

S P JAIN LONDON SCHOOL OF MANAGEMENT (SPJ UK)

GOVERNANCE CHARTER

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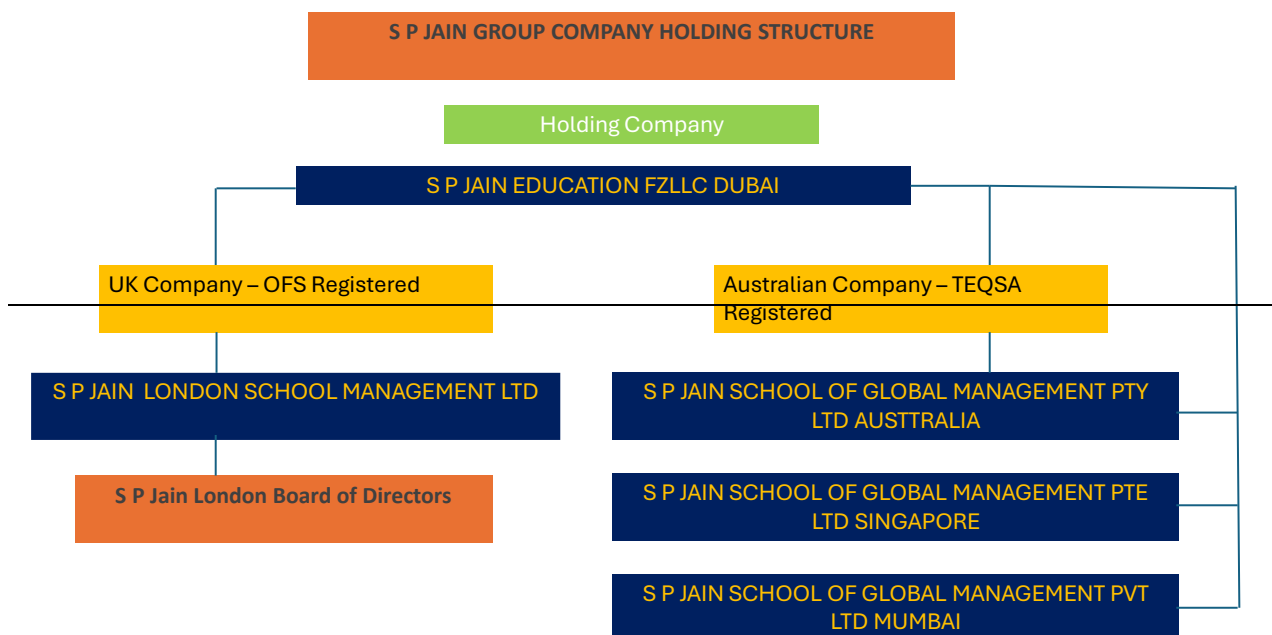
1 Introduction

SP Jain London School of Management (SPJ UK) is a private company limited by shares (Company Number 13210674) and a wholly owned subsidiary of **SP Jain Education FZ LLC, Dubai. (S P Jain)** SP Jain Education FZ LLC (SP Jain) is the company that established the SP Jain Group, which comprises of four higher education campuses. Dubai opened in 2004 and the second in Singapore, in 2006. Following registration as an Australian institute of higher education in 2009 with the Tertiary Education Quality and Standards Agency (TEQSA), campuses were opened in Sydney in 2012 and Mumbai in 2015. Each of these are a wholly owned subsidiary of the parent company SP Jain Education FZ LLC.

SPJUK was incorporated in February 2021 and successfully registered with the Office for Students (OfS) in December 2022. In May 2023, it was granted new degree awarding powers. The Group structure is set out below.

Building on **SP Jain School of Global Management's (SPJ Global)** track record of educational success and regulatory compliance, the UK School will benefit from experience in developing a comprehensive suite of organisational frameworks, policies and procedures overseen by robust academic and governance structures which can serve as a foundation for developing the necessary regulatory and quality standards required for registration and delivery in the UK context. SPJ UK would further develop these to build a world-class school in the UK that meets the exacting requirements of OfS and other regulatory bodies. SPJ UK is, however, an independent entity, with its own governing body.

SPJ UK is governed by the Board of Directors (BoD). In the interest of operating effectively and to high corporate governance standards, the BoD has adopted the Higher Education Code of Governance (2020) published by the Committee of University Chairs. This is known as the [CUC Code](#). It will also take as a reference point the Governance Code for Independent HE, the Higher Education Senior Staff Remuneration Code and the HE Audit Committees Code of Practice.



2 Principles

This Governance Charter sets out how the Board of Directors will undertake its duties, including delegation to its committees and the Academic Board. Based on the CUC Higher Education Code of Governance, to facilitate adequate and effective management and governance arrangements the Board has adopted the following principles:

1. Accountability: The Governance Charter is explicit in stating that the BoD is ultimately accountable for all matters relating to the company's operations. Its functions will include ensuring compliance with the regulatory requirements. The BoD will also oversee and approve the strategic direction, including by facilitating strategic planning workshops, where BoD members, provide input into and review of the School's Business Plan.

Members of the BoD will be required by the Governance Charter to disclose any conflict of interests. The functions and accountabilities of the Board and the Senior Management Team are also set out in the Scheme of Delegation to ensure there is a clear separation of roles and responsibilities.

2. Sustainability: The BoD's roles and responsibilities are comprehensively specified in this Governance Charter and include matters of sustainability, such as monitoring the financial key performance indicators of SPJ UK. The BoD will also oversee and annually review risk management plans and risk assessments with advice from the Audit and Risk Committee.

3. Reputation and impartial decision making: Through the requirement in the Governance Charter to disclose any conflicts of interests, the BoD will act impartially and in the best interests of SPJ UK, and thereby ensure collective decision making will not be influenced by personal interests and views.

4. Equality, inclusivity and diversity: One of the BoD's responsibilities as specified in the Governance Charter is to review SPJ UK's approach to equality, inclusivity and diversity. The BoD will operate under the principle of social inclusion and diversity and its composition will be reviewed for diversity and composition as well as its size and skills mix. The BoD will take overall responsibility for the School's Access and Participation Plan.

5. Effectiveness: Every three years the BoD will seek independent expert input into a review of its effectiveness in accordance with the CUC Code. Similar reviews will be undertaken for the BoD's committees and the Academic Board and its committees. Reviews will gauge the effectiveness of each board and committee against the Terms of Reference.

The BOD may revise its governance structure, the Terms of Reference, or processes in light of any recommendations for improvement. In reviewing its own performance, the BoD will reflect on the performance of the School as a whole in meeting both long-term strategic objectives and short-term key performance indicators.

The BoD will also consider its effectiveness in discharging its responsibilities through regular reviews of the School's overall performance. Reviews of the BoD's performance will take into account the views of the Academic Board and shall be reported upon appropriately within the School and externally.

6. Engagement: Student, staff and stakeholder satisfaction are key performance indicators that the BoD will monitor and benchmark.

3 Governance rules

With the above principles in mind, the BoD operates under the following rules which are in accordance with SPJ UK's constitution, the OfS Conditions of Registration, particularly the Public Interest Principles (attached at Appendix 10) and the CUC Code.

Composition of the BoD

- a. The number of Directors must be not less than five (5) and not more than nine (9) natural persons comprising expertise in corporate governance, business management, higher education, financial and legal experience.
- b. There should be a minimum of three (3) independent directors to ensure higher education expertise and advice at the highest level of decision- making.
- c. The BoD is committed to principles of social inclusion and diversity and will incorporate such principles into its membership, policies and procedures.
- d. The BoD will have an appropriate mix of skills and experience to enable it to carry out its duties effectively. Directors must have expertise and experience relevant to the functions exercisable by the Board and an appreciation of the object, values, functions and activities of the School.
- e. The composition of the BoD will be regularly reviewed by the Nominations Committee to ensure:
 - i. the BoD undertakes its oversight functions effectively and in accordance with relevant legislation, regulations and standards;
 - ii. the BoD meets best practice principles associated with corporate governance more generally; and
 - iii. the size, composition, diversity, skills mix and the terms of office of the Directors remain appropriate for the nature, scale and complexity of the Company.

Fit and proper persons

- a. The BoD will at all times ensure that all Directors ~~and the Senior Executive and other~~ employees of the Company with senior management responsibilities, and any other individuals exercising control or significant influence over the Company, are fit and proper persons by completing a fit and proper person's declaration.
- b. A fit and proper person is a person who:
 - i. is of good character;
 - ii. has the qualifications, competence, skills and experience necessary for their role;
 - iii. is able by reason of their health, after reasonable adjustments are made, to perform properly the tasks of the office or position for which they are appointed; and
 - iv. has not been responsible for, been privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated.
- c. In accordance with guidance from the Office for Students, the BoD will consider the following to be indicators that a person may not be a fit and proper person:
 - i. disqualification from acting as a company director, or from acting as a charity trustee, as set out in the Company Directors Disqualification Act 1986 or the Charities Act 2011;
 - ii. conviction of a criminal offence anywhere in the world subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years);
 - iii. subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies involvement in any abuse of the tax systems involvement with any entity that has been refused registration to carry out a trade or has had that registration

- terminated;
- iv. involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection;
- v. dismissal from a position of trust or similar involvement with a higher education provider that has had its registration refused or revoked by the OfS or has had similar action taken against it by another regulator (this includes, but is not limited to, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position, etc.).
- d. Should an appointed Director have a change in circumstance that may make them no longer a 'fit and proper person', they must notify the Secretary or the Chair immediately.

Appointments

- a. The Chair of the Board will be appointed by the Global President
- b. The Global President will be a member of the Board of Directors
- c. The Directors may elect one of the Directors as a Deputy Chair.
- d. Independent Directors shall be appointed by the Nominations Committee. One Independent Director may be nominated by S P Jain Global.
- e. Directors may also choose to appoint the Chair of the Academic Board to the role of Director, or alternatively be invited to attend meetings to report on academic matters.

Term of Office

- a. Directors shall serve for three years in the first instance and be eligible for reappointment for a further two terms.
- b. The Chair and Deputy Chair will be appointed for an initial term of three years or if already a Director concurrent with their appointment. They will be eligible for reappointment.

Independent directors

- a. Independent directors should be free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, their capacity to exercise independent judgement.
- b. Independent directors are required to be sufficiently impartial and disconnected from the School's operations so as to hold management to account and act in the School's best interests.
- c. Members who have (or intend to have) material or significant dealings with the School or any of its associated entities cannot be regarded as independent.
- d. Elected staff, and students are not considered to be independent, nor are directors who have:
 - been employed by the School within the last three (3) years;
 - had a business relationship or other material contractual relationship with SP Jain within the last three (3) years;
 - had a direct or indirect material financial interest in the School;
 - been involved in the School's day-to-day management functions;
 - been allied with the interests of management;
 - a material personal interest (i.e. stand to gain, benefit or suffer a loss) in the outcome of a BoD meeting;
 - have been one of the School's directors for ten (10) years or more.

Responsibility as a Director of the BoD

- a. Directors should act in good faith, honestly and diligently in accordance with their duties under the SP Jain London School of Management Constitution and this Charter.

- b. Directors should take decisions in the best interests of the School and act in accordance with company law and should:
 - i. Act within their powers
 - ii. Exercise independent judgement
 - iii. Exercise reasonable care and skill
 - iv. Avoid conflicts of interest
 - v. Not to accept benefits from third parties.

Responsibility as Chair of the BoD

- a. Chair and conduct the business of BoD meetings
- b. Establish the agenda for BoD meetings in conjunction with the Secretary
- c. Act as the primary contact between the BoD and the Senior Management Team
- d. Facilitate discussions of meeting agenda items
- e. Address issues relating to the composition and succession planning of the BoD, the AB (with the Chair of the AB) and Global President.

Conflicts of interest

- a. All Directors have an ongoing responsibility to declare any conflict of interest to the BoD. Conflict of interest declarations are completed annually so that any actual or potential conflicts of interest between the interests of Directors (or any associated persons) and the interests of the School are promptly disclosed.
- b. The School will maintain a Register of Interests of Directors which will be available on request.

Resignations and Removal from Office

- a. A Director may resign from office by notice of resignation in writing to the Chair.
- b. The BoD may remove a Director of the BoD from office for breach of a duty set out above in the "Responsibilities" section, including the inability of the Director to meet 'Fit and Proper Persons Requirements' as required by the OFS as detailed in the Constitution.
- c. The motion for removal must not be put to the vote of the meeting unless the director concerned has been given a reasonable opportunity to reply to the motion at the meeting, either verbally or in writing.
- d. If the director to whom the motion for removal refers does not attend the meeting, a reasonable opportunity to reply to the motion is taken to have been given if notice of the meeting has been duly given.

4 Directors' Authorities, Delegations and Decisions

Decisions Requiring Board Approval

- a. In accordance with its registration with the Office for Students, the BoD shall not delegate any of the following matters:
- the determination of the educational character of the School
 - the approval of the annual forecasts of income and expenditure
 - the approval of the final accounts
 - ensuring the solvency and sustainability of the Company and the safeguarding of its assets
 - the appointment and removal of the Senior Management Team
 - the appointment or dismissal of the external and/or internal auditors
 - recommendations for the conferment of honorary awards.
- a. The following decisions must be reserved for BoD approval in accordance with the Memorandum and Articles:
- acquiring or selling shares of the Company (noting the parent company's rights under the Constitution)
 - acquiring, selling or otherwise disposing of property of the Company
 - founding, acquiring or selling subsidiaries of or any company within the Company, participating in other companies or dissolving or selling the Company's participating in other companies, including project joint venture
 - acquiring or selling patent rights, rights in registered trademarks, licences or other intellectual property rights of the Company
 - founding, dissolving or relocating branch offices or other offices, plants and facilities
 - starting new business activities, terminating existing business activities or initiating major changes to the field of the Company's business activities
 - approving and/or altering the annual business plan (including financial planning) for the Company or any part of the Company
 - taking or granting loans, including without limitation, the placing of credit orders, issuing of promissory notes or loans against IOUs
 - granting securities of any type
 - granting loans to any of the Company's officers or employees and taking over guarantees for such officers and employees
 - determining the balance sheet strategy for the Company or any part of the Company
 - entering into agreements for recurring, voluntary, or additional social benefits, superannuation agreements or agreements for general wage and salary increases
 - determining the total amount of bonuses and gratuities for the Company's Officers and employees
 - determining the appointment, termination, prolongation of employment or amendment to conditions of employment of members of the BoD, and
 - granting or revoking a power of attorney or limited authority to sign and/or act on behalf of the Company.

Delegation of authority

- b. Subject to the exclusions above, the BoD may delegate any of its powers to any committee, to the Chair, the Global President and may confer the right of sub-delegation upon any such committee or persons upon such terms and conditions as the BoD sees fit.

- c. Directors are responsible for any delegations of the Board's responsibilities with regard to corporate operations. As such, they decide as a BoD what matters are delegated to either specific Directors, the Global President or to the senior management team. In addition, they will outline what controls are in place to oversee the operation of these delegated powers.
- d. Unless given specific delegation, individual Directors have no individual authority to participate in the day-to-day management of the School.
- e. The BoD shall determine the membership, functions and terms of reference of any committees. Any committee so established may establish sub-committees and determine their membership and functions. Persons who are not Directors may be appointed by the committee to membership of any such sub-committee.
- f. In accordance with e above, the Board it has delegated to the Academic Board any changes to the terms of reference and membership of its committees and the establishment of sub-committees.
- g. The day-to-day operations of the School are delegated by the Board to the Senior Management team (SMT, overseen by the Global President. The SMT includes the Dean, who will serve as the Accountable Officer, the Chief Operating Officer, the Business Development Manager, and such other individuals as may be appointed by the BoD and designated as members of the Senior Staff.
- h. Where the BoD delegates any of its powers, the committee, the Chair, Global President or member of the SMT to whom the power or powers have been delegated shall report to the BoD on any exercise of such a power or powers. All such delegations are implemented. through a resolution of the BoD, approval of the Scheme of Delegation or approval of the terms of reference of a committee . All delegations are contained in this governance charter or the scheme of delegation.
- b. Delegations will be reviewed by the BoD annually and may be conferred, withdrawn, suspended or varied in accordance with the SP Jain London School of Management Constitution and in line with the Delegations Policy and Schedule.

Board decisions

The Board may make decisions by a majority or unanimous decision at a meeting.

Written resolutions

For urgent matters outside of a meeting, a written resolution may be circulated to directors by the Secretary. The notice of the written resolution must indicate the proposed resolution and the time by which it should be accepted. The proposed resolution will be adopted when a majority of directors have signed one or more copies of it provided that those directors would have formed a quorum should a meeting have been held.

Chair's action

The Chair of the Board may take decisions on behalf of the Board where these have been expressly delegated during a meeting. The Chair may also approve minor changes to policy and procedure where these will improve the operations of the School and which will not impact on its strategic direction or have financial implications.

Where any other action is necessary between meetings, this will only be taken in consultation

with the Global President and other members of the Board.

Support for the Board

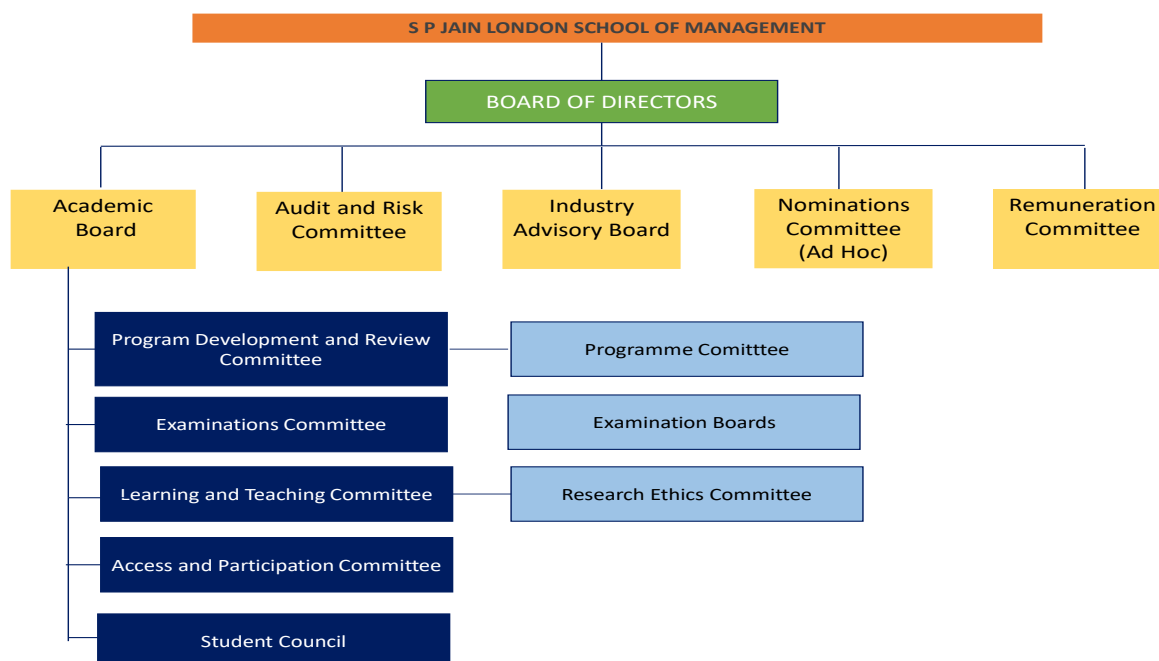
The BoD will also be supported in its function by the BoD Secretary, who will monitor and provide guidance to the BoD on compliance with this Governance Charter, taking advice from UK advisers on compliance with UK Company Law, as may be required from time to time

5 Governance structure

Acting in accordance with its delegated authority, the BoD has established the following committees:

- **the Academic Board (AB)**, which is accountable for the academic governance of the School's higher education operations, quality of educational offerings and scholarly outputs, the oversight of academic policies, research activities and research training, and the efficacy of academic leadership, teaching and learning.
- **the Audit and Risk Committee (ARC)**, which advises and assists the BoD with all higher education risk management and finance matters. The key role of the committee is to establish and maintain a Risk Management Framework, oversee its implementation and review its effectiveness so as to identify and manage risks in a timely manner. This includes financial and quality/compliance audits.
- **the Industry Advisory Board (IAB)**, which fosters industry partnerships and connections and provides advice that contributes to new programme development areas and emerging disciplines or research. It also provides feedback about graduate employability, programme alignment with current industry practice and the relevancy and currency of the School's programmes.
- **the Nominations Committee (NC)**, which is an advisory committee established by the BoD to assist it in determining the appropriate composition for the BoD, including appointing new BoD members, reviewing the performance of existing BoD members and taking stock of the skills composition for the BoD to ensure the BoD can effectively discharge its oversight duties as SPJ UK evolves.
- **the Remuneration Committee** which under delegated authority subject to annual reports sets the senior staff remuneration.

The SP Jain London School of Management Governance Structure is provided in chart below. The Terms of Reference for each committee are set out in the Appendices of this Governance Charter.



6 Academic Governance

The BoD has established the **Academic Board (AB)** to oversee the quality of teaching, learning, and research and the maintenance of standards. The AB provides advice to the BoD and senior management on academic matters, including on academic outcomes, policies and practices by establishing, maintaining and monitoring processes and structures for academic leadership and governance consistent with the types and levels of higher education offered.

Acting in accordance with its delegated authority, the AB has established the following standing committees:

- **Access and Participation Committee (APC)** is the committee established to review the delivery of the Access and Participation Plan and, where necessary, revised the plan on an annual basis.
- **Programme Development and Review Committee (PDRC)** conducts and monitors the development of new programmes and reviews existing programmes in association with relevant School staff and advises the AB on matters relating to programme quality, programme development, programme reviews, and associated academic policies. It is responsible for the Quality Improvement Plan. The Programme Committees which are responsible for oversight of the programmes report to PDRC through the annual monitoring process.
- **Learning and Teaching Committee (LTC)** monitors, supports and improves the quality of learning and teaching at the School, including learning resources and support for students. It is responsible for the Learning and Teaching Enhancement Plan. The Research Ethics Sub-Committee reports which is responsible for the review of research proposals involving human participants reports to TLC.
- **Examinations Board (EB)** approves student marks/grades and final awards for programmes leading to an award of the School.

- **Student Council (SC)** which provides a forum for Student Representatives to discuss and identify suggestions and recommendations for the improvement of the School's approach to student representation and students' learning experiences.

The Terms of References for the Academic Board's standing committees are included in the Appendices.

7 Standing Orders Board of Directors and its Committees

These standing orders set out how meetings of the BoD, the AB and their respective standing committees will be conducted.

Terms of Reference

- The business of the Board or Committee meeting will be in accordance with the Terms of Reference.
- The Terms of Reference should be reviewed at the start of the first meeting of the Academic Year to ensure that they are still fit for purpose.

Notice of Meetings

- Meetings shall be held according to an Annual Schedule, which will be approved at the start of each year.
- The Board/Committee Secretary will circulate an agenda and meeting papers at least five working days before the meeting. The Chair may permit additional business to be added at the meeting if time permits.
- Meetings will be convened face to face, by teleconference or video conferencing link.
- Meetings can also be convened when a Director/Member requests one. In such situations, at least seven days' written notice of a meeting must be given unless it is an emergency meeting.

Conducting the meeting

- The Chair shall conduct the meeting according to these standing orders, ensure order is maintained, and give directors/members an opportunity to speak and vote on matters on the agenda.
- The order of business shall follow the agenda unless agreed otherwise.
- Matters for debate or for approval must be on the agenda, unless otherwise approved by the Chair.
- A matter may be amended or withdrawn with the consent of the Directors/Members.
- Matters will be passed by a majority of Directors/members.
- Where voting takes place, the vote will be determined by a simple majority of voting members. The Chair has the casting vote if the vote is tied.
- Voting shall be by show of hands unless a secret ballot is requested. Outcomes are recorded in the minutes.

Code of Conduct for the Directors and Members

- A director/member shall:
 - Attend meetings and be punctual
 - Undertake review of documents prior to meetings, within timeframes requested
 - Keep their comments to matters before the meeting
 - Take decisions in the best interests of the School,

- v. Abide by collective decision making
- vi. Exercise appropriate care, skill and diligence
- vii. Be an ambassador for the School and not bring the School into disrepute
- viii. Not make false statements or falsify records
- ix. Act appropriately and not to gain advantage for themselves or others
- x. Treat others with respect and dignity and not make offensive statements or comments or behave improperly
- xi. Shall cease speaking when called to order by the Chair
- xii. Declare any potential conflicts of interest and stand aside from discussions and voting on such matters deemed to be a conflict of interest
- xiii. Keep all matters in confidence and not disclose any matters of business to the general public, members of staff or other associates of the School.

Quorum

- a. A quorum consists of half of the directors/committee members including at least one independent director/member where applicable.
- b. If a quorum is not present within 30 minutes after the appointed time for the meeting, the meeting may take place but no business can be agreed. No voting can take place except on a proposal to hold another meeting. Where a meeting is inquorate, any matters requiring a decision will be postponed until the next quorate meeting.

Agenda and Papers

- a. A formal agenda will be prepared for each BOD and committee meeting. The BOD meeting agenda will be established by the Board Secretary in consultation with the Chair, the Global President and the SMT and will include meeting administration matters, items of special business, business reports, general business and any other such items deemed necessary.
- b. Standing items will vary with committees.
- c. All meetings will commence with apologies and any declarations of interest.
- d. Each meeting will review and confirm the minutes from the previous meeting and any matters arising.
- a. The Board Secretary is responsible for the preparation and circulation of papers. All papers will be circulated to Directors/Members to arrive a minimum of five days before the meeting by electronic means. Hard copies will be made available upon request.
- b. No papers requiring consideration or decision can be tabled at the meeting, except with the approval of the Chair or by resolution of the Board/members. Papers including presentations to the meeting need to be brought to the attention of the Secretary at least one day prior to the meeting.
- c. Papers should clearly identify whether they are for information or decision. Lengthy submissions and reports shall contain a brief executive summary which sets out the reason for the paper and also the resolution for approval.

Urgent Business

The Board/Committee may need to consider items not on the agenda as urgent business. Any such item should be notified to the Chair and the Secretary at the earliest opportunity. The Chair will seek confirmation at the start of a meeting whether there is any such urgent business not on the agenda as circulated, that cannot wait for consideration at the next meeting. The Chair may decide to consider the matter at the meeting or decide that the matter would be best considered at an extraordinary meeting.

Reserved Business

On occasion the Board/Committee may need to consider items concerning individuals or where there is a legal sensitivity or similar such circumstances. The Chair in consultation with the Secretary may decide to treat such business as a reserved item. The item would be considered at a full Board meeting but where staff and a student or student members of the Board will be asked to withdraw. A separate minute of the meeting will be recorded and circulated for those members then present.

Minutes

- a. A Minute-taker shall be appointed to accurately record the minutes of each meeting and distribute the draft minutes via email within 10 working days of the meeting. The following details shall be recorded in the minutes:
 - i. Date, time and venue of the meeting.
 - ii. Names of persons present and apologies, and the name of the Chair;
 - iii. A brief reference to relevant Papers tabled plus the official resolution
 - iv. An overview of discussions and business conducted; motions and outcomes of votes; action items and persons responsible; and
 - v. Date, time and venue of next meeting.
- b. Minutes of the previous meeting, together with minutes of any committee meeting requiring reporting, will be included in with the papers for noting or approval as appropriate.
- c. Where the resolution as recommended in a paper is not approved, a summary of the reasons for rejecting the resolution and any alternative decision will be recorded in the minutes. Similarly, other significant points raised but not covered in the papers will be recorded.
- d. All decisions will be recorded in the minutes by means of a formal resolution.
- e. Minutes will be prepared in draft form by the Board Secretary and circulated to directors/members. The Chair will:
 - i. Seek confirmation of the minutes in their current state; or
 - ii. Seek confirmation of the minutes with amendments; and
 - iii. Sign the confirmed minutes.
- f. Once the minutes have been confirmed they cannot be amended. Once confirmed, the Minutes will be signed by the Chair and retained by the Company.
- g. The Board Secretary will maintain a complete set of Board Papers and Minutes of Board Meetings. The Board Secretary will also maintain:
- h. the Company's Statutory Registers as required by the Companies Act 2006
 - i. the register of members
 - j. the register of directors
 - k. the register of people with significant control (the Fit and Proper Persons Register)
 - l. the register of directors' residential addresses, and
 - m. the register of secretaries

8 Reviews of the Effectiveness of Governance

- a. After the first two years of operation and then every three years thereafter, the BoD will conduct an evaluation of the effectiveness of its performance and that of its sub-committees against their terms of reference. Reviews of Academic Board and its sub-committees may be undertaken separately. The objective of these reviews is to ensure best practice corporate governance and to evaluate how SPJUK is complying with external Regulatory Frameworks including the public interest governance principles required by the OfS as outlined in Appendix 11.
- b. The method of governance and management reviews will be determined by the Board and may:
 - be formal or informal
 - concentrate on reviewing the Board as a whole, one of its sub-committees, and / or Academic Board and its sub-committees
 - administered by the Chair/fellow Directors or administered by an independent expert, or
 - focussed internally on the Directors or involve the wider body of corporate stakeholders including, but not limited to, customers, suppliers, employees and the community.
- c. Review findings will be presented at the first Board meeting following the review. The Chair will oversee the implementation of agreed recommendations from any reviews.

9 Review of this Governance Charter

The BoD will review this Governance Charter on an annual basis and make such changes as are appropriate.

Appendix 1: Terms of Reference of the Board of Directors

Approval Authority	Board of Directors
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Reporting Arrangements

- a. The Board of Directors (BoD) is accountable to and reports to the shareholders of the Company.

Purpose and Scope

- a. The BoD of SP Jain School London School of Management (SPJ UK) has been established as the corporate governing body of the School and is, therefore, responsible for all governance matters. The Constitution is the principal governing document.
- b. The BoD ensures that the School fulfils its responsibilities as detailed in its Vision and Mission Statement in addition to ensuring that the School continues to meet its obligations and responsibilities as a higher education institution.
- c. The BoD may delegate any of its powers, other than those required by law or has reserved to itself, to a committee or persons to assist with fulfilling its role.

Responsibilities

- a. Leadership, strategic direction and oversight of the affairs of SPJ UK.
- b. Ensure compliance with the Office for Students regulatory requirements including the Public Interest Governance Principles.
- c. Act in accordance with the CUC Higher Education Code of Governance or other appropriate codes.
- d. Delegate such powers as are necessary for the efficient administration of SPJ UK and keep delegations under review.
- e. Approve the vision, mission, strategic direction, and business plan, and monitor performance against such plans.
- f. Financial oversight in accordance with UK accounting standards, including setting and monitoring the annual budget, financial and cash flow forecasts, maintaining financial viability, appointing a qualified auditor to independently audit financial statements annually.
- g. Oversee the risk management and assessment plans and review them at least annually.
- h. Oversee workplace health and safety practices.
- i. Oversee overall quality assurance and monitor effectiveness.
- j. Approve non-academic policies and provide oversight of academic policies.
- k. Appoint and monitor the performance of the Senior Executive.
- l. Monitor the quality of programmes offered by the School and the awards made.
- m. Approve and monitor systems of control and accountability.
- n. Approve any significant commercial activities.
- o. Oversee the functioning of the Academic Board.
- p. Ensure equitable treatment of staff and students and foster wellbeing of staff and students.
- q. Ensure academic freedom is protected at the School and that academic staff have freedom within the law to question and test received wisdom; and to put forward new ideas and controversial or unpopular opinions.
- r. Ensure the School implements the Prevent Duty.
- s. Approve appeal processes and decisions where necessary.
- t. Ensure induction and professional development processes for members of all boards and committees, and the evaluation of the performance of all committees.

- u. Undertake an independent review of the governance structure and the performance of all boards and committees, at least every three (3) years.
- v. Report to the shareholders at least annually.

Annual reports

- a. The Board will receive annual reports on the following issues to ensure that it is discharging its responsibilities:
 - i. Financial reports and accounts
 - ii. The Scheme of Delegation
 - iii. Equality, diversity and inclusion including the access and participation plan
 - iv. The maintenance of quality and standards
 - v. The enhancement of the academic learning opportunities and the learning environment
 - vi. Health and safety matters
 - vii. Risk management and the Strategic Risk Register
 - viii. The Prevent Duty.

Attendance.

- a. Members must attend all meetings of the Board or otherwise give their apologies
- b. Senior management staff may also be invited to attend meetings if required.

Meeting Frequency and Quorum

- a. The BoD will meet at least three (3) times a year. Meetings may be face-to-face, electronic or combination of face- to- face and electronic meetings.
- b. Quorum of half of the number of directors and at least one independent member (not including casual vacancies).

Secretary of the Board

- a. The Board will appoint a Secretary to the Board (normally the Chief Operating Officer). The COO will, in consultation with the Chair, appoint a member of administrative staff to undertake the Minutes

Appendix 2: Terms of Reference of the Audit and Risk Committee

Approval Authority	Board of Directors
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Reporting Arrangements

- a. The Audit and Risk Committee (ARC) is accountable to and reports to the Board of Directors (BoD).

Purpose and Scope

- a. The ARC is a sub-committee of the BoD and has been delegated authority to provide advice and assist the Board with the system of internal control including risk management and finance matters.
- b. The primary role of ARC is to assist the BoD with risk management of the School via the establishment of a risk management framework, and oversight of implementation and review of the effectiveness of the risk management framework and plans in identifying and managing risks. This includes financial and quality/compliance audits.

Responsibilities

- a. Oversee the development of a risk management framework and review risk management plans at each meeting, including academic risk, and monitor and report on outcomes.
- b. Provide advice on policies and procedures pertaining to risk management, regulation and compliance and their effectiveness.
- c. Oversee and advise on financial administration and management, including exposure to fraud and mismanagement.
- d. Oversee and schedule financial audits (internal and external), and report on outcomes.
- e. Provide advice to the BoD on compliance with relevant legislation and regulations and key risks that may impact the School and advise on proposed mitigation of such risks.
- f. Oversee internal quality audits and resulting continuous improvement plans.
- g. Satisfy itself that effective arrangements are in place to ensure appropriate and accurate data returns are made to external stakeholders and regulatory bodies.
- h. Monitor compliance with Consumer Protection Law through regular auditing of the School's information sources to prospective students, student offers and contracts, refund processes and complaint handling and report to the Board any lapses in compliance or recommended actions to mitigate risk of compliance.
- i. Ensure that funds are used for purpose and securing value for money.
- j. Seek advice from external consultants or specialists, where necessary.
- k. Seek to obtain information as necessary to fulfil the Committee's role, including the right to obtain information and interview personnel with or without management being present.

Membership

- a. ARC members will be appointed by the BoD and shall consist of not more than five persons with expertise covering financial literacy, audit and accounting, risk management, quality assurance, higher education regulation and compliance, and comprising:
 - a majority of independent or external members including:
 - i. At least one (1) independent director
 - ii. At least one (1) external member nominated by the BoD, with relevant technical knowledge, and an understanding of the higher education sector
- b. The School's UK external auditor, will attend meetings at least annually, and otherwise as required
- c. Executive staff and the internal auditor, may be invited to meetings by invitation of the ARC's Chair but will have no voting rights
- d. The School's Accounting Officer will attend meetings at least annually, and otherwise as required
- e. The Chair of the BoD may not be a member of this Committee
- f. The Chair of the ARC will be an independent director appointed by the BoD.

Term of Office

- a. Independent and external members shall serve for two years in the first instance and be eligible for reappointment for up to three further terms.
- b. Casual vacancies shall be filled by invitation of the BoD and shall serve only the remaining period of the member they replace.

Meeting Frequency and Quorum

- a. The ARC will meet at least three (3) times a year. Meetings may be face-to-face, electronic or combination of face- to- face and electronic meetings.
- b. Quorum of half of the number of members (not including casual vacancies).

Secretary of the Committee

- a. The Chair in consultation with the Chief Operating Officer shall appoint a member of administrative staff to be the Secretary for the ARC.

Appendix 3: Terms of Reference of the Industry Advisory Board

Approval Authority	Board of Directors
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Reporting Arrangements

- a. The Industry Advisory Board (IAB) is established by the BoD to provide strategic industry advice to the BoD and where relevant, the AB.

Purpose and Scope

- a. The IAB fosters industry partnerships and connections and provides advice that contributes to new programme development areas and emerging disciplines or research. It also provides feedback about graduate employability, programme alignment with current industry practice and the relevancy and currency of the School's programmes.
- b. The expertise and insights of members may be used to inform new programme developments and reviews of existing programmes.

Responsibilities

- a. Connects the School with business, industry and the professions, and informs and assists with the achievement of the School's strategic objectives.
- b. Enables high quality and proactive engagement with individuals, organisations and corporations in business, industry and the professions.
- c. Provides input to the School on current and future education needs for diverse industries.
- d. Offers guidance and suggestions on education, research and partnership opportunities.
- e. Ensures our education and programs are relevant to industry needs and that graduates have current knowledge and skills sought by employers.

Membership

- a. Members of the IAB will be appointed by the BoD and shall consist of not more than ten (10) persons with industry experience and knowledge relevant to SPJ UK's programmes, and will comprise of a majority of independent or external members
- b. The Chair of the BoD may not be a member of the IAB.
- c. The Chair of the IAB will be an independent director appointed by the BoD.

Term of Office

- a. Members shall serve for one (1) year in the first instance and be eligible for reappointment for up to three (3) years, and maybe reappointed for a further three (3) years
- b. Casual vacancies shall be filled by invitation of the BoD and shall serve only the remaining period of the member they replace.

Meeting Frequency and Quorum

- a. The IAB will normally meet at least three (3) times a year. Meetings may be face-to-face, electronic or combination of face- to- face and electronic meetings.
- b. Quorum of half of the number of members (not including casual vacancies).

Secretary of the Committee

- a. The Chair in consultation with the Chief Operating Officer shall appoint a member of administrative staff to be the Secretary for the IAB.

Appendix 4: Terms of Reference of the Nominations Committee

Approval Authority	Board of Directors
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Reporting Arrangements

- a. The Nominations Committee is accountable to and reports to the Board of Directors (BoD).

Purpose and Scope

- a. The Nominations Committee is an ad hoc committee of the Board of Directors (BoD) and has been delegated authority to assist the BoD in deciding on the appropriate composition for the BoD including appointing new BoD members, reviewing the performance of existing BoD members and taking stock of the skills composition for the BoD to ensure the BoD can effectively discharge its oversight duties as SPJ UK evolves.

Responsibilities

- a. Receive and review nominations for BoD membership by seeking nominations, and shortlisting and interviewing candidates.
- b. Recommend to the BoD the appointment of a member to the BoD based on candidates' performance in an interview.
- c. Ensure that BoD approved members receive induction and prior to commencing their duties.
- d. Approve nominations for co-opted members of Board Committees.
- e. Evaluate the performance of BoD members, having regard to the attendance and contribution of individual members in meetings, and the outcome of a skills audit.
- f. Audit the skills and experience of BoD members to ensure the BoD has the appropriate mix of skills and expertise to discharge its governance duties.
- g. Report to the BoD on activities relating to the induction of new BoD members, and outcomes from evaluation of members' performance and audit of skills composition of the BoD.

Membership

- a. Nominations Committee members will be appointed by the BoD and shall consist of:
 - The Chair of the Board (in the Chair)
 - The Global President
 - The Board Secretary
 - The Dean

Term of Office

- a. All members of the Committee are ex-officio.

Meeting Frequency and Quorum

- a. As an ad hoc committee, the Nominations Committee will meet only as required. Meetings may be face-to-face, electronic or combination of face- to- face and electronic meetings.
- b. Quorum of half of the number of committee members (not including casual vacancies).

Secretary of the Committee

- a. The Chair in consultation with the Chief Operating Officer shall appoint a member of administrative staff to be the Secretary for the Nominations Committee.

Appendix 5: Terms of Reference of the Remuneration Committee

Approval Authority	Board of Directors
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Reporting Arrangements

- a. The Remuneration Committee is accountable to and reports to the Board of Directors (BoD).
- b. The Remuneration Committee has delegated authority from the Board of Directors to determine senior staff remuneration (as defined by members of the Senior Management Team) subject to an annual report on its activities.

Purpose and Scope

- a. The Remuneration Committee is a sub-committee of the BoD and has been delegated authority to determine senior staff remuneration in accordance with the terms of reference below and in line with the principles of the CUC Higher Education Senior Staff Remuneration Code.

Responsibilities

- a. To determine the overall approach to the remuneration of senior staff taking into account the requirements for fairness and equality;
- b. To ensure that arrangements for senior staff remuneration are appropriate to reward and retain senior staff;
- c. To review the levels of remuneration (and where necessary severance) for senior staff in the light of:
 - I. Good practice in the sector
 - II. The interests of the School
 - III. the public interest and the need to safeguard public funds
 - IV. Any guidance on senior staff remuneration/severance from the Office for Students together with any statutory guidance.
- d. To review the performance of senior staff and ensure that remuneration reflects this performance.
- e. To agree the annual statement on senior staff remuneration.

Membership

- a. At least two directors and the Chair of the Board.
- b. The Chair of the Board will be a member of the Committee but may not be the chair.

Term of Office

- a. The Chair is a member ex officio
- b. Other members will be appointed from among the Board for a term of three years, renewable for a further three terms

Meeting Frequency and Quorum

- a. The Remuneration Committee will meet at least once per year and otherwise as required
- b. Quorum is at least two members.

Secretary of the Committee

- a. The COO shall ensure appropriate arrangements for the clerking of the Committee.

Appendix 6: Terms of Reference of the Academic Board

Approval Authority	Board of Directors
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Reporting Arrangements

- a. The Academic Board is accountable to and reports to the Board of Directors (BoD).

Purpose and Scope

- a. The Academic Board (AB) is the senior academic body of SP Jain London School of Management (SPJ UK) and has been delegated authority for all higher education academic matters by the BoD. The AB's primary role is to exercise authority over all matters relating to the quality of programmes, teaching, scholarship, and research, and to operate independently of corporate governance.
- b. It provides advice and reports to the BoD on all academic matters, as well as on the academic aspects of the Strategic and Development Plans.

Responsibilities

- a. Monitor and regularly report to the BoD on the quality of programmes, teaching, learning, research and research ethics.
- b. Delegate academic functions to standing committees established by the BoD, and monitor reports received from standing committees.
- c. Approve all new degree programmes developed by the School and ensure that they meet the mission and vision of the School and the needs of stakeholders.
- d. Oversee programme review processes, internally monitor current programmes, and monitor external review processes including those required by regulatory authorities and monitor the Quality Improvement Plan.
- e. Appoint external examiners
- f. Review graduand lists and make conferrals
- g. Receive and consider proposals for honorary awards and recommend conferral to the BoD.
- h. Oversee benchmarking of programmes and outcomes against professional standards and other higher education providers.
- i. Oversee academic leadership, qualifications, staff development and scholarship.
- j. Approve, monitor and review academic regulations and policies, including with respect to admissions, assessment, learning and teaching, student engagement and student support.
- k. Identify, monitor and develop preventative actions in relation to academic risks, risks to students or graduate outcomes, including student retention and completion data.
- l. Review and monitor the learning opportunities of the School against key performance measures as stated in the Learning and Teaching Enhancement Plan.
- m. Provide critical assessment of new educational or pedagogical practices and evaluate the effectiveness of educational innovations.
- n. Develop and support a culture of research, scholarship and professional development
- o. Oversee the quality of learning resources and support services to ensure that they meet students needs and enable high quality outcomes
- p. Oversee the Access and Participation Plan and equality and inclusion for students
- q. Review, monitor and respond to student feedback
- r. Conduct academic appeals, where necessary.
- s. Conduct reviews of the Board's own performance and that of its standing committees.
- t. Other responsibilities as delegated by the BoD

Membership

- a. The AB shall comprise the following:
 - i. The AB Chair will be a senior academic, and may be one of AB's external members
 - ii. Ex officio members are the Dean, Registrar and Chief Operating Officer
 - iii. Up to three internal members of the full-time academic staff invited by the Chair of the AB and endorsed by the BoD
 - iv. At least three (3) external persons nominated by the BoD deemed to be of high standing in the academic, business or professional fields relevant to the programmes offered
 - v. Two (2) student representatives

The Director of Student Experience and other staff may be invited to attend the Board as required.

Term of Office

- a. The AB Chair, in the first instance, may serve up to a period of three (3) years. Thereafter, the AB may elect one of its external members to be Chair for up to a period of three years for each term, or seek a new external Chair appointed by the BoD.
- b. The ex officio members will serve while they hold their respective roles.
- c. Nominated staff members may serve a three (3) year term, as decided by the AB.
- d. External members of the AB shall serve for three (3) years in the first instance and be eligible for reappointment, as determined by the AB for up to three (3) years.
- e. Casual vacancies shall be filled by invitation of the AB and shall serve only the remaining period of the member they replace and be eligible for reappointment.

Meeting Frequency and Quorum

- a. The AB will meet at least three (3) times a year, and usually four (4) times. Meetings may be face-to-face, electronic or a combination of face-to-face and electronic meetings.
- b. Quorum of half the membership (not including casual vacancies) with a minimum of one (1) external member

Secretary of the Academic Board

- a. The Chair in consultation with the Chief Operating Officer shall appoint a member of administrative staff to be the Secretary of the AB.

Chair's action

- a. The Chair of the AB may approve minor changes to policies and procedures within its remit where these improve the smooth running of the School and do not affect the strategic direction or have financial implications. The Chair may determine on individual student cases in line with Academic Regulations as necessary. The Chair may also approve amendments to the terms of reference of committees provided these do not amend any delegated authority.

Appendix 7: Terms of Reference of the Access and Participation Committee

Approval Authority	Academic Board
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Reporting Arrangements

- a. The Access and Participation Committee (APC), is accountable to and reports to the Academic Board

Purpose and Scope

- a. The primary role of the committee is to develop and monitor delivery of the Access and Participation Plan reporting on progress to the AB and ultimately BoD.

Responsibilities

- a. Monitor progress on behalf of the AB with the implementation of the Access and Participation Plan.
- b. Formulate and review policies and procedures to support delivery of the Access and Participation Plan for recommendation to the AB.
- c. To advise on equality, diversity and inclusion more generally.
- d. To advise on any other matters referred to the committee by the AB.

Membership

- a. The APC shall consist of:
 - i. A Chair appointed by the Academic Board
 - ii. Chief Operating Officer
 - iii. Registrar
 - iv. Director of Student Experience
 - v. Business Development Manager
 - vi. UG Recruitment Manager
 - vii. Two (2) nominated academic staff
 - viii. Two Students nominated by the Student Council

The Committee will be supported by external advisors where appropriate.

Term of Office

- a. Members will serve while they hold their respective roles.
- b. Nominated staff members may serve a two to three (2 to 3) year term, as decided by the AB.
- c. Casual vacancies shall be filled by invitation of the AB and shall serve only the remaining period of the member they replace and be eligible for reappointment.

Meeting Frequency and Quorum

- a. The APC will meet at least two (2) times a year, but more frequently if required. Meetings may be face-to-face, electronic or a combination of face- to- face and electronic meetings.
- b. Quorum of half the membership (not including casual vacancies).

Secretary of the Committee

- a. The Chair in consultation with the Chief Operating Officer shall appoint a member of administrative staff to be the Secretary of the Board.

Appendix 8: Terms of Reference of the Programme Development and Review Committee

Approval Authority	Academic Board
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Reporting Arrangements

- a. The Programme Development and Review Committee (PDRC) is accountable to and reports to the Academic Board (AB).

Purpose and Scope

- a. The primary roles of the committee are to:
 - a. conduct and monitor the development of new and amended programmes
 - b. annual monitoring and review of existing programmes to ensure a high-quality learning experience
 - c. provide advice to the AB on programme quality, development and review
 - d. develop and monitor associated academic policies
 - e. develop and monitor the Quality Improvement Plan.

Responsibilities

- a. Conduct programme development and periodic review processes in accordance with the School's policies, including monitoring the structure of each programme; compulsory and elective subjects and specifically ensuring that the new or amended programme:
 - i. is in line with the vision and mission of the School and the needs of students and stakeholders
 - ii. meets or conforms to external requirements (including the [Framework for Higher Education Qualifications](#) and the [Sector-recognised standards](#) published by the Office for Students);
 - iii. the learning outcomes are clearly specified, that they are up-to-date, coherent providing appropriate educational challenge and skills development
 - iv. admission requirements are appropriate to the level of the proposed new programme; and
 - v. assessments have been designed to both facilitate formative learning towards demonstrating the learning outcomes, and to enable summative demonstration of the learning outcomes.
 - vi. there are appropriate learning and teaching resources to support the programme.
- b. Where external programme accreditation is required, the committee in consultation with the relevant academic staff, shall oversee the production of any required programme documentation and ensure it meets regulatory standards.
- c. Monitor the Strategic Plan insofar as the development of new programmes or additional strands to existing programmes.
- ~~d. Maintain an overview of the External Examiner Policy and review nominations for external examiners and make recommendations for appointment to AB~~
- e. Conduct annual and periodic review processes in accordance with the School's policies
- f. Monitoring the implementation of any programme approval or review conditions agreed by AB and reporting to AB on their implementation
- g. Formulate and review policies and regulations on academic matters for recommendation to the AB, including but not limited to programme development and review, programme specific entry requirements, assessment, student progression, examination, exclusion and graduation.

- h. To develop and monitor the Quality Improvement Plan.
- i. To advise on any other matters referred to the committee by the AB.

Membership

- a. The PDRC shall consist of:
 - i. A Chair who will be the Dean
 - ii. Chief Operating Officer ex officio
 - iii. Two (2) academic staff nominated by the Dean
 - iv. Two student representatives
 - v. The Registrar ex officio
 - vi. The Director of Student Experience
 - vii. Two (2) selected Programme Directors nominated by the Dean
 - viii. Other external membership as required for programme development and review as directed by the AB.

Term of Office

- a. Members will serve while they hold their respective roles.
- b. Nominated staff members may serve a three (3) year term, as decided by the AB.

Meeting Frequency and Quorum

- a. The PDRC will meet at least four (4) times a year, but more frequently if required. Meetings may be face-to-face, electronic or a combination of face- to- face and electronic meetings.
- b. Quorum of half the membership

Appendix 9: Terms of Reference of the Programme Committee

Approval Authority	Programme Review and Development Committee
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Reporting Arrangements

- a. The Programme Committee is accountable to the Programme Review and Development and makes an annual report through the Annual Monitoring process.

Purpose and Scope

- a. The Programme Committee is established to maintain an overview of the quality and standards of the programme and the student experience. It should consider student performance and student feedback and areas for improvement which will be taken forward through an annual quality improvement plan.

Responsibilities

- i) Maintain and overview the day-to-day operation and management of the Programme and the student experience;
- ii) Monitor the delivery of the programme, including recruitment, induction and retention of students, teaching and curriculum, assessment of progress and general Programme administration.
- iii) Monitor the appropriateness of assessment design, timing (to prevent bunching), weighting and required student effort in relation to the module levels and credit weightings and context of the Programme and maintain an overview of the assessment schedules.
- iv) Monitor the resources available to the programme and make recommendations as required.
- v) To approve minor changes and recommend major changes to the programme in line with the Programme Development, Approval and Review Policy.
- vi) To consider student feedback on the programme from module evaluation questionnaires, student surveys, student council and from student representatives and making recommendations for operational or programme changes as appropriate.
- vii) Ensure that the programme operation and delivery is in line with the Academic Regulations, the Quality Assurance Framework and appropriate policies
- viii) Review the Annual Monitoring report for the Programme for transmission to the relevant bodies within the School including reviewing student performance and experience and drawing up an improvement plan

Membership

Programme Director (Chair)
Academic staff teaching on the programme

Up to 2 student representatives for each year of the Programme, elected by the relevant year group.
Director of Student Experience
Registry representative

Frequency

Programme Committees are expected to meet a minimum of twice per academic year, usually mid Semester to allow for interim feedback from students.

Minutes

A member of staff will be appointed to take Minutes of the meetings. The Minutes will be considered by the Programme, Development and Review Committee.

Appendix 10: Terms of Reference of the Learning and Teaching Committee

Approval Authority	Academic Board
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Reporting Arrangements

- b. The Learning and Teaching (LTC) is accountable to and reports to the Academic Board (AB).

Purpose and Scope

- a. The primary role of the LTC is to monitor, support and enhance learning and teaching at the School and associated learning and other resources. The LTC also promotes and manages the care, well-being, and development of students and staff, including the improvement and maintenance of the services and environment.

Responsibilities

- a. Develop the *Learning and Teaching Strategy* for the School in line with the School's vision and mission, including key performance indicators
- b. Develop the *Learning and Teaching Enhancement Plan* and the *Research Plan* for approval by the AB.
- c. Review and monitor the progress and outcomes of the *Learning and Teaching Enhancement Plan*, and report to the AB.
- d. Establish and monitor the learning infrastructure of the School including online learning, the library and research databases and other learning materials and resources.
- e. Review and monitor student feedback and report on outcomes to promote continuous improvement of learning and teaching and services supporting the quality of the learning opportunities.
- f. Review the student support services for students to ensure that they are meeting students' needs
- g. Develop and monitor induction for new faculty members, including adjunct staff
- h. Develop and monitor orientation for students to ensure smooth transition to the School taking into account their different needs and requirements
- i. Develop and support a culture of research, scholarship and professional development
- j. Provide input on the effectiveness of relevant academic and student support policies.
- k. To advise on any other matters referred to the committee by the AB.

Membership

- a. Membership shall consist of internal staff comprising:
- i. The Chair, who will be a member of the AB, as nominated by the AB.
 - ii. The Dean (if not in the Chair)
 - iii. The Chief Operating Officer ex officio
 - iv. Staff with responsibility for Teaching and Learning for the School
 - v. The Registrar, ex officio
 - vi. Programme Directors
 - vii. The Director of Student Experience, ex officio
 - viii. Librarian
 - ix. Two (2) Student Representatives.

Term of Office

- a. Members will serve while they hold their respective roles.
- b. Nominated staff members may serve a two to three (2 to 3) year term, as decided by the AB

Meeting Frequency and Quorum

- a. The committee will meet at least four (4) times a year, but more frequently if required. Meetings may be face-to-face, electronic or a combination of face- to- face and electronic meetings.
- b. Quorum of half the membership

Appendix 11: Terms of Reference of the Research Ethics Sub Committee

Approval Authority	Learning and Teaching Committee
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Reporting Arrangements

- a. The Research Ethics Sub Committee reports to the Learning and Teaching Committee

Purpose and Scope

- a. The primary role of Research Ethics Sub Committee is to:
 - a. Provide advice to the Learning and Teaching Committee on the Research Ethics Policy and procedures;
 - b. Review applications for ethical approval
 - c. Promoting awareness of research ethics across the School.

Responsibilities

- a. To review the Research Ethics Policy and make recommendations to the Learning and Teaching Committee
- b. To monitor the two stage ethical approval policy to ensure that it is fit for purpose
- c. To review the Research Code of Practice for the Investigation of Allegations of Misconduct In Research and make recommendations to the Learning and Teaching Committee
- d. To review cases of research misconduct for students and make recommendations to ensure that such cases are minimised.
- e. To monitor stage 1 ethical approvals
- f. To consider and determine stage 2 ethical reviews
- g. Seeking appropriate external advice from an appropriate person for complex cases.

Membership

- a. Chair, nominated by the Dean.
- b. A member from each programme offered by the School responsible for research ethics for that programme.

Administrative support

- a. An appropriate member of administrative staff will be secretary to the Sub-Committee.

Term of Office

- a. The Chair will be nominated for periods of three years
- b. Other members will continue to serve while they are the person responsible for research ethics for their programme

Meeting Frequency and Quorum

- b. The Sub Committee will meet at least twice per year to review policy issues and as required to review requests for stage 2 ethical approvals
- c. Quorum of half the membership (not including casual vacancies).

Appendix 12: Terms of Reference of the Examinations Committee

Approval Authority	Academic Board
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Reporting Arrangements

- c. The Examinations Committee (EC) is accountable to and reports to the Academic Board (AB).
- d. The Examination Boards report to the EC but are acting on delegated authority from the Academic Board to make awards.

Purpose and Scope

- a. The primary role of the EC is to monitor the consistency and equivalence of assessment processes.

Responsibilities

- a. To approve the External Examiner appointments and keep the External Examiner Policy under review
- b. To receive a report from each Examination Board which includes consideration of the range of marks for each programme
- c. To receive the reports and recommendations of the External Examiner(s), and to note actions taken in response to previous External Examiner reports.
- d. To take an overview of the School's marking and grading procedures to ensure that have been carried out properly.
- e. To identify good practice and make recommendations for the enhancement of assessment processes and procedures.
- f. To receive and note any Chair's Actions taken in between Board meetings.
- g. To discuss, report and make recommendations on other matters that are within the Board's remit.

Membership

The EC shall comprise:

- i. A Chair who will be the Dean
- ii. Academic Staff with a role in quality assurance
- iii. All programme Directors
- iv. Chief Operating Officer
- v. The Registrar

Term of Office

- a. Members will serve while they hold their respective roles.

Meeting Frequency and Quorum

- a. The EB will meet at least once a year. Meetings may be face-to-face, electronic or a combination of face- to- face and electronic meetings.
- b. Quorum of half the membership.

Appendix 13: Terms of Reference of the Examinations Boards

Approval Authority	Academic Board
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Reporting Arrangements

- a. The School operates two Examination Boards – one undergraduate and one postgraduate. The Examinations Boards (EB) are accountable to and report to the Examinations Committee but acting with delegated authority from the Academic Board to make awards).

Purpose and Scope

- a. The primary role of the EBs are to approve student marks/grades and final awards for programmes leading to an award of the School, under delegated authority from the AB.

Responsibilities

- a. To confirm student marks/grades for modules and the award of credits
- b. To note approved applications for mitigating circumstances
- c. To receive and act upon recommendations from Academic Misconduct hearings
- d. To confirm the application of compensation.
- e. To confirm student progression and awards (including intermediate or exit awards) including the implementation of regulations concerning the classification of awards
- f. To review consistency of marking between cognate programmes where appropriate receive the reports and recommendations of the External Examiner(s), and to note actions taken in response to previous External Examiner reports.
- g. To ensure that the School's marking and grading procedures have been carried out appropriately.
- h. To receive and note any Chair's Actions taken in between Board meetings.

Membership

The member of each EB shall consist of:

- vi. A Chair who will be the Programme Director from another programme
- vii. The Programme Director(s)
- viii. At least two academic staff responsible for assessment on the programmes
- ix. The Registrar or nominee
- x. Programme external examiner(s)

The Programme Office will provide the reports and take minutes at the meetings.

Term of Office

- a. Members will serve while they hold their respective roles.

Meeting Frequency and Quorum

- a. The EB will meet as necessary to agree grades and awards. Meetings may be face-to-face, electronic or a combination of face- to- face and electronic meetings.
- b. Quorum of half the membership including the Programme Director and at least one External Examiner is in attendance.

Appendix 14: Terms of Reference of the Student Council

Approval Authority	Academic Board
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Reporting Arrangements

- b. The Student Council reports to the Academic Board (AB) in order that its deliberations and recommendations receive the AB's full consideration.

Purpose and Scope

- b. The primary role of Student Council is to provide a forum for Student Representatives to discuss, and identify suggestions and recommendations for the improvement of:
 - the School's approach to student representation; and,
 - students' learning experiences.
- b. The Student Council may make recommendations to AB about any of the areas within its purview, which AB shall be responsible for considering and responding to.

Responsibilities

- h. To monitor the School's approach to student representation and identify opportunities to improve the system and the School's support for it.
- b. To consider the outcomes of student surveys or evaluations and identify ways of addressing any concerns or spreading good practice.
- c. To consider any other matters related to students' learning experiences and make recommendations to Academic Board about improving these experiences or addressing any concerns.
- d. To invite members of staff to attend meetings to discuss the issues under consideration.
- e. To share the outcomes of its meetings with fellow students.

Membership

- b. The Student Council shall consist of all elected Student Representatives.
- c. The members of Student Council shall elect a Chair, who may be a student, from among the membership.
- c. Meetings of Student Council shall also be attended by members of staff at the Council's invitation.

Administrative support

- b. The School shall provide the Council room within the campus to enable them to meet, and administrative support such as to take minutes of meetings.

Term of Office

- c. The Chair may serve up to a period of two (2) years. Thereafter, the Council may elect another Council member to be Chair for a period of up to two (2) years.
- b. Members will serve while they hold their roles as Student Representatives.

Meeting Frequency and Quorum

- a. The Council will meet at least three (3) times a year, but more frequently at members' discretion. Meetings may be face-to-face, electronic or a combination of face- to- face and electronic meetings.

- d. Quorum of half the membership (not including casual vacancies).

Appendix 15: Public interest governance principles

The public interest governance principles applicable to all registered providers:

- I. **Academic freedom:** Academic staff at an English higher education provider have freedom within the law:
 - to question and test received wisdom; and
 - to put forward new ideas and controversial or unpopular opinionswithout placing themselves in jeopardy of losing their jobs or privileges they may have at the provider.
- II. **Accountability:** The provider operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English higher education provider.
- III. **Student engagement:** The governing body ensures that all students have opportunities to engage with the governance of the provider, and that this allows for a range of perspectives to have influence.
- IV. **Academic governance:** The governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent).
- V. **Risk management:** The provider operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the provider's operations, and its ability to continue to comply with all of its conditions of registration.
- VI. **Value for money:** The governing body ensures that there are adequate and effective arrangements in place to provide transparency about value for money for all students and (where a provider has access to the student support system or to grant funding) for taxpayers.
- VII. **Freedom of speech:** The governing body takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the provider.
- VIII. **Governing body:** The size, composition, diversity, skills mix, and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider.
- IX. **Fit and proper:** Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons.

Additional public interest governance principles applicable to providers authorised with DAPs:

- X. **Records:** Where degree awarding powers are solely contained in the provider's governing documents, and no order either under section 76 of the Further and Higher Education Act 1992, or under HERA exists, the provisions setting out those powers must be retained and may not be altered without the consent of the OfS²⁵.