

IBCM

Governance Handbook

Governance Framework and Terms of Reference for Boards and Committees

v1.6 Approved by Board of Governors 30th September 2022

Version Tracking

- v1.1 - updates to membership in advance of final review and submission to the Board for approval
- v1.2 - Board of Directors renamed Board of Governors
- v1.3 - Staff titles confirmed. Management Committee renamed Executive Committee.
- v1.4 - Specific reference to OfS Public Interest Principles added (p.8). Version approved by Board
- v1.5 - Membership to Board requirements, and Board responsibilities, conflict of interest statement,
- v1.6 - Membership to Board revisions for co-opted student membership

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Purpose of the Handbook

The Handbook provides clarity on the governance arrangements at International Business College Manchester (IBCM, the College). It is designed to be used by stakeholders within the College, and for the purposes of assuring external stakeholders of the arrangements in place. The governance arrangements are reviewed annually by The Board of Governors, and through external regulatory and awarding body reviews.

Governance Practice

IBCM is committed to transparency and good governance in all its activities and strives to conduct its affairs in a responsible and transparent way. In support of this it has adopted the Core Values of Higher Education Governance and the Seven Primary Elements of Higher Education Governance that underpin the values and beliefs identified within the CUC Higher Education Governance Code of Governance¹.

Governance of IBCM is conducted according to the Seven Principles identified by the Nolan Committee on Standards in Public Life², and follows the Public Interest Principles established by the Office for Students³. These, together with the CUC code values and primary elements, are articulated within the Terms of Reference for the Governing Body.

Core values that underpin the governance framework and practice.

- Integrity: transparency, accountability, honesty, freedom of speech and academic freedom
- Sustainability: financial and environmental
- Inclusivity: equality, diversity, accessibility, participation and fair outcomes for all
- Excellence: high quality research, scholarship and teaching
- Innovation and growth: social, economic and cultural
- Community: public service, citizenship, collegiality, collaboration

Governance Framework Overview

The company shareholders (International Business College Manchester Ltd) have established a Board of Governors (the Board) as the governing body of IBCM, to ensure the success of the institution by setting the strategic direction and ensuring the mission, goals and objectives are achieved.

Its core purpose is to look after the interests of the shareholders, the employees, and the students. The members will:

- approve IBCM strategy and help develop proposals on strategy
- scrutinise performance and management in meeting agreed goals and objectives, and monitor accurate reporting and regulatory compliance of IBCM
- satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible
- ensure that IBCM complies with its legal obligations as a company to implement financial and management policies consistent with the Companies Act and the applicable financial standards, and codes of governance
- approve the annual budget of IBCM

¹ <https://www.universitychairs.ac.uk/wp-content/uploads/2020/09/CUC-HE-Code-of-Governance-publication-final.pdf>

² <https://www.gov.uk/government/publications/the-7-principles-of-public-life>

³ <https://www.officeforstudents.org.uk/advice-and-guidance/regulation/conditions-of-registration/public-interest-governance-principles/>

- ensure the organisation and structures are appropriate
- ensure conformity to statutory duties and regulations covering, amongst other things, statutory accounts, taxation, health and safety, employment and environment.

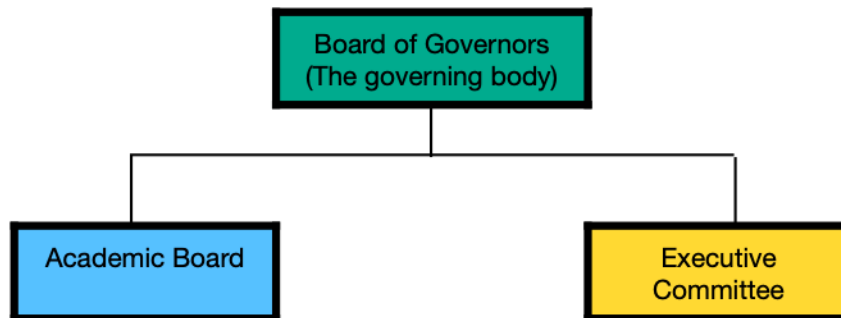
The Board of Governors has established an Academic Board as the senior academic authority at IBCM. Subject to overall responsibility of the Board of Governors, the Academic Board acts as the overarching authority and decision making body for matters concerning academic strategy and policies, academic standards, curriculum design and development, the organisation of teaching, assessment and research and the overall quality of learning opportunities and student welfare. This is aligned with the expectations of awarding bodies and academic partners.

The Board oversees the activity of the Executive Committee, who have delegated responsibility to manage the day-to-day operation of the College. The Board mandate the Executive Committee to drive the strategic plan. This team will also have a strategic layer to its role, to continually monitor the direction of travel of the College and the sector, and risks and opportunities that arise, and where it may be necessary to reconsider existing strategy to liaise with The Board as necessary.

Approach to Governance framework

The governance framework in place is considered appropriate for the nature, scale and complexity of the provider. This takes in to account the number of students, staff and the programme portfolio typical of a small specialist provider like IBCM. Likewise, expectations with regards skill mix and potential situation where various individuals might be required to sit on the same committees is taken into account. The governance framework is subject to review and its ongoing appropriateness will be considered as part of that review.

Governance framework diagram



Committee Terms of Reference

The Board of Governors (The Board)

Authority: Mandate from International Business College Manchester Ltd

Meets: At least four times per year and otherwise as may be determined by the Chair

1. Purpose:

The Board of responsible for:

- 1.1.ensuring institutional sustainability by working with the Executive Committee to set the institutional mission and strategy, and that appropriate steps are being taken to deliver them
- 1.2.ensuring that there are effective systems of control and risk management
- 1.3.the statutory oversight of IBCM and to ensure that it meets the standards of both a company limited by shares and of an institution subject to external regulatory frameworks.
- 1.4.ensuring physical and human resources are in place to meet the needs of students, and for ensuring the enhancement of the learning experience and the maintenance of academic standards.
- 1.5.final decisions on activities and developments of key strategic importance.

2.Membership of the Board of Governors:

2.1.The Board of Governors shall consist of:

- Managing Director/CEO or equivalent position (unless they choose not to be a member)
- Company Directors/Owner (unless they choose not to be a member)
- Independent member/s (external)
- Internal member/s (co-opted staff)
- Internal member (co-opted student)

2.2.The Board of Governors shall determine its membership numbers and composition, provided always that:

- there are at least four members and no more than ten
- there is at least one external member who is independent of the provider and whose term of office is normally limited to a maximum of three terms of three years or two terms of four years, or as required by the OfS or equivalent regulator.

2.3.Independent members shall be persons appearing to the appointing authority (the company directors) to have experience of, and to have shown capacity in industrial, commercial or employment matters or the practice of any profession. At least one Independent member shall be a person who has experience in the provision of higher education.

2.4.The Board of Governors shall determine the periods of office of the Independent members and the Internal members, provided that such terms do not exceed those prescribed above. Such members shall hold and vacate office in accordance with the terms of their appointment.

2.5.All Independent members have voting rights except where a conflict of interest occurs.

2.6.Co-opted members are expected to contribute their direct knowledge and experience of the learning environment at the college and to thereby ensure that relevant interests and concerns are taken into account at the highest level of governance. Co-opted members are not normally governors of the college and shall be co-opted for such period as is determined at the time of their appointment, normally one-year.

2.7.Co-opted members are not normally involved in business relating to individual members of staff or students, or other commercially sensitive matters that might be considered under a reserved agenda.

2.8.Membership

- Chris Hayne (Independent/Non-Executive Director, Chair)
- Mark Harrington (Managing Director)
- Rachena Kumari (IBCM Principal)
- Hayem Pinczewski (Accountant)
- Debby Dawson (Serving Officer, Academic & Quality Manager)
- Student Representative (co-opted member)

3. Conflict of Interest

3.1.As part of the Governor recruitment and appointment process due diligence is undertaken to ensure that any potential conflicts of interest are identified and the Board informed before any appointment is confirmed, and relevant details maintained within a Register of Interests.

3.2.Governors are requested to notify the Serving Officer of any changes on an ongoing basis. In addition, an annual review of the Register is undertaken as part of the Boards audit function.

3.3.Where a conflict of interest arises from an agenda item at a meeting off the Board, Governors should declare the interest before or at the start of the meeting, or as soon as it becomes apparent during the course of the meeting, whether or not the interest is already formally recorded in the Register.

4. Quoracy:

When three members are present. If less than three present business may still take place but any decision will require ratification by a quorate Board of Governors.

5. Statement of Responsibilities

The Board commits to the following key elements of governance contained within the CUC Higher Education code of governance (2020)

- **Accountability:** The governing body is collectively responsible and accountable for institutional activities, approving all final decisions on matters of fundamental concern within its remit.
- **Sustainability:** Working with the executive, the governing body sets the mission, strategic direction, overall aims and values of the institution. In ensuring the sustainability of the institution the governing body actively seeks and receives assurance that delivery of the strategic plan is in line with legislative and regulatory requirements, institutional values, policies and procedures, and that there are effective systems of control and risk management in place.
- **Reputation:** The governing body safeguards and promotes institutional reputation and autonomy by operating in accordance with the values that underpin this Code, its various elements and the principles of public life.
- **Equality, inclusivity and diversity:** The governing body promotes a positive culture which supports ethical behaviour, equality, inclusivity and diversity across the institution, including in the governing body's own operation and composition. This includes ensuring under-representation and differences in outcomes are challenged and, where practicable, corrective action is taken to ensure fair outcomes for all.
- **Effectiveness:** The governing body ensures that governance structures and processes are robust, effective and agile by scrutinising and evaluating governance performance against this Code (and other Codes where an institution's constitutional form requires it), and recognised standards of good practice.
- **Engagement:** The governing body understand the various stakeholders (globally, nationally and locally) of the institution, including students, and are assured that appropriate and meaningful engagement takes place to allow stakeholder views to be considered and reflected in relevant decision-making processes.

The Board commits to upholding the following Public Interest Governance Principles, as applicable to providers registered with the Office for Students (OfS) in the Approved category:

- Academic freedom: Academic staff at an English higher education provider have freedom within the law: to question and test received wisdom; and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or privileges they may have at the provider.
- Accountability: The provider operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English higher education provider.
- Student engagement: The governing body ensures that all students have opportunities to engage with the governance of the provider, and that this allows for a range of perspectives to have influence.
- Academic governance: The governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent).
- Risk management: The provider operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the provider's operations, and its ability to continue to comply with all of its conditions of registration.
- Value for money: The governing body ensures that there are adequate and effective arrangements in place to provide transparency about value for money for all students and (where a provider has access to the student support system or to grant funding) for taxpayers.
- Freedom of speech: The governing body takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the provider.
- Governing body: The size, composition, diversity, skills mix, and terms of office of the governing body is appropriate for the nature, scale and complexity of the provider.
- Fit and proper: Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons.

5. Terms of Reference:

The Board is responsible for:

- 5.1.the mission, character and reputation of IBCM at a strategic level, and being assured that appropriate steps are being taken to deliver them in the interests of students and other stakeholders
- 5.2.establishment and monitoring of systems of control and accountability, including benchmarking of performance where possible and appropriate
- 5.3.maintaining the financial viability and solvency of the College, and that proper accounting procedures are followed, and to approve annual budgets and financial statements
- 5.4.appointment of key executive and board position
- 5.5.ensuring the Board is of appropriate size and has adequate skills and experience to discharge its responsibilities, and to establish processes to monitor and evaluate its performance and effectiveness.
- 5.6.approving scheme of delegation
- 5.7.establishment and approving of Terms of Reference, composition of, and considering minutes and reports from the following sub-committees:
 - Academic Board
 - Executive Committee
- 5.8.to ensure external regulatory body requirements relating to financial, quality and data audit are met through appointment of sub-committee or other well informed authoritative body
- 5.9.to ensure that governance structures and processes are fit for purpose by referencing them against recognised standards of good practice
- 5.10.overall responsibilities for preserving academic standards and ensure that processes are in place to establish and maintain academic standards of the programmes and for the enhancement of the quality of learning opportunities
- 5.11.ensuring legal requirements of a limited company, including health and safety are met
- 5.12.safeguarding the good name and reputation of IBCM, its staff and students

- 5.13.ensuring that there are adequate and effective arrangements in place to provide transparency about value for money for all students and where appropriate, for tax payers
- 5.14.overseeing the financial strategy and financial management of IBCM to ensure that it meets the needs of students and enables the enhancement of the learning experience and the maintenance of academic standards.
- 5.15.to provide assurance, through an audit working group or similar body, that conditions as set by regulatory and funding bodies, and requirements of financial memoranda, are being met. These include the need to:
- use funds for proper purposes and achieve good value for money;
 - have a sound system of risk management, financial control and governance;
 - ensure the use of regular, timely and adequate information to monitor performance;
 - track use of public funds; and safeguard institutional sustainability
- 5.16. to identify any business which the Chair of the Board of Governors may wish to be reserved from co-opted members.

6. Chairs action:

The Chair is to have delegated authority to act between meetings, following consultation with members as required, to deal with urgent matters or in exceptional circumstances. Details of any action should be reported to the next meeting.

7. Confidentiality:

The record of matters which the Chair and the Board of Governors are satisfied should be dealt with on a confidential basis will be recorded separately to the main minutes.

8. Reporting:

Meeting minutes should be made available on the IBCM website, subject to Chair redaction where matters of confidentially or commercial sensitivity are recorded.

9. Review:

The Terms of Reference should be reviewed at least once a year to ensure they remain fit for purpose.

Executive Committee

Authority: Delegated from Board of Governors

Meets: Monthly and otherwise as may be determined by the Chair

1. Constitution and purpose:

The Executive Committee supports the Managing Director and the Principal in developing and implementing IBCM's strategy and plans.

2. Membership:

- Mark Harrington (Managing Director, Chair)
- Debby Dawson (Academic & Quality Manager, Serving Officer)
- Rachena Kumari (IBCM Principal)
- Robert Squire (Financial Officer)
- Inma Sanchez (Marketing Director)

3. Quoracy:

When three members are present. If less than three present business may still take place but any decision will require ratification by a quorate Committee

4. Terms of Reference:

The Executive Committee will advise and assist the Managing Director and the Principal in:

- 4.1. understanding and interpreting the strategic environment in which IBCM operates
- 4.2. developing, considering and recommending to the Board of Governors new and revised strategies and plans
- 4.3. leading on the academic and development strategy, including commercial activities
- 4.4. proposing the annual budget
- 4.5. receiving, approving and monitoring operational and departmental plans in conjunction with the senior management team and departmental and faculty leads.
- 4.6. ensuring compliance with current legislation including equality, health and safety, and data protection, and responding to the requirements of new legislation
- 4.7. taking responsibility for effective communication and implementation of IBCM's strategy, plans, policies and decisions
- 4.8. ensuring the effective management of IBCM's financial, human and physical resources

5. Chair's action:

The Chair is to have delegated authority to act between meetings, following consultation with members as required, to deal with urgent matters or in exceptional circumstances. Details of any action should be reported to the next meeting.

6. Reporting:

The Executive Committee reports to the Board of Governors. The records of the executive are confidential and are not published.

7. Review:

The Terms of Reference should be reviewed at least once a year to ensure they remain fit for purpose.

Academic Board

Authority: Delegated by The Board of Governors.

Meets: At least three times per year and otherwise as may be determined by the Chair

1. Purpose:

The Board of Governors has established the Academic Board to be the academic authority of the College

- 1.1. The Academic Board shall promote academic freedom and freedom of speech within the law for staff and students of the College and for invited external speakers
- 1.2. All matters relating to academic standards are considered with reference to awarding body overarching responsibilities, policies and procedures. The power and responsibilities of the Academic Board are subject to those of the awarding body in all relevant matters.
- 1.3. The Academic Board is responsible for setting, maintaining and assuring the academic standards of the college and any awards it makes. The Academic Board shall take such measures and act in such a manner as shall best promote the academic and professional work of the College and safeguard the integrity and standards of its awards

2. Membership:

- Rachea Kumari (IBCM Principal, Chair)
- Debby Dawson (Academic & Quality Manager, Serving Officer, Deputy Chair)
- Programme leader Engineering
- Programme lead (Business)
- Programme lead (Foundation)
- Programme lead (Professional)
- Student Representative (to be confirmed)

3. Quoracy:

When four members are present. If less than four present business may still take place but any decision will require ratification by a quorate Board.

4. Terms of Reference:

The Academic Board is responsible for:

- 4.1. the maintenance of academic standards, and the development and enhancement of learning, teaching and assessment, scholarship and research, and to develop and communicate IBCM's vision in this regard
- 4.2. ensuring the development and review of an appropriate quality and standards framework in line with the QAA UK Quality Code and other regulatory frameworks and guidance including those of other awarding bodies
- 4.3. maintaining strategic oversight of the development of IBCM's academic and related activities and to advise the Executive Committee on the resources needed to support these
- 4.4. approving the framework of principles, policies, and procedures related to IBCM's education provision, including those relating to the approval and closure of programmes, and staff training and development
- 4.5. reviewing delivery, curriculum, and the development of new programmes
- 4.6. recommending appointment and oversight of external examiners, and receiving and considering responses to external examiners' reports
- 4.7. assuring the quality of students' academic experience and learning opportunities, and related policies and procedures
- 4.8. approving documentation and reports for external purposes, and response to external review reports, and information provided to external organisations
- 4.9. to review and ratify grades and progression reports before submission to external bodies
- 4.10. approving policies and procedures for the assurance of the quality of information about its provisions

- 4.11.fostering an ethos of inclusive practice and widening participation
- 4.12.reporting concerns to the Executive Committee on financial pressures impacting on quality and standards
- 4.13.providing advice and guidance to the Board of Governors on the academic development plan and academic partnerships
- 4.14.providing an annual report on its activity to the Board of Governors
- 4.15.monitoring compliance with the Terms of Reference and remit of its sub-committees, and ensure annual review of Terms of Reference

5. Chairs action:

The Chair is to have delegated authority to act between meetings, following consultation with members as required, to deal with urgent matters or in exceptional circumstances. Details of any action should be reported to the next meeting.

6. Confidentiality:

The record of matters which the Chair and the Academic Board are satisfied should be dealt with on a confidential basis will be recorded separately to the main minutes.

7. Reporting:

The Academic Board reports to the Board of Governors. Meeting minutes should be made available on the IBCM website, subject to Chair redaction where matters of confidentiality or student or staff sensitivity are recorded.

8. Review:

The Terms of Reference should be reviewed at least once a year to ensure they remain fit for purpose.