

## Governance Overview

### Overview of the institution

LIS is a new HE provider that will offer programmes in Interdisciplinarity and Problem solving. The School opened to undergraduate students on its BSc undergraduate programme in Autumn 2021. The School will continue to develop our provision of professional development education and at postgraduate level.

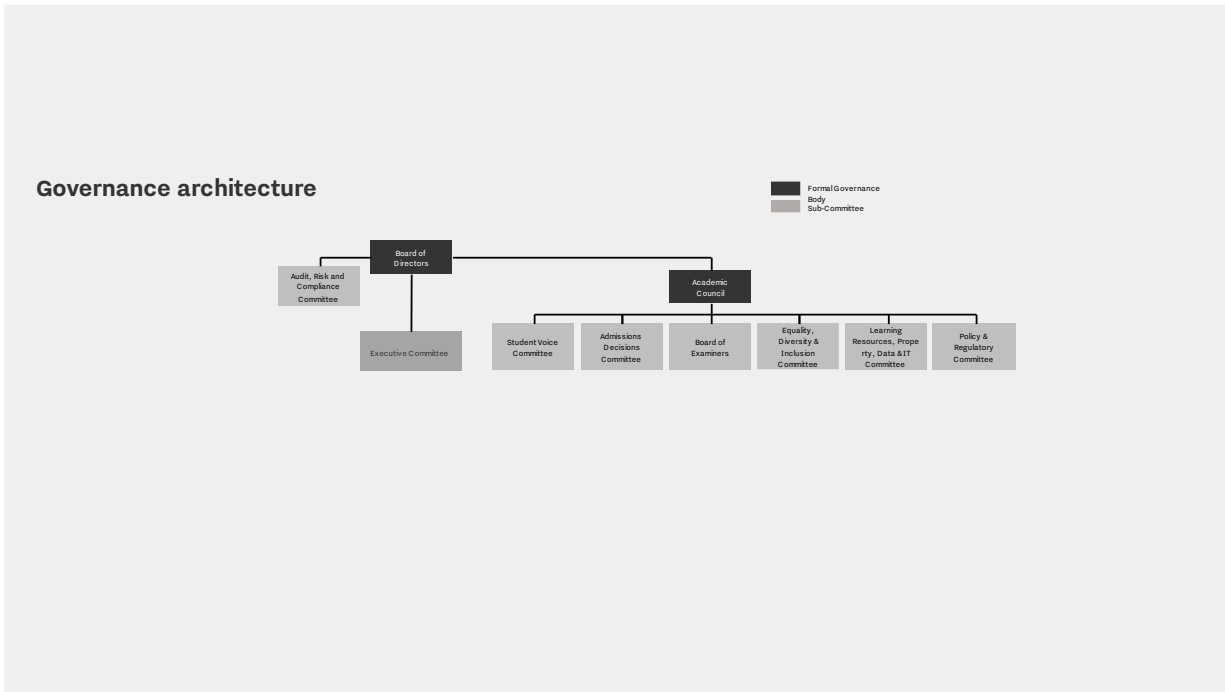
Below we set out the School's governance structure at launch in Autumn 2021. In developing this governance structure, we have drawn upon the following primary sources:

- [Office for Students \(OfS\): Securing student success: Regulatory framework for higher education in England \(2018\)](#);
- [OfS: Regulatory notices and advice \(2018\)](#);
- [QAA: The UK Quality Code for Higher Education \(2018\)](#)
- [QAA: The Frameworks for HE Qualifications of UK Degree-Awarding Bodies \(2014\)](#)
- [QAA: Degree Awarding Powers in England: Guidance for providers on assessment by QAA \(incorporating the DAP criteria\)](#)
- [The Competition and Markets Authority: Guidance to Institutions of Higher Education](#);
- [The Equality Act 2010](#);
- [The Office of the Independent Adjudicator: Good Practice Framework \(2016\)](#);
- [Committee of University Chairs: The Higher Education Code of Governance \(2014\)](#);
- [Committee of University Chairs: The Higher Education Code of Governance: Revised Draft for Consultation \(2020\)](#);
- [Financial Reporting Council: The UK Corporate Governance Code \(2018\)](#).

In addition, the School's approach has taken into account practice in the sector including the forms and approaches of other, similar higher education institutions, sector good practice, regulatory bodies good practice guides and the regulations and codes of practice of professional and accrediting bodies.

## Governance Structure

The diagram below sets out our governance structure:



## Principles of Academic Governance

### Authority

- The primary organs of governance of the School are the Board of Directors, the Academic Council, and the [Academic Regulations](#).
- The Board of Directors is the senior authority of the School and is directly responsible for setting the mission of the School, approving the strategic plan, and overseeing its commercial activities and financial health.
- The Academic Council is, under powers delegated by the Board of Directors, the academic authority of the School. The Board of Directors cedes its authority to the Academic Council for those matters relating to the quality and standards of academic provision as specified in the Terms of Reference of the Academic Council.
- The Audit and Compliance Committee, in addition to its audit, nomination and remuneration functions, will be responsible to the Board of Directors for reviewing the School's compliance with its ongoing [conditions of registration with the Office for Students](#) in relation to the public interest principles, and, in particular, those relating to regularity, propriety and value for money.
- The Academic Council has established sub-committees and operational working groups for which it would be inappropriate or impractical to convene the full Council or to consider such business at the Council.
- The Executive Committee, under the leadership of the Chief Executive, is the School's senior management team. It is responsible for implementing the strategic plan and managing the functions and day-to-day operational activities of the School, in service of the Board of Directors and the Academic Council.

- The [Academic Regulations](#) are the primary written authority for how the School shall be governed academically. Should a conflict arise between what is stated in the Regulations and sub-regulatory instruments the Regulations shall prevail.
- The [Academic Regulations](#) shall be reviewed annually, and any amendments must be approved by the Academic Council and reported to the Board of Directors.
- In specific cases that have exceptional circumstances, for example where to apply the regulations would conflict with natural justice or create an obstacle to the proper operation of the School, the Academic Council may set aside the regulations in that instance. The case must be approved by the majority of members of the Council and the Chief Executive and Chair of Council must be in favour of the proposal. The case and the circumstances must be recorded in the minutes of the Council and an anonymised record included in a schedule to the relevant academic regulation.
- Both the Academic Council and the Board of Directors shall have a review of their effectiveness conducted annually under the aegis of the Audit and Compliance Committee.

The memberships and terms of reference of the Board of Directors, the Audit and Compliance Committee, and the Academic Council and the subcommittees are set out in the following LIS documents:

- [Board of Directors: Membership and Terms of Reference](#);
- [Audit and Compliance Committee: Membership and Terms of Reference](#);
- [Academic Council: Membership and Terms of Reference](#);
- [Programme/Module Review and Approval Panel: Membership and Terms of Reference](#);
- [Academic Appeals Board: Membership and Terms of Reference](#);
- [Academic Misconduct Panel: Membership and Terms of Reference](#);
- [Examinations Board\(s\): Membership and Terms of Reference](#);
- [Equality, Diversity and Inclusion Committee: Membership and Terms of Reference](#);
- [Admissions Decisions Committee: Membership and Terms of Reference](#);
- [Student Voice Committee: Membership and Terms of Reference](#);
- [Student Disciplinary Panel: Membership and Terms of Reference](#);
- [Research Ethics Panel: Membership and Terms of Reference](#);
- [Executive Committee: Membership and Terms of Reference](#).

Additional sub-panels that conduct the academic business of the School include the Extenuating Circumstances Panel, the Criminal Convictions Panel, and the Programme Development Team. Their membership and terms of reference are set out in the following LIS documents:

- [Extenuating Circumstances Panel: Membership and Terms of Reference](#);
- [Criminal Convictions Panel: Membership and Terms of Reference](#);
- [Programme Development Team: Membership and Terms of Reference](#).

## **Executive Committee**

The Executive Committee is led by the Chief Executive. It includes the Directors from the Executive Offices.

The Executive Committee ensures that there is effective management of all the activities undertaken by the School and is the decision-making body for management and operational issues. It will provide strategic and planning recommendations to the Board of Directors and will advise the Board of Directors on any key issues (strategic, operational, reputational) facing the School. It will ensure that the strategic plans and decisions approved by the Board of Directors and Academic Council are executed.

Further details on the roles of the Executive Committee and its constituent members can be found in the document, *Organisational Structure and Staffing Plan*.

### **Scheme of Delegation**

The School recognises the importance of transparent governance and clear lines of authority and accountability. The Scheme of Delegation seeks to set out where authority and accountability rests for the strategic governance of the School and the main aspects of its operational management. LIS is a new, small and niche provider. As a consequence, it has adopted a tightly contained and delimited governance model. The Board of Directors is the authority of the School and has responsibility for all matters relating to the financial and commercial strategy and management of the School. With regard to academic matters it has delegated its authority to the Academic Council. The Executive Committee serves both the Academic Council and the Board of Directors.

Operational powers are entrusted to the Chair of Council, the Chief Executive Officer, and specific members of the senior leadership team.

The Scheme of Delegation will be reviewed at least annually.

### **Board of Directors**

The Board of Directors retains to itself the oversight and approval of:

#### *Strategic and Financial*

- The School's mission, vision, and values statement;
- The strategic plan;
- The financial strategy, financial regulations and annual budgeting;
- The annual report and financial statements;
- The salaries and benefits of members of the senior leadership team;
- The remuneration and staff benefits strategy;
- Audit strategy;
- Capital expenditure;
- Insurance and indemnities;
- Banking arrangements;
- The Scheme of Delegation and Decision Making;
- The Risk Management Strategy and Corporate risk register.

#### *Appointments and Termination*

- Appointment and termination of the Chief Executive Officer;
- Appointment and termination of independent members of the Board including the Chair;
- Decisions to make any posts redundant.

#### *Academic*

- The overarching mission and character of the School;
- The powers, role and duties of the Academic Council;
- Audit of the effectiveness of the Academic Council;
- Strategies in relation to achieving NDAP, TDAP and degree awarding powers;
- Approval of the business case for new programmes;
- Approval of new academic departments.

### **Board of Directors' Sub-Committees**

*The Board of Directors has established the following sub-committee.*

#### **Audit and Compliance Committee**

The Board of Directors has delegated authority to the Audit and Compliance Committee to:

- Oversee the internal and external audit compliance functions including the appointment and termination of internal and external auditors;
- Make recommendations to the Board of Directors on the nomination of the appointment and termination of the Chief Executive, members of the executive team and non-executive members of the Board and its subcommittees;
- Make recommendations to the Board of Directors on the remuneration of the Chief Executive, members of the executive team and non-executive members of the Board and its subcommittees;
- Review the School's compliance with its ongoing [conditions of registration with the Office for Students](#) as an approved higher fee cap provider, in relation to the public interest principles—specifically those relating to regularity, propriety and value for money;
- Administering the reviews of the effectiveness of the Board of Directors and Academic Council.

#### **Executive Committee**

The Board of Directors has delegated authority over the day-to-day management and operation of the School to the School's Executive Committee, and specifically:

- To monitor and approve expenditure within the overarching limits defined by the Board of Directors;
- To approve the standard contractual arrangements relating to all staff;
- To approve policies and procedures affecting health and safety;
- To determine the operational and ad hoc remit of staff as circumstances dictate
- To determine the delegated authority for operational management and budgets of officers of the School.

#### **Academic Council**

The Board of Directors has ceded authority to the Academic Council for all matters relating to academic governance, the standards of its awards and the quality of the student learning experience and specifically the approval and oversight of:

- The academic quality and standards of the School's academic provision;
- The Academic Development Plan;
- The Academic Risk Register;
- The Academic Regulations;
- The establishment of academic boards and committees;
- The appointment of any independent members of the Academic Council;
- The appointment of appointed and co-opted members to the Academic Council;
- The appointment of Chairs and other members to Academic Council sub-committees, Boards and Panels;
- The promotion of academic staff;
- The design and validation of programmes and modules;
- The monitoring, annual review and revalidation of programmes and modules;
- The withdrawal of programmes and modules;
- Ethical requirements relating to research projects;
- The award of degrees and other qualifications
- Sub-regulatory instruments governing the criteria, policies and processes for the:
  - Recruitment and admission of students;
  - Quality of the delivery of learning and teaching;
  - The conduct and integrity of assessments;
  - The conferment of awards;
  - Student discipline.

### **Academic Council Sub-Committees**

The Academic Council has established the following sub-committees to act on its behalf under delegated authority:

#### **Board of Examiners**

- To consider and approve the results of students with regard to awards, modules and progression between stages of a programme.

#### **Academic Appeals Board**

- To consider appeals against a decision of a Board, Committee or Panel of the School or of one of its officers, in line with the School's [Academic Appeals Procedure](#).

#### **Programme/Module Review and Approval Panel**

- To consider and approve new programmes and their constituent modules, or modifications to existing programmes, under the provisions of the Programme Approval Procedure (in the document, [Programme Design, Development, Monitoring and Evaluation Procedures](#)).

#### **Academic Misconduct Panel**

- To investigate and determine cases of alleged academic misconduct, under the provisions of the [Academic Misconduct Policy and Procedure](#).

#### **Admissions Decisions Committee**

- To determine which applicants should be admitted to the School, in line with the [Admissions Regulations and Procedures](#).

#### **Student Voice Committee**

- To support student engagement in aspects of the student experience at the School.

#### **Student Disciplinary Panel**

- To make determinations on student disciplinary cases under the provisions of the [Student Code of Conduct and Disciplinary Procedure](#).

#### **Research Ethics Panel**

- To make determinations on research ethics proposals under the provisions of the [Research Ethics Policy and Procedure](#).

### **Policies, Regulations and Procedures**

The following LIS policies and codes set out the standard of behaviour for members of the governance bodies and executive committee:

- [Dignity at Work and Study Policy and Procedure](#);
- [Equality, Diversity and Inclusion Policy](#);
- [Code of Ethical Conduct](#);
- Anti-Bribery and Harassment Policy (Staff Handbook);
- Staff Code of Conduct for Personal Relationships (Staff Handbook).

The [Academic Regulations](#) of the School are the primary written authority for how the School shall be governed academically.

Policies and procedures which govern how the Executive Committee discharge its key roles include:

- Staff Handbook (which includes all HR Policies and Procedures);
- [Disability Policy](#);
- [Safeguarding Policy and Procedure \(including Prevent\)](#);
- [Data Protection Policy](#), [Data Retention Policy](#) and [Detailed Data Retention Schedule](#)
- [Health and Safety Policy](#);

- [CMA Compliance Policy](#);
- [Risk Management Policy](#);
- Business Continuity Plan;
- IT Disaster Recovery Plan.

### **Rationale for governance approach**

LIS is a new, small, evolving organisation, and as such we have sought to develop a governance and management structure that is fit for purpose, follows good practice and meets the expectations of legal and sector codes but which is lean, proportionate and responsive.

To this end, we have sought to limit the number committees to those that are necessary at this stage of our development. Consequently, the Board of Directors and Academic Council will divide responsibility for corporate and academic oversight, scrutiny and decision making between them. They will be supported operationally by the Executive Committee, and by the specific function academic sub-boards and panels. The Audit and Compliance Committee will provide an internal but objective and ethical check on both the Board of Directors and the Academic Council and monitor their guardianship of the public interest principles. We believe that this approach will aid inclusive decision making, effective communication and foster staff commitment and ownership.

To ensure our structure remains proportionate and fit for purpose we shall review our governance structure and delegation scheme annually.

### **Self-assessment of management and governance arrangements**

As a new institution, in its first term, that is still establishing its governing bodies, we are unable at this time to assess the effectiveness of our management and governance arrangements in practice. In designing our management and governance arrangements, we have drawn on the primary sources and best practices listed in the above section, as well as higher education expertise, to ensure that they, by design, are adequate and effective. Crucially, we will have regard: to the [Committee of University Chairs'](#) (CUC's) primary elements of higher education governance as set out in its [Higher Education Code of Governance](#) (June 2018), as well as its [Revised Draft for Consultation \(2020\)](#); the public interest governance principles set out by the [OfS](#) in 2018 (see below); and the [FRC's UK Corporate Governance Code 2018](#).

Each year, the Board of Directors will conduct and publish a review of the effectiveness of its governance arrangements (via its annual Statement of Corporate Governance and Statement of Internal Control), and the extent to which it upholds these governance and public interest principles. Our commitment to these principles will be formalised through our governance structure (set out in the membership and terms of reference of its governing bodies and sub-committees) and our scheme of delegation. Together, these make provision for:



- Assignment of clear accountabilities to the governing bodies and sub-committees;
- Academic freedom, via the delegation of responsibility for academic matters to the Academic Council;
- Student engagement, via the inclusion of elected student representatives at the Board of Directors, Academic Council, the Programme/Module Review and Approval Panel, and the Student Voice Committee;
- Academic governance;
- Risk management, via the accountabilities of the Board and through the delegation of risk management responsibilities to the Chief Executive and Executive Committee;
- Value for money, via the financial oversight provided by the Board of Directors, the Audit and Compliance Committee;
- Regularity and Propriety, via the oversight provided by the Audit and Compliance Committee.

The School's commitment to these principles of higher education governance are also formalised and upheld by a series of codes, policies, regulations and procedures that are intended to preserve: academic freedom; freedom of speech; equality, diversity and inclusion; and ethical behaviour. These include:

- [Academic Freedom Policy](#);
- [Code of Practice on Freedom of Speech](#);
- [Equality, Diversity and Inclusion Policy](#);
- [Code of Ethical Conduct](#);
- [Dignity at Work and Study Policy and Procedure](#)
- [Anti-Bribery and Corruption Policy](#) (Staff Handbook)
- [Whistleblowing Policy and Procedure](#) .

All codes, policies, regulations and procedures will be reviewed annually by the governing bodies as per the School's *Policy Review Schedule*, to assess their execution and effectiveness.

Both the Board of Directors and Academic Council are required under their terms of reference to annually review their own effectiveness. To ensure independence and objectivity the reviews of the Board and Academic Council will be administered by the Audit and Compliance Committee.

Given that we are a new and growing organisation, we shall, in the first years of our operation, review our governance structure and delegation scheme annually. As set out in our Scheme of Delegation, this shall be the responsibility of the Board of Directors.

## Annex 1: How our governing documents uphold the OfS Public Interest Principles

The School is committed to satisfying the requirements of the OfS Public Interest Governance Principles. Responsibility for each public interest governance principle is allocated to one of the School's senior committees:

Public Interest Governance Principle	Lead Responsible Body
(i) Academic Freedom	Academic Council
(ii) Accountability	Board of Directors
(iii) Student Engagement	Academic Council
(iv) Academic Governance	Academic Council
(v) Risk Management	Board of Directors
(vi) Value for Money	Board of Directors
(vii) Freedom of Speech	Board of Directors Academic Council Minutes Audit and Compliance Minutes
(viii) Governing Body	Audit and Compliance Committee
(ix) Fit and Proper	Audit and Compliance Committee
(x) Independent Members of Governing Body	Audit and Compliance Committee
(xi) Regularity, Propriety and Value for Money	Audit and Compliance Committee

The School's approach to satisfying each public interest governance principle is set out below.

### (i) Academic freedom

The School's commitment to academic freedom is set out in its [Academic Freedom Policy](#). This Policy seeks to enshrine academic freedom at the School in compliance with the [Education \(No.2\) Act 1986](#) (Section 43); the [Education Reform Act 1988](#); the [Human Rights Act 1998](#); the [Equality Act 2010](#); the [Counter-Terrorism and Security Act 2015](#) (S.31) and the [Higher Education and Research Act 2017](#); as well as in compliance with legislation that protects civic and academic freedoms, in accordance with UNESCO's 1997 [Recommendation Concerning the Status of Higher-Education Teaching Personnel](#). It also seeks alignment with the [Office for Students' public interest governance principles](#), and the [University and College Union's Statement on Academic Freedom](#).

The School's [Academic Freedom Policy](#) states that individual academic staff have the rights to:

- Freedom to teach without interference, provided that their teaching is in line with the validated curriculum and agreed delivery approach of the Teaching and Learning team, as well as in line with

accepted professional principles, including professional responsibility and intellectual rigour of methods and standards.

- Freedom from being forced to instruct against their own best knowledge or conscience, or from being forced to use curricula or methods that are contrary to national or international human rights standards.
- Freedom to conduct and publish scholarship without commercial or political interference that would undermine the academic integrity of the research.
- Freedom from institutional censorship, including the right to express their opinion about the institution or education system in which they work, where they have concerns about academic standards or the quality of student learning opportunities. Exceptions would apply where such opinions are vexatious and seek to maliciously damage the School's reputation and/or its reputation with students and/or professional, statutory or regulatory bodies.
- Freedom within the law to question and test received wisdom, to put forward new ideas and controversial or unpopular opinions, without placing themselves at risk of losing their jobs or privileges.
- Freedom to participate in professional and representative academic bodies, including trade unions.

The Policy also sets out the conditions of academic freedom (notably the responsibility to respect the democratic rights and freedoms of others) and the cases where the School might restrict academic freedom in order to protect the welfare of others or discharge its legislative requirements (for example in relation to the [Education \(No.2\) Act 1986](#), the [Education Reform Act 1988](#), the [Counter-Terrorism and Security Act 2015](#) and the [Higher Education and Research Act 2017](#)).

Academic freedom requires the development of open, collegial forms of institutional governance. It requires academic staff to play a pre-eminent role in determining the programme and assessment standards. This is upheld at the School by the provision that the Academic Council, which oversees the management of the School's academic affairs and the design of the School's programme, assessment framework and pedagogic methods, is primarily made up of internal School academic staff. The Academic Council will also periodically consult all academic staff on the development of the School's programme and assessment framework, either through the membership of the Academic Council itself (where the majority of academic staff sit on the Academic Council) or via broader consultation. These provisions are covered in the School's Academic Council: Membership and Terms of Reference and the Scheme of Delegation.

The School's commitment to collegiality, articulated in its [Dignity at Work and Study Policy and Procedure](#), supports an environment in which members of academic staff feel free to have their voices heard without fear of harassment, bullying or intimidation.

The School also ensures that the proper employment conditions are in place to ensure that its academic staff have the freedom within the law to question and test received wisdom and put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or privileges. The School's [Whistleblowing Policy and Procedure](#) ensures that all staff and students at the School have access to proper whistleblowing procedures.

The School's [Freedom of Speech Code of Practice](#) sets out the School's broader commitment to freedom of speech within the law.

## **(ii) Accountability**

This is covered by the School's Board of Directors: Membership and Terms of Reference, which establishes the Board of Directors as unambiguously and collectively accountable for all of LIS's activities, and which requires the Board to publish an annual Statement of Corporate Governance to ensure that its affairs are being conducted in an open and transparent manner.

Accountability is also covered by the Scheme of Delegation, as well as the membership and terms of reference of the Academic Council and its sub-committees, which delineate a clear system of delegation both to the Academic Council and its sub-committees.

Both the Board of Directors and Academic Council are required under their terms of reference to annually review their own effectiveness, facilitated by the Audit and Compliance Committee.

The School will hold itself to account via its internal audit of all of its activities, both academic and non-academic. This will take place through an annual programme of reviews overseen by one of the governing bodies, such as:

### ***Academic Council***

- The Annual Programme Monitoring Procedure, including an annual assessment of effectiveness of the Annual Programme Monitoring Procedure;
- Review of annual report submitted by the Director of Teaching and Learning on the character of the academic community of the School, judged against the criteria set out in the OfS Regulatory Framework, including plans for staff development and enhancement;
- Review of annual report submitted by the Director of Teaching and Learning on the scholarship and pedagogic effectiveness of Faculty;
- Review of a summary report, submitted by the Registrar, on the findings and action plans from external examiners;
- Review of a summary report, submitted by the Director of Marketing and Recruitment, on student recruitment, admissions and induction;
- Review of a summary report, submitted by the Director of Student Experience, Careers and Partnerships and the Director of Teaching Learning, on the operation and monitoring of student services;
- Review of a summary report submitted by the Registrar on student complaints and appeals, including applicant complaints and appeals;
- Review of major academic policies and regulations and their effectiveness, as set out in the academic regulations, policies and procedures;

### ***Board of Directors***

- Review of School performance against financial, operational, and strategic goals;
- Review of selected policies and their effectiveness;
- Review of Chief Executive and Executive Committee performance;
- Review of School's delivery against equality, diversity and inclusion objectives.

Internal audit of the School's activities also takes place through a five-yearly Rolling Internal Audit programme, overseen by the Registrar.

### **(iii) Student engagement**

The School is committed to engaging students as partners in their education in the School and as treating them as co-creators of that experience. The School recognizes that an open constructive and ongoing dialogue between staff and students on all matters concerning School life is essential in testing and enhancing the student experience and that their experience, informally to their communities and friends and formally and achievements, conveyed both informally by word of mouth within their communities and formally through mechanisms such as the NSS, are key to the reputation and success of the School.

Consequently, we see students' views as vital in assuring and enhancing the quality of teaching, learning and the overall student experience; they are also crucial in ensuring that the School supports equality of opportunity for all of its students, and that our support is informed by their needs and experiences. To this end we recognise that it is important that we seek and obtain feedback and engagement from students from the range of groups within the School particularly those that are hard to reach.

As a small, inclusive institution, we recognise the influence that emotion and Affect has on students and that informal engagement between staff and students is a key feature of life at the School. All professional and academic staff have dedicated weekly office hours for students and issues reported informally will be collated to ensure that repeated or systemic issues are addressed at the earliest opportunity, ensuring student anonymity.

The School also has other formal structures and processes that enable students to be engaged in the governance of the School and the development of teaching and learning provision and non-academic services.

Student representatives will be represented on all major governance committees:

- The Board of Directors;
- The Academic Council;
- The Programme/Module Review and Approval Panel; and
- The Equality, Diversity and Inclusion Committee.

An elected student representative will also sit on any major working group for a new initiative.

Student representatives will be:

- Elected by their peers;
- Given an induction into their committee;
- Provided with OfS's "critical friend" questions; and
- Receive training in relevant areas, such as data interpretation.

There will also be multiple, transparent mechanisms for student feedback:

- The Academic Council's annual reviews of teaching, learning and student experience;
- Termly engagement surveys on teaching, learning, and non-academic services;
- The National Student Survey;

- Focus groups on access and participation issues, such as black attainment—creating a forum to talk openly about disadvantage;
- Our *Hotline*—an online reporting system where students can anonymously log any comments relating to the student experience as they arise; and
- Termly ‘You Said/We Did’ events, hosted by the LIS leadership, where the School will share with students how their feedback affected decision-making.

Students’ involvement in School governance and their feedback on all aspects of student experience will support the School in improving its understanding of student needs, the development and assurance of quality of teaching and learning and non-academic services at the School, as well as increasing students’ sense of belonging to the School. In overseeing our student engagement we will draw on the best practices set out by [Universities UK](#) and [NUS](#) in [Breaking Down the Barriers to Student Opportunities and Youth Social Action](#).

The School’s *Student Engagement Framework* sets out in detail the approach to engaging the student voice in the governance of the School.

#### **(iv) Academic governance**

This is covered throughout the School by its governance structures. The primary mechanisms are the Board of Directors: Membership and Terms of Reference, the Academic Council: Membership and Terms of Reference, and the Scheme of Delegation, which together set out the relationship between the Board of Directors and the Academic Council. Specifically, the Board of Directors will:

- Set the mission and educational character of the School;
- Approve and oversee the powers, role and duties of the Academic Council;
- Receive reports on the effectiveness of the Academic Council
- Approve the commercial viability of new programmes
- Approve new academic departments
- Approve the academic strategy
- Seek assurance from the Academic Council that academic risks (such as those involving recruitment and retention, and quality assurance) are being effectively managed.
- Seek assurance from the Academic Council that quality and standards are being effectively upheld and improved via review of annual quality reports from the Academic Council and the monitoring of key performance indicators (e.g., student enrolment, continuation, attainment, progression; performance against Access and Participation Plan targets).

#### **(v) Risk management**

The School’s policies, processes and procedures for risk management are set out in the following documents:

- [Risk Management Policy](#)

- Business Continuity Plan
- IT Incident Recovery Plan
- [Student Protection Plan](#)

The Executive Committee and the Board of Directors closely monitor key risks and the operation of risk management and control through regular review of the School's Risk Register. External auditors, appointed by the Audit and Compliance Committee, will provide reports to the Board of Directors on the effectiveness of risk management processes.

#### ***Board of Directors***

- Monitors the management of key risks through the review of the School's Risk Register on a six-monthly basis, gaining assurance from the Executive Committee on the management of these risks;
- Considers independent reports from external auditors and the Audit and Compliance Committee on the effectiveness of management processes to identify, assess, monitor and manage risk;
- Reviews the outcomes of internal audit work conducted on the risk management process and determines changes as appropriate;
- Reviews and signs off the [Risk Management Policy](#), authorising any changes proposed by the Executive Committee;
- Delegates authority over academic matters to the Academic Council to ensure an appropriate separation of commercial pressures from oversight of academic quality.

#### ***Academic Council***

- Monitors the management of that subset of key risks that are primarily academic in nature;
- Reviews reports of external examiners, external members of panels and the reports of external accrediting and regulatory bodies in relation to identifying and managing risk;
- Reviews internal reports and KPIs on academic performance in relation to risk;
- Reviews policy and political developments in the sector to identify change and manage risk.

#### ***Audit and Compliance Committee***

- Reviews corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the School's operations, and its ability to continue to comply with all of its conditions of registration, and reports its findings and recommendations to the Board of Directors;
- Appoints the external auditors

#### ***Executive Committee***

- Identifies, evaluates and monitors the key risks faced by the School, and scrutinises the actions to mitigate these risks via a review of the Risk Register at each meeting;
- Advises the Board on material business risks, the operation of risk management strategies and controls, and the effectiveness of risk management processes;
- Recommends changes to the Risk Management Policy to the Board of Directors.

#### ***External auditor***

- Reviews and advises the Board on the School's overall risk exposure and strategy;
- Reviews the effectiveness of the School's management processes for identifying, assessing, monitoring and managing risk.

#### ***Director of Finance***

- Ensures that the Risk Register is regularly updated.
- Submits Risk Register for review to the Executive Committee (each meeting) and to the Board of Directors and Academic Council (6-monthly), ensuring that any amendments are flagged.

#### **(vi) Value for money**

LIS is committed to the principle of transparency which means it will communicate clearly with students and the general public about its income and expenditure.

This will be achieved through a full commitment to meeting LIS's legal requirements for financial reporting as set out by [HMRC/Companies House](#) (in relation to LIS's status as a Limited Company) and the [Office for Students](#) (in relation to LIS's status as a private higher education provider).

This means that LIS will:

- Ensure complete financial accounts are audited on an annual basis and will publish these results through [Companies House](#), as required.
- Publish on its website an infographic of income and expenditure;
- Describe on the website its framework for establishing value for money (e.g. audit, principles of procurement, evidence-based reviews of impact)
- Provide information on the number of staff in receipt of salaries in excess of £100,000.
- Identify those staff whose salaries are in excess of £150,000

#### **(vii) Freedom of speech**

The School's commitment to freedom of speech within the law is set out in its [Code of Practice on Freedom of Speech](#), which includes a Visiting Speaker Procedure.

#### **(viii) Governing body**

The School's commitment to equality and diversity in all of its activities, including the appointment of directors, is set out in its [Equality, Diversity and Inclusion Policy](#).

The *Board of Directors: Membership and Terms of Reference* sets out that:

- The Audit and Compliance Committee will seek to appoint members such that the Board has an appropriate mix of skills and experience, and with a view to securing gender, ethnic and social background diversity among the non and executive directors.
- The Board will consist of no more than eight members, which enables both diversity of membership and is suitably lean and agile for a new, small and innovative institution.



- The Board’s membership will be configured to encompass a range of views, comprising internal and external members, representatives of the School’s academic and business teams, and a student representative (see the Membership and Terms of Reference of the Board of Directors).

### **(ix) Fit and proper**

The School’s governance articles specify that members of the Board of Directors must be “fit and proper” persons, as set out by the [Office for Students](#). The “fit and proper persons” requirement extends to all those with senior management responsibilities and any individual exercising control or significant influence over the School, whether or not they sit on the School’s Board of Directors.

In keeping with the [Office for Students’ definition](#), a “fit and proper person”:

- Is of good character;
- Has the qualifications, competence, skills and experience that are necessary for their role;
- Is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position to which they are appointed;
- 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

The School has a number of arrangements, processes and mechanisms to ensure that its directors and senior executives are fit and proper people. These are:

- Appointment processes and policies;
- Ongoing arrangements for regularity and probity;
- Ongoing review and performance management of appointees;
- Supporting policies.

### **Appointment process and policies**

Members of the Board of Directors are nominated for appointment by the Audit and Compliance Committee and confirmed by the Board of Directors.

The Audit and Compliance Committee is made up of a subset of the independent members of the Board of Directors and includes one external member, independent of the Board.

The Audit and Compliance Committee conducts appropriate due diligence of potential appointees to the Board of Directors and its committees prior to making recommendations to the full Board. The appointment of other senior executives is overseen by the Chief Executive and supported by Human Resources. In making any appointment to the Board of Directors or the senior executive team, viable candidates must be found to be fit and proper as defined by the Office for Students.

The Audit and Compliance Committee and Human Resources Department follow robust processes to ensure that all available information is gathered to ensure that a candidate for a director or senior executive post is of good character. This entails a mix of self-certification and proactive background checks.

Self-certification includes:

- Provision of employment history;
- Declaration of any findings of misconduct, insolvency, disqualification, tax abuse, adverse civil proceedings, criminal record (individuals are not expected to disclose matters that are “spent” under the [Rehabilitation of Offenders Act 1974](#));
- Declaration of any personal interest that might reasonably be deemed to compromise their impartiality, conflict with their duty as a director or employee, or result in private benefit, including any shareholdings in the School.
- Declaration that they are able by reason of their health (including any required reasonable adjustments) to properly perform their tasks.

Proactive background checks include:

- Obtaining all essential background information on the candidate, including employment history, and verifying employment history and conduct through references from former employers, including checking for any dismissals from a position of trust;
- Checks against professional registers, to ensure that the candidate has not been struck off any register to which s/he belonged as a result of misconduct;
- Checks with relevant regulatory bodies, to ensure that the candidate has not been the subject of adverse findings in disciplinary proceedings; includes checks with the [Financial Services Register](#) for any adverse enforcement actions against approved persons by the [FCA](#), [PRA](#) or FSA;
- Checks of the history of companies in which the candidate has been associated either as a director or a senior executive, including company failure, bad debt and credit rating;
- Checks as to whether the candidate has been involved with a higher education provider that has had its registration refused or revoked by the [OfS](#), or has had similar action taking against it by another regulator;
- Checks as to whether the candidate has been involved in entity that has been refused registration to carry out a trade or has had that registration terminated;
- Checks against the [Companies House database of disqualified directors](#) and the [Insolvency Service’s register of disqualified directors](#);
- Checks through the [Insolvency Service](#) as to whether the candidate has been involved with 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;
- Checks against the [Individual Insolvency Register for England and Wales](#), as well as the list of people with additional insolvency restrictions; where relevant, checks against the Insolvency Registers for [Scotland](#) and [Northern Ireland](#);
- Checks with the [Disclosure and Barring Service \(DBS\)](#);

- Where a candidate has spent a number of years in a foreign country/countries, checks to obtain information on any convictions from those countries where these will not have appeared in a [DBS](#) check (if necessary, the help of embassies or high commissions will be enlisted via the [FCO](#));
- Checks against HMRC's [published lists](#) of individuals who have evaded more than £25,000 in tax.

Where self-certification or proactive background checks show clear evidence that the candidate is not a fit and proper person, they will be removed from consideration for the post. As well as the “fit and proper person” test, and in line with the School’s Recruitment Policies (in the *Staff Handbook*), the Audit and Compliance Committee and the Human Resources department will determine whether the candidate has the necessary qualifications, experience and competence to discharge the role.

In the nomination of candidates for the Board of Directors, the Audit and Compliance Committee will consider how the candidate could contribute to a good balance of skills to provide the appropriate strategic support, direction and challenge for the School. The Audit and Compliance Committee will also consider how the candidate could contribute to the diversity of the Board. Following nomination by the Audit and Compliance Committee, the Board will scrutinise the candidate before deciding on whether to confirm their appointment.

The School’s Human Resources processes, together with Board scrutiny of Board-level appointments, helps ensure that the holders of senior posts at the School are of fit and proper character.

### **Ongoing arrangements for regularity and probity**

The School has two major mechanisms for ensure the ongoing regulatory and probity of its Board of Directors and senior executives: the [Code of Ethical Conduct](#) and the Register of Interests.

The values of the School, as affirmed in its Mission and Strategy, commit the School to the highest standards of ethical conduct. To support this commitment, the School has developed a number of guiding principles as a reference point for ethical decision-making by School staff and directors. These guiding principles are based on the seven principles of behaviour arising from the [Nolan Committee Report on Standards in Public Life](#) (demonstrating selflessness, integrity, objectivity, accountability, openness, honesty, and leadership), as well as on the School’s core values.

The principles are supplemented by a series of questions which directors and all staff members are asked to consider in respect of any decision, new activity or changed circumstances, to support them in considering the ethical risks associated with a given activity.

All members of staff and all directors are required to behave in line with the School’s Code of Ethical Conduct as a condition of their employment or appointment; failure to do so could result in staff disciplinary procedures or exclusion from the Board as appropriate.

### **Register of Interests**

In line with the [Committee of University Chairs' \(CUC's\) Higher Education Code of Governance](#), members of the Board of Directors and senior executives of the School must act and be perceived to act impartially, and not be influenced by social or business arrangements. Any director of the Board or member of School staff

who has a pecuniary, family or other personal interest in any matter under discussion must disclose their interest.

The School will maintain a Register of Interests, whereby any member of the School's Board of Directors or any member of staff is required to declare any significant personal interest that might be reasonably deemed to compromise impartiality, conflict with their duty as a governing body member or employee, or result in private benefit. A conflict of interest arises if a director or employee's personal interest could result in them benefiting from decisions taken by the School, and can include:

- Paid employment;
- Self-employment;
- Directorships of commercial companies (including spin-out and dormant companies);
- Elected office;
- Trusteeships or participation in the management of charities and other voluntary bodies;
- Public appointments (paid or unpaid);
- Significant involvement with any organisation with which the School does or might do business;
- Shareholdings in the School;
- A major shareholding (more than 1% of share capital) in a company with which the School does or might do business;
- Any personal interest in the appointment of staff and/or payment of fees and expenses or other personal payments to non-staff.

Members of the Board of Directors and all senior executives are required to make an annual return to the Register of Interests at the beginning of each academic year and must update their entry any time their circumstances change. The Register of Interests is owned by the Board, which has the responsibility of continually monitoring the eligibility of board directors and senior executives to execute their roles.

All meetings of the Board of Directors have a standing agenda item to provide an opportunity for individuals to reflect and confirm ongoing eligibility and declare any interests.

Staff who have a relevant declared interest must withdraw at once from all involvement in discussion and decision-making relating to a transaction by the School or other School business. In particular, no person shall be a signatory to a School contract where s/he also has an interest in the activities of the other party.

### Supporting policies

The School's [Anti-Bribery and Corruption Policy](#) and the [Whistleblowing Policy and Procedure](#) provide further assurance that the members of its governing bodies and senior staff members are fit and proper people; whilst the School's [Dignity at Work and Study Policy and Procedure](#) further sets out the standards of behaviour required of all members of the School.

The School's [Anti-Bribery and Corruption Policy](#) is an expression of the School's commitment to conducting all of its business in a fair, honest, open and ethical manner, in accordance with the relevant legislation, and to the highest standards of integrity. The policy sets out the responsibilities of those working for the School

in observing and upholding the School's position on bribery and corruption, and has been drafted with reference to legislation and guidance from the Ministry of Justice.

The School's [Whistleblowing Policy and Procedure](#) makes provision for staff or students, or any individual contractually connected with the School to raise concerns about serious malpractice within the School, and to do so in the knowledge that their action will be viewed positively, and that they will be protected from victimisation.

The [Dignity at Work and Study Policy and Procedure](#) sets out the School's commitment to a working environment free from bullying, harassment or victimisation, where staff are treated with dignity, respect and courtesy, where they experience no form of unlawful discrimination, and where they are valued for their skills and abilities. The Policy sets out that all members of the School are responsible for ensuring that they behave in an appropriate manner, showing respect for staff, students and others working alongside or engaged with the School community, and details the procedure for raising concerns related to discrimination, bullying, harassment or victimisation.

#### **(x) Independent members of the governing body**

The Board of Directors: Membership and Terms of Reference sets out that the Board will contain two external, independent members, appointed by the Board, who have significant experience of strategic and commercial leadership within higher education or a similar environment, one of whom shall act as Chair.

The Academic Council: Membership and Terms of Reference sets out that the Council will have an independent, external member. The seniority and experience of the independent member is underlined by the fact that the terms of reference of the Council require him or her to act as Chair when the Director of Teaching and Learning has a conflict of interest (such as where the Academic Council is asked to approve a programme led and/or developed by the Director of Teaching and Learning). In addition, the presence of the independent member can be seen to be a further safeguard to ensure objectivity and rigour to the deliberations of the Council.

#### **(xi) Regularity, propriety and value for money**

The School's approach to good governance and value for money is set out under various of the sections on public interest principles above and in particular: accountability, value for money, academic governance, governing body and risk management. As a small, niche provider with a single programme we believe these are proportionate and will be effective. We also believe that our accounting mechanisms and processes, together with our narrow focus, assures accountability, transparency and value for money. These mechanisms and approaches reference principles of good governance and best practice through, for example, the 2014 [CUC Code](#).

To reference explicitly the principles of regularity and propriety the School, through the Audit and Compliance Committee, will ensure that the purposes and terms under which public money is made available to the School are visible to and considered by the Board of Directors in relation to any item relating to the use of those funds and more generally in relation to:

- Risk management, control and governance
- Value for money
- The management and quality assurance of data.

To ensure appropriate objectivity, independence and expertise in relation to these matters the Board of Directors will establish a separate Audit and Compliance Committee that will be responsible to the Board of Directors for reviewing the School's compliance with its ongoing conditions of registration in relation to the public interest principles and specifically those relating to regularity, propriety and value for money. The Committee will comprise two lay members of the Board of Directors, an external member not associated with the School with the requisite experience and expertise in higher education governance, finance and audit. The Committee will be supported by the Registrar.

The Executive Committee will ensure that appropriate checks and controls are in place to ensure that expenditure is made against the purpose intended, appropriate and proportionate and competitive. In doing so, the Committee will be aware of the intersecting benefits of expenditure on the objects of the School and that a holistic approach to achieving those objects should be considered and, mindful of the common shortcomings highlighted by [HM Treasury](#), will seek to ensure:

- Data is current, targeted and provides a sound evidence base for decision-making;
- Unit costs are accurately calculated
- Data and unit costs are placed within a framework of ongoing benchmarking and evaluation
- The programme and the services supporting it are monitored and evaluated closely with intervention triggers clearly articulated through KPIs and other reporting tools
- Commercial decisions are made in the light of relevant expertise, external benchmarking and market analysis and within a culture of robust challenge
- Externally sourced services and facilities will be carefully contracted to ensure required standards of provision are met and supported by breach of contract clauses, penalties and risk management

The School's under-pinning approach in relation to its development and operation is one of quality being a journey, not a destination, of continuous improvement best articulated through Deeming's/Toyota's Kaizen philosophy. We consider this aligns and complements the public interest governance principles.

### **Regulatory standing items**

The Board of Directors (the Board) is the responsible body of the School, with the CEO as the Accountable Officer. However, to ensure that there is no undue commercial influence on academic standards and quality the Board has, through the terms of reference of the Board and the Academic Council, ceded authority on academic matters to the Academic Council. Consequently, subject to appropriate financial constraints and planning, the Council is the authority within the School on academic governance.

The Audit and Compliance Committee has a role in holding both the Board and the Council to account. It holds the traditional functions of audit, nomination and remuneration as well as conducting the effectiveness reviews of the Board and the Council, matters relating to the effectiveness of the whistleblowing and anti-bribery and corruption policies and the effectiveness of the School in meeting the public interest governance principles.

All Academic Council reports are available in full to the Board of Directors on request.

	<b>Academic Council</b>	<b>Board of Directors</b>	<b>Audit and Compliance Committee</b>
Finance		Quarterly review of finance	Annual (re)appointment of external auditors
		Annual review and statement on value for money	Annual report to the Board of Directors on its findings from review and oversight.
			Annual publication of remuneration report
			Annual report on value for money to the Board of Directors
Governance	Annual Review of the General Academic Regulations and Governance structures	Annual summary report on changes to the General Academic Regulations	Annual review of the effectiveness of the Board of Directors and Academic Council
		Annual review of non-academic policies	Annual review of whistle-blowing
	Termly Review of Academic Risk Register	Termly Review of Risk Register and ad hoc reports from AC	Annual review of matters affecting the public interest principles
Resources	Student feedback on resources and facilities	Annual summary report on student services	
Academic Quality & Standards	An Annual Overview Report and Action Plan - drawing upon the range of quality instruments (Reports, review, and analysis) employed through-out the previous year	Annual executive report on the overview of quality and standards.	
	Annual summary report on external examiners reports	Annual report on any themes or matters re-occurring in external examiners' reports	



	Annual programme and module monitoring report		
	An annual report on the scholarship and pedagogic effectiveness of staff	Annual report on recommendations arising from the report on the pedagogic effectiveness of staff	
	Annual report on the character of the academic community and staff development activity;	Annual report and action plan on staff development	
	Annual report on student feedback on modules and the programme	Annual executive report on any salient issues and trends arising from student feedback.	
	Termly report on applications for complaints, concessions and appeals	Annual report on salient trends in complaints.	
Student Recruitment, Retention, Progression and Achievement	Annual summary report on student recruitment, admissions and induction	Termly executive summary of data and action plans on student recruitment	
	Termly reports on student retention, progression and achievement	Termly executive summary on student retention and progression	
Internal Audit Rolling Programme	A Thematic Review e.g. the experience of students from Polar 4 Quintiles 1 and 2	Recommendations arising from a thematic review.	



## Version Control

<b>Name of policy/procedure:</b>	<b>Governance Overview</b>
<b>Document owner:</b>	<b>Hannah Kohler, Director of Admissions and Student Support</b>
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<b>Related documents:</b> (eg associated forms, underpinning processes, related policies or overarching policies)	<b>Board of Directors: Membership and Terms of Reference</b> <b>Audit and Compliance Committee: Membership and Terms of Reference</b> <b>Academic Council: Membership and Terms of Reference</b> <b>Programme/Module Review and Approval Panel: Membership and Terms of Reference</b> <b>Board of Examiners: Membership and Terms of Reference</b> <b>Academic Appeals Board: Membership and Terms of Reference</b> <b>Academic Misconduct Panel: Membership and Terms of Reference</b> <b>Equality Diversity and Inclusion Committee: Membership and Terms of Reference</b> <b>Executive Committee: Membership and Terms of Reference</b> <b>Student Voice Committee: Membership and Terms of Reference</b>

Version Control			
Version	Author	Date	Brief summary of changes
1	Hannah Kohler (Director of Admissions and Student Support)	01/2019	Original draft
2	Dr Andrew Redford (Head of Quality)	08/2021	Change of job titles