

2.1 Terms of Reference: Board of Governors (BoG)

These Terms of Reference (the ‘Terms’) establish the composition, roles, responsibilities, and procedures of the Board of Governors (the ‘Board’) of LAAT, a private higher education provider.

The Board operates within:

- The framework of the CUC Code of Governance for Higher Education (the ‘CUC Code’)¹
- The regulatory framework established by the Office for Students (the ‘OfS’)²
- The Public Interest Governance Principles.³

1 See <https://www.universitychairs.ac.uk/>

2 See <https://www.officeforstudents.org.uk/publications/regulatory-framework-for-higher-education-in-england/>

3 See **Public interest governance principles - Office for Students.**

2.1.1 Purpose and Responsibilities.

BoG advises and oversees the directors, Provost, and committees of LAAT on matters including, but not limited to, educational standards and quality, strategy, risk, resourcing, employment, and regulatory body matters.

The Board shall:

Strategic Direction

- Establish and periodically review the mission, vision, and core values of LAAT to ensure they align with the needs of the institution.
- Formulate and approve the strategic plan, setting out long-term goals and priorities, and monitor its implementation to ensure LAAT remains on course to achieve its objectives.
- Ensure that the strategic direction of LAAT is aligned with the regulatory landscape of a Higher Education Institution.

Governance and Compliance

- Ensure that LAAT operates within the framework of the law, adhering to all regulatory requirements of the OfS, and maintains proper licenses and accreditations.

- Promote and uphold high standards of governance, following the principles outlined in the CUC Code of Governance and Public Interest Governance Principles.
- Develop and oversee the implementation of policies related to governance, ensuring they are reviewed and updated regularly.
- To appoint and, if necessary, terminate the membership of Governors.
- To appoint a Provost and to put in place suitable arrangements for monitoring Provost's performance.
- To approve terms of reference for appointments to Board of Governors 'committees.
- To ensure that all students and staff have opportunities to engage with the governance and management of LAAT.

Academic Oversight

- Protect and help foster principles of academic freedom and ensure the integrity and quality of teaching, learning, and research.
- Approve and monitor the implementation of academic policies, including those related to admissions, curriculum development, assessment, and academic integrity.
- Ensure robust mechanisms for quality assurance and enhancement are in place, adhering to national standards and benchmarks.

Financial Oversight

- Review and approve the annual budget, ensuring it supports the strategic objectives of LAAT.
- Monitor the financial health of LAAT, reviewing financial statements and performance reports regularly to ensure sustainability.
- Oversee investment strategies and fundraising activities, ensuring financial resources are used effectively and align with the institution's goals.

Performance Monitoring

- Establish and monitor key performance indicators (KPIs) related to academic outcomes, financial health, student satisfaction, and other critical areas.
- Ensure effective systems are in place to monitor and enhance the student experience, including support services, facilities, and student feedback mechanisms.

- Conduct regular reviews of institutional performance against the strategic plan, making adjustments as necessary.

Risk Management

- Support the ongoing development and maintenance of a comprehensive risk management framework, identifying potential risks to the institution's operations, reputation, and financial stability.
- Oversee the implementation of risk mitigation strategies and ensure appropriate measures are in place to manage and respond to risks.
- Ensure LAAT is prepared for emergencies and crises, with clear plans and protocols for response and recovery.
- Delegate responsibilities of Risk management to the Audit & Risk committee as well as the Senior Leadership Team (SMT).

Student Protection and Equality of Opportunity

- Assure itself that effective student protection plans are in place
- Oversee and monitor delivery of access and participation commitments
- Ensure appropriate arrangements are in place to embed equality, diversity, and inclusion in strategy and decision-making

Public Accountability and Reputation

- Act in the public interest
- Safeguard LAAT's reputation
- Ensure transparency in governance and decision-making
- Uphold ethical standards and institutional values

Other

- To ensure that appropriate measures are in place for the overall wellbeing of students, including safeguarding protections.
- To advocate for and support equality of opportunity and diversity among both staff and students.
- To ensure that proper health and safety provisions are in place for staff, students, and others for whom LAAT has a duty of care.

In a nutshell, from an OfS standpoint, the Board of Governors of LAAT must be able to demonstrate that it:

- Exercises effective oversight rather than operational control
- Understands and manages institutional risk
- Prioritises student outcomes and protection
- Can provide assurance that LAAT is well governed, financially sustainable, and compliant

2.1.2 Authority and delegation

The Board holds ultimate authority for the corporate governance and oversight of LAAT's academic community.

Board achieves this through schemes of delegation to its sub committees, including ARC, Academic Board, and Remuneration committee.

To enhance operational efficiency, the Board may delegate specific powers and responsibilities to its committees, the Senior Leadership Team, or individual officers:

- **Academic Oversight:** Responsibilities for overseeing academic governance, quality, and standards are delegated to the Academic Board. The Academic Board is further empowered to establish additional committees to ensure the effective setting and maintenance of academic standards and the assurance and enhancement of academic quality, in alignment with the OfS regulatory framework.
- **Financial Oversight:** Responsibilities for overseeing financial reporting, internal controls, and risk management of LAAT are delegated to the Audit, Risk and Finance Committee.
- **Board Nominations and Staff Remuneration:** Responsibilities for identifying and recommending qualified candidates for Board of Governor vacancies, and responsibilities for setting and overseeing fair, competitive staff pay, particularly for senior leadership, are delegated to the Remuneration and Nominations Committee.

Authority of recruiting and termination of the provost is retained by the Board of Governors: BoG must request and consider recommendations from remuneration and nominations committee.

Authority of appointment and termination of any other executive of LAAT who are also member of the BoG is retained by the BoG. BoG must request and consider recommendations from remuneration and nominations committee.

Authority of Appointment and dismissal of appointment of Company secretary is retained by the BoG. BoG must request and consider recommendations from remuneration and nominations committee.

- **Executive Leadership:** Authority for the academic, corporate, financial, estate, and human resource management of LAAT is delegated to the Provost/Academic Dean advised by the SLT.
- **Senior Management:** Responsibilities for overseeing day-to-day operations, implementing strategic plans, and making operational decisions within established parameters set by the Board are delegated to the Senior Leadership Team.
- The Board operates a number of mechanisms, as outlined in relevant Terms of Reference and policies, which ensure that it receives assurance from relevant committees and the senior leadership teams in relation to delegated responsibilities.

These include (but are not limited to):

Reports: The Board regularly receives reports and assurance statements from committees and Senior Leadership Team on specific areas.

Policy Review and Approval: The Board's approval of key policies ensures alignment with strategic goals and regulatory compliance.

Management Updates: Regular discussions with senior leadership offer ongoing assurance on operational performance and risk management practices. Audit Trail and Documentation Reviews: Regular examination of audit trails and documentation associated with key decisions and policies can provide the Board with insights into the adherence to governance standards and the robustness of internal controls.

Third-Party Assessments: Commissioning periodic third-party assessments on governance effectiveness and operational efficiency. These assessments provide an unbiased evaluation of how well the institution adheres to established governance practices.

Stakeholder Engagement: Review of stakeholder feedback and/or holding of regular sessions with various stakeholders, including LAAT staff, alumni, and local community leaders, to gather diverse input on institutional performance and community engagement strategies. The Board will meet at least once a year with the Academic Board and the Senior Leadership Team.

2.1.3 Composition and Membership

The Board shall be comprised of a minimum of five (5) and a maximum of twelve (12) members:

- **Chair:** Independent Governor appointed by the Board, responsible for leadership of the Board.
- **Independent Governors:** Majority of the governors shall be independent of LAAT.
- **Executive Governors:** Including the Provost/Academic Dean who will be representing the executive of LAAT as a member of the governing body; the Academic Registrar (TBA) who will be acting as a company secretary and ensuring that internal governance mechanisms are followed; the Director of Operations, who will be providing the assurances relating to building of the academic community and external relations.
- **Shareholder governor or nominee:** Shareholder or their nominee will be represented on the Governing Body; this number should not exceed by 2.
- **Note:** the number of independent governors has to be more than the number of Shareholder and/or their nominee.
- **Staff representative:** There shall be one staff representative to bring the staff voice to the governing body. They must be elected through a defined and approved election process by the BoG.
- **Lead Student representative:** There shall be one Lead Student Representative or nominee, representing the views of student body.

Note: *Student representative will not be allowed to join the part of meetings which is classified as reserved business.*

Note: *Each of the members of the governing body have 1 vote excluding, the staff and student representative, who do not have voting rights.*

The Governors of the Board shall be recommended for appointment by the Nomination and Remuneration Committee and appointed by the Board.

Independent Governors shall be appointed for a period of up to three years, which may be extended for one further term of up to three years.

Members of the Board of Governors shall be fit and proper persons.

Inviting Guests: The Board may invite relevant individuals, such as subject matter experts, senior management, student representatives, external auditors, or legal counsel, to attend all or part of a meeting to provide information or answer questions.

The Board shall ensure a balance of skills, experience, and diversity among its members. Appointment procedures for Governors shall be transparent and objective.

Membership

- Non-executive Director (Chair)
- Non-executive Directors
- Executive Director (Provost/Academic Dean)
- Director Operations
- Academic Registrar and Company Secretary
- Shareholder Director
- Staff representative
- Student Representative

2.1.4 Meetings and Procedures

- Meetings shall be conducted in accordance with a written schedule and documented minutes.
- The Board shall establish clear procedures for decision-making, voting, and conflict resolution.
- The Company Secretary shall provide secretariat services to the Board of Governors.

2.1.5 Quorum

Meetings will be considered quorum when no fewer than 50% of members are present, including the Chair of the Committee. Three Governors, including at least one independent and one executive Governor, will constitute a quorum. If there are matters which require a vote, this may need to be carried out by an extraordinary meeting in case the quorum is not met. In other words, the balance of power has to be ensured, and all of the governors will need to be present.

The key themes where matters may require a vote are based on Decision Making Themes articulated in a separate document.

2.1.6 Frequency

The Board shall meet at least four (4) times per year. Additional meetings may be convened as necessary.

2.1.7 Other

Review and Amendment

These Terms shall be reviewed periodically by the Board and may be amended as necessary to reflect changes in legislation, regulation, or the governance needs of LAAT. Any amendments shall be approved by a majority vote of the Board.

Conflicts of Interest

Board members shall declare any potential conflicts of interest and recuse themselves from discussions or decisions where a conflict arises.

Confidentiality

Board members shall treat all information received in the course of their duties as confidential, subject to any legal or regulatory disclosure requirements