



DAVID GAME COLLEGE

31 JEWRY STREET, LONDON, EC3N 2ET

Governance Framework

Contents

1. Introduction and Context.....	2
2. Corporate Governance at DGC	3
3. Summary description of primary management and governance bodies	5
3.1 Board of Directors (Governing Body)	5
3.2 College Leadership Group	6
3.3 Governance Advisory Committee	7
3.4 Academic Board	7
Appendices – Board Terms of Reference, Membership, Standing Orders	8
Publication of meeting minutes.....	17
Review.....	17

Governance & Management at David Game College

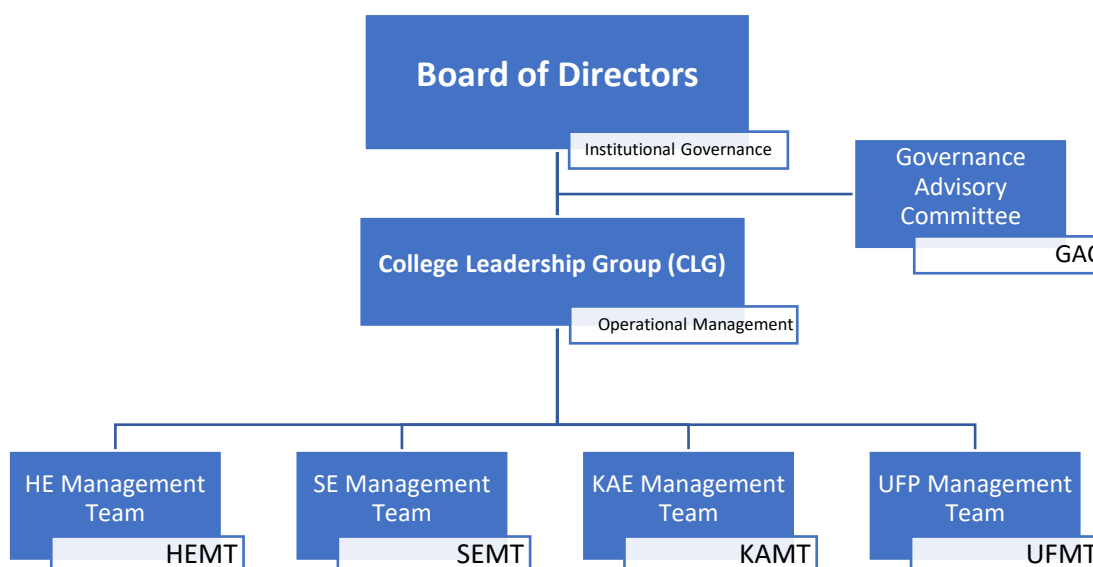
1. Introduction and Context

This document serves to detail the governance framework and management structure for David Game College to ensure compliance under the regulatory oversight of the Office for Students (OfS) and also with the requirement that it must continue to meet with the expectations of the Ofsted/ISI inspection regime as an independent college registered with the Department for Education.

The College's governance framework under-went an extensive independent external review in September 2020 and was subsequently revised in February 2021 to ensure full regulatory compliance. As per its standing orders, since then it has been reviewed annually by the Governance Advisory Committee (GAC) and in May 2024 was subject to an external periodic review, which now informs this updated version.

David Game College Ltd, with four main departments trading as: David Game College (DGC – secondary education provision); University Foundation Programme (UFP); Kensington Academy of English (KAE) and David Game Higher Education (DGHE), is a private company limited by shares, registered with Companies House under the number 03149730.

The company is solely owned by Mr David Game and managed by its Board of Directors (BoD) which is accountable for all college activities and is the ultimate executive and decision-making body of the organisation. The Board delegates responsibility for day to day running of the organisation (operational management) to the College Leadership Group (CLG). Departmental management is the responsibility of separate senior management teams reporting directly to the CLG, which in turn feeds into the BoD. The directors also have lead management responsibility for each of the departments but may delegate power to committees and specified management groups. The Board and CLG also consults with the Governance Advisory Committee (GAC), which serves to provide an additional layer of external expertise and consultation.



2. Corporate Governance at DGC

The College's governance framework has been developed through reference to a number of information sources including: *Committee of University Chairs (CUC) 'The Higher Education Code of Governance'* (June 2018) with particular reference to its primary elements, core values and guiding principles; *Office for Students Regulatory Framework, Notices and Advice* (including Regulatory Notice 4, Regulatory Advice 3: Annexe F and Annexe B of the Framework – Public Interest Governance Principles); the *National Governance Association, Welcome to Governance 2018-2019*; and more recently IHE's (Independent Higher Education) *Code of Governance for Independent Providers of Higher Education (September 2021)*. As part of the Periodic Review conducted in May 2024 this framework has now been fully mapped against the IHE Code.

The College is managed by its Board of Directors which is accountable for all college activities and is the ultimate executive and decision-making body of the organisation. The directors also have lead management responsibility for each of the four college departments. In addition, in order to satisfy regulatory requirements under the Office for Students and the additional 'Public Interest Governance Principles' with regards to external and independent membership on the governing body, a non-executive director is also appointed to the Board.

To broaden discussion and input to management activities the Board delegate day to day operational responsibility and oversight to the College Leadership Group (CLG). A limited number of directors are ex-officio members of the CLG (to ensure separation of governance from management) which also comprises other senior managers representing various functional business and academic areas within the College.

Finally, and in addition to the fiduciary responsibilities of the directors, and their duty to meet with all regulatory requirements, the College has constituted a governance advisory committee, which serves to advise on key regulatory issues. The Governance Advisory Committee (GAC) is a consultative non-executive body, whose members (external and

independent) are invited to attend both Board and CLG meetings to review and guide institutional achievements and objectives. The GAC members also convene a private annual meeting to review governance effectiveness.

The framework has been developed with the aim of being flexible enough to allow the College to exercise autonomy, yet robust enough to enable senior leaders/managers to be held to account. It consists of 3 elements and an on-going review process:

Element A: Governing Principles

Element B: Setting the Strategy

Element C: Monitoring the Strategy and Review of Strategy

The broad principles adopted to ensure effective governance are:

1. The right people round the table
2. Understanding the role and responsibilities of the board
3. Good chairing
4. Professional clerking
5. Good relationships based on trust
6. Knowing the college – the data, the staff, the students/pupils, the parents, the community
7. Committed to asking challenging questions and holding the executive to account
8. Confident to have courageous conversations in the interests of the children and young people, vulnerable adults and the student body in general.

These Elements are as follows:

Element A – Governing Principles

Governing principles, against which boards can evaluate their practice.

- **Governing Board Effectiveness** – right people with relevant skills/knowledge on the board, good leadership (Chair)
- **Vision, Ethos and Strategy** – 3 to 5 year plan, engagement with the wider community and various publics
- **Effective Accountability** – holding the executive to account, performance data and management, robust financial management systems, impact on outcomes.

Element B - Setting the Strategy

A shared vision and long-term strategy for the College, from which annual development plans, can be derived.

Strategy	Development Plan	Implementation
Agreed by the board, setting out the vision and its broad ambitions and developed in discussion with leaders, teachers, parents, learners and other relevant stakeholders.	Developed by senior leaders based on strategic plan with details on how it will be approved, communicated and monitored by the board, and implemented by the senior management teams.	Implemented by senior management teams and staff and monitored by board members, parents, learners and accrediting bodies.

Element C - Monitoring the Strategy

Key performance indicators against which progress towards the College's vision can be charted and examples of the evidence that can be used to monitor and review the strategy.

Key performance indicators (KPIs) define the success criteria against which progress can be measured. They will be agreed in detail between the board and the senior leaders, based on a shared vision of what the college is aiming to achieve (Element B).

KPI's must be SMART: Specific, Measurable, Agreed, Realistic, Time-bound. Outcomes will be monitored through a combination of narrative and quantitative measures. In some cases, KPI's may also be dictated by regulatory bodies.

The Board will use this data and information to help them judge how well the college is performing against the criteria that the board and senior leaders have agreed, and where appropriate a risk register will be compiled to enable effective risk management.

3. Summary description of primary management and governance bodies

Board of Directors (Governance)

Sub-committees:

- Finance
- Audit & Risk
- Nominations & Remuneration

College Leadership Group (Management)

Sub-committees:

- Operations Risk Committee
- Equality, Diversity & Inclusion Committee
- Technology & Innovation Committee

Governance Advisory Committee (External and Independent)

Academic Board (Academic Governance)

A brief overview of each of these bodies is shown below with full terms of reference provided in the appendices.

3.1 Board of Directors (Governing Body)

The College is managed by its **Board of Directors (BoD)** which is accountable for all College operations and is the ultimate decision-making and governing body of the organisation. The Board delegates responsibility for the management and day to day running of the College to the **College Leadership Group (CLG)**. The board delegates responsibility for maintaining and enhancing academic quality and standards to the **Academic Board (AB)**.

The Board of Directors has three embedded working groups reporting into it - which in time, and as the College grows, will evolve into full sub-committees: Finance, Audit & Risk and Nominations & Remuneration.

The Board shall exercise and be responsible for all the powers and functions of the College not reserved to the shareholders by the Articles of Association or by any provision of law, as defined in its Terms of Reference. The Board will also, at all times, operate under the guidance of the Office for Students' Regulatory Framework's public interest governance principles.

In broad terms, the role of the Board is to:

1. To approve the strategic vision and long-term academic and business plans and key performance indicators of the College, and to ensure that these meet the interests of stakeholders;
2. To delegate authority to the College Leadership Group, for the day to day academic, business, estate, and people management of the College and to keep under regular review the policies, procedures, and performance;
3. Monitor and review quality assurance, academic standards, management systems and programme delivery to ensure high standards are achieved in all aspects of the College work;
4. Monitor and review financial management to ensure: institutional sustainability; solvency; proper use of public funds; and to protect College assets;
5. Manage and implement an annual review and audit of governance arrangements to ensure full regulatory compliance.

3.2 College Leadership Group

The **College Leadership Group (CLG)** holds delegated authority from the Board of Directors for the day-to-day business, administrative, academic, estate, and people management of the College.

The CLG has 3 sub-committees reporting into it:

- Operations Risk Committee (addressing issues of H&S, Prevent, Safeguarding, SEND, Mental Health & Well-being)
- Equality, Diversity & Inclusion Committee
- Technology & Innovation Committee

The CLG is comprised of senior and departmental management team members from the various departments across the College, including: marketing and admissions; safeguarding; administrative and support service areas; academic; HR; business development and ancillary services. Departmental Heads also report into, and seek authority from, the CLG as and when required.

In broad terms, the role of the CLG is to:

1. Make proposals about the educational character and mission of the College, and for implementing the decisions of the Board of Directors.

2. Undertake all activities required for the organisation, direction and management of the College and leadership of its staff.
3. Oversee the management of all day-to-day academic matters in order to maintain academic standards and drive quality improvements.
4. Prepare and report annual estimates of student numbers and income to the Board of Directors and manage budgets and resources within the expenditure estimates approved by the Board.
5. Ensure the safety and wellbeing of all learners, staff members and visitors.
6. Promote the growth of a diverse and inclusive work/study environment.
7. Ensure operational risks are identified, assessed, monitored and mitigated.
8. Monitor regulatory compliance.

3.3 Governance Advisory Committee

The Board of Directors acknowledge the immense benefit that external and independent perspective, insight, experience and challenge can bring to ensuring effective governance of the College. It is therefore supported in its role by a **Governance Advisory Committee (GAC)**. The GAC shall provide advice and guidance to both the Board of Directors (governance) and the College Leadership Group (management) through its members' attendance to the regular meetings of these bodies, on matters relating to:

1. Developing the educational vision and mission of the college.
2. Developing the strategic direction and policy of the college.
3. Enhancing the quality of teaching and learning, student and graduate outcomes and student satisfaction.
4. Identifying new areas for development and innovation.
5. Reviewing risk and financial sustainability.
6. Regulatory compliance.
7. Diversity, inclusivity, H&S, safeguarding, SEND and well-being.
8. Ensuring that effective governance arrangements are maintained.

The GAC's contribution to the final point listed above, regarding the maintenance of effective governance arrangements, will be made through an annual meeting of GAC members to conduct a governance review. Findings will be reported back to the BoD, which in turn will inform the Board's annual review and audit.

3.4 Academic Board

The Academic Board is the principal advisory body with oversight on academic matters. The board promotes academic leadership within the College by overseeing the quality of teaching, learning, policy development and other academic matters. The board sets the framework and defines standards that regulate how the HE Schools must operate. It is aided by sub-structure

of committees, boards and panels, which develop, agree and monitor the academic policies and procedures governing the quality framework.

The board monitors the course, staffing, and student risk categories through the devolution of responsibilities to key committees, boards, and panels. The Academic Board retains the overall oversight for quality standards, however, the responsibility and accountability for enhancement of teaching and learning strategies is devolved to each school, and respective Heads of School or Programme Managers. The Academic Board reports to the College's governing body - the Board of Directors, but also liaises closely with the Higher Education Management Team (HEMT) and the College Leadership Group (CLG). *Full academic governance detail is provided in the College's Quality Assurance Handbook.*

Appendices – Board Terms of Reference, Membership, Standing Orders

Board of Directors (Governing Body)

Terms of Reference

In broad terms, the role of the Board is to:

1. To approve the strategic vision and long-term academic and business plans and key performance indicators of the College, and to ensure that these meet the interests of stakeholders.
2. To delegate authority to the College Leadership Group, for the day to day academic, business, estate, and people management of the College and to keep under regular review the policies, procedures, and performance.
3. Monitor and review quality assurance, academic standards, management systems and programme delivery to ensure high standards are achieved in all aspects of the College work.
4. Monitor and review financial management to ensure: institutional sustainability; solvency; value for money; proper use of public funds; and to protect College assets.
5. Manage and implement an annual review and audit of governance arrangements to ensure full regulatory compliance.

And more specifically:

6. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls, risk assessment, and internal and external audit including procedures for handling internal grievances and conflicts of interest.

7. To ensure processes are in place to monitor and evaluate the performance and effectiveness of the College against the plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.
8. To establish processes to monitor and evaluate the performance and effectiveness of the Board itself as the governing body of the College including in respect of and for the appointment and termination of members.
9. To conduct its business in accordance with good practice in both further and higher education corporate governance (i.e., Public Interest Governance Principles and with the Principles of Public Life drawn up by the Committee on Standards in Public Life (selflessness, integrity, objectivity, accountability, openness, honesty and leadership), and through reference to guidance provided by the National Governance Association and the Office for Standards in Education (Ofsted).
10. To safeguard the good name and values of the College.
11. To respect and uphold the principle of academic freedom and understand its legal responsibilities to uphold freedom of speech within the law.
12. To appoint the Principal, and to put in place suitable arrangements for monitoring their performance and establishing their remuneration.
13. To appoint the Clerk to the Board and to ensure that, if the person appointed has managerial responsibilities in the College, there is an appropriate separation in the lines of accountability.
14. To appoint any other 'senior' staff as may from time to time be determined, and to agree the level of remuneration and other payments.
15. To be the employing authority (HR Planning) for all staff in the institution and to be responsible for employment policy, including such provision as it thinks fit for the general welfare of staff and the promotion of diversity, equality, and inclusion. HR management and matters relating to day-to-day personnel issues will be delegated to the CLG.
16. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the College's assets, property, and estate.
17. To be the College's legal authority and, as such, to ensure that systems are in place for meeting all the College's legal obligations, including those arising from contracts and other legal commitments made in the College's name.
18. To ensure that processes are established to maintain the College's legal and regulatory compliance.
19. To make such provision as it thinks fit for the general welfare of students and the promotion of equality, diversity, and inclusion, and to receive assurance that adequate provision has been made for the general welfare of students. Such

assurances will typically be received from the FE and HE Academic Boards and the CLG.

20. To ensure that the College's Articles of Association are followed at all times and that appropriate advice is available to enable this to happen.
21. To consider the effectiveness and appropriateness of the Articles of Association and make recommendations for change as necessary.
22. To appoint members to the required Sub-committees (or Groups); consider and, where necessary, act on the reports from these. Such committees will include: Finance; Audit & Risk and Nominations & Remuneration. Detailed terms of reference for these bodies may be found within their documents and will include: the appointment of the external auditors; consideration of the annual report of the internal audit service; and receive and approve the audited annual financial statements (this responsibility to be reserved to the Board for its collective decision, without delegation).
23. To inform its funding body, regulator, educational oversight / designated quality body or other relevant organisation of any 'material adverse' change in its circumstances and any serious incident which, in the judgement of the Accountable Officer and the Board, could have a substantial impact on the interests of the institution and report any reportable event.

Membership

Ex Officio Members:

David Game (Principal & CEO) - Chair

John Dalton (Co-Principal)

John Sanders (Director of HE) – Deputy Chair

Funda Kavi (Director of Sales & Marketing & KAE Operations)

Mansour Kaveh (Director UFP)

Marie Clark Non-Executive Director (Independent Member)

Clerk to the Board – Remi Ferguson

Attendance by invitation:

College Leadership Group (CLG) members

External members of the Governance Advisory Committee – GAC

Note: Although a representative of the 'Student Body' is not invited to attend BoD meetings in person, they are invited to offer a written submission.

Standing Orders

- The Chair shall normally be the CEO, unless otherwise agreed.
- Where necessary, and if approved by the Chair, members of the Board may appoint alternates to attend meetings at which they are unable to be present.
- Invited attendees will only participate in the deliberations as required by the Board and will not be entitled to vote on motions proposed.
- The Board will normally meet three times a year, usually in February, May and November. It may also convene formally on other occasions to address exceptional circumstances where applicable.
- Members are expected to attend meetings personally but may be permitted to attend via videoconference mediums on occasions where personal attendance is not possible.
- The Board shall only be considered quorate if half the total number (50%) of ex-officio members (rounded down to the nearest whole number if necessary) are in attendance. This includes attendance via videoconference.
- Non-executive directors should be appointed to ensure an external and independent perspective is brought to bear on the management and governance of the college and will normally serve for a period of 3 years (and up to a maximum of 3 terms).

Finance (sub-committee) Working Group

The duties of the Group shall be to:

1. Consider the annual operating budget and make recommendations to the Board.
2. Monitor and review current and projected levels of income and expenditure.
3. Receive and consider reports from the auditors relating to the annual financial statements.
4. Monitor cash flow performance, forecasts and overall liquidity.
5. Consider material financial risks and monitor financial sustainability.
6. Prepare and submit annually, under direction of the Board, audited financial statements to Companies House, and other external authorities as required.
7. Ensure 'value for money' and that public funds are managed appropriately.
8. Ensure financial data that may be submitted to Higher Education Statistics Agency (HESA), Student Loans Company (SLC), Office for Students (OfS), Office for Standards in Education (Ofsted), Department for Education (DfE), UK Visa and Immigration (UKVI) and any other relevant external organisation is accurate and complete.

Audit & Risk (sub-committee) Working Group

The duties of the Group shall be to:

1. Advise the board on the appointment and remuneration of the external auditors.
2. Discuss with the external auditors the nature and scope of the audit, review ongoing progress, assess risk and consider management responses.
3. Ensure that any significant variances have been thoroughly investigated and where appropriate advise that the regulator be informed.
4. Oversee the institution's policy on fraud, irregularity, prevention of bribery and anti-money laundering and receive reports on non-compliance.
5. Satisfy itself that suitable risk mitigation strategies are in place to ensure the sustainability of the institution and to promote efficiency and value for money.
6. Satisfy itself that effective arrangements are in place to ensure appropriate and accurate data returns are made to external stakeholders and regulatory bodies.

Nominations & Remuneration (sub-committee) Working Group

The duties of the Group shall be to:

1. Advise the Board on the framework and policy for the nominations, appointments, re-appointments and remuneration for members of all senior governance and management committees/boards and advisory groups.
2. Advise the Board on the design of performance related pay schemes, bonuses and incentive payments, including the determination of targets.
3. Review and note annually the nomination and remuneration trends across the College and where possible make comparison against other similar institutions.

College Leadership Group (CLG)

The CLG has 3 sub-committees reporting into it:

- Operations Risk Committee (addressing issues of H&S, Prevent, Safeguarding, SEND, Mental Health & Well-being and other general operational risks)
- Equality, Diversity & Inclusion Committee
- Technology & Innovation Committee

Terms of Reference

In broad terms, the role of the CLG is to:

1. Make proposals about the educational character and mission of the College, and for implementing the decisions of the Board of Directors.
2. Undertake all activities required for the organisation, direction and management of the College and leadership of its staff.

3. Oversee the management of all day-to-day academic matters (in consultation with the Academic Board) in order to maintain academic standards and drive quality improvements.
4. Prepare and report annual estimates of student numbers and income to the Board of Directors and manage budgets and resources within the expenditure estimates approved by the Board.
5. Ensure the safety and wellbeing of all learners, staff members and visitors.
6. Promote the growth of a diverse and inclusive work/study environment.
7. Ensure operational risks are identified, assessed, monitored and mitigated.
8. Monitor regulatory compliance.

And more specifically:

9. Delegate the management of risks relating to H&S (including: Prevent, safeguarding, SEND, mental health & well-being), ICT, building/security and consumer protection law to the Operations Risk Committee.
10. Delegate the responsibility for the development and implementation of Equality, Diversity and Inclusion strategy to the EDI Committee.
11. Delegate responsibility for the maintenance, planning, management and innovative use of ICT to the Technology & Innovation Committee
12. Liaise with heads of curriculum areas to ensure HR and learning resource needs are met.
13. Receive reports from departmental heads on key performance indicators.
14. Initiate and receive departmental development and growth plans and plan budgets accordingly.
15. Collate, analyse and report on departmental student enrolments, progressions, retention and achievement rates and present predicted income levels.
16. Regularly assess the College's compliance against the requirements of its awarding and regulatory bodies including those of the OfS, Ofsted, DfE, British Council and cife.
17. Ensure that students have the opportunity to contribute to the management and governance of the College, either through participation at board/committee meetings or through written submissions.

Membership

Ex Officio Members:

John Dalton (Co-Principal / Head of A levels) - Chair

Susanne Frodtert (KAE Manager)

Paul Talan (HE Head of Centre)

Nedaa Belal (Head of GCSE and Safeguarding Lead)

Zed Aberdash (IT Manager)

Clerk to the CLG - Remi Ferguson

Attendance by invitation:

Other departmental heads and key personnel

External/Independent members of the Governance Advisory Committee – GAC

Student representatives, Parents/Guardians

Board of Directors (BoD) members (if required)

Standing Orders

- The Chair shall normally be the Co-Principal, unless otherwise agreed.
- Where necessary, and if approved by the Chair, members of the Group may appoint alternates to attend meetings at which they are unable to be present.
- Invited attendees will only participate in the deliberations as required by the Group and will not be entitled to vote on motions proposed.
- The Group will normally meet four times a year, usually in February, May, August and November. It may also convene formally on other occasions to address exceptional circumstances where applicable.
- Members are expected to attend meetings personally but may be permitted to attend via videoconference mediums on occasions where personal attendance is not possible.
- The Group shall only be considered quorate if half the total number (50%) of ex-officio members (rounded down to the nearest whole number if necessary) are in attendance. This includes attendance via videoconference.
- CLG ex-officio members are senior staff of the college and will therefore not be limited in their term of service.

The CLG has 3 sub-committees reporting into it:

1. Operations Risk Committee
2. Equality, Diversity & Inclusion Committee
3. Technology & Innovation Committee

Operations Risk Committee (ORC)

The rationale and purpose behind the College's Operations Risk Committee is to provide a framework and opportunity for senior and departmental management to meet and using existing regulatory compliance and statutory requirements as a baseline, to discuss, explore and examine the risks that the College faces, both internally and externally. Using the Committee as a vehicle for actions and risk mitigation, thereby reducing the College's risk

exposure to what can be considered “acceptable levels” of risk. The categories of risks examined are various, but could be roughly contained within the following:

1. Health and Safety including Prevent, Safeguarding, SEND, Mental Health & Well-being.
2. Consumer protection law and GDPR (on-going compliance)
3. Technological and communications
4. Building maintenance and security
5. Regulatory compliance in general

It is important to note that risks associated with academic matters are managed by the College’s Academic Board and those related to strategic development and financial sustainability fall under the remit of the Board of Directors.

Equality, Diversity & Inclusion Committee (EDI)

The EDI Committee has responsibility for the development and implementation of Equality, Diversity and Inclusion strategy.

The Committee shall ensure that there is an integrated, proactive approach to equality, diversity and inclusion that meets the College’s regulatory and legal duties, is informed by sector best practice and supports the achievement of the College’s values and objectives.

Without limiting the general responsibilities as described above, the committee aims:

1. To develop and review the College’s Equality, Diversity and Inclusion strategy and to drive and oversee the College’s commitment to and progress on its delivery.
2. To monitor and report on the College’s compliance with equality, diversity and inclusion legislation.
3. To plan, review and approve the College’s annual information reporting of relevance to Equality, Diversity and Inclusion.
4. To make recommendations and support College staff and students in implementation of institutional level equality objectives and to monitor progress annually towards achieving these objectives.
5. To guide the College’s approach to relevant charter mark activities.
6. To make recommendations for sharing best practice across the College.
7. To champion diverse representation on all institutional committees.
8. To receive and deliver reports and updates to the College Leadership Group as required including an annual report.

Technology & Innovation Committee (TIC)

The College’s Technology & Innovation sub-committee is charged with the following:

1. To provide timely information to the campus community about planned changes that affect the College environment.
2. To work with curriculum teams and service areas to find and implement innovative IT solutions in order to improve efficiencies, quality and staff/student satisfaction levels.
3. To seek input from academic, administrative and student units regarding technology needs and concerns.

4. To provide input on decisions affecting campus technology.
5. To recommend policies for the use of the campus-wide network and other technologies, including computing, telephone, cable television, instructional technology and the WWW.
6. To recommend training and support for users of campus technologies.
7. To discuss the effect of technological changes and advances on the campus.

Governance Advisory Committee

The **Governance Advisory Committee (GAC)** shall provide advice and guidance to both the Board of Directors (governance) and the College Leadership Group (management) through its members' attendance to the quarterly meetings of these bodies, on matters relating to:

1. Developing the educational vision and mission of the college.
2. Developing the strategic direction and policy of the college.
3. Enhancing the quality of teaching and learning, student and graduate outcomes and student satisfaction.
4. Identifying new areas for development and innovation.
5. Reviewing risk and financial sustainability.
6. Regulatory compliance.
7. Diversity, inclusivity, H&S, safeguarding, SEND and well-being.
8. Ensuring that effective governance arrangements are maintained.

The GAC's contribution to the final point listed above, regarding the maintenance of effective governance arrangements, will be made through an annual meeting of GAC members to conduct a governance review. Findings will be reported back to the BoD, which in turn will inform the Board's annual review and audit.

Membership

Chair

External advisors

(appointed on the basis of specialist knowledge – legal, financial, academic, business, safeguarding, etc.).

Standing Orders

- The Chair shall be elected by committee members, unless otherwise agreed.
- Members of the Committee may not appoint alternates to attend meetings at which they are unable to be present.
- Members will be invited to attend both Board of Directors' (governance) and College Leadership Group (management) meetings as per the instructions of the Chair of the BoD and in accordance with specified agenda items.

- Members will therefore normally be required to attend meetings three or four times a year, usually in February, May, August and November.
- GAC members will also convene formally as a group (independent of college directors and/or senior managers) to conduct an annual review of governance effectiveness. The outcomes of which will be reported to the BoD.
- Members are expected to attend meetings personally but may be permitted to attend via videoconference mediums on occasions where personal attendance is not possible.
- The appointment of new members will be subject to a 'fit and proper persons' test.
- GAC members should be appointed to ensure an external perspective is brought to bear on the management and governance of the college and will normally serve for a period of 3 years (and up to a maximum of 3 terms).

Publication of meeting minutes

Minutes from meetings of the governing body (Board of Directors) are published on the college's website. If necessary, some sections may be redacted if of a commercially sensitive nature. Minutes from all other boards, committees, sub-committees and working groups are typically posted on the college's VLE.

Review

This document will be reviewed according to governance procedural monitoring and review arrangements, which is typically conducted on an annual basis (internal) and every 3 years for an external/independent periodic review.

END.