership for each of the committees shall be incorporated into the Corporate and Academic Governance Framework.

4.8 The Sub-Committees established by the Board of Governors have delegated authority to establish sub-committees, panels, and working groups as they deem fit, provided always that it is in line with regulatory provisions, is in accordance with the Corporate and Academic Governance Framework, and is approved by the Board of Governors and retains the independence of academic governance without compromise.

5. The Company's Corporate and Academic Framework

5.1 The Directors and Board of Governors shall adopt a Corporate and Academic Governance Framework, which shall include an articulation of the relationship between the Company's shareholders, Directors, management and any other stakeholders. and the committee's terms of reference, conflicts of interest policy and register, risk management and internal control framework, transparency/publication approach, academic governance arrangements and protections for academic freedom, and regulatory reporting and notification processes.

5.2 The Corporate and Academic Governance Framework will be reviewed annually by the Academic Board and Board of Governors.

5.3 The Academic Board is responsible for recommending to the Board of Governors the approval of changes to the academic governance arrangements.

5.4 The Board of Governors is responsible for approving all amendments to the Corporate and Academic Governance Framework, including those recommended by the Academic Board, such power to be irrevocable and cannot be compromised by the Board of Directors or the shareholders, and the Board of Governors shall have the right to advise the shareholders, Directors and management of the Company.

5.5 If there is a conflict between these Articles and the Corporate and Academic Governance Framework, these Articles shall take precedence.

5.6 The Framework shall be reviewed at least annually and updated as required. And if there is any conflict between the Framework and these Articles, these Articles prevail.

6. Ownership, Control, and Shareholder Protections

6.1 Interpretation and application

6.1.1 Articles 6.1 to 6.6 inclusive apply at all times, irrespective of the number of directors or shareholders of the Company.

6.1.2 Nothing in these Articles shall be construed as limiting the ability of a single individual to act concurrently as sole shareholder and sole director, where applicable.

6.2 Shareholder reserved matters

6.2.1 The Company shall not take any of the following actions without the prior written consent of the shareholder or shareholders holding a majority of the issued shares:

a) issue or allot any shares or grant any rights to subscribe for or convert securities into shares;

b) vary or abrogate any rights attaching to any class of shares;

c) create any new class of shares;

d) dispose of the whole or substantially the whole of the undertaking or assets of the Company;

e) enter into administration, liquidation, or any voluntary arrangement with creditors;

f) amend, revoke, or replace the Articles of Association;

g) approve any merger, acquisition, sale of the Company, or material corporate restructuring.

h) any material corporate restructuring;

i) cessation of higher education provision.

6.2.1 The matters reserved under Article 6.2.1 relate solely to ownership and capital issues and do not extend to academic governance, academic standards, or matters properly delegated to the Board of Governors under these Articles.

6.3 Ownership and control

6.3.1 For clarity, the following matters are reserved to the director or directors of the Company and, where applicable, to the shareholder or shareholders, and shall not fall within the remit, authority, approval, recommendation, or oversight of the Board of Governors.

a) any sale, transfer, or dilution of shares in the Company;

b) the admission of new shareholders or investors;

c) the appointment, removal, number, or identity of Directors of the Company;

d) any merger, acquisition, sale of the Company, or change in ownership or control;

e) any decision relating to the capital structure, financing, or funding of the Company.

6.3.2 The Board of Governors shall have no power to approve, veto, delay, or otherwise intervene in the matters listed in Article 6.3.1, save where required by law to safeguard the interests of students or to comply with applicable regulatory notification requirements.

6.4 Appointment and removal of directors

6.4.1 The appointment or removal of any director shall be made by the shareholder or shareholders through an ordinary resolution, in accordance with the Companies Act 2006.

6.4.2 nothing in these Articles shall be construed as granting the Board of Governors any role in determining the appointment, removal, number, or composition of Directors.

6.4.3 Governors appointed to the Board of Governors in a public interest or academic oversight capacity shall not be Directors of the Company unless separately appointed in accordance with the Companies Act 2006.

6.5 Continuity of public interest governance structures

6.5.1 The Company shall at all times maintain a Board of Governors with delegated authority in accordance with these Articles.

6.5.2 The existence of the Board of Governors shall not be construed as limiting the authority of the director or directors, or the shareholder or shareholders, to make decisions regarding ownership, financing, or corporate restructuring.

6.5.3 In connection with any merger, acquisition, sale of the Company, or change of control, the role of the Board of Governors shall be limited strictly to:

a) advising on regulatory notification and compliance requirements; and

b) confirming that appropriate student protection arrangements are in place and shall not extend to approval of the transaction itself.

6.6 Shareholder information and assurance rights

6.6.1 The Board of Governors shall provide to the shareholder or shareholders, at least annually, a written assurance statement confirming:

a) compliance with applicable regulatory requirements;

b) the effectiveness of academic governance and oversight arrangements; and

c) whether any material governance or regulatory breaches have occurred during the relevant period.

6.6.2 The provision of such information shall not confer on the shareholder or shareholders any right to direct, interfere with, or override academic, regulatory, or governance decisions.

7**. ACCOUNTABLE OFFICER**

7.1 The Board of Governors shall nominate an Accountable Officer to the OfS (where applicable).

7.2 The Company shall notify the OfS promptly of any change of Accountable Officer where required.

8. **Annual Governance Assurance to Shareholders**

The Board of Governors shall provide Shareholders at least annually with a written assurance statement covering:

(a) governance and regulatory compliance (as applicable);
(b) effectiveness of academic governance and oversight; and
(c) any material governance or regulatory breaches and remediation actions.

9. **General Meetings and Proxies**

9.1 A Shareholder may appoint a proxy to attend, speak and vote on their behalf.
9.2 A proxy need not be a Shareholder.

9.3 Written resolutions may be passed in accordance with the Act.

Appendix 2 Instruments of Governance

1. Status and Authority

These Instruments of Governance operate alongside the Articles of Association of UK College of Business and Computing and form part of the Corporate and Academic Governance Framework.

They regulate the constitutional governance arrangements of the College in relation to public interest academic governance, including:

- the authority and responsibilities of the Board of Governors;
- recognition and protection of the Academic Board;
- matters reserved to the Board of Governors;
- delegation principles and accountability arrangements.

In the event of any conflict between these Instruments and the Articles of Association, the Articles shall prevail.

Nothing in these Instruments limits, overrides, or modifies:

- shareholder rights;
- director authority;
- ownership reserved matters;
  as defined in the Articles of Association.

These Instruments operate within, and do not replace, the legal corporate framework established by the Articles.

2. The Board of Governors

The Board of Governors is the supreme governing body for public interest academic governance within the College.

Acting under delegated authority as defined in the Articles of Association, the Board of Governors is responsible for:

- setting and overseeing institutional strategy;
- safeguarding academic standards and academic integrity;
- overseeing student outcomes, including continuation, completion, progression, and equality of outcomes;
- ensuring financial sustainability and effective stewardship of resources;
- securing compliance with the Office for Students Conditions of Registration and other regulatory requirements;
- upholding the Public Interest Governance Principles.

The Board of Governors exercises oversight and assurance functions. It does not exercise authority over:

- capital structure;
- ownership rights;
- shareholder reserved matters;
- director appointment powers;

which remain governed by the Articles of Association.

3. Composition and Independence

The Board of Governors shall:

- comprise a majority of independent members;
- appoint a Chair from among its independent members;
- may appoint a Deputy Chair;
- include student and staff representation in accordance with the Corporate and Academic Governance Framework;
- require all members to satisfy Fit and Proper Person requirements as defined in Appendix C.

Independence of governance shall be maintained through:

- a clear separation between governance oversight and executive management;

- protection of academic judgement through the Academic Board;
- appropriate identification and management of conflicts of interest.

The detailed procedures for appointment, term of office, renewal, removal, and conduct of members are set out in Appendix 3 – Governance Procedures.

4. Reserved Matters of the Board of Governors

The following matters are reserved to the Board of Governors and may not be delegated:

- approval of the College's mission, strategic plan, and institutional values;
- approval of the Corporate and Academic Governance Framework and any material amendments;
- approval of the annual budget prior to shareholder approval where applicable;
- approval of annual financial statements;
- approval of the institutional risk appetite;
- setting institutional KPI thresholds and performance expectations;
- oversight of compliance with the OfS Conditions of Registration;
- approval of the Annual Monitoring Report aligned to Conditions of Registration;
- approval of institutional fee levels;
- appointment and appraisal of the Chief Executive Officer where delegated under the Articles;
- approval of major academic partnerships;
- approval of policies relating to academic freedom, freedom of speech, and student protection;
- oversight of reportable events to the OfS;
- approval of the Scheme of Delegation and committee terms of reference.

Reserved matters shall be reviewed periodically to ensure they remain proportionate to the scale, complexity, and risk profile of the institution.

Nothing in this section limits shareholder or director authority under the Articles of Association.

5. Delegation

The Board of Governors may delegate authority to:

- standing committees of the Board;
- the Academic Board;
- the Chief Executive Officer;
- the Executive Leadership Team;
- other bodies or individuals as appropriate.

Delegation does not remove accountability. The Board remains collectively responsible for all delegated activity.

All delegation shall be:

- formally recorded;
- defined in scope and financial limits where applicable;
- subject to reporting and assurance requirements;
- reviewed periodically for effectiveness.

The detailed Scheme of Delegation is set out in Appendix 4 – Scheme of Delegation.

6. Academic Governance

The Academic Board is recognised as the senior academic authority of the College.

The Academic Board:

- exercises independent academic judgement;
- safeguards academic standards;
- oversees quality assurance and enhancement;

- monitors continuation, completion, progression, and differential outcomes;
- advises the Board of Governors on matters relating to academic character and mission.

Academic independence shall be protected from undue influence in accordance with the Articles of Association and the Corporate and Academic Governance Framework.

The Academic Board operates under approved terms of reference and within the financial and strategic parameters approved by the Board of Governors.

7. Fit and Proper Person Requirement

All relevant individuals, including members of the Board of Governors and the Executive Leadership Team, must satisfy the Fit and Proper Person requirements as set out in Appendix 6.

Oversight of compliance with these requirements is the responsibility of the Nominations and Remuneration Committee.

8. Review of the Instruments

These Instruments of Governance shall be reviewed at least every three years or sooner where:

- regulatory requirements change;
- institutional scale or complexity materially changes;
- governance effectiveness review identifies the need for amendment.

Amendments require approval of the Board of Governors and must remain consistent with the Articles of Association.

Appendix 3 Procedures of Governance and Decision Making

1. Purpose and Scope

This Appendix sets out the operational procedures through which governance decisions are taken, recorded, and assured within UK College of Business and Computing.

These procedures apply to:

- the Board of Governors;
- Board committees;
- the Academic Board;
- the Executive Leadership Team;
- any committee, panel, or individual exercising delegated authority.

These procedures ensure that governance activity is:

- transparent;
- proportionate;
- properly constituted;
- evidence informed; and
- supported by a clear audit trail.

2. Meeting Administration

2.1 Notice and Papers

- Meetings shall be convened with reasonable notice.
- Agendas and supporting papers shall normally be circulated in 2 weeks in advance.
- Late papers must be clearly identified and justified.

- Urgent items may be accepted at the discretion of the Chair.

2.2 Agenda Structure

Unless otherwise specified, agendas should include:

- confirmation of quorum;
- declaration of conflicts of interest;
- approval of previous minutes;
- matters arising and action log review;
- items for decision;
- items for assurance;
- items for information;
- risk and escalation review.

2.3 Confidential Items

Items may be designated confidential where they involve:

- commercially sensitive matters;
- personal data;
- legal advice;
- regulatory investigations.

The classification of confidential material shall be recorded in minutes.

3. Decision Making, Voting, and Procedural Governance

3.1 Purpose

This section defines the procedural instruments through which governance decisions are taken, recorded, and assured within UKCBC. It establishes consistent rules for decision making voting, quorum, and escalation across the Board of Governors and its committees.

These instruments ensure that governance decisions are:

- lawful, transparent, and evidence based;
- taken by appropriately constituted bodies;
- subject to clear accountability and audit trails; and
- aligned with the requirements of the OfS Conditions of Registration and the Public Interest Governance Principles.

3.2 Decision Making Principles

All governance decisions within UKCBC are taken in accordance with the following principles:

- **Collective responsibility**: Decisions of the Board and its committees are collective, regardless of individual voting positions.
- **Evidence based judgement**: Decisions must be supported by appropriate data, assurance, and professional advice.
- **Proportionality**: The level of scrutiny and documentation reflects the materiality and risk of the decision.
- **Transparency and traceability**: Decisions are formally recorded, with rationale and actions clearly documented.
- **Separation of roles**: Governance bodies do not undertake executive or operational management.
- **Continuity of governance**: decision-making arrangements must remain effective where a relevant individual is unable to participate, with delegation enacted in accordance with the Scheme of Delegation and the Relevant Individuals Capability and Support Policy.

These principles apply to the Board of Governors, its committees, the Academic Board, and any other formally constituted governance body.

3.3 Categories of Participation

For the purposes of governance under the CAGF, participation in meetings of the Board of Governors, its committees, the Academic Board, and other formally constituted bodies is defined according to the following categories.

Clear differentiation of participation status safeguards procedural integrity, ensures clarity in relation to quorum and voting rights, and protects the independence and accountability of decision making.

3.3.1 Members

A Member is an individual formally appointed to a governance body in accordance with its approved Terms of Reference.

Members:

- count towards quorum;
- may speak and participate fully in discussion;
- may propose and second resolutions where applicable; and
- may vote on decisions unless precluded by conflict of interest or other procedural restriction.

Only Members have voting rights unless explicitly stated otherwise within the approved Terms of Reference and consistent with this Framework.

3.3.2 Co-opted Members

A Co-opted Member is an individual appointed by a governance body to contribute specific expertise, perspective, or representation for a defined period or purpose.

Co-opted Members:

- are formally recorded in the membership of the body;
- count towards quorum where specified in the Terms of Reference;
- may speak and participate fully in discussion; and
- may vote only where the Terms of Reference explicitly confer voting rights.

Co option must be approved by the parent body where required and recorded in the minutes.

3.3.3 Observers

An Observer is an individual permitted to attend meetings for developmental, representative, or transparency purposes.

Observers:

- do not count towards quorum;

- may speak only at the invitation of the Chair;
- do not propose or second resolutions; and
- do not hold voting rights.

Observer status does not confer membership or decision making authority.

3.3.4 Guests and Advisers

A Guest or Adviser is an individual invited to attend a meeting for a specific item or purpose, including the provision of specialist advice or evidence.

Guests and Advisers:

- attend by invitation of the Chair;
- do not count towards quorum;
- may contribute to discussion at the discretion of the Chair; and
- do not hold voting rights.

Attendance of Guests or Advisers must be recorded in the minutes for transparency and audit purposes.

3.3.5 Determination of Status

The status of all participants must be clearly identified in the Terms of Reference of each governance body and reflected in the published membership list.

Any ambiguity regarding participation rights, quorum eligibility, or voting authority shall be resolved by reference to this Appendix and, where necessary, determined by the Chair in accordance with the principles of procedural fairness and regulatory compliance.

3.4 Quorum

Quorum requirements apply uniformly unless a higher threshold is required by law.

- **Board of Governors**: A meeting is quorate when more than half of the appointed governors are present, including at least one Independent Governor.
- **Board Committees and Academic Board**: A meeting is quorate when at least two members are present, one of whom must be an Independent Governor where independence is required.

Members attending remotely count towards quorum.

If a meeting is not quorate:

- discussion may take place for information and assurance purposes; but
- no formal decisions may be taken.

Any matters requiring decision must be deferred, escalated to a quorate meeting, or considered under Chair's Action where appropriate.

Where a member is unable to participate in governance activity due to incapacity, they shall not be counted for the purposes of quorum for the relevant period, and alternative arrangements must be enacted in accordance with the Scheme of Delegation and the Relevant Individuals Capability and Support Policy.

3.5 Voting

Voting arrangements apply consistently across all governance bodies:

- Each member has one vote.
- Decisions are normally reached by consensus.
- Where consensus cannot be reached, a formal vote will be taken.
- Decisions are carried by a simple majority of those present and eligible to vote.
- In the event of a tied vote, the Chair has a casting vote.
- Members with a declared conflict of interest must not vote on the relevant item.

Voting outcomes, including dissent or abstention, must be recorded in the minutes.

3.6 Reserved and Escalated Decisions

Decisions must be taken at the appropriate level in accordance with:

- matters reserved to the Board of Governors;
- delegated authority to committees, the Academic Board, and the Executive Leadership Team; and
- the Scheme of Delegation.

Where a matter:

- exceeds delegated authority;
- presents material regulatory, financial, academic, or reputational risk; or
- cannot be adequately assured at the delegated level

- arises from the incapacity or unavailability of a relevant individual and cannot be effectively resolved within existing delegated authority,

it must be escalated to the Board of Governors for decision.

3.7 Chair's Action

Chair's Action is an exceptional governance mechanism enabling timely decision making between scheduled meetings where delay would present material risk or operational harm.

Chair's Action may be used only where:

- the matter is urgent and cannot reasonably wait for the next scheduled meeting;
- the decision falls within the delegated authority of the relevant body; and
- the use of Chair's Action is proportionate to the nature and risk of the decision.

Chair's Action is not a substitute for routine governance decision making and must not be used to bypass collective scrutiny.

When exercising Chair's Action:

- the Chair must consult, where practicable, with relevant members and senior officers;
- appropriate evidence and assurance must be reviewed before a decision is taken;
- conflicts of interest must be declared and managed; and
- the decision must be formally recorded.

All decisions taken under Chair's Action must be:

- reported to the next scheduled meeting of the relevant body;
- clearly minuted as Chair's Action; and
- subject to confirmation or ratification where required.

This ensures that Chair's Action strengthens governance responsiveness while preserving transparency, accountability, and auditability.

3.8 Recording and Assurance of Decisions

All governance decisions must be formally recorded through:

- approved minutes;

- action logs with named owners and deadlines; and
- supporting papers stored within the digital governance environment.

Minutes must clearly record:

- the decision taken;
- the basis for the decision;
- any delegation, adjustment to participation, or alternative governance arrangement arising from the incapacity of a relevant individual;
- any dissent, abstention, or declared conflict; and
- any required escalation or follow-up action.

4. Conflicts of Interest, Independence, and Related Party Controls

4.1 Purpose

This section establishes the governance framework through which UKCBC safeguards the integrity, independence, and probity of its decision making by identifying, declaring, and managing conflicts of interest and related party matters.

It ensures that governance decisions are taken solely in the interests of the College and its students, that public trust is maintained, and that UKCBC complies with the Office for Students Conditions of Registration, in particular Conditions E7 and E9, and the Public Interest Governance Principles.

This section operates in conjunction with, and is operationally implemented through, the UKCBC Conflicts of Interest Policy (GA3.3), which sets out detailed definitions, declaration processes, management options, record keeping, and reporting arrangements.

All arrangements under this section are underpinned by the Nolan Principles of Public Life: selflessness, integrity, objectivity, accountability, openness, honesty, and leadership. This framework operates alongside the Whistleblowing and Public Interest Disclosure Policy, which provides protected routes for reporting governance, integrity or conflict related concerns.

4.2 Scope and Application

This framework applies to all individuals involved in governance, management, and decision making at UKCBC, including:

- Members of the Board of Governors and its committees
- Members of the Academic Board and its subcommittees
- Members of the Executive Leadership Team
- Senior post holders and individuals with delegated decision making authority
- Individuals acting on behalf of the College where relevant

The scope, categories of individuals covered, and detailed definitions are set out in the Conflicts of Interest Policy (GA3.3).

4.3 Principles

UKCBC's approach to conflicts of interest and independence is governed by the following principles, consistent with the Nolan Principles and the Conflicts of Interest Policy:

- **Integrity and selflessness**: decisions must be taken solely in the interests of the College and its students
- **Objectivity**: decisions must be evidence based and free from bias or undue influence
- **Transparency and openness**: interests must be declared openly and recorded accurately
- **Accountability**: individuals are responsible for declaring interests and complying with agreed mitigations
- **Leadership**: governors and senior leaders must model ethical behaviour and proactive declaration

These principles apply equally to actual, potential, and perceived conflicts of interest.

4.4 Fit and Proper Persons

The assessment of fitness and propriety for relevant individuals is conducted in accordance with the Fit and Proper Person Declaration and Assessment Instrument set out in **Appendix C**, and overseen by the Nominations and Remuneration Committee

4.5 Declaration of Interests

All individuals within scope must declare interests in accordance with the Conflicts of Interest Policy (GA3.3).

As a minimum, this includes:

- Completion of a declaration on appointment or engagement
- Annual renewal of declarations
- Prompt declaration of new or changed interests
- Declaration of relevant interests at the start of meetings or when matters arise

Declarations must include interests such as employment, consultancy, shareholdings, directorships, trusteeships, close personal relationships, and any other interest that could reasonably give rise to a conflict.

A central Register of Interests is maintained as part of the College's governance assurance evidence base.

4.6 Management of Conflicts

Conflicts of interest are managed proportionately and consistently in line with the Conflicts of Interest Policy (GA3.3).

The Chair of the relevant governing body or committee is responsible for determining the appropriate management action, having regard to:

- The nature and materiality of the interest
- The significance of the decision
- The risk to governance integrity and public confidence

Management actions may include declaration only, restricted participation, withdrawal from discussion and or decision making, referral to another body, or other mitigations as set out in the policy.

Where an individual is excluded from an item due to a conflict, they must not be counted towards quorum for that item and must not vote.

All conflicts, management actions, and rationales must be recorded in formal minutes to ensure transparency and auditability.

4.7 Independence of Governance

Independence is a core safeguard of effective governance and a key expectation of the OfS.

UKCBC protects independence through:

- A Board composition in which independent governors form the majority
- Independent Chairs of the Board and its principal committees
- Clear separation between governance oversight, academic decision making, and executive management
- Exclusion of conflicted individuals from decision making where appropriate

Independence is assessed at appointment, reviewed through annual declarations, and considered as part of governance effectiveness reviews.

4.8 Related Party Transactions

Related party transactions are managed in accordance with the Conflicts of Interest Policy (GA3.3) and the College's financial controls.

All related party transactions must:

- Be declared in advance
- Be conducted on arm's length terms
- Represent demonstrable value for money
- Be approved in line with delegated authority

Material related party transactions require explicit approval by the Board of Governors and must be recorded transparently in governance and financial documentation.

4.9 Assurance, Recording, and Review

Assurance over conflicts of interest and related party controls is provided through:

- Maintenance and review of the Register of Interests
- Standing agenda items at Board and committee meetings
- Scrutiny by the Audit and Risk Committee
- Periodic reporting by the Policy Owner
- Inclusion within internal or external audit activity where appropriate

These mechanisms provide evidence of compliance with OfS Conditions E7 and E9 and support regulatory assurance.

4.10 Breach and Escalation

Any actual or suspected breach of this framework or the Conflicts of Interest Policy must be escalated promptly in line with GA3.3, including to:

- The Chair of the Board of Governors
- The Audit and Risk Committee where material

The Board retains authority to determine appropriate remedial action, ensuring accountability, leadership, and the maintenance of public trust.

5. Student and Staff Voice in Governance

5.1 Purpose and Principles

UKCBC is committed to ensuring that students and staff are meaningfully engaged in governance and decision-making, and that their perspectives inform strategic, academic, and operational oversight.

Student and staff voice arrangements are designed to ensure that:

- students are active participants in shaping their educational experience;
- staff contribute professional insight and challenge to governance deliberations; and
- decision-making reflects lived experience, evidence, and impact, not solely executive or Board perspective.

Students and staff may also raise serious concerns through the Whistleblowing and Public Interest Disclosure Policy where matters involve malpractice, regulatory breach, or public interest governance concerns

These arrangements support compliance with the OfS Conditions of Registration, particularly:

- **E7**: effective engagement with students and staff in governance; and

- **E9**: governance arrangements that enable effective oversight, accountability, and transparency.

5.2 Student Voice in Governance

5.2.1 Student Council

UKCBC operates a Student Council as the primary representative body for the student voice.

The Student Council:

- represents the collective interests and experiences of students across programmes and delivery sites;
- provides structured feedback on teaching quality, assessment, academic support, facilities, and the wider student experience;
- contributes to consultation on policies, changes to provision, and institutional priorities; and
- acts as a formal escalation route for systemic student concerns.

The Student Council is supported by Student Services and operates under an approved constitution and terms of reference, ensuring independence, transparency, and continuity.

5.2.2 Student Representation at Governance Level

Student voice is embedded at multiple levels of governance:

Board of Governors

- A student member sits on the Board of Governors as a full member, contributing to discussion and scrutiny.
- This ensures that strategic decisions are informed by the student perspective and that the Board discharges its responsibilities in the interests of current and future students.

Academic Governance

- Student representation is embedded within academic governance structures, including:
    - Academic Board arrangements under the CAGF

  - The Course Committee.

Student representatives are supported to engage effectively through induction, briefing, and access to relevant information.

5.2.3 Reporting and Assurance

The Student Council reports formally into governance through:

- Student Council submits formal reports to ELT.
- ELT provides written response and action summary.
- Board receives consolidated thematic report, including ELT response.
- Urgent systemic matters may be escalated directly to the Chair of the Board where appropriate.

Student feedback is triangulated with survey data, performance indicators, complaints, and outcomes data to provide robust assurance on student experience and academic quality.

5.3 Staff Voice in Governance

5.3.1 Staff Representation

UKCBC ensures that staff voice is embedded within governance and assurance arrangements through:

- a staff representative on the Board of Governors; and
- structured staff engagement within academic and operational governance forums.

The staff governor provides professional insight, challenge, and perspective, while operating within the same fiduciary and confidentiality obligations as other governors.

5.3.2 Staff Engagement Mechanisms

Staff voice is captured and escalated through:

- academic and operational governance meetings;
- consultation on policies, frameworks, and organisational change;
- staff surveys, focus groups, and feedback mechanisms; and
- formal reporting through academic and management structures.

These mechanisms ensure that staff expertise informs decision-making and that governance is grounded in operational reality.

5.4 Independence, Conduct, and Assurance

Student and staff representatives:

- are supported to participate confidently and constructively;
- receive appropriate induction and guidance on governance roles and responsibilities;
- are subject to the same standards of conduct, confidentiality, and conflict-of-interest requirements as other governance participants; and
- operate in line with the Nolan Principles of Public Life.

Their participation does not replace executive accountability or Board responsibility but strengthens governance by ensuring that decisions are informed by those directly affected.

5.5 Assurance and Continuous Improvement

The effectiveness of student and staff voice arrangements will be reviewed periodically as part of the CAGF governance review cycle.

This review will consider:

- the quality and impact of contributions;
- the clarity of reporting and escalation routes;
- evidence of influence on decisions; and
- alignment with OfS expectations and sector good practice.

Findings will inform refinements to governance structures, terms of reference, and engagement mechanisms, ensuring that student and staff voice remains meaningful, proportionate, and effective as the institution evolves.

6. Appointment, Election, Tenure and Succession

6.1 Purpose

This section sets out the processes governing the appointment, election, tenure, renewal, removal, and succession of members of the Board of Governors.

These arrangements ensure that governance is:

- independent and objective;
- transparent and merit based;
- skills aligned and proportionate to institutional scale;
- compliant with the Public Interest Governance Principles and the Office for Students Conditions of Registration.

At all times, independent members shall form a majority of the Board of Governors.

Nothing in this section overrides the Articles of Association.

6.2 Principles of Appointment

Appointments shall be made in accordance with the following principles:

- openness and transparency of process;
- appointment on merit against published criteria;
- alignment with the skills needs of the Board;
- protection of independence;
- promotion of diversity of experience and perspective;
- compliance with Fit and Proper Person requirements.

The Nominations and Remuneration Committee shall oversee recruitment, succession planning, and recommendations to the Board.

6.3 Categories of Board Membership

The Board of Governors shall normally comprise:

- Independent Members
- A Student Member
- A Staff Member
- The Chief Executive Officer (where applicable)

Independent Members must form the majority.

The balance of membership shall at all times preserve independence in accordance with the Articles of Association and the Corporate and Academic Governance Framework.

6.4 Appointment of Independent Members

6.4.1 Recruitment Process

Independent Members shall be recruited through a fair and transparent process, which shall normally include:

- public advertisement or targeted search where appropriate;
- a role description and skills matrix approved by the Nominations and Remuneration Committee;
- shortlisting against agreed criteria;
- formal interview;
- Fit and Proper Person assessment prior to confirmation;
- recommendation to and approval by the Board.

A formal letter of appointment shall set out:

- term of office;
- expected time commitment;
- responsibilities and conduct expectations;
- remuneration arrangements where applicable;
- confidentiality obligations.

6.4.2 Eligibility and Independence

Independent Members must:

- not be employees of the College;
- not be current students of the College;
- not hold executive office within the College;

- satisfy Fit and Proper Person requirements;
- demonstrate independence of judgement.

The Board shall periodically review independence status.

6.5 Appointment of Staff Member

6.5.1 Eligibility

The Staff Member must:

- be an employee of the College at the time of nomination and appointment;
- not hold a position that would create material conflict of interest in governance oversight;
- satisfy Fit and Proper Person requirements.

6.5.2 Selection Process

The Staff Member shall be appointed through a transparent internal process, which may include:

- election by eligible staff;
- self nomination followed by structured interview;
- or another fair process approved by the Board.

The process shall be overseen by the Clerk or nominated officer to ensure fairness and confidentiality.

6.5.3 Term and Cessation

The Staff Member shall normally serve for a term of three years.

Membership shall automatically cease if employment with the College ends.

6.6 Appointment of Student Member

6.6.1 Eligibility

The Student Member must:

- be a currently enrolled student at the time of nomination and appointment;
- be in good academic standing;
- not be subject to active disciplinary sanction;
- satisfy Fit and Proper Person requirements where applicable;
- confirm willingness to comply with confidentiality and collective responsibility obligations.

6.6.2 Nomination Process

The Student Member shall be appointed through a structured representative process:

- The Student Council shall be invited to nominate one eligible candidate.
- Where no nominee is provided, or where multiple nominations arise, an open call for self nomination shall be circulated to the student body.

All candidates must submit a short statement outlining suitability for governance responsibilities.

6.6.3 Selection Process

Where more than one eligible candidate is nominated:

- a structured interview shall be conducted;
- the panel shall normally comprise the Chair (or nominee), the Director of Higher Education, and the Clerk;
- candidates shall be assessed against agreed criteria including representation capability, governance understanding, and ability to act in the interests of the whole student body.

The panel shall recommend one candidate to the Board for formal appointment.

6.6.4 Term and Cessation

The Student Member shall normally serve for a term of one year.

The term may be renewed once, subject to:

- continued student status;
- satisfactory engagement;
- Board approval.

Membership shall automatically cease upon cessation of student status.

6.7 Appointment of the Chair

The Chair of the Board shall:

- be an Independent Member;
- be appointed by election of the Board following a nomination process;
- satisfy Fit and Proper Person requirements.

The Board may, where appropriate, undertake an external recruitment process for the position of Chair.

The Chair shall not hold executive office within the College.

6.8 Appointment of the Deputy Chair

The Board may appoint a Deputy Chair from among the Independent Members.

The Deputy Chair shall:

- act in the absence of the Chair;
- support governance leadership;
- undertake responsibilities delegated by the Board.

The Deputy Chair may chair the Remuneration Committee where required to manage conflicts of interest.

6.9 Terms of Office

Independent Members shall normally serve for three years.

Members may be reappointed once.

Total continuous service shall not normally exceed six years.

Where an individual is appointed as Chair or Deputy Chair during a second term, the Board may extend service to enable completion of the leadership term, provided total service does not normally exceed nine years.

Exceptional extensions require explicit Board approval and justification.

6.10 Remuneration

Independent Members may receive remuneration as determined by the Board and disclosed in accordance with financial reporting requirements.

Staff, student, and executive members shall not receive additional remuneration for Board membership beyond their contractual arrangements.

6.11 Removal from Office

A member may be removed by resolution of the Board where:

- serious misconduct has occurred;
- there is material breach of duties;
- attendance is persistently inadequate without reasonable explanation;
- Fit and Proper status is compromised;
- regulatory or legal requirements necessitate removal.

The member concerned shall be given the opportunity to make representations before a decision is taken.

6.12 Casual Vacancies and Succession

Where a vacancy arises mid term:

- the Nominations and Remuneration Committee shall initiate a replacement process;

- the Board may make an interim appointment where necessary;
- the term of any interim appointment shall be specified.

Succession planning shall be reviewed periodically to ensure:

- continuity of leadership;
- maintenance of skills and diversity;
- preservation of independent majority.

6.13 Indemnity and Insurance

The College shall maintain appropriate indemnity insurance for members of the Board in respect of liabilities arising from the proper discharge of their duties.

6.14 Governance Effectiveness Review

The Board shall periodically review its effectiveness, including:

- evaluation of Board performance;
- review of Chair performance;
- review of committee effectiveness;
- assessment of skills composition and succession planning.

Findings shall inform reappointment, development, and succession decisions.

7 Governance Effectiveness and Review

Governance arrangements are subject to periodic review, including:

- annual effectiveness review of the Board;
- review of committee performance;
- periodic skills audit;
- review of delegation effectiveness.

Findings inform refinements to governance arrangements.

8 Document Control

All governance documents:

- are version controlled;
- are stored in the secure digital governance environment;
- are amended only with appropriate approval.

Amendments to this Appendix require approval of the Board of Governors.

Appendix 4: Scheme of Delegation

1. Purpose and Status

This Scheme of Delegation sets out where final decision-making authority resides within UK College of Business and Computing.

It operates under Appendix 2 – Instruments of Governance and defines:

- Matters reserved to the Board of Governors
- Authority delegated to the Academic Board
- Authority delegated to the Executive Leadership Team
- Authority delegated to named officers
- Financial approval thresholds
- Risk-based escalation requirements

Delegation does not remove accountability. The Board of Governors remains collectively responsible for the affairs of the College.

This Scheme of Delegation operates in conjunction with the Relevant Individuals Capability and Support Policy. Where a relevant individual is unable to discharge their duties, whether temporarily or on a sustained basis, delegation of authority will be enacted in accordance with this Scheme to ensure continuity of governance and compliance with regulatory requirements.

The Board retains the right to call in any delegated matter.

2. Matters Reserved to the Board of Governors

These matters may not be delegated.

Ref	Matter	Final Authority
2.1	Approval of Mission, Strategic Plan and institutional values	Board
2.2	Setting institutional KPI framework and performance thresholds	Board
2.3	Approval of institutional Risk Appetite	Board
2.4	Approval of Annual Budget (prior to shareholder approval where applicable)	Board
2.5	Approval of Annual Financial Statements	Board
2.6	Approval of Corporate and Academic Governance Framework	Board
2.7	Approval of Scheme of Delegation	Board
2.8	Approval of Student Protection Plan	Board
2.9	Approval and endorsement of OfS submissions	Board
2.10	Oversight of any material breach of OfS Conditions of Registration	Board
2.11	Approval of institutional fee levels	Board
2.12	Approval of major academic partnerships	Board
2.13	Contracts exceeding 20% of annual turnover	Board
2.14	Academic contracts exceeding five years duration	Board
2.15	Mergers, acquisitions, institutional closure	Board
2.16	Approval of policies relating to academic freedom, freedom of speech, and student protection	Board

3. Board Oversight and Assurance

The Board retains oversight responsibility and receives assurance through formal reporting routes.

Ref	Matter	Reporting Route
3.1	Programme Annual Monitoring Reports / Institutional Self-Assessment	Academic Board → Board
3.2	Quality Improvement Plan	Academic Board → Board
3.3	B3 continuation, completion and progression performance	CEO quarterly report
3.4	Institutional risk register	ELT → Audit & Risk → Board
3.5	Register of reportable events	CEO log → Board

4. Academic Board Delegated Authority

The Academic Board exercises independent academic judgement within Board-approved strategy and financial parameters.

Ref	Matter	Final Authority
4.1	Approval of new academic programmes	Academic Board
4.2	Withdrawal or suspension of programmes	Academic Board
4.3	Approval of Academic Policies	Academic Board
4.4	Approval of Quality Assurance Framework	Academic Board
4.5	Oversight of continuation, completion and progression	Academic Board

4.6	Approval of minor programme modifications	Academic Board (may sub-delegate to Director of HE)
4.7	Validation approval prior to programme launch	Academic Board
4.8	Academic judgement relating to awards and standards	Academic Board

Academic Board does not approve institutional fee levels or financial commitments outside delegated limits.

5. Executive Leadership Team

The Executive Leadership Team is a formal executive decision-making body.

Ref	Matter	Final Authority
5.1	Budget reallocations within approved envelope	ELT
5.2	Staff restructures affecting up to 40% of headcount within a function and within budget	ELT
5.3	Organisational design changes within approved envelope	ELT
5.4	Approval of operational risk movements	ELT
5.5	Approval of operational policies (excluding governance reserved matters)	ELT
5.6	Approval of contracts exceeding Director limits but within CEO authority	ELT (recommended to CEO for signature)

Restructures exceeding 40% of headcount or creating material financial exposure must be escalated to the Board.

6. Chief Executive Officer

The CEO holds delegated authority for executive management.

Ref	Matter	Limit	Final Authority
6.1	Contract approval	Up to 20% of turnover	CEO
6.2	Litigation settlement	Up to £500k	CEO (reported to Board)
6.3	Signing of contracts and deeds	Within delegated limit	CEO
6.4	Appointment of senior postholders (excluding Board appointments)	Within approved structure	CEO
6.5	Approval of new operational initiatives	Within approved budget	CEO
6.6	Submission of non-material OfS returns	CEO	

All CEO decisions remain subject to Board oversight.

7. Director of Operations [title tbc]

Ref	Matter	Limit	Final Authority
7.1	Procurement and operational contracts	Up to £750k	Director of Operations
7.2	Estates and facilities contracts	Up to £750k	Director of Operations
7.3	IT and systems contracts	Up to £750k	Director of Operations
7.4	Operational service contracts	Up to £750k	Director of Operations
7.5	Incremental budget movements within function	Within approved envelope	Director of Operations

Contracts above £750k escalate to CEO.

8. Director of Higher Education [title tbc]

Ref	Matter	Limit	Final Authority
8.1	Appointment of External Examiners	Within approved policy	Director of HE
8.2	Procedural approval of assessment boards	Within regulations	Director of HE
8.3	Academic staffing structures	Within approved budget	Director of HE
8.4	Academic related contracts and learning resources	Up to £750k	Director of HE
8.5	Teaching resource allocation	Within approved staffing model	Director of HE

Academic contracts exceeding five years must be escalated to the Board.

9. Financial Authority Summary

Value	Final Authority
Over 20% of turnover	Board
Up to 20% of turnover (Set annually)	CEO
Up to £750k	Relevant Director
Within budget and below £100k	Budget Holder

All commitments must remain within approved budget envelopes unless explicitly approved by the Board.

10. Risk-Based Escalation Override

Regardless of financial value, any matter must be escalated to the Board where it:

- Risks breach of OfS Conditions of Registration

- Materially impacts continuation, completion, progression or equality of outcomes
- Arises from the incapacity or unavailability of a relevant individual and creates a risk to governance continuity, regulatory compliance, or effective decision-making
- Creates student protection risk
- Exceeds institutional risk appetite
- Creates significant reputational exposure
- Creates long-term financial liability

Appendix 5: Policy Review and Approval Framework

(To be read alongside GA 3.1 Policy Preparation and Version Control Guidance)

1. Purpose

This appendix sets out the College's internal governance arrangements for the review, scrutiny and approval of institutional policies. It complements GA 3.1 *Policy Preparation and Version Control Guidance* by defining the operational and assurance pathways through which policies are considered, challenged and approved within the College's governance architecture.

It ensures that policy oversight is systematic, transparent and proportionate, and that policies are approved through the appropriate body in line with the Corporate and Academic Governance Framework (CAGF). It further ensures that all stages of the policy lifecycle generate the evidence, traceability and assurance required to support OfS readiness and the Public Interest Governance Principles.

2. Scope

This framework applies to all College policies across academic, operational, corporate and student facing areas. It defines:

- the governance structure for oversight of policies
- the allocation of responsibilities across committees
- the operational process for policy review and approval
- the expected standards for chairs and members when scrutinising policies.
- the formal outcomes and escalation routes

Drafting, formatting, numbering and document structure requirements are governed by GA 3.1 and are not repeated here.

3. Governance Architecture and Committee Responsibilities

The policy approval structure aligns directly with the governance architecture established in the CAGF. Committees exercise delegated responsibility on behalf of the Executive Leadership Team (ELT) and the Board of Governors.

3.1 Committee Approval Responsibilities

Policies are allocated to committees according to subject domain:

Policy Sub Area	Approving Body
Academic Quality and Standards	Quality of Education Group
Student Lifecycle	Quality of Education Group
Admissions Policy	Marketing and Admissions Committee
Student Welfare and Safeguarding	Quality of Education Group
Data and Information Governance	Operations Committee
Health, Safety and Estates	Operations Committee
People and Culture	Operations Committee
Governance and Assurance	Executive Leadership Team

This allocation ensures that policy approval is undertaken by those with relevant expertise, operational oversight and regulatory responsibility.

3.2 Institutional Oversight

- The ELT retains responsibility for governance and assurance policies and for resolving escalations where committees cannot approve a submitted policy.
- The Board of Governors receives assurance through committee reporting and the institutional policy register.

4. Roles and Responsibilities

The roles defined in GA 3.1 (Policy Sponsor, Policy Owner, Policy Reviewers and Approval Committee) apply in full. This appendix expands responsibilities for governance purposes.

4.1 Committee Chairs

Chairs are responsible for ensuring that:

- the committee's review is evidence based, outcomes driven and aligned with regulatory expectations.
- the submission meets GA 3.1 standards, including version control and completeness.

- the committee focuses on assurance rather than operational detail.
- risk, compliance, and student impact are explicitly addressed.
- the approval outcome is clear, recorded and communicated.

Chairs may defer items that do not meet submission standards.

4.2 Committee Members

Members are responsible for:

- providing informed challenge
- scrutinising alignment with regulatory and statutory requirements
- confirming operational feasibility
- assessing implications for students, staff and partners
- identifying dependencies with other policies

4.3 Executive Support

Executive Support ensures that:

- papers comply with submission standards.
- documentation is circulated within required timeframes.
- decisions and actions are recorded within minutes and the action log.
- approved policies are uploaded to SharePoint, and the policy register is updated.

5. Policy Review and Assurance Flow

The policy lifecycle operates as part of the College’s wider assurance system.

5.1 Stages of Review

1. Initiation
    - Policy Owner initiates scheduled or triggered review.
    - Policy Sponsor confirms revision is required.
2. Preparation
    - Policy Owner revises policy in accordance with GA 3.1.

    - Required impact assessments and consultation are completed.
3. Pre-Submission Check
    - Executive Support verifies completeness and compliance with formatting, structure and version control requirements.
4. Committee Review and Approval
    - Committee scrutinises the policy and determines an approval outcome.
    - Actions and decisions are recorded in minutes and action logs.
5. Finalisation and Publication
    - Final amendments are completed where required.
    - Executive Support publishes the policy and updates the policy register.

6. Operational Guidance for Committee Review

6.1 Required Documentation

Committee submissions must include:

- clean version of the policy
- tracked changes version.
- summary of consultation
- impact assessments (including equality, safeguarding and risk)
- dependencies with other policies
- implementation considerations
- version control entry

Incomplete submissions may be declined by the Chair.

6.2 Scrutiny Expectations

Committees must validate that:

- regulatory alignment is explicit, including relevant OfS Conditions, statutory requirements and external reference points.

- roles and responsibilities are clearly defined and capable of being enacted by the relevant teams.
- procedures and expectations are operationally viable, meaning the processes described in the policy can be delivered reliably, consistently and within existing resource, system and capability constraints.
- risks are identified and mitigated, including compliance, operational, student-facing and reputational risks.
- the policy is coherent with related institutional documents, including other policies, procedures, and governance frameworks.
- student impact has been considered, particularly where the policy introduces new requirements or changes existing practice.

Committees must also confirm that the implications of the policy can be implemented in day-to-day practice. This includes ensuring that the policy's requirements are realistic, sustainable and supported by appropriate systems, staffing, training and monitoring arrangements. The principle that *institutional policies must be deliverable in practice* forms a core element of this assurance and underpins the College's commitment to transparency, accountability and regulatory compliance.

7. Approval Outcomes

Each policy must receive one of the following outcomes:

7.1 Approved in Full

The policy is accepted without further change and is authorised for publication.

7.2 Approved Subject to Minor Amendments

Minor amendments are required that do not alter meaning, intent or compliance. The Chair approves the final version outside the meeting.

7.3 Returned for Revision

Substantive changes are required. The policy must be revised and resubmitted to the same committee.

7.4 Rejected.

The policy is unsuitable for approval due to regulatory, strategic or operational concern. The matter is escalated to the ELT.

8. Escalation and Exception Handling

8.1 Academic Policies

For policies considered by the Quality of Education Group, the Chair acts as the final point of approval within the established governance structure. Where the committee is unable to approve a policy, the Chair may:

- return the policy to the Policy Owner for revision.
- or refer the matter to the Board of Governors through the standard academic reporting route, where this supports wider governance oversight.

Referral is appropriate only where committee review identifies issues requiring broader assurance. Executive committees do not form part of the escalation pathway for these policies.

8.2 Corporate, and Operational Policies

For policies considered by the Operations Committee or the Marketing and Admissions Committee, escalation to the Executive Leadership Team is required where:

- a committee cannot recommend approval.
- a policy introduces significant operational, financial or commercial implications.
- there is unresolved disagreement between the Policy Sponsor and the committee.
- timelines for statutory or regulatory compliance require urgent intervention.

In these circumstances, the Executive Leadership Team may:

- approve the policy.
- return it for revision.
- or escalate it to the Board of Governors where institutional oversight is required.

Urgent updates linked to external statutory or regulatory requirements may follow an accelerated process, with interim approval by the Executive Leadership Team pending subsequent committee ratification.

9. Implementation and Communication

Following approval, policies must be published through the appropriate channels to ensure staff, students and stakeholders have access to accurate and current information. The publication route depends on whether a policy is public facing or internal.

9.1 Public Facing Policies

Where a policy applies to, or affects, students or external stakeholders, the following steps must be completed:

1. Executive Support confirms the approved version and prepares the publication file in line with documentation standards.
2. Executive Support coordinates with the designated IT team to ensure:
    - the latest version is uploaded to the College website,
    - earlier versions are removed or archived appropriately,
    - accessibility standards are met, and
    - the policy is presented in the correct section of the site.
3. Policy Owners ensure relevant teams are briefed on any changes that affect external communications, student information, admissions materials or marketing content.
4. Confirmation of publication is recorded in the policy register.

This ensures that all information provided to applicants, students and the public is accurate, current and compliant with regulatory expectations.

9.2 Internal Policies

Where a policy applies only to internal operational processes, the following steps must be completed:

1. Executive Support uploads the approved policy to the College designated SharePoint area in line with access permissions.
2. The policy register is updated with the publication date, version number and next review date.

3. Policy Owners coordinate communication with relevant staff teams, ensuring they understand any implications for practice, compliance or workflow.
4. Training or briefing sessions are arranged where required to support effective implementation.

Internal policies must remain accessible, version controlled and available for audit or assurance review.

10. Monitoring, Compliance and Continuous Improvement

Policy oversight forms part of the College's wider assurance environment. Committees will monitor:

- review cycle compliance.
- overdue policies
- internal audit findings affecting policies.
- incidents requiring policy amendment.
- dependencies across policy areas

The ELT receives quarterly reporting on policy governance, and the Board receives assurance through established governance channels.

11. Policy Governance Mapping

Executive Support maintains a policy register containing:

- policy title
- category
- Policy Sponsor
- Policy Owner
- reviewing committee
- approving committee
- review cycle

- escalation route
- version control history
- approval date
- review date

This register is reviewed quarterly and supports audit readiness, assurance reporting and transparency.

Appendix 6 Fit & Proper Persons Instrument

1 Purpose

This Appendix sets out the arrangements through which UK College of Business and Computing (UKCBC) assures itself, and the Office for Students (OfS), that all individuals in positions of governance, control, or significant influence meet the Fit and Proper Person requirements set out under OfS Conditions of Registration E7 and E9.

The Fit and Proper Persons Register forms part of the College's governance assurance framework and supports transparency, accountability, and public interest governance. It operates alongside the Conflicts of Interest Policy and related governance controls.

2 Individuals in Scope

For the purposes of this Appendix, and in line with the OfS definition of a "relevant individual", the following categories of individuals are required to complete an individual Fit and Proper Person declaration:

1. Owner and Majority Shareholder [*Any individual who holds ownership or a controlling interest in the College*].

2. Chair of the Board of Governors

3. All Independent Governors [*This includes all non executive members of the Board of Governors appointed for the purposes of independent oversight and assurance*].

4. Executive Leadership Team (ELT)

All members of the Executive Leadership Team, including:

- the Accountable Officer; and
- individuals with overarching responsibility for the management of the College's financial affairs.

These individuals collectively represent those with significant influence over the governance, management, financial sustainability, and regulatory compliance of the College, and therefore fall within the scope of Conditions E7 and E9.

3 Declaration Requirements

Each individual in scope must:

- complete an individual Fit and Proper Person declaration:
- on appointment;

- annually thereafter; and
- promptly if any material change occurs that may affect their status.
- provide accurate and complete information in relation to:
- civil, criminal, regulatory, or disciplinary matters;
- directorships, trusteeships, or significant external interests;
- insolvency, disqualification, or governance related matters;

Declarations are assessed against the criteria and indicators specified by the OfS. Where a declaration indicates a potential issue, further information may be requested and appropriate governance action taken.

4 Oversight and Governance Assurance

Oversight of the Fit and Proper Person process sits with the Nominations and Remuneration Committee, which is responsible for:

- ensuring that all individuals in scope have completed the required declarations;
- reviewing outcomes and identifying any matters requiring escalation;
- confirming compliance to the Board of Governors as part of routine governance assurance.

The Audit and Risk Committee receives assurance that the process is operating effectively as part of its oversight of governance, risk, and regulatory compliance.

The Director of Higher Education acts as the operational owner of the Register and is responsible for maintaining secure records and ensuring timely completion.

5 Records and Evidence

Completed declarations are recorded within the Fit and Proper Persons Register, which is maintained securely and forms part of the College's auditable governance evidence base.

The individual declaration form is available at the following location:

Link to Form: Individual Fit and Proper Person and External Interests Declaration – Fill in form