

## School of Coding & AI

# CODE OF GOVERNANCE

### Index

<p><b>1. Role and Responsibilities of the Board of Directors, including:</b></p> <ul style="list-style-type: none"> <li>● Public Interest and Regulatory Duties</li> <li>● Board Composition</li> <li>● Terms of Office</li> <li>● Criteria for the appointment of Independent Directors</li> </ul>	<p>Pages 2-5</p>
<p><b>2. Delegation of Functions, Committees of the Board of Directors and Byelaws, including:</b></p> <ul style="list-style-type: none"> <li>● Delegations</li> <li>● Reserved Matters</li> <li>● Sub-committees and advisory bodies</li> <li>● Byelaws</li> </ul>	<p>Pages 5-9</p>
<p><b>3. Committees of the Board</b></p> <ul style="list-style-type: none"> <li>● Academic Board</li> </ul>	<p>Pages 9-11</p>
<p><b>4. Committees reporting to Academic Board</b></p> <ul style="list-style-type: none"> <li>● Education and Student Experience Group (ESEG)</li> <li>● Course Committees</li> </ul>	<p>Pages 12-14</p>
<p><b>Annex A: Board Appointments and Governance Integrity</b></p> <ul style="list-style-type: none"> <li>● Recruitment of Independent Board Members</li> <li>● Skills Matrix</li> <li>● Nolan Principles</li> <li>● Fit and Proper Person Checks</li> <li>● Register of Interests</li> </ul>	<p>Pages 15-17</p>
<p><b>Annex B: Standing Orders</b></p>	<p>Pages 18-22</p>

<ul style="list-style-type: none"><li>● Meeting Protocols</li><li>● Roles and Responsibilities</li><li>● Management of Conflicts of Interest</li><li>● Training and Board Development</li></ul>	
<b>Annex C: Schedule of Business for the Board of Directors</b>	Page 23-24
<b>Annex D: Schedule of Delegation</b>	Pages 25-26
<b>Annex E: Governance and Management Structures</b>	Pages 27-28

## 1. Role and Responsibilities of the Board of Directors

The Board of Directors (“the Board”) is the principal governing authority of the School of Coding & AI Ltd (“SOC”) and is collectively responsible for ensuring the effective management, sustainability, academic integrity, and public benefit of the organisation in line with its mission, partnerships, and regulatory and legal obligations.

SOC’s mission includes:

- Delivering higher education in partnership with higher education providers registered with the Office for Students (OfS) or successor body;
- Undertaking academic research and scholarly activity;
- Delivering community-based and school-based educational projects that support widening participation, social mobility, and lifelong learning.

### 1.1 The Board shall be responsible for:

#### ***Strategic Direction and Educational Character***

The Board shall:

- Set and oversee the organisation’s mission, vision, values, educational character and long-term strategic direction, including long-term financial strategy.
- Define the organisation’s role as a delivery partner to registered higher education institutions, a provider of community and school based education, and an organisation engaged in research and knowledge exchange.
- Maintain strategic oversight of the organisation’s academic and civic purpose, ensuring alignment with its objects and regulatory obligations.

#### ***Regulatory Compliance and External Accountability***

The Board shall:

- Ensure full compliance with all OfS initial and ongoing Conditions of Registration (when secured), including academic, student protection, governance, financial and data-related requirements.
- Oversee fit and proper persons checks for directors, senior postholders and the accountable officer, in line with OfS expectations and Annex A.
- Oversee the Register of Interests and ensure appropriate identification, declaration and management of conflicts of interest across all levels of governance.
- Commission and oversee regular effectiveness reviews of the Board and its committees, including annual self-assessment and periodic external evaluation, ensuring findings inform continuous improvement.

- Approve amendments to the organisation's governing documents, governance policies and Code of Governance.
- Oversee the adequacy and effectiveness of internal control systems, including financial controls, academic assurance, consumer protection, data management and reporting, and operational controls.
- Appoint external auditors and other assurance providers, receive assurance from their reports, and ensure the executive implements all required actions.

### ***Academic Quality, Standards and Reputation***

Acting on advice and recommendations from the Academic Board, the Board shall:

- Oversee the quality and standards of all educational provision, including university-validated programmes, community and school-based education, and research activity.
- Safeguard and enhance the academic and public reputation of the organisation and its partner institutions.
- Ensure effective academic governance (including research governance) and student engagement arrangements.
- Receive at least annual reports on adherence to sector standards and OfS Conditions relating to:
  - Condition A – Access and participation
  - Condition B – Academic quality and standards
  - Condition C – Treating students fairly

### ***Partnerships and Collaborative Provision***

The Board shall:

- Approve partnership agreements with universities and awarding bodies.
- Ensure effective oversight of relationships with partner universities, including:
  - clear and comprehensive formal agreements;
  - robust arrangements for academic quality, assessment, student support and learning resources;
  - effective joint academic governance and information sharing;
  - fair and transparent treatment of students.
- Review student performance, partner reviews of learning and teaching, and achievement against KPIs set by partners.

### ***Financial Sustainability and Resource Stewardship***

The Board shall:

- Ensure the effective and efficient use of resources, safeguard assets, and maintain financial sustainability and solvency.

- Approve the annual budget, financial forecasts, management accounts and statutory financial statements, and monitor performance against these.
- Ensure compliance with OfS financial sustainability and management requirements.

### ***Leadership, Staffing and Organisational Capacity***

The Board shall:

- Appoint, appraise and, where necessary, suspend or dismiss the Principal and other senior postholders (as defined in the Byelaws), and determine their remuneration and terms of service.
- Establish a framework for staff pay, conditions of service, professional development and performance management.
- Ensure the organisation has the leadership, staffing and organisational capacity required to deliver its mission and regulatory obligations.

### ***Risk, Compliance and Internal Controls***

The Board shall ensure appropriate arrangements are in place for:

- risk management and internal controls;
- data protection, information security and data reporting;
- bribery and counter fraud;
- whistleblowing;
- freedom of speech and academic freedom;
- Prevent, safeguarding and child protection (for school-based work);
- equality, diversity and inclusion, including preventing discrimination, bullying, harassment and sexual misconduct.

The Board shall review the corporate risk register at each meeting and risk appetite at least annually; thereby ensuring risks are monitored, escalated and controlled, including emerging risks relating to regulatory compliance, financial sustainability, data protection, cyber security and academic quality.

### ***Board Succession Planning and Appointments***

The Board shall:

- Ensure effective succession planning for the Board of Directors, including agreeing recruitment processes and making appointments, reappointments and removals.
- Maintain a strategic view of skills, experience and diversity using the Skills Matrix to inform recruitment.
- Appoint the Chair and (if required) the Deputy Chair(s).
- Ensure all directors receive induction, training, ongoing development and performance reviews.

## 1.2 Public Interest and Regulatory Duties

In carrying out its responsibilities, the Board shall have due regard to:

- the public interest governance principles applicable under the organisation's registration with the OfS;
- the interests of students, learners, schools, and community participants;
- the need to promote access, success, and progression for underrepresented groups;
- the importance of ethical conduct, transparency, and accountability;
- the requirement to secure academic freedom and freedom of speech within the law for staff, students and visiting speakers;
- the expectations of partner universities, research collaborators, funders, and other stakeholders.

## 1.3 Board Composition

The Board comprises at least 1 Independent Director, 1 shareholder director and up to 4 executive members (the Principal, the Chief Operating Officer (“Operations Director”) and two other members of the Executive team). The Chair and Deputy Chair (if appointed) must be an independent director.

## 1.4 Terms of Office

The Articles of Association set out the maximum term of office of Independent Directors. Independent Directors will normally serve one or two consecutive terms of either three or four years. The current Board composition exceeds the minimum number of Independent Directors.

## 1.5 Criteria for the appointment of Independent Directors

Appointments of Independent Directors to the Board of Directors will be based on the following criteria:

1. **Professional Skills:** Alignment with the competencies set out in the Skills Matrix, ensuring all core skills are represented at or above the minimum required level and that the Board (including its Executive members) maintains an appropriate balance of expertise.
2. **Personal Attributes:** Demonstrated commitment to the Nolan Principles of Public Life and values consistent with those of SOC.
3. **Track Record:** Full compliance with fit and proper person requirements, including a clear record of professional conduct and regulatory suitability.

These criteria reflect recognised standards of good governance as set out by the OfS and the Committee of University Chairs (CUC).

Detailed guidance on the appointment process is provided in Annex A – Board Appointments and Governance Integrity.

## **2. Delegation of Functions, Committees of the Board of Directors and Byelaws**

### **2.1 Delegations**

Subject to the provisions below, the Board may establish committees for any purpose and may delegate functions to:

- a committee of the Board;
- the Chair of the Board;
- the Principal (or equivalent senior officer).

The current governance structure is provided at Annex E.

**2.1.1** The Board will approve on at least an annual basis the Schedule of Delegation in Annex D.

**2.1.2** The Board will invite on at least an annual basis a student representative(s) to join a meeting for a discussion item on a priority theme identified by the Board, which may be recommended by the Academic Board.

### **2.2 Reserved matters**

The following matters may not be delegated:

- Approval of institutional strategy and mission;
- Approval of the annual budget and financial forecasts;
- Oversight of OfS compliance and reportable events;
- Approval of the Annual Report and Accounts;
- Appointment of the Chair, Deputy Chair(s), Principal/Accountable Officer, Clerk to the Board and any other senior postholders identified by the Board;
- Approval of major capital expenditure and borrowing.

### **2.3 Sub-committees and advisory bodies**

**2.3.1** The Board shall establish an Academic Board, with terms of reference that will be subject to an annual review by the Academic Board, with changes to be submitted to the Board for approval.

**2.3.2** Additional committees or advisory bodies may be established from time to time, as appropriate, subject to prior formal approval by the Board.

## 2.4 Byelaws (referred to as the 'Rules' in the Articles of Association)

### 2.4.1 Operation of Committees

Each committee of the Board shall:

- be chaired by an Independent Director, except for the Academic Board;
- have clear terms of reference approved by the Board;
- report regularly to the Board;
- operate according to the principles and specification in this section of the Code of Governance.

Committees may include individuals who are not members of the Board where appropriate, including external advisers.

Unless otherwise specified in the terms of reference, the quorum for each committee will normally be half of the membership present including at least one Independent Director if an Independent Director is specified in the membership of the committee. No decision-making can take place without a quorum, but the committee can receive papers for information-only purposes.

### 2.4.2 Removal of an Independent Director

The Board may remove a member from office on the following grounds:

- a. absence from meetings of the Board and/or its committee(s) for a period of twelve months without the permission of the Board;
- b. is unable or unfit to discharge the functions of a Board member, including where they no longer meet the fit and proper persons requirements set by the OfS or any relevant requirements arising under company law;
- c. is disqualified from acting as a company director or otherwise prohibited from holding office under applicable company legislation;
- d. is subject to any other good cause formally agreed by the Board.
- e. for the avoidance of doubt, where the member concerned is the Shareholder Director or Principal, removal from office shall require:
  - a supermajority vote of 75% of the full Board, and
  - confirmation that the decision complies with the Articles of Association and any shareholder agreements.

Where any of the above conditions apply, the Board may remove the Independent Director from office in accordance with the following **procedure**:

- i. Any Board member who has, or becomes aware of, a concern regarding the conduct, behaviour or eligibility of another Board member shall raise the matter in writing with the

- Chair or the Clerk. A concern relating to the Chair should be raised the Deputy Chair or if there is no appointed Deputy Chair at the time, with the Clerk.
- ii. If the Chair or Clerk determines that the concern is material, a Panel shall be convened by the Clerk, which may comprise external panel members with relevant expertise. The Panel will consist of three members and will normally be chaired by the Chair. The Panel shall not include any member who raised the concern.
  - iii. The Panel will consider written representations from the individual(s) lodging the request for removal. These representations must set out the grounds for removal and include any supporting evidence.
  - iv. The member who is the subject of the request must be given a reasonable opportunity to respond to the concerns raised. They may provide written or oral representations to the Panel. The individual must be informed in writing of the concerns and provided with any evidence so that they may respond fully.
  - v. Following consideration of all representations, the Panel will make a written recommendation to the Board on whether the member should be removed from office. The Board will consider the matter under reserved business. Neither the Panel members nor the individual(s) who raised the concerns may participate in the Board's decision. The Chair of the Panel may attend the meeting to answer questions of clarification before withdrawing. If the Chair of the Board chaired the Panel, another member of the Board will be asked to take the Chair for that reserved business item.
  - vi. The member who is the subject of the request has the right to attend the Board meeting at which the Panel's recommendation is considered. They may address the Board and respond to questions before withdrawing while the Board deliberates and reaches its final decision.
  - vii. The Clerk will communicate the Board's decision in writing to all relevant parties.
  - viii. There will be no right of appeal.

### **2.4.3 Appointment, Suspension, Discipline and Dismissal of Senior Postholders**

Senior postholders comprise the Principal, the Clerk to the Board and any other senior executive post designated by the Board, and will be subject to the following arrangements. These reflect their status as salaried employees of the School of Coding and their membership of the Board of Directors in an ex official capacity i.e. by virtue of the roles they hold as an employee.

Person specifications and job descriptions for Senior Postholders shall be formally approved by the Chair of the Board before any vacancy is advertised.

The appointment process for Senior Postholders shall include, but not be limited to:

- A formal interview conducted by a panel of Board members, including at least 1 independent director, with a professional HR adviser. The panel shall be chaired by the Principal (for appointments other than the Principal role) or the Chair or the Deputy Chair of the Board.
- Formal approval of the preferred candidate at the next scheduled meeting of the Board.

Subject to the provisions in the Articles of Association, the Principal or other Senior Postholders can be dismissed according to the following process.

A loss of confidence in the Senior Postholder by the Board may result in suspension, discipline or dismissal on grounds that may include, but not be limited to:

- Gross misconduct.
- Serious or repeated performance concerns.
- Loss of fit and proper person status.
- Breach of contract.
- Breakdown of trust and confidence.
- Regulatory non-compliance.

The procedure for dealing with concerns relating to Senior Postholders is as follows:

- **Raising a Concern:** Any concern regarding the conduct, capability or eligibility of a Senior Postholder shall be reported to the Chair of the Board.
- **Preliminary Investigation:** The Chair shall undertake, or commission, an initial fact-finding review—supported where appropriate by an external HR adviser—to determine whether the matter warrants formal investigation. Suspension may be imposed where necessary and proportionate.
- **Formal Investigation:** A full investigation shall be conducted, including the gathering of relevant evidence and written statements.
- **Hearing Panel:** The matter shall be considered by a Hearing Panel including at least one Independent Director, normally chaired by the Chair or the Deputy Chair. The Senior Postholder shall have the right to be accompanied or represented. Where the Chair has conducted or commissioned the preliminary investigation, the Hearing Panel should be chaired by the Deputy Chair (or another Independent Director) to maintain separation between investigation and decision-making.
- **Panel Decision:** The Panel shall determine whether dismissal or another sanction is justified and shall issue its decision in writing.
- **Right of Appeal:** The Senior Postholder shall have the right to appeal to a separate panel appointed by the Board of Directors and with no prior involvement in the original decision.

## 3. Committees of the Board

### 3.1 Academic Board

#### 3.1.1 Purpose

The Academic Board is the senior academic authority of the organisation. It is responsible for the oversight of academic standards, quality assurance, quality management, learning and teaching, research activity, and the protection of academic freedom and freedom of speech within the academic domain. This includes all higher education provision delivered in partnership with awarding universities. The Academic Board provides assurance to the Board that academic governance is effective and that the organisation meets the regulatory expectations of the OfS.

#### 3.1.2 Key Responsibilities

##### Academic Standards

- Ensure academic standards are set, maintained and reviewed in line with awarding university requirements, the OfS regulatory framework and sector reference points (including the UK Quality Code).
- Approve and monitor programme learning outcomes, assessment strategies and academic regulations, within the context of partnership arrangements.
- Oversee external examining arrangements and consider external examiner reports.

##### Quality Assurance and Quality Management

- Approve and monitor policies, procedures and frameworks relating to students, higher education and research, including SOC Partnership Handbook.
- Manage programme approval, modification and review processes, within the context of partnership arrangements, including: Annual Monitoring, Periodic or Partnership reviews by university partners, or reviews by Professional, Statutory and Regulatory Bodies.
- Monitor student achievement, progression, retention and completion data and related quality enhancement action plans.
- Ensure effective mechanisms for student engagement and feedback.
- Receive and act upon reports relating to academic quality, including those required by partner universities.

##### Research

- Promote a culture of research, scholarly activity and professional practice appropriate to the organisation's mission and scale.
- Oversee policies relating to research ethics, research integrity and responsible research conduct.

- Monitor the quality, relevance and impact of research and scholarly activity undertaken by staff and students.
- Ensure compliance with the research-related requirements of awarding universities and external partners.

### **Freedom of Speech and Academic Freedom**

- Uphold and promote freedom of speech and academic freedom.
- Ensure academic policies, teaching practices and research activities support open, rigorous and respectful debate.
- Advise the Board on academic matters relating to freedom of speech, including risks or barriers that may affect compliance with statutory and regulatory duties.
- Monitor the effectiveness of procedures that protect lawful freedom of speech in academic settings.

### **Partnership Oversight**

- Ensure compliance with the academic and research related requirements of all awarding university partners.
- Monitor the effectiveness of partnership arrangements relating to academic delivery, assessment, quality assurance, standards and research activity.
- Receive reports from partner universities and ensure appropriate follow-up actions.

### **Academic Integrity and Enhancement**

- Promote academic integrity, scholarly practice and continuous enhancement.
- Oversee policies relating to academic misconduct, assessment integrity and student conduct.
- Identify and disseminate good practice across programmes.

### **Student Experience**

- Monitor the quality of learning, teaching and assessment.
- Review student feedback, survey outcomes and student representation reports.
- Review an annual report from the Welfare Group on arrangements to support student wellbeing, learner support and student success.
- Ensure that actions to enhance the student experience are implemented and monitored.

### **Reporting and Assurance**

- Provide the Board with regular reports on academic standards, research activity, quality assurance, academic freedom and academic risk.
- Provide an annual Academic Assurance Report to support the Board's responsibilities under the OfS regulatory framework.

- Maintain a clear record of decisions, actions and evidence to support regulatory compliance.

### 3.1.3 Authority

The Academic Board is authorised by the Board to:

- Approve, monitor and review academic and research related policies, procedures and frameworks.
- Oversee academic standards and quality assurance across all programmes delivered with partner universities, ensuring compliance with awarding body requirements and sector reference points.
- Recommend strategic academic developments including proposals relating to educational partnerships.
- Provide assurance reports to the Board.

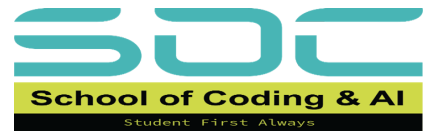
### 3.1.4 Membership

- Senior academic with extensive experience of executive and academic management in UK higher education (Chair)
- Principal or nominee
- Heads of Department
- Director of Learning and Teaching
- Course Leaders for all higher education programmes
- Representatives from partner universities (as required by partnership agreements)
- At least one student representative nominated by the students
- One member of academic or professional staff with responsibility for research or scholarly activity nominated by Academic Board
- An Independent Director

The Clerk to the Board shall act as secretary to the Academic Board.

### 3.1.5 Meetings

- Meets at least three times per year, with additional meetings scheduled as required.
- **Quorum:** at least 50% of the membership present, including the Chair and at least one Course Leader.



## 4. Committees reporting to Academic Board

In addition to Partnership Steering Boards (or Assessment Boards) that are established and governed in accordance with partnership agreements with university partners, the following committees report to the Academic Board.

### 4.1 Education and Student Experience Group

#### 4.1.1 Purpose

The Education and Student Experience Group (ESEG) is established as a subgroup of the Academic Board to provide a structured forum for student voice, to consider cross-institutional matters affecting learning, teaching and the wider student experience, and to support co-creations between students and staff. ESEG complements the work of Course Committees by addressing issues and opportunities that cannot be resolved at course level.

#### 4.1.2 Key Responsibilities

- Provide a central forum for student voice beyond the course level, including feedback on services delivered by university partners.
- Gather, discuss and escalate cross-institutional issues affecting learning, teaching, the wider student experience and the experience of partner universities' services.
- Consider trends in student experience data relating to library access, digital platforms, academic support and other services provided by partner universities.
- Support meaningful co-creation between students and staff on enhancement initiatives.
- Identify and recommend institutions wide actions to improve education and the student experience, including areas dependent on partner university provision.
- Share good practice across programmes and monitor the impact of enhancement activity.
- Report key findings, recommendations and risks to the Academic Board.

#### 4.1.3 Authority

ESEG does not hold decision-making authority; recommendations are submitted to the Academic Board for approval. Minutes of each meeting are presented to the Academic Board.

#### 4.1.4 Membership

- Director of Learning and Teaching (Chair)
- Director of Research, Enterprise and Innovation
- Course Leaders for all higher education programmes
- Three student representatives from each level of study for each course and university partner, nominated by the students
- One member of academic or professional staff with responsibility for student welfare and learner support appointed by the Principal

- University partner link tutor(s)

#### 4.1.5 Meetings

- Meets at least twice per year, with additional meetings scheduled as required.
- **Quorum:** at least 50% of the membership present, including the Chair and at least four student representatives.

### 4.2 Course Committees

#### 4.2.1 Purpose

The Course Committee is the primary forum for course level academic oversight, student voice and continuous enhancement. It monitors the quality and delivery of the course, ensures compliance with the quality assurance requirements of the awarding university and/or SOC, and escalates cross-course issues to the ESEG and to the Academic Board where they relate to policies and procedures.

#### 4.2.2 Key Responsibilities

### Quality Assurance and Quality Enhancement

- Monitor the quality of learning, teaching and assessment within the course, including reports on the completion of Peer Observed Teaching reviews.
- Ensure compliance with the quality assurance requirements of the awarding university and/or SOC, including assessment regulations, moderation processes and reporting cycles.
- Review external examiner feedback and ensure appropriate follow-up actions.
- Monitor student achievement, progression, retention and completion data at course level including in-year student retention and performance trend data and Annual Monitoring reports before they are submitted to the university partner.
- Monitor the delivery of quality enhancement plans arising from Annual Monitoring, Periodic Reviews (where they have course-specific requirements) or other assurance and enhancement mechanisms.

### Student Voice and Experience

- Provide a structured forum for students to raise feedback, concerns, and ideas relating to the course.
- Review course level student survey results, module evaluations, and informal feedback.
- Identify issues that require escalation to the ESEG or the Academic Board.
- Support co-creation activities between staff and students to enhance the course
- Monitor the implementation of actions identified to enhance the student experience and student success.

## Partnership Responsibilities

- Ensure the course is delivered in accordance with the academic requirements, policies and procedures of the awarding university.
- Review and respond to reports, guidance or quality assurance actions issued by the university partner or by the Partnership Steering Board.
- Maintain effective communication with partner university link tutors or academic contacts.

## Reporting and Escalation

- Escalate cross-course issues, risks or themes that cannot be resolved at course level to the ESEG or to the Academic Board where they relate to policies and procedures.

### 4.2.3 Authority

Course Committees do not hold decision-making authority; recommendations are submitted to the Academic Board for approval. Minutes of each meeting are presented to the Academic Board.

### 4.2.4 Membership

- Director of Learning and Teaching (Chair)
- Director of Research, Enterprise and Innovation
- Relevant Head of Department
- Course Leaders
- At least five student representatives from each level of study for each course and university partner nominated by the students
- At least two members of the teaching staff for each level of study nominated by the Principal
- University partner link tutor(s)

### 4.2.5 Meetings

- Meets three times per year, with additional meetings scheduled as required.
- **Quorum:** at least 50% of the membership present, including the Chair, at least two student representatives and the Course Leader.

## Annex A – Board Appointments and Governance Integrity

### A1.1 Recruitment of Independent Directors

- Independent Directors are appointed according to the criteria specified in section 1.5 of this Code of Governance.
- Vacancies and priorities for filling vacancies are based on the Skills Matrix maintained by the Board in accordance with A1.2.
- Vacancies are advertised on SOC website and on public channels such as LinkedIn.

### A1.2 Skills Matrix

The Skills Matrix supports the Board in assessing its collective capability, informing recruitment and succession planning, and identifying areas for board members’ development and training. The skills of executive directors are also assessed to inform recruitment.

Members are assessed against each skill area using the following scale:

- 0 – No experience/knowledge.
- 1 – Basic awareness.
- 2 – Working knowledge/some experience.
- 3 – Strong experience.
- 4 – Expert or senior professional experience.

The Skills Matrix informs initial Board appointments and is reviewed annually through self-assessment by individual board members, with oversight by the Clerk.

To discharge the responsibilities set out in section 1 of this Code of Governance, the Board requires its members to collectively demonstrate the core skills listed below, with the expected number and competency level specified for each category.

Skill	Min. No. with level 4 competency	Min. No. with level 3 competency
Financial and Commercial	2	1
Audit and Risk	1	2
HE Leadership (including academic quality)	1	1
HE (Legal & Regulatory Compliance)	1	
Student Experience		1
IT, Digital & Cyber Security and AI	1	1
EDI	1	
HR & Organisational Development	1	
Legal		1

Facilities and Estates	1	1
------------------------	---	---

To ensure appropriate levels of expertise within key leadership roles, the **Chair and another member of the Board must hold a rating of 4** in financial and commercial skills.

### A1.3 Nolan Principles

The Board is committed to upholding the Nolan Principles, the Seven Principles of Public Life that define the ethical standards expected of those serving in public roles in the UK. These principles underpin good governance across public bodies, regulators and the higher education sector, and they guide the conduct and decision making of all Board members.

1. **Selflessness**

Act solely in the public interest. Decisions should not be made to gain personal benefit for oneself, family, or friends.

2. **Integrity**

Avoid placing oneself under any obligation to people or organisations that might influence the performance of official duties.

3. **Objectivity**

Make decisions fairly, on merit, and using evidence, particularly in appointments, funding, and assessment.

4. **Accountability**

Be accountable to the public for decisions and actions, and submit to appropriate scrutiny.

5. **Openness**

Act openly and transparently. Information should be shared unless there are clear and lawful reasons for confidentiality.

6. **Honesty**

Be truthful and declare any private interests that could influence public duties.

7. **Leadership**

Demonstrate these principles through behaviour and actively promote and support them in others.

### A1.4 Fit and Proper Person Checks

The OfS requires that individuals in key governance and leadership roles meet the standard of being a *fit and proper person*. This means they must:

- Demonstrate good character.
- Possess the qualifications, competence, skills, and experience necessary for their role.
- Be able, with reasonable adjustments where required, to carry out the duties of the position.
- Not have been responsible for, contributed to, or facilitated serious misconduct or mismanagement in any organisation with which they have been associated.

The OfS identifies several indicators that may suggest a person is *not* fit and proper, including:

- Disqualification from acting as a company director or charity trustee.
- Criminal convictions or adverse findings in civil proceedings, including bankruptcy or equivalent actions within the last three years.
- Adverse findings in disciplinary proceedings by regulatory bodies or professional associations.
- Involvement in abuse of tax systems.
- Association with an entity that has been refused registration to trade or has had its registration withdrawn.
- Involvement in a business that entered insolvency, liquidation, or administration during or within one year of their connection to it.
- Dismissal from a position of trust.
- Association with a higher education provider whose OfS registration has been refused or revoked, or which has faced similar regulatory action.

Checks are conducted by the Clerk to the Board prior to appointment based on a self-declaration - **Fit and Proper Persons form** – and the following external checks:

- Public Register Searches: a) Companies House for directorships, significant shareholdings, or disqualifications; b) Insolvency and bankruptcy registers to identify financial mismanagement risks; c) Charity Commission registers for trustee roles or governance failures.
- Identity and Legal Status Checks: a) Proof of identification and right-to-work verification; b) OfS registration database for prior refusals/revocations at other providers.

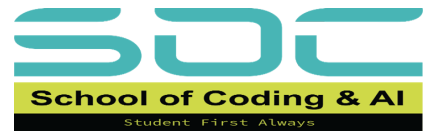
Ongoing monitoring is undertaken by the Clerk to the Board based on:

- Annual automated screening against updated registers by the Clerk to the Board.
- In-year notifications of material changes (e.g. new appointments, legal issue(s) by individual Board members). This requirement is specified in the appointment letter.

### **A1.5 Register of Interests**

All Board members will complete a **Declarations of Interest Form** on appointment for recording on the Register of Interests. The Register will be reviewed annually by the Clerk and all members will be expected to advise the Clerk of any changes as soon as possible.

Guidance on declarations of interest related to specific Board business is provided in section B3 of the Standing Orders (Annex B).



## Annex B: Standing Orders

### B1 Meeting Protocols for meetings of the Board and its committees

**B1.1 Quorum:** The quorum for meetings of the Board is set out in the Articles of Association: two eligible directors, one of whom must be an Independent Director (and, in relation to certain reserved matters specified in the Articles, one of whom must be a shareholder director).

The quorum for meetings of the Academic Board is specified in section 3.1.4 of this Code of Governance.

The Board may take decisions by a simple majority of members who are present and eligible to vote. If the vote is tied, the Chair will exercise a casting vote. The only exception is the requirement set out in section 2.4.2.e above, where a super-majority is required.

Members attending remotely count towards the quorum.

**B1.2 Notice of Meetings:** Meetings shall normally be convened with at least 5 working days' notice, unless urgent business requires shorter notice at the discretion of the Chair.

**B1.3 Agendas and Papers:** Agendas are approved by the Chair, with the Clerk. Papers should normally be circulated 5 calendar days before the meeting. All papers must be provided to the Clerk to the Board or secretary to the committee prior to circulation. Late papers may exceptionally be accepted at the Chair's discretion.

**B1.4 Minutes:** Minutes shall record decisions, key discussion points, and any declared interests. Draft minutes are approved at the next meeting and retained permanently in accordance with statutory requirements.

**B1.5 Remote and Hybrid Participation:** Members may participate by electronic means, and such participation is treated as full attendance. For urgent business between meetings, papers may be approved by circulation or by Chair's action. The Chair with advice from the Clerk will determine the appropriate approval arrangement. Any decision taken by the Chair's action will be reported to the next meeting.

### B2 Roles and Responsibilities

#### B2.1 Chair of the Board

The Chair is responsible for ensuring that the Board discharges its responsibilities effectively and in accordance with the Articles of Association, this Code of Governance, the organisation's regulatory obligations (including the OfS conditions of registration) and the Nolan Principles of Public Life.

The Chair shall:

- Provide leadership to the Board, setting its tone and culture and safeguarding its independence.

- Approve Board agendas (with the Clerk), ensuring appropriate focus on strategy, risk, student outcomes, regulatory compliance and financial sustainability.
- Ensure all members receive timely and adequate information to support effective decision-making.
- Facilitate inclusive, rigorous discussion and clear decisions, ensuring that the Board collectively holds the executive to account.
- Ensure regular evaluation of Board and member performance, including induction, development and periodic effectiveness reviews.
- Represent the Board externally as appropriate, including liaison with key stakeholders and regulators where required.

In the Chair's absence, the Deputy Chair (or another Board member nominated by the Board) shall assume these responsibilities for the duration of the meeting or decision.

### **B2.2 Deputy Chair(s)**

The Deputy Chair(s) supports the Chair in providing leadership to the Board and may act on the Chair's behalf when the Chair is unavailable or has a conflict of interest. They may be asked by the Board to lead or participate in specific processes, including:

- chairing panels for the appointment, appraisal or discipline of Senior Postholders;
- chairing panels for the consideration of complaints or concerns relating to Board members;
- overseeing aspects of Board effectiveness, induction or development.

### **B2.3. Committee Chairs**

The Chair of each committee reporting to the Board shall:

- ensure the committee operates within its terms of reference and the Schedule of Delegation at Annex D;
- agree agendas with the Clerk, prioritising assurance on risk, internal control, quality and student outcomes as relevant;
- report to the Board regularly, highlighting key matters, recommendations and any concerns that require Board attention;
- ensure that the committee's own effectiveness is reviewed at least annually and that its terms of reference are kept up to date.

### **B2.4 The Clerk to the Board**

The Clerk is the principal source of independent professional advice to the Board on matters of governance, procedure and regulatory compliance. The Clerk is accountable to the Board collectively and is functionally independent of the executive.

The Clerk shall:

- advise the Board, its committees and individual directors on the proper exercise of their powers and responsibilities, including compliance with the Articles of Association, company law and OfS regulatory requirements;
- prepare and circulate agendas, papers and minutes for Board and committee meetings in accordance with these Standing Orders;
- ensure that an accurate and secure record is kept of decisions, deliberations and actions, including the Register of Interests and other governance records;
- monitor and advise on governance developments, recommending updates to this Code of Governance (and Annexes) and the Schedule of Delegation;
- support Board members' appointment, induction, training and development;

- act as a confidential point of contact for Board members wishing to raise concerns about governance, regulatory compliance or probity;
- secure external and professional advice on behalf of the Board or its committees.

The appointment or dismissal of the Clerk shall be a matter reserved for the Board.

### **B2.5 Other Officers including the Principal**

The Principal is the OfS Accountable Officer and is responsible for leading the executive management of the organisation and is accountable to the Board for the effective delivery of the agreed strategy, the proper use of resources and compliance with regulatory conditions.

Other senior officers are responsible for the operational management of the areas within their remit in accordance with the Schedule of Delegation and any relevant Board or committee decisions.

Officers shall:

- provide the Board and its committees with clear, accurate and timely information to enable effective oversight and decision-making;
- implement Board and committee decisions and report back on progress, risks and outcomes;
- ensure that material issues relating to regulatory compliance, risk, financial sustainability and student outcomes are promptly escalated to the Board via the Chair and Clerk in line with the Schedule of Delegation.

Officers attend Board and committee meetings by invitation and have no voting rights unless also appointed as Board members.

## **B3 Management of Conflicts of Interest**

**B3.1 Initial Declaration:** On appointment, all Board and committee members must complete a full declaration of interests using the approved form. The Clerk to the Board will review submissions for completeness and enter them into the Register of Interests.

**B3.2 Annual Declaration:** All Board members must reconfirm or update their declaration annually as part of the Board's annual governance compliance cycle.

**B3.3 Declarations at Meetings:** At the start of each Board or committee meeting, the Chair will invite declarations of interest relating to items on the agenda. Any member declaring an interest must: a) state the nature of the interest; b) be prepared to withdraw from the meeting for the duration of the item unless the Board determines otherwise; c) take no part in the discussion or decision making. The Clerk to the Board will record all declarations and withdrawals in the minutes.

**B3.4 Approval of Transactions Involving Conflicts:** Any transaction or arrangement in which a member has an interest may only be approved by the disinterested members, in accordance with the Articles of Association. The conflicted member shall not vote and shall not be counted in the quorum for that item. The decision must be clearly minuted, including the rationale for approval and confirmation that the conflicted member withdrew.

**B3.5 Register of Interests:** The Clerk to the Board maintains the Register of Interests and ensures it is updated following each declaration. The Register will be reviewed annually by the Board of Directors.

## **B4 Training and Board Development**

### **B4.1. Induction**

All newly appointed Board and committee members shall receive a comprehensive induction, normally within one month of appointment, tailored to their role and the organisation's context.

Induction shall cover at least:

- SOC's mission, strategy, business plan, financial position and risk register.
- Current OfS conditions of registration, regulatory framework and reporting obligations.
- Key governance documents (Articles of Association, Code of Governance (including Standing Orders), Schedule of Delegation).
- Quality assurance and partnership governance processes and data relating to student outcomes and student satisfaction.
- Best practice in higher education governance
- Nolan Principles and expectations for public interest governance
- Conflicts of interest, fit and proper person requirements.
- Student protection arrangements and safeguarding responsibilities.

The Clerk shall coordinate induction, working with the Chair and executive team. New Board members shall meet individually with the Chair and the Principal (or nominee).

### **B4.2 Ongoing Training and Development**

The Board shall ensure that all members undertake continuing professional development relevant to their role. Training priorities shall be informed by:

- Annual Board Skills Matrix and effectiveness review.
- Emerging regulatory requirements (OfS, company law updates).
- Sector developments (for example, relating to quality management, EDI, and financial sustainability).
- Individual training needs identified through appraisals, which should be conducted on an annual basis.

Training may be delivered via:

- In-house briefings by executive/senior staff.
- External providers (e.g. auditors, legal/regulatory specialists).
- Conferences, webinars and peer networks.
- Bespoke Board development days.

The Chair's development needs shall be addressed through separate appraisal by an independent assessor, with outcomes reported to the Board.

### **B4.3 Board Effectiveness**

The Board shall conduct an annual self-assessment of its effectiveness against:

- Objectives in this Code of Governance and the Schedule of Delegation.
- Best practice in higher education governance.
- Delivery of strategy and regulatory compliance.

Every 3 years, the Board shall commission an external effectiveness review by an independent expert (e.g. Advance HE, governance consultant), with recommendations actioned and progress tracked.

The performance of individual Board members shall be reviewed annually by the Chair (or Deputy Chair for the Chair), with development plans agreed and logged by the Clerk, except for the Chair whose development plan will be reviewed by an independent assessor.

## Annex C: Schedule of Business for the Board of Directors

The Clerk to the Board of Directors will prepare and implement an annual schedule of business for the Board of compulsory agenda items in accordance with this Code of Governance, SOC policies and reporting requirements prescribed by the Office for Students (OfS), in anticipation of our registration application being approved by the OfS. The frequency and timing of each item of business will be determined annually by the Chair of the Board and the Principal.

The following items will be included in the annual schedule, reviewed on annual basis:

Key Policy or Governing Document	Item type	Notes
Code of Governance	Terms of reference of Board and its committees	Currently: Board of Directors and Academic Board
Code of Governance Complaints Procedure Freedom of Speech and Academic Freedom Code of Practice	Annual Academic Quality and Student Performance Assurance Report (from Academic Board)	<p>To include:</p> <ul style="list-style-type: none"> <li>• Student performance and feedback.</li> <li>• Performance and partner feedback for each partnership</li> <li>• Evaluation of compliance with OfS Conditions A, B, C (and supporting partners' responsibilities related to condition E10) when OfS registration has been secured.</li> <li>• Freedom of speech and academic freedom.</li> <li>• Student casework handled by university partners (complaints, academic appeals, academic misconduct).</li> </ul> <p>Representatives from the student body may be invited for discussion of relevant sections of the report.</p>
Code of Governance	Annual Fit and Proper Persons report Register of interests	
Code of Governance	Board review – based on self-assessment and/or independent review of Board effectiveness	
Code of Governance	Annual Budget	
Code of Governance	Financial Forecasts and Five-Year Business Plan	
Code of Governance and Risk Management Policy	Annual Report and Accounts	

Risk Appetite and Risk Management Policy	Corporate Risk Register including the Risk Appetite statement	Each meeting and at least every three years for a full review of the Risk Management Policy.
Code of Governance	Schedule of Delegation	At least annually or more frequently if there is a change in responsibilities of individual postholders.
Whistleblowing Policy	Annual assurance report	Prepared by the Clerk to the Board, to include review of whistleblowing cases to identify themes and confirm that learning is embedded, including outcomes of cases where wrongdoing is found, and remedial action being taken by the executive.
Safeguarding and Prevent Policy	Annual assurance report and Policy Review	Report to include anonymised details of cases and action taken; training and awareness raising among staff and students; any reporting requirement specified by the OfS; and any policy changes needed in light of changing OfS or legal requirements.
Anti-Bribery and Counter Fraud Policy	Annual assurance report	To include an assessment of risks associated with anti-bribery and fraud in light of relevant higher education sector cases, OfS regulatory guidance and the changing risk profile of the SOC.
Data Management and External Reporting Policy	Annual assurance report	To also include an update on the management of cyber security.
Statement of Compliance with the OfS Condition E6 Harassment, Racism, Bullying, Sexual Misconduct and Violent Procedure	Annual assurance report	Report to include anonymised details of cases and action taken; training and awareness raising among staff and students; and any changes to the Statement of Compliance.
Student Protection Policy	Policy review	To ensure compliance with current OfS requirements and to ensure that all risks are fully identified and risk management measures identified. This is conducted annually or sooner if SOC engages a new university partner.
Code of Governance	Annual assurance report (consumer protection)	To include a summary of the provisions made by university partners in relation to their Refund and Compensation Policy, Terms and Conditions in the Student Contract and Complaints Policy. The report will also cover course information (provided by SOC and partners) and staff training.
Staff and Student Relationships Policy	Assurance report	Report to include anonymised details of cases and action taken, training and awareness raising among staff and students.
Access and Participation Statement	Annual review	In accordance with OfS requirements.

## Annex D: Schedule of Delegation

### Purpose

This Schedule sets out the powers reserved to the Board, the delegations to committees and the Principal, and the financial and operational limits within which delegated authority may be exercised. It supports effective governance, operational efficiency, and compliance with the Articles of Association and OfS Conditions of Registration (including E1, E2, E7). All delegations are revocable at any time.

**Key:** R = Responsible, A = Accountable, C = Consulted, I = Informed, P = proposed by.

**1. Board Reserved Matters (Non-Delegable)** – for a full list of all reserved matters relating to the categories in this table, please refer to section 2.2 above.

Decision	Board	Exec / CEO	Academic Board	Notes
Approve institutional strategy and business plan	R, A	C	C	Annual cycle
OfS registration, reportable events, condition changes	R, A	P	C if applicable	Immediate OfS notification
Annual budget	R, A	P	-	Includes forecasts
Borrowing > £100k	R, A	-	-	OfS approval if required
Partnership agreements (validation / franchise)	R, A	P	R, A	Contract/legal review
Approve Student Protection Plan	R, A	P	R	OfS B3/B4 compliance
Major quality incidents (threshold breaches)	R, A	C	R	Escalation per policy
Senior Postholder appointment	R, A	C*	C	Per Code of Governance 2.4.3
Material related-party transactions	R, A	-	-	

\* The Principal will be consulted on all appointments other than their own replacement.

### 2. Delegations to Sub-Committees of the Board of Directors

Decision	Committee	Exec / CEO	Notes
Access and Participation Statement (if/when required)	Academic Board (R)	P	Approved by the Board of Directors in accordance with OfS requirements.
Academic and student facing policies	Academic Board (A)	P	Except the Freedom of Speech and Academic Freedom Code of Practice with will be approved by the Board of Directors
Academic-related regulations and quality assurance (inc. partnership governance and academic risk)	Academic Board (A)	P	OfS compliance with B conditions

Changes following course validation, revalidation, modifications by University Partners	Academic Board (R)	C	Subject to partner university approval
---	--------------------	---	--

### 3. Delegations to the Principal

Decision	Principal	Board	Notes
Operational budget < £500k	A	A (annual approval)	Virements < 10%
Staff appointments < £100k	A	I (annual report)	Fit & Proper checks required for senior staff
Partnership delivery and monitoring	A	R (annual assurance)	Escalation thresholds apply
Routine OfS reporting	A	R (review)	Includes data returns, specific requests related to registration.
Minor contracts < £50k	A	I	3 quotes required for > £10k
Health & safety policy implementation	A	A (annual assurance)	Principal is responsible for compliance

### 4. Financial Limits

Transaction Value	Approval Level
<£10,000	Any authorised signatory
£10,000 – £100,000	Two Executive signatories
£100,000 – £250,000	Principal or COO + one Executive
> £250,000	Board

### 5. Review and Compliance

**Annual Review:** The Clerk reviews this Schedule annually and recommends changes to the Board for approval.

**Exceptions:** The Principal may act beyond delegated authority in emergencies where delays would cause material risk to students, finances, or regulatory compliance. Any such action must be reported to and ratified by the Board at the next meeting.

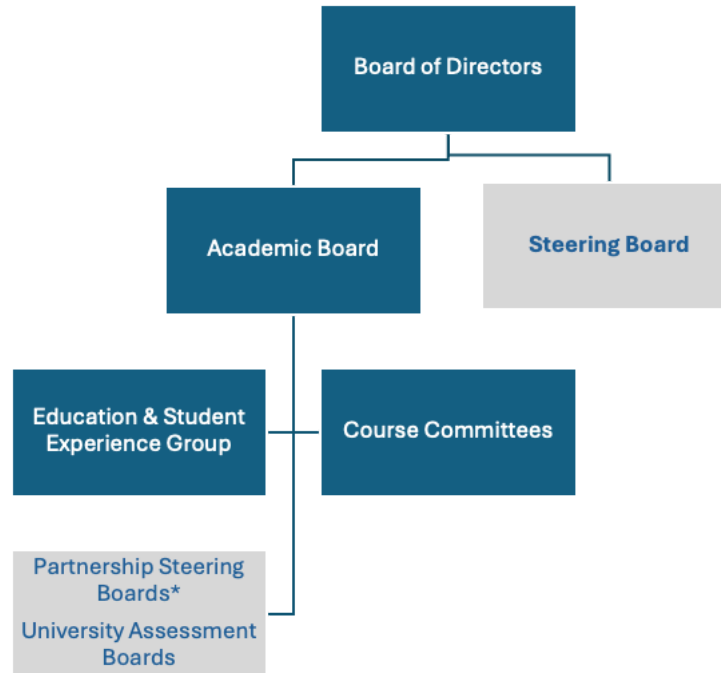
**Publication:** This Schedule is published on the SOC website (Governance section) and submitted to the OfS as required.

**Alignment:** This Schedule aligns with the Articles of Association and OfS E Conditions.



## Annex E: Governance and Management Structures

### Corporate and Academic Governance



Steering Board constituted under provision in section 2.3.3 above to provide strategic advice to the Board of Directors

\* The Partnership Steering Boards and Assessment Boards or equivalent will operate according to each partnership agreement.

Executive Management: Senior Management Team (SMT)

