

## **TERMS OF REFERENCE OF THE ACADEMIC BOARD**

### **INTRODUCTION**

As the Company's governing body, the Board of Directors of the Company (the "**Board**") has the ultimate responsibility for the governance of the Company and its compliance with the ongoing conditions of registration with the Office for Students.

The Company's Articles of Association require the Board to establish and thereafter maintain a committee, to be known as the "Academic Board", which shall, under the overall control of the Board, take such measures and act in such a manner as shall a) best promote the academic work of the Company; b) safeguard the standards of its awards and c) provide assurance to the Board of the effectiveness of the academic governance of the Company.

The Board has delegated to the Academic Board the Company's academic authority and the promotion of the academic work of the Company, including the maintenance of academic quality and standards. The Academic Board shall report to the Board on all matters within its delegated authority in such format and upon such frequency as the Board may require.

Effective academic governance is critical to the registration of the Company with the Office for Students (and the subsequent maintenance of such registration) and ultimately its overall sustainability. Accordingly, the Board has approved these Terms of Reference to document its delegation of authority to the Academic Board, which shall be reviewed on an annual basis.

The Academic Board needs to be agile and proactive in discharging its delegated responsibilities and working collaboratively with the Board to enable the effectiveness of the academic governance arrangements of the Company.

The provisions of the Standing Orders of the Board of Directors of the Company and its Committees shall apply to the management and operation of the Academic Board, save as set out below.

### **MEMBERSHIP AND TERMS OF OFFICE**

The membership of the Academic Board shall be appointed by the Board and its composition shall be as follows:

The Managing Director;

At least one Independent Director;

such other members as the Board may consider appropriate from time to time to enable the Academic Board to discharge its duties.

The members of the Academic Board shall determine who may attend its meetings (but shall not be entitled to vote) from time to time and as required depending on the agenda)

### **MEETINGS AND QUORACY**

The Academic Board shall meet at least four times per year.

The minimum number of members to be present for the Academic Board to be quorate will be half of the members entitled to attend (including the chair) plus one.

## **URGENT BUSINESS**

In exceptional circumstances, business outside of the standard meeting schedule will be circulated electronically to all of the members of the Academic Board for consideration and approval. Decisions will be approved in such circumstances by a majority of appointed members in writing or by email.

Where an urgent decision is required and it is not practicable to contact all of the members of the Academic Board in accordance with paragraph [Error! Reference source not found.](#) above, the Chair of the Academic Board shall be empowered to take action on behalf of the Academic Board. Such action shall be reported to the Academic Board at its next meeting.

## **TERMS OF REFERENCE**

Under the delegated authority of the Board as referenced at paragraph 0 above, the Academic Board shall have the following specific responsibilities:

### **General**

to keep the Board informed on trends in the higher education sector including updates on best practice and published guidance on academic quality assurance and standards and to provide an annual report to the Board;

to determine the academic strategy of the Company and the viability of its courses;

to maintain strategic oversight of academic standards and the quality of learning opportunities available to students of the Company for all courses;

to review and agree annually the Company's academic key performance indicators, including but not limited to enrolment, achievement and outcomes from student surveys and to collect, monitor and analyse data in order to review the Company's performance against those key performance indicators to ensure that its academic standards are maintained and quality is enhanced;

to oversee the delivery of the Company's programmes by distance learning provision to students based outside England;

to advise on such other matters as the Board or the Managing Director may refer to the Board;

to provide minutes of all Academic Board meetings for consideration at Board meetings;

### **Regulatory Compliance**

to advise the Board and the Managing Director on, all matters relating to compliance with UK Higher Education law, regulation and other requirements, the maintenance of academic standards and the assurance and enhancement of the quality of all Company courses, including (without limitation) the requirements of the Office for Students' ongoing conditions of registration relating to quality and standards, compliance with consumer protection law and student complaints;

to advise the Board on all matters relating to academic freedom and freedom of speech;

to receive and consider correspondence from the Office for Students and the Quality Assurance Agency (“**QAA**”) and ensure that the Company responds appropriately;

to approve the Company's submissions for the Teaching Excellence Framework and to review the outcomes;

to approve the Company's submissions to the QAA for all external quality assurance reviews and to review outcomes and approve and monitor the effectiveness of action plans arising from such outcomes;

### **Policies and Procedures**

to approve, keep under review and monitor the effectiveness of all academic policies and procedures including but not limited to those related to curriculum development and review, admissions, learning and teaching, student support, assessment, quality assurance, student conduct and disciplinary matters and all other policies related to the assurance of standards and quality;

### **Academic Matters and Performance**

to provide assurance to the Board on specific academic risks including student recruitment, data collection and reporting, and quality assurance;

to approve and keep under review entry requirements for all courses of the Company;

to consider on an annual basis the student outcomes and commission actions to address any issues;

to consider reports on the management of, and outcomes from, student surveys;

to agree the process for and review on annual basis the monitoring and periodic review of courses and services for students and agree and keep under review any resulting improvement plans.