

Oxford International Education and
Training Limited (“Company”) (trading as
Oxford
International Education Group) Board of
Governors’ Terms of Reference relating to
those matters regulated by the Office for
Students (“OfS”)

Contents

- Introduction..... 3
- Board Structure diagram 4
- Governance Framework 4
- Statement of Primary Responsibilities..... 5
- Membership 6
- Delegation of responsibilities 7
 - Schedule of delegated responsibilities..... 7
 - Forms of Delegated Authorities 9
 - Use of Delegated Authorities 9
- Stakeholder interest and input 9
- List of members 2025-26..... 10
- Quorum 11
- Frequency of Meetings 11
- Conduct of Meetings 13
- Conflicts of interest..... 13
- Presenting a formal record of governance..... 14
- Academic Freedom and Freedom of Speech..... 14
- Rules and Byelaws 14
- Approval and Revision 14
- Revision Record 15
- Appendix 1..... 15
 - OfS Accountable Officer..... 15
 - Definition..... 15
- Appendix 2..... 16
- Board of Governors Code of Conduct 16
 - Oxford International Education and Training Limited..... 16
 - 1. Purpose and Status..... 16
 - 2. Responsibility as a Director of the Board of Governors 16
 - 3. Collective Responsibility and Accountability..... 16
 - 4. Evidence, Assurance and Record Keeping..... 17
 - 5. Conflicts of Interest 17
 - 6. Gifts, Hospitality and Benefits 17
 - 7. Partnership and Subcontractual Oversight 17
 - 8. Freedom of Speech and Academic Freedom 17
 - 9. Attendance, Preparation and Conduct..... 18
 - 10. Role of the Chair of the Board of Governors..... 18
 - 11. Breach of the Code of Conduct 18
 - 12. Review and Approval..... 18
- Appendix 3..... 19

Review of the Effectiveness, Performance and Support of the Board of Governors.....	19
Appendix 3a.....	22
Annual Governor Review Form	22
Appendix 4.....	24
Short Guide to Information Security for Governors.....	24
Appendix 5.....	25
Framework for Governor Induction and Development	25
Introduction.....	25
Governor Induction.....	25
On-going development.....	26

Introduction

In these Terms of Reference, the term “Board of Governors” or “Board” is the title adopted for the Board of Directors (as defined in the Articles of Association of the Company) so that the Board of Directors is the Board of Governors and “governors” shall mean the directors appointed by the Company from time to time. The Board of Governors is the “governing body” (as defined in section 85(1) of the Higher Education and Research Act 2017) and thus has authority to govern all matters regulated by the OfS. Its key role in that regard is to determine that the student experience is of the highest quality, and this is managed through ensuring the company meets the on-going conditions for OfS registration.

The Board of Governors oversees the balance between business needs of the Company and the continued quality development of the educational provision in relation to OfS conditions of registration and best practice according to QAA and other educational overseers (e.g. Education Scotland).

The wider global company has a **Higher Education Advisory Board**. This Board comprises a broad cross-section of members from the international education community and serves the purpose of providing external advice and insights. Working with industry leaders and experts in the education sector, the advisory board supports with understanding the needs and expectations of the key international education stakeholders including institutions, students, agents, service providers and others associated with the global education sector. Information from the HE Advisory Board is shared with the Board of Governors as relevant.

The **Safeguarding Committee** and the **Health and Safety Committee** both operate over the whole global company. They provide reports to Board of Governors on issues relating to E6 (Harassment and Sexual Misconduct, Prevent) and Health & safety risks for all students within the Academic Partnerships provision.

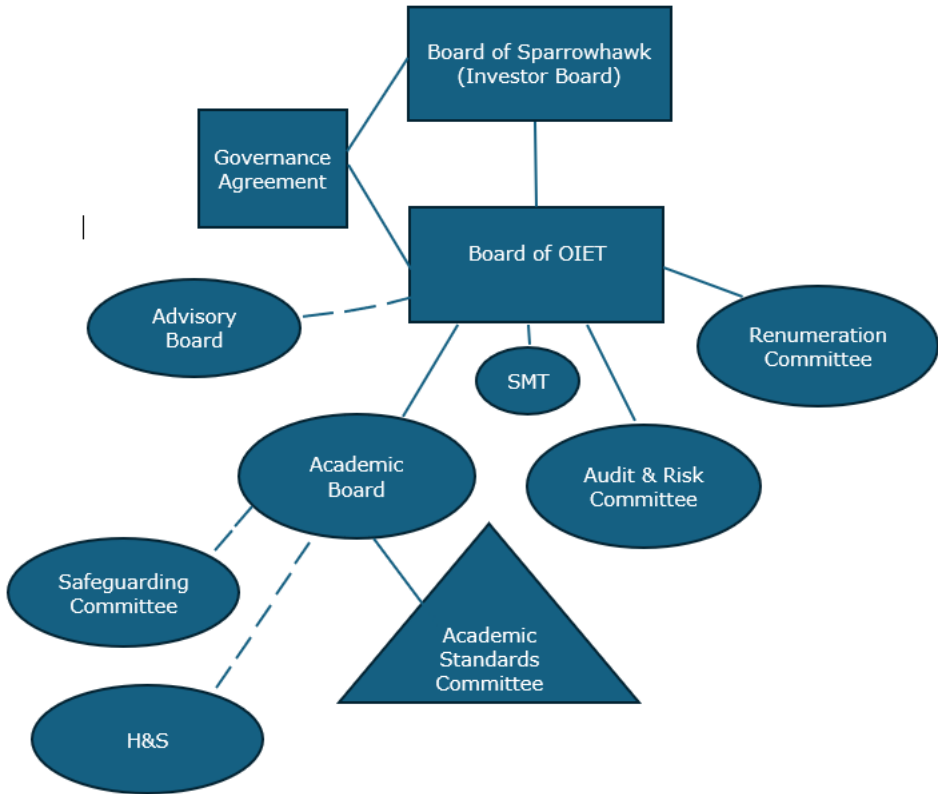
From an academic aspect the Board of Governors sets expectations for the maintenance of academic standards, quality delivery of programmes, high levels of student support and compliance with the regulations of statutory and regulatory bodies. Progress is scrutinised and advice on measures for improvement, where relevant, is given.

These terms of reference highlight the rules in place to ensure good and effective governance

and provide clear responsibilities, the need for transparency, integrity and stakeholder engagement.

These terms of reference are subject to the terms of a governance agreement between the Company and its parent, Sparrowhawk 1 Limited. In the event of any conflict between the terms of the two then the governance agreement shall prevail.

Board Structure diagram



Governance Framework

OIET has established a governance framework applying the tenets of the IHE Code for Governance. The framework provides a clarity for everyone on how governance and management are defined/differentiated regarding roles and responsibilities, to ensure an efficient and reliable decision-making governing body.

The framework consists of:

- Governance Agreement
- Academic Governance Diagram
- Governance-management Structure Diagram
- Governance Matrix
- Governance map narrative
- Governor Code of Conduct
- Scheme of Delegation
- SMT Positioning Document

Also to be read in conjunction with:

- Board of Governors terms of reference
- Audit & Risk Committee terms of reference
- Academic Board terms of reference
- Academic Standards Committee terms of reference
- Nomination, remuneration and General purposes Committee terms of reference

Statement of Primary Responsibilities

1. To approve the mission and strategic vision of the Company, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders. This shall include the safeguarding of the good name and values of the Company. In particular the Board of Governors shall be the principal financial and business authority of the Company, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the Company's assets, property and estate.

2. To ensure processes are in place to monitor and evaluate the performance and effectiveness of the OfS regulated activities of the Company, against the Board of Governors approved strategy, plans and key performance indicators. These should be, where possible and appropriate, benchmarked against other comparable institutions (including and taking full account of OfS thresholds).

3. To appoint the chief executive of the Company and as appropriate to delegate authority to the chief executive of the Company for the academic, corporate, financial, estate, and human resource management of the Company and to delegate authority, where required, to committees reporting to the Board of Governors. The Board of Governors will seek to ensure continued growth in positive outcomes where reasonably possible.

4. To establish and keep under regular review the policies, procedures and limits within such delegated functions shall be undertaken by and under the authority of the chief executive and committees with due regard to relevant guidance about how to comply with consumer protection law and requirements of OfS Regulatory Condition C5. Such committees shall include an Academic Standards Committee and Academic Board on terms approved by the Board of Governors from time to time in accordance with all legal and regulatory requirements. This will include the approval of the annual update of the 'Access and Participation Plan' of the Company as required by OfS.

5. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, value for money arrangements and procedures for handling internal grievances and for managing conflicts of interest.

6. To adopt the Enterprise Risk Management model in reviewing risk and regularly scrutinise and interrogate the risk register, drawing on the experience of the governors to do so, with particular scrutiny of ongoing ISI regulation, UKVI stats, data accuracy and returns to OfS, IT, and HR operations.

7. To receive and test assurance from the Academic Board of the company that academic governance, including the standard of awards, the student academic experience and student

outcomes are adequate and effective.

8. To maintain and protect the principles of academic freedom and freedom of speech legislation.
9. To establish processes to monitor and evaluate the performance and effectiveness of the Board of Governors itself.
10. To promote a culture which supports inclusivity and diversity across the Company.
11. To conduct its business in accordance with the latest version of Independent HE's *Code of Higher Education Governance* and with the principles of public life drawn up by the Committee on Standards in Public Life.
12. To appoint a Clerk to the Board of Governors and to ensure that, if the person appointed has managerial responsibilities in the Company, there is an appropriate separation in the lines of accountability.
13. To be the Company's governing body (as defined by section 85(1) of the Higher Education and Research Act 2017) and, as such, to ensure that systems are in place for meeting all the Company's legal obligations, including those arising from contracts and other legal commitments made in the Company's name.
14. To receive assurance that adequate provision has been made for the general welfare of students and the management of academic quality and standards. This is to include the approval of policies and procedures relating to students.
15. To ensure that the Company's Articles of Association are followed at all times and that appropriate advice is available to enable this to happen.
18. To nominate to the OfS, a senior officer as the 'accountable officer' who shall be accountable to the OfS on behalf of the governing body. In the event of any change in Accountable Officer OfS will be notified immediately.

Membership

The Board of Governors consists of a group of people reflecting the skills required to provide a thorough critical and supportive review of the provision of the Company regulated by the OfS.

Members of the Board are drawn from both senior team members of the Company with responsibilities covering overall leadership of the Company, notably, strategic planning, and particular aspects of its management, legal and compliance, financial, quality assurance, partnership management, academic and operational together with two non-executive/independent governors (external governors) selected from outside the Company on the basis of the particular skills and expertise which they bring to the Board's deliberations especially in areas such as quality assurance and legal background and knowledge. The non-executive directors bring a vital element of scrutiny to the Board's deliberations.

The Board of Governors shall determine the period of office of members in each of the categories set out in above subject to any limitation in the Articles of the Company. Such members shall hold and vacate office in accordance with the Articles of Association of the Company and terms of their appointment and, on ceasing to be a member on completion of their period of office, may be eligible for reappointment in accordance with the Articles and these terms of reference. The Chair and can hold office for as long as is determined by the Company in accordance with the Articles.

If at any time the Board of Governors is satisfied that any member of the Board of Governors:

(a) has been absent from meetings of the Board of Governors for a period of six months without the permission of the Board of Governors.

(b) is unable or unfit to discharge the functions of a governor; or

(c) any other good cause agreed formally by the Board of Governors;

The Board of Governors may by simple majority vote remove them from office.

Where a governor is appointed on an ex officio basis then if that person ceases to hold such role, they shall automatically cease to be a member of the Board of Governors.

In attendance at relevant parts of the Board of Governors will also be both the Company's senior academic lead and chair of the Academic Board/ Academic Standards Committee when required/invited.

It shall be for the Remuneration Nominations and General Purposes Committee to determine the question as to whether any person is qualified for appointment as a member of the Board of Governors of any description or category. The Board of Governors will approve these decisions.

The Remuneration Nominations and General Purpose Committee (RNGPC) will ensure the sustainability of the Governors, through annual review to include a skill scan to identify possible gaps that need to be filled and oversee the appointment of new governors (See RNGPC Terms of Condition).

Delegation of responsibilities

Schedule of delegated responsibilities

The Board of Governors is responsible for the Company's educational character, its strategic direction and policies governing all aspects of educational activity within scope.

The Board of Governors may delegate any of its powers, functions or duties to any person, committee or body. The reasons for delegation are three-fold:

1. The Board of Governors operates within a larger group and its remit only relates to the Company and any of its subsidiaries. Many of the key functions such as business development, finance, and marketing operate across the whole group. The power to operate independently exists and the Board of Governors work collaboratively to protect the benefits of students and ensure compliance with OfS requirements. These terms of reference clarify how communication with these other bodies function effectively.
2. Other governance bodies operating to support the work of the Board of Governors and those who report to and feed directly into the agenda of the Board of Governors are:
 - Remuneration, Nominations and General Purposes Committee
 - Audit Committee
 - Academic Board

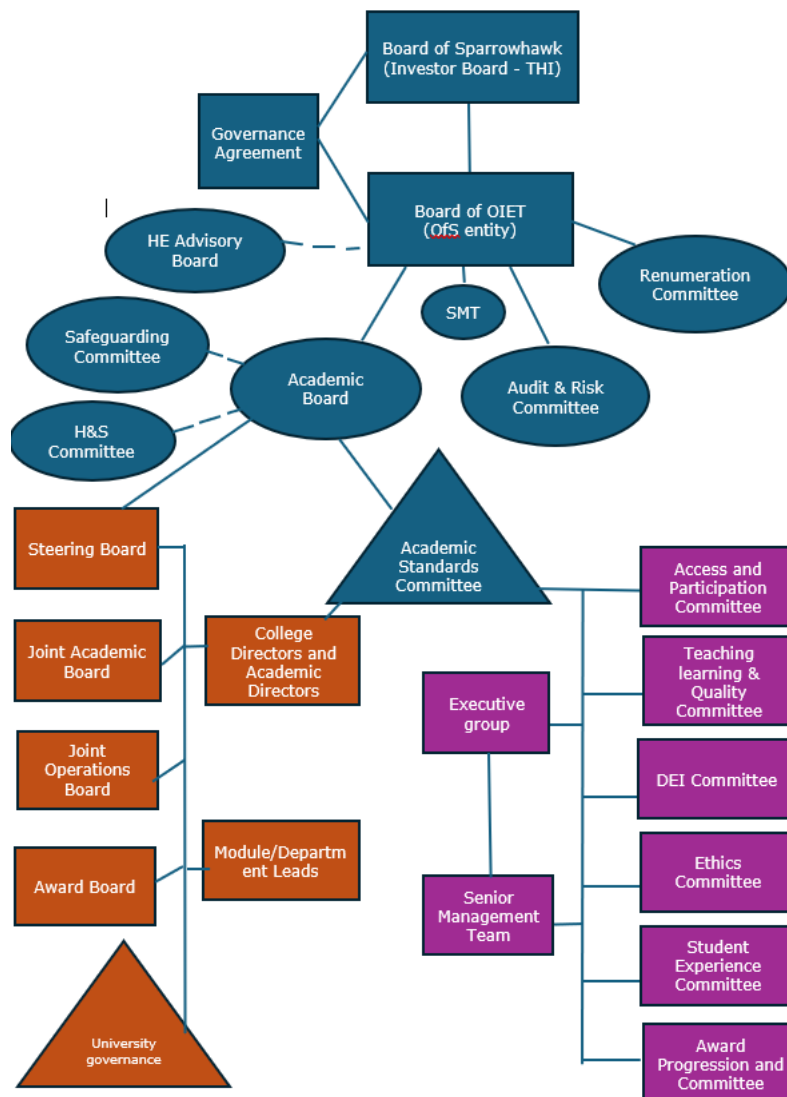
- Academic Standards Committee
3. The business of the Company consists of detailed relationships with different universities, each governed by their own service agreements and associated delegated governance and quality assurance powers. Issues arising from boards established under the contractual arrangements for each of them(see list below) are fed up from the Academic Board and Academic Standards Committee to the Board of Governors.

Key boards for each with each university to ensure quality oversight are:

- Steering Boards (each partner university)
- Joint Academic Boards (each partner university)
- Operational Boards (each partner university)

Given the complexity of the provision and the numerous partners and processes, committees are required from time to time to collate input across the diverse departments and make decisions on behalf of the Board of Governors. These report regularly to the Board of Governors.

Diagram to show OIET Governance interaction with the whole provision
 (Blue- OIET central governance. Orange relates to the Pathway Embedded Colleges and purple to the planned Fee Cap provision)



Forms of Delegated Authorities

In accordance with the above, the Board of Governors has delegated authority to the following committees, as detailed in their respective terms of reference:

- Audit & Risk Committee
- Remuneration, Nominations and General Purposes Committee
- Academic Board
- Academic Standards Committee.

The Board may also set up specific task groups to advise and recommend action to the Board on singular high priority issues. These groups will have a time-limited function, and each will have particular terms of reference and reporting arrangements to be agreed by the Board.

The Chair is to have delegated authority to act between meetings, subject to appropriate consultation with fellow governors as required, including the Clerk to Governors. Where Chair's action is taken, a report will be made to the next meeting of the Board of Governors to be included in the formal record of proceedings.

Committee Chairs have the authority, following consultation with the Chair of the Board of Governors or their nominee, to deal with any urgent business on the committee's behalf, where it is deemed that a delay would impede the business of the committee. Any action taken by the Chair under this authority should always be reported to the next meeting of the committee. The Board of Governors retains ultimate responsibility for the delegations it has issued. It should therefore receive reports of any action taken on its behalf and may request additional reports or information subsequently.

Use of Delegated Authorities

Where a power or function is delegated, the relevant committee or official exercising that power must at all times act in accordance with the Company's interests, the financial procedures, policies and any other relevant procedures, and within budgetary and legal constraints.

Where the Board of Governors delegates any of its powers, the committee, the Chair, or any other delegatee (as the case may be) to whom the power or powers have been delegated shall report to the Board of Governors on any exercise of such a power or powers.

Wherever power is delegated, this does not obviate the need for consultation with colleagues and consideration and/or the reporting of the decision at other relevant committees or bodies, as appropriate.

Actual or delegated powers should only be exercised provided provision has been made for them within the scope of financial and other defined authorities and limitations agreed by the Board of Governors.

Stakeholder interest and input

Input and feedback from students is regularly communicated to the Board of Governors through the

Steering Board and academic papers. At each of these committees and boards there are student representatives and these feed into the stakeholder input.

Once a year in April (or otherwise as agreed) the Board invites student representatives from across the provision to meet with the Governors.

Governors also are permitted to visit the colleges established by the Company with university partners to gather informal feedback from the student voice in person to report back to the Board.

List of members 2025-26

Internal members:

1. Chair – David Brown
2. Managing Director of University Partnerships and Accountable Officer – Laura Guga-Voyce
3. Company Chief Financial Officer – Nick Malcolmson
4. Company Executive Officer - Lil Brennermann- Richard

External Independent members

5. Julie Smith
6. Glynne Stanfield

No governor shall be entitled to appoint an alternate.

Upon invitation to relevant parts of meetings (but not being governors)

7. Regional Director
8. Assistant Director of Quality Assurance (OIA Lead)
9. Legal Counsel
10. Others as the situation arises.

Quorum

For a meeting of the Board to be quorate, at least three members must be present, one of whom must be an external member. Every governor has one vote, and all decisions must be passed by simple majority. If the Chair is absent, one of the other external members takes on this role for that meeting.

Frequency of Meetings

The Board of Governors meets four times a year.

Additional meetings of the Board of Governors or committee of Board of Governors may be called by the Chair on receipt of a request by at least two Board of Governors members.

In addition to the standing items of:

1. Chair’s welcome and apologies for absence
2. Declarations of interest
3. Academic action plan/enhancement update
4. Risk register review
5. Student numbers update in grid against expectations and budget position.
6. Business development updates/business risk
7. summary UKVI stats (CAS issues, visa rejection rates)
8. Policy update approval as required
9. Specific agenda items for this meeting
10. Items for noting.
11. Any other business
12. Time and place of next meeting

Then the following items shall be discussed:

Date	Focus papers	Standing items
January/Feb	<p><u>Matters for decision:</u> <u>Annual review of governance and scheme of delegation</u></p> <p><u>Matters for discussion:</u></p> <ul style="list-style-type: none"> • New programmes • Risk management plan • EDI report • Remuneration, Nominations and General Purposes Committee Annual report <p><u>Matters for information:</u></p> <ul style="list-style-type: none"> • Marketing and recruitment update • Budget update 	<ol style="list-style-type: none"> 1. Academic action plan/enhancement update 2. Risk register review 3. Student numbers update in grid against expectations and budget position. 4. Business development updates/business risk 5. summary UKVI stats (CAS issues, visa rejection rates) 6. Policy update approval as required.

	<p><u>Committee updates:</u></p> <ul style="list-style-type: none"> • Audit & Risk Committee • Standards Committee 	
April (mid)	<p><u>Matters for decision:</u></p> <ul style="list-style-type: none"> • Quality Improvement Plan • Student experience report and attendance <p><u>Matters for discussion:</u></p> <ul style="list-style-type: none"> • Risk management plan <p><u>Matters for information:</u></p> <ul style="list-style-type: none"> • Market and recruitment update • Student feedback report <p><u>Committee updates:</u></p> <ul style="list-style-type: none"> • Audit & Risk Committee • Remuneration, Nominations and General Purposes Committee • Academic Board 	
July (late)	<p><u>Matters for decision:</u></p> <ul style="list-style-type: none"> • Budget and business plan • Financial Statements for approval re OfS – 5 year financial forecast <p><u>Matters for discussion:</u></p> <ul style="list-style-type: none"> • Risk management plan <p><u>Matters for information:</u></p> <ul style="list-style-type: none"> • Marketing and recruitment update <p><u>Committee updates:</u></p> <ul style="list-style-type: none"> • Audit & Risk Committee • Remuneration, Nominations and General Purposes Committee 	

October	<p>Reflective practice session. Training or shared CPD needs.</p> <p><u>Matters for decision:</u></p> <ul style="list-style-type: none"> • Annual report from academic board • Teaching and Learning report • Report on compliance with OfS conditions <p><u>Matters for discussion:</u></p> <ul style="list-style-type: none"> • Risk management plan • Annual Review of complaints, academic misconduct and appeals. <p><u>Matters for information:</u></p> <ul style="list-style-type: none"> • Marketing and recruitment update • Courses being offered and provision overview. <p><u>Committee updates:</u></p> <ul style="list-style-type: none"> • Audit& Risk Committee • Remuneration, Nominations and General Purposes Committee • Academic Board
---------	---

Conduct of Meetings

The Chair, supported by the Clerk to the Board, is responsible for summoning the meetings, providing an agenda and circulating papers for consideration or noting. The Chair also provides for the taking of minutes by the Clerk and submission of same and any additional reports to the board of directors of the parent company to the company.

Meetings of the Board will normally be held either face to face or via Teams with a view to half being face to face and half via Teams. Where a decision is made to hold a meeting face to face such a meeting may be called for the Head Office, Greenwich, or at one of the embedded colleges or other centres, with the agreement of the College Director or Centre Principal.

The Chair, supported by the Clerk, monitors progress on agreed actions and monitors the Company's risk register on behalf of the Board. The Chair ensures that papers are stored by the Clerk on Teams or Sharepoint.

Members are expected to take collective ownership of the issues within the Board's remit. Business will be conducted in a spirit of openness and mutual respect and the Board will be solution-oriented in conducting its business.

Conflicts of interest

- a. All Directors have an ongoing responsibility to declare any conflict of interest to the Board of Governors. Conflict interest declarations are completed annually so that any actual or potential conflicts of interest between the interests of Directors (or any associated persons) and the interests are promptly disclosed.
- b. The Clerk to the Governors will maintain a Register of Interests of Directors which will be available on request.

Presenting a formal record of governance

Minutes of every meeting and associated papers are kept and circulated to the Board of Governors initially for feedback and then for approval.

Minutes (excluding business sensitive information) are uploaded to the website to support openness and transparency.

Academic Freedom and Freedom of Speech

Staff of the Company, while engaged in teaching and research in accordance with their terms and conditions of service, shall 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.

The Company shall take such steps as are reasonably practical to ensure that freedom of speech within the law is secured for its students and staff and for visiting speakers and that the use of the premises of the Company is not denied to any individual or body of persons on any ground connected with their beliefs or views, or their policy or objectives.

The Company shall approve and regularly review a code of practice setting out the procedures to be followed by students and staff of the Company with respect to meetings and other activities held on the premises of the Company and shall take such steps as are reasonably practicable to secure that the requirements of the code of practice are complied with.

Rules and Byelaws

Within their areas of responsibility, the Board of Governors shall have power to make rules and byelaws concerning such matters with regard to the composition, government, proceedings regulation and conduct of the Academic Board and all committees and sub-committees of the Board of Governors as it shall think fit. The Board of Governors shall approve all such rules and byelaws before they shall be effective.

Approval and Revision

The Terms of Reference for the Board of Governors are to be reviewed annually in the first meeting of each academic year.

Revision Record

Section of ToRs	Proposed Revision	Approved by Board of Governors on
Whole document	Updating to be accurate reflection	February 2026

Appendix 1

OfS Accountable Officer

The accountable officer is Laura Guga-Voyce.

Definition

“Accountable officer’ means a senior officer at the provider, who should normally be the head of the provider, vice-chancellor, principal, chief executive or equivalent. An accountable officer who is not the most senior officer of the provider would only be accepted where the OfS considers that there is sufficient reason for this, for example, if the provider has a number of activities not all of which are related to its higher education provision, and there is a senior officer who is not the overall CEO but is responsible for the higher education activities”.

Appendix 2

Board of Governors Code of Conduct

Oxford International Education and Training Limited

1. Purpose and Status

This Code of Conduct sets out the standards of behaviour and responsibilities expected of all members of the Board of Governors (“Governors”) of Oxford International Education and Training Limited (“the Company”).

The Code supports compliance with:

- The Office for Students (OfS) ongoing conditions of registration, including governance and management requirements relevant to fee cap approval
- The Higher Education and Research Act 2017
- The Independent HE Code of Higher Education Governance
- The Seven Principles of Public Life (Nolan Principles).

All Governors are required to comply with this Code at all times.

2. Responsibility as a Director of the Board of Governors

Governors shall act in good faith, honestly and diligently in accordance with their duties as directors and members of the governing body.

Governors shall take decisions in the best interests of the Company, having due regard to:

- The student interest
- Academic quality and standard
- Student outcomes and experience
- Value for money
- Compliance with the OfS regulatory framework.

Governors shall act in accordance with company law and shall:

- Act within their powers
- Exercise independent judgement
- Exercise reasonable care, skill and diligence
- Avoid conflicts of interest
- Not accept benefits from third parties.

Governors must ensure that decisions of the Board of Governors or its committees are taken only by the person or body with the appropriate authority under the Company’s Articles of Association, Terms of Reference and scheme of delegation. Where authority is unclear, the matter must be referred to the Chair and Clerk to the Board before any decision is implemented.

Once decisions are properly taken, Governors are expected to support them collectively.

3. Collective Responsibility and Accountability

Governors share collective responsibility for the effective governance of the Company and shall:

- Accept collective accountability for decisions of the Board of Governors
- Ensure that governance arrangements operate effectively in practice

- Seek, receive and appropriately challenge assurance on academic governance, financial sustainability, risk management and internal controls
- Ensure that the Company provides and fully delivers the higher education courses it advertises, supported by appropriate academic resources and student support.

4. Evidence, Assurance and Record Keeping

Governors shall support transparency and accountability by ensuring that:

- Board and committee papers are reviewed in advance of meetings
- Decisions, delegated authorities relied upon, key risks considered and the rationale for decisions are accurately recorded in minutes
- Actions arising from meetings are clearly assigned and monitored
- Assurance received from committees, senior officers and the Academic Board is evidence-based and subject to appropriate scrutiny.

5. Conflicts of Interest

Governors must declare promptly any actual, potential or perceived conflict of interest and ensure that such interests are recorded in the Register of Interests maintained by the Clerk to the Board.

Where a conflict of interest exists, Governors must withdraw from discussion and decision-making in accordance with Board procedures and ensure that appropriate mitigations are applied and recorded.

6. Gifts, Hospitality and Benefits

Governors shall not accept gifts, hospitality or other benefits that could reasonably be perceived as influencing, or seeking to influence, their role as a Governor. Any offers of gifts or hospitality must be declared in accordance with Company policy.

7. Partnership and Subcontractual Oversight

Governors shall seek and test assurance that:

- Educational partnerships, including any subcontractual or franchised provision, are governed through clear accountability, effective oversight and appropriate risk controls
- Risks associated with growth in student numbers or partnership provision are identified early and mitigated effectively
- Academic standards, admissions, assessment, academic misconduct processes, student support and outcomes are consistently managed across partnership arrangements
- Issues arising from partner governance structures are escalated appropriately to the Board of Governors.

8. Freedom of Speech and Academic Freedom

Governors shall uphold the principles of academic freedom and freedom of speech within the law.

Governors shall ensure that policies and decisions affecting these areas are developed, approved and implemented in accordance with the Company's governing documents, legal obligations and delegated authorities, supported by clear rationale and, where appropriate, legal advice and documented risk assessment.

9. Attendance, Preparation and Conduct

Governors are expected to:

- Attend meetings regularly and participate actively
- Prepare thoroughly for meetings by reviewing papers in advance
- Conduct themselves with professionalism, openness and respect
- Engage in constructive, evidence-based challenge focused on continuous improvement.

Persistent failure to attend meetings or to contribute effectively may result in a review of a Governor's continued membership of the Board of Governors.

10. Role of the Chair of the Board of Governors

In addition to the responsibilities of all Governors, the Chair shall:

- Chair and conduct the business of Board of Governors meetings
 - Establish the agenda for meetings in conjunction with the Clerk to the Board
 - Act as the primary point of contact between the Board of Governors and the senior executive team
 - Facilitate effective discussion and decision-making
 - Ensure that the Board operates in accordance with its governing documents and delegated authorities
 - Support high standards of governance and compliance with OfS regulatory expectations.
-

11. Breach of the Code of Conduct

Failure to comply with this Code of Conduct may result in:

- Informal discussion and guidance
 - Formal review by the Chair of the Board of Governors
 - Action by the Board of Governors, up to and including removal from office in accordance with the Articles of Association and the Board's Terms of Reference.
-

12. Review and Approval

This Code of Conduct shall be approved by the Board of Governors and reviewed annually as part of the Board's governance effectiveness review, or sooner if required by changes to the OfS regulatory framework or governance best practice.

Appendix 3

Review of the Effectiveness, Performance and Support of the Board of Governors

1. Purpose and Regulatory Context

The Board of Governors (“the Board”) recognises that its effectiveness as the governing body is central to meeting the Office for Students’ ongoing conditions of registration, including those relating to governance, management, academic quality, financial sustainability and value for money.

In particular, for the purposes of Fee Cap registration, the Board must be able to demonstrate that it:

- operates with appropriate independence, skills and experience
- reflects on and reviews its own effectiveness
- ensures that governors are supported, developed and held to account; and
- maintains a governing body capable of effective scrutiny, challenge and assurance.
-

This Appendix sets out the arrangements through which the **performance, contribution and support of governors**, and the **effectiveness of the Board as a whole**, are reviewed.

2. Collective Responsibility of the Board

The Board is collectively responsible for:

- maintaining an appropriate balance of skills, experience, independence and diversity
- ensuring that governors are able to contribute effectively and are appropriately supported
- reflecting on its own performance, culture and behaviours; and
- ensuring that governance arrangements remain fit for purpose as the provider grows and develops.
-

The review of individual governors is therefore **not a stand-alone appraisal exercise**, but forms part of a **wider, Board-led approach to governance effectiveness and continuous improvement**.

3. Role of the Chair of the Board of Governors

The Chair has primary responsibility for **leading an effective, reflective and well-supported governing body**.

On behalf of the Board, the Chair shall:

- maintain regular, constructive dialogue with governors regarding their contribution, capacity and support needs
- lead an **annual review discussion** with each governor, including executive and independent governors
- ensure that governors understand their role, responsibilities and the expectations placed upon them as members of the OfS governing body
- identify, through discussion, any development, induction, mentoring or support needs
- address, at an early stage, any concerns relating to attendance, engagement, conduct or capacity; and
- foster a Board culture characterised by openness, respect, constructive challenge and shared accountability.
-

The Chair’s role is both **supportive and challenging**, ensuring that governors are enabled to contribute effectively while safeguarding the Board’s overall effectiveness.

4. Scope of the Annual Review Discussions

Annual review discussions led by the Chair will normally consider, in a proportionate and qualitative manner:

- attendance and preparedness for meetings;
- contribution to Board and committee discussions, including effective challenge and use of expertise;
- understanding of regulatory responsibilities, including those relating to OfS conditions and fee cap compliance;
- conduct, behaviours and adherence to the Board's Code of Conduct;
- capacity and time commitment, including committee roles or additional responsibilities;
- development needs, training requirements or mentoring support; and
- future intentions, including continuation of office or interest in additional governance roles.
-

The emphasis of the discussion is on **effectiveness, contribution and support**, rather than individual performance management.

5. Record-Keeping and Use of Review Outcomes

Following each review discussion, the Chair shall agree a **brief written note** with the governor, summarising:

- key points discussed
- any agreed actions or development support; and
- any matters to be considered further at Board or committee level.

These records shall be held by the Clerk to the Board in accordance with governance and data protection requirements.

The Chair shall not report individual reviews verbatim to the Board. Instead, the Chair shall provide the Remuneration, Nominations and General Purposes Committee with a **thematic and anonymised overview**, highlighting:

- Board-level strengths and areas for development
- skills gaps or succession risks
- training and development needs; and
- any issues requiring formal consideration.

6. Role of the Remuneration, Nominations and General Purposes Committee

Acting on behalf of the Board, the Remuneration, Nominations and General Purposes Committee (RNGPC) provides **formal assurance and oversight** of Board effectiveness arrangements.

In relation to governor review and support, the Committee shall:

- consider the Chair's thematic feedback on governor reviews
- review the overall size, composition, balance and effectiveness of the Board and its committees
- oversee succession planning for the Chair, committee chairs and governors
- recommend arrangements for governor induction, training and development
- consider recommendations relating to re-appointment, extension of terms or, where necessary, removal from office, in accordance with the Articles of Association; and
- assure itself that governance arrangements meet OfS expectations, including those relevant to Fee Cap registration.

The Committee shall not conduct individual appraisals of governors but shall ensure that **robust, fair**

and proportionate processes are in place and operating effectively.

7. Board-Level Reflection and Continuous Improvement

At least annually, the Board shall undertake a **collective review of its own effectiveness**, informed by:

- the Chair's reflections on individual governor reviews
- feedback from committees
- skills audits or governance self-assessment tools
- regulatory feedback or external assurance activity (where applicable).
-

This review may result in actions relating to:

- Board development or training
 - changes to committee structures or delegated authorities
 - succession planning
 - updates to governance documentation or practices.
-

8. Early Termination of Office

In the exceptional circumstance where concerns arise regarding a governor's continued effectiveness or suitability, the Chair shall discuss the matter with the Accountable Officer and the CEO of the Oxford Group.

Any recommendation for early termination of office shall be made to the Board in accordance with the Articles of Association, supported by appropriate evidence and due process.

9. Alignment with OfS Expectations

These arrangements are intended to demonstrate that the Board:

- actively reflects on and reviews its own effectiveness
- ensures governors are supported and capable of fulfilling their regulatory responsibilities
- maintains appropriate independence and challenge; and
- exercises effective oversight of governance as required for Fee Cap registration.

Annual Governor Review Form

Purpose of this Record

This form provides a brief, proportionate record of the annual review discussion between the Chair of the Board of Governors and an individual governor, in accordance with Appendix 3 of the Board of Governors’ Terms of Reference.

The purpose of the review is to:

- support the effectiveness of the Board as the OfS governing body
- reflect on the governor’s contribution, capacity and support needs
- identify development or succession considerations; and
- inform Board-level and committee-level assurance regarding governance effectiveness.

This is **not a performance appraisal** and does not assess governors as employees. It is a governance effectiveness and support discussion.

Governor Details

Name of Governor:

Role(s) held (e.g. committee membership, chair roles):

Name of Chair / Reviewer:

Date of discussion:

Summary of Discussion

(Brief narrative summary only – bullet points are acceptable)

1. Contribution and Engagement

Reflection on the governor’s contribution to the Board and committees, including preparedness, participation, use of expertise and constructive challenge.

2. Capacity and Commitment

Discussion of time commitment, attendance, committee responsibilities and capacity to continue to contribute effectively.

3. Conduct and Board Culture

Reflection on behaviours, collaboration, adherence to the Board’s Code of Conduct and contribution to a positive and effective governance culture.

4. Skills, Experience and Development

Consideration of skills used, skills gaps, training needs, induction support or mentoring that would enhance the governor’s effectiveness.

5. Regulatory and Strategic Awareness

Discussion of understanding of the Board’s regulatory responsibilities (including OfS and fee cap expectations) and contribution to strategic oversight.

6. Future Focus

Discussion of future intentions, including continuation of office, committee roles, succession planning or changes in circumstances.

Agreed Actions and Support

(Include only actions relevant to governance effectiveness or support)

-
-

Chair's Observations (optional)

(High-level observations relevant to Board or committee effectiveness; not personal commentary)

Confirmation

This record reflects the discussion held and the agreed outcomes.

Signed (Chair): _____ **Date:** _____

Signed (Governor): _____ **Date:** _____

Record Handling and Use

- This record will be retained by the Clerk to the Board in accordance with governance and data protection requirements.
- Individual records will not be shared with the Board.
- The Chair will provide a **thematic and anonymised summary** of review outcomes to the Remuneration, Nominations and General Purposes Committee to support Board-level assurance, succession planning and development.

Appendix 4

Short Guide to Information Security for Governors

Members of the Governing Body will not normally have access, in their role as Governor to personal data for which the Company is responsible. However, Governors will routinely receive information about the Company, universities and international Colleges, which may be sensitive and confidential for other reasons (e.g. commercial legal or financial sensitivity). As part of their responsibilities as directors, Governors must exercise due care over the information provided to them, to prevent the unauthorised disclosure of information which could be damaging to the company/universities and International Colleges, its students and staff.

Information Security Dos and Don'ts:

DO...

- Treat other Governor's email address and contact details as confidential.
- Dispose of hard copies of Governors papers by shredding/in confidential disposal.

DON'T...

- Forward Governing Body or committee material to anyone outside the Governing Body (including other company, university or international college staff). Some information may be highly sensitive and confidential.
- Save copies of the Governing Body or committee papers to your own private computer, laptop, memory stick etc as these devices may not be secure.
- Dispose of hard copy papers through annual non-confidential waste/recycling.

Appendix 5

Framework for Governor Induction and Development

Introduction

This framework sets out the Company approach to inducting Governors and developing Governors to ensure that they contribute effectively to the business of the Governing Body and its committees and understand their responsibilities as directors.

Induction and development activities will be made available to all Governors and will be tailored to meet individuals' needs, recognising that Governors have a range of backgrounds and experience. Co-opted members will also receive induction and development appropriate to their roles.

The framework will be reviewed and updated regularly.

Governor Induction

Induction for new members of the Governing Body is an important aspect of the effectiveness of the Governing Body and its development. Section 5.12 of the CUC's (Council for University Committees) Higher Education Code of Governors states that, "*Governing Body members need induction, updates and development which supports understanding of their role and changes in their operating environment.*"

An effective induction ensures that Governors and co-opted committee members understand their role, are able to make the most of their skills and experience and may confidentially contribute to good discussions at an early stage of their tenure. The following programme is intended to assist the Governors by providing a comprehensive and targeted induction programme.

The induction includes:

1. Details of prioritised background reading
2. Visits to the international colleges/ campuses and meetings with the College Directors (can be online)
3. Dedicated briefing sessions with key staff on aspects such as the role of the Governing Body, expectations of Governors, Company strategy, finance etc.
4. Where appropriate, the option for a new governor to be mentored by a more experienced Governor, depending upon the new Governor's background and experience. This option will be discussed prior to the new Governor's start.

On-going development

The on-going development includes:

1. **Annual review meetings** between Governors and the Chairs', which provide a formal opportunity to review Governors' individual development needs. The results of the reviews will be fed back to enable appropriate development plans to be put in place.
2. External events and training. Advance HE runs training and development events for members of Governing Bodies. A programme of events is produced annually and is available at: [Governor Development Programme \(GDP\) | Advance HE \(advance-he.ac.uk\)](#)