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The Board of Governors

1. Remit

The remit of the Board of Governors is as set out the Articles of Governance.

2. Membership

The Board of Governors shall consist of the following persons:

The Principal (ex officio)

Three independent members (including the independent
Chair) One member of academic staff

3. Mode of Operation

The Board of Governors shall normally hold ordinary meetings up to three times per year and holds such other ordinary meetings as may be necessary for the efficient discharge of their functions.

Subject to the rules of the Articles of Governance, the Board of Governors may make rules to govern the conduct of its meetings and those of any committee or subcommittee.

Minutes of any subcommittee are presented to the Board even if they are unconfirmed.

4. Quoracy

The quorum necessary for any Board meeting shall be two Board members, one of whom must be an independent member and one of who must be the Principal.

Governance and Search Committee

1. Remit

The committee examines the skills and characteristics needed on the Board and makes recommendations for its membership.

2. Membership

Chair of the Board (Chair)

Principal (ex officio)

One independent member of the Board.

3. Mode of Operation

Meetings shall normally be held at least two times each financial year. The Committee reports to the Board.

4. Quorum

The quorum for the meeting is two members, which should include the Chair of the Committee.

5. Duties

- a. To oversee and advise on the process for the appointment of the Chair of Board, keeping succession planning under regular review.
- b. To oversee and advise on the process for the appointment of the Principal, keeping succession planning under regular review.
- c. To make recommendations on the overall size and composition of the Board's membership.
- d. To make recommendations to the Board in respect of the appointment of Chairs to Board subcommittees.
- e. To make recommendations to the Board for the appointment of independent members to Board.
- f. To ensure that a proposed member of the Board is a 'fit and proper' person as defined in law and regulation.
- g. To ensure that proposed appointees disclose any business interests that may result in a conflict of interest prior to appointment and that any future business interests that could result in a conflict of interest are reported.
- h. To keep under review the periods of membership of independent members of Board and make recommendations to Board for the renewal or non-renewal of appointments.
- i. To seek nominations for new independent members of the Board and to keep under review the processes for the recruitment of Board members, ensuring equality and diversity within governance.
- j. To keep under review the membership of committees and other bodies to which Board appoints members and to appoint members to vacancies.

- k. To keep under review the skills and expertise required on Board and its subcommittees with due regard for succession planning.
- l. To keep under review the appointment of co-opted members to committees or other bodies to which Board appoints members and to recommend to the Board the appointment of members to vacancies.
- m. To keep under review processes for induction, continuing development, and review of members of Board.

Remuneration Committee

1. Remit

The committee determines fair and appropriate pay for Senior officers of the Academy staff in accordance with the Higher Education Senior Staff Remuneration Code, and the principles of fairness, independence, and transparency.

The Committee will consider the remuneration of the Principal and the direct reports of the Principal or as defined in the annual accounts direction published by the Office for Students as the principal regulator for higher education institutions in England.

2. Membership

Independent Member of Board (Chair)

Chair of Board

Up to two additional members who may be:

Co-opted members appointed by the Board on the recommendation of the Governance and Search Committee due to their expertise in areas relevant to the Committee's work or independent members (neither staff nor students) of the Board.

3. Mode of Operation

Meetings shall normally be held at least once each financial year.

Papers for the Remuneration Committee shall be commercially confidential to members and attendees unless specifically designated for release.

Minutes of the Remuneration Committee shall be commercially confidential to members and attendees and a report on relevant business transacted shall be made to the Board of Governors by the Chair of Remuneration Committee as appropriate. The minutes of the Committee will be confidential and will not be accessible to the Board members, except with the approval of the Chair. The minutes are exempt from disclosure under the Freedom of Information Act (section 40).

4. Quorum

The quorum for the meeting is two members, which should include the Chair of the Committee.

Senior Post Holders' Remuneration

- a. To ensure the Academy has a clear policy on senior staff remuneration and associated procedures approved by the Board, which clearly aligns to the Academy's strategic plan, and is aligned to the Academy's commitment to equality and diversity. The policy should address the remuneration, benefits and terms and conditions of those designated as senior post holders taking account of affordability, equality of pay issues, comparative information on the remuneration, benefits and conditions of employment in the Higher Education sector and elsewhere as appropriate.
- b. To determine and oversee on behalf of the Board terms for those designated as senior post holders in accordance with the Academy's policy on appointment, salary, benefits in kind, pension provisions, terms and conditions, performance, dismissal, severance, or redundancy in line with external guidance from regulators.
- c. To agree and oversee the annual pay reward applied to those designated as senior post holders.
- d. To approve any severance or other payments made to senior staff and staff where salaries are more than £100k, considering the public sector pay cap and the CUC Higher Education Senior Staff Remuneration Code.
- e. To approve the Remuneration Policy including the Remuneration of Senior Staff.

Other Matters

- f. To endorse the Principal's objectives as proposed by the Chair of the Board and to monitor performance against these objectives.
- g. To receive interim and end of year reviews of the performance against objectives of the Principal carried out by the Chair of the Board and, of the performance of the senior post holders carried out by the Principal and, to make a confidential report to the Board as appropriate.
- h. To consider and note matters of strategic significance concerning remuneration and other employment matters. This includes the recruitment, promotion, and retention of senior staff as well as sector and/or legal aspects of HR practice.
- i. To approve and recommend to the Board the remuneration parameters for the reward package of the Principal when required.

5. Reporting Arrangements

To prepare an annual report to the Board of Governors in line with the CUC HE remuneration Guidance. The report to be made publicly available and included in the annual Financial Statement.

Academic Board

1. Remit

- a. To oversee compliance with the Office for Students (OfS) conditions of Registration relating to academic standards and quality.
- b. To oversee compliance with the Validating partner's requirements for oversight and reporting.
- c. To advise the Principal, the Executive, and the Board on all matters relating to compliance with UK Higher and Further Education duties, policies, regulations and requirements, the maintenance of academic standards and the assurance and enhancement of the quality of all Academy courses.

- d. To maintain strategic oversight of the Academy's compliance with all Higher and Further Education sector duties, policies, regulations, and requirements and respond as appropriate
- e. To advise the Board on all matters relating to academic freedom and freedom of speech.
- f. To receive and consider correspondence from regulatory bodies and designated agencies, awarding institutions and awarding bodies and to provide advice and guidance to the Board to ensure that it responds appropriately.
- g. To maintain strategic oversight of academic standards and the quality of learning opportunities available to students for all Academy courses.
- h. To make recommendations to the Board for the development of new courses and curriculum areas and to monitor progress against agreed timescales.
- i. To approve, keep under review and monitor the effectiveness of all academic policies and procedures including but not limited to those related to curriculum development and review, admissions, learning and teaching, student support, student progression, quality assurance, and all other policies related to the assurance of standards and quality and to report to the Board in respect of the same.
- j. To agree annually the Academy's academic key performance indicators, including but not limited to enrolment, retention, progression, achievement and outcomes from student surveys.
- k. To review annually the Academy's performance against the KPIs and the action plans, as appropriate, put in place to address any issues arising.
- l. To consider reports on the management of, and outcomes from, the annual UK National Student Survey (NSS) *.

2. Membership

Independent Member of Board (Chair)
Head of Academies (further and Higher

Education) Up to two additional members who

may be:

Co-opted members appointed by the Board on the recommendation of the Governance and Search Committee due to their expertise in areas relevant to the Committee's work or independent members (neither staff nor students) of the Board.

3. Mode of Operation

Meetings shall normally be held at least twice each academic year.

4. Quorum

The quorum for the meeting is two members, which should include the Chair of the Committee.