



DAVID GAME COLLEGE

31 JEWRY STREET, LONDON, EC3N
2ET

Governance Framework

Contents

1. Introduction and Context	3
2. Corporate Governance at DGC.....	5
3. Summary description of primary management and governance bodies.....	8
3.1 Board of Directors (Governing Body)	8
3.2 College Leadership Group	9
3.3 Governance Advisory Committee	11
3.4 Academic Board	11
Appendices – Board Terms of Reference, Membership, Standing Orders	12
Publication of meeting minutes	21
Review.....	21

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 inspection regime as an independent College registered with the Department for Education.

The College's governance framework under-went an independent external review in September 2020 and was revised to its current format in February 2021 and aims to ensure full regulatory compliance.

David Game College Ltd, with four main departments trading as: David Game College (DGC); 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 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. 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.

Although the board of directors legally governs any limited-company school, it can still maintain a robust governance framework—through a Governance Advisory Committee—to hold the executive to account. The Committee advises on strategy and policy rather than making binding business decisions *per se*, but its recommendations and scrutiny are given full weight in every leadership discussion. Moreover, members have a formal whistleblowing rights to raise any concerns about ethics, safety, financial impropriety, academic integrity or the College's future viability.

Our governance framework is for every department—whether secondary or higher education—is grounded in the Seven Nolan Principles of Public Life. By embedding these values into decision-making, oversight and culture, we ensure that all actions serve our students and the College's mission.

Selflessness & Integrity

Leaders and committee members must act solely in the College's and

students’ interests, declaring any outside roles or benefits that could influence their judgment. Departmental budgets and procurement use transparent processes and, where possible, independent panels to avoid conflicts.

Objectivity & Accountability

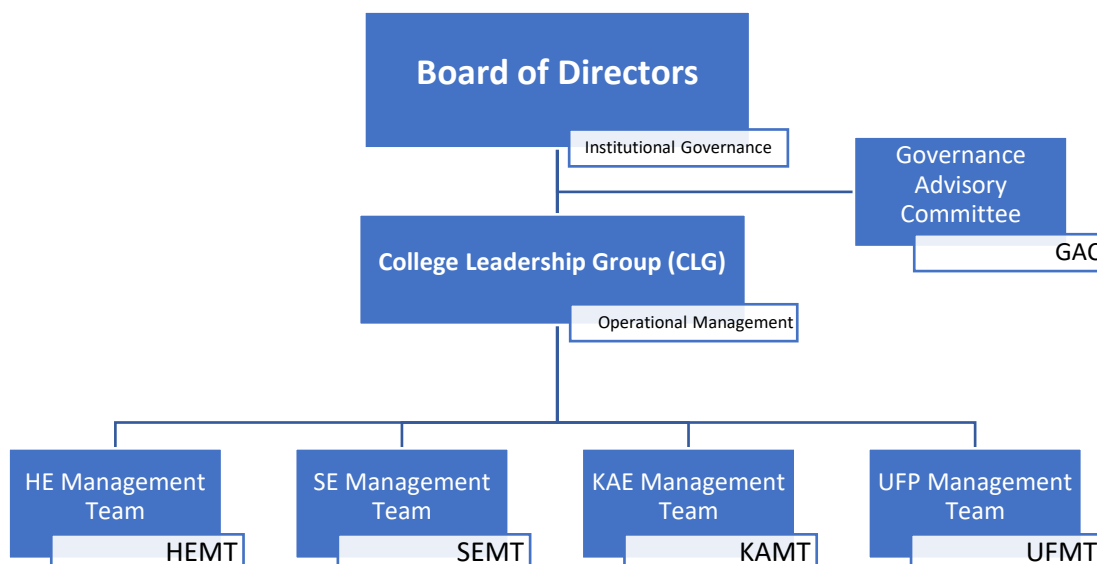
Admissions, staffing and assessment decisions rely on clear, merit-based criteria—standardized rubrics, blind reviews or external examiners—so every outcome stands up to scrutiny. Key performance indicators (attainment, retention, research outputs) are reported regularly to senior leadership and the GAC, with explanations for any variances.

Openness & Honesty

Curriculum changes, accreditation reports and examiners’ feedback are shared openly via our intranet and in faculty forums. All governors, senior leaders and departmental heads sign annual registers of interests, and any gifts or hospitality above a nominal threshold are logged for review.

Leadership

Department heads champion these principles by example—mentoring new leaders, fostering ethical discussions in staff meetings and ensuring that every policy or resource allocation reflects our collective commitment to excellence, transparency and student welfare.



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)*.

The College is managed by its Board of Directors that 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. **Strategic vision**
4. **Accountability - holding the executive to account**
5. **Transparency**
6. **Integrity**
7. **Stewardship**
8. **Compliance and risk mitigation**

9. Good chairing
10. Professional clerking
11. Knowing the College – the data, the staff, the students/pupils, the parents, the community
12. 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
- **Safeguarding and Vulnerable Student Committee**
- Equality, Diversity & Inclusion Committee
- **AI, 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)** that 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 College Leadership has specific sub committies.** 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 4 sub-committees reporting into it:

1. Operations Risk Committee (addressing issues of H&S, Prevent, Safeguarding, SEND, Mental Health & Well-being)
2. Safeguarding and Vulnerable Student Committee
3. Equality, Diversity & Inclusion Committee
4. **AI, Technology & Innovation Committee**

In 2025, the College established a new Environmental, Social, and Governance (ESG) Committee to identify ways the institution can explore:

Environmental

- **Campus carbon footprint & energy-use audits**
- **Waste reduction, recycling and procurement of sustainable supplies**
- **Water conservation, green buildings & biodiversity on grounds**
- **Integration of climate literacy into curriculum**

Social

- **Equity, diversity & inclusion metrics for students, staff and governance bodies**
- **Student well-being, mental-health support and safeguarding policies**
- **Community partnerships, service-learning and outreach programs**
- **Staff professional development on inclusive practices**

Governance

- **ESG policy development, oversight & annual reporting**
- **Ethical procurement, supplier due diligence & risk management**
- **Stakeholder engagement (students, parents, alumni) in decision-making**
- **Compliance with regulatory standards and accreditation of sustainability practices**

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 and risk mitigation.**

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 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. **Hold the executive to account and challenge decisions and strategic directions**
6. Reviewing risk and financial sustainability.
7. Regulatory compliance.
8. Diversity, inclusivity, H&S, safeguarding, SEND and well-being.
9. 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)

Niel Pama (Director of Business Development)

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

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 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 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 **4 sub-committees** reporting into it:

1. Operations Risk Committee (addressing issues of H&S, Prevent, Safeguarding, SEND, Mental Health & Well-being and other general operational risks)
2. Safeguarding and Vulnerable Student Committee
3. Equality, Diversity & Inclusion Committee
- 4. AI, 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

Niel Pama (Director of Business Development) – Deputy Chair

Susanne Frodtert (KAE Manager)

Remi Ferguson (UFP Manager)

Paul Talan (HE Head of Centre)

Nedaa Belal (Head of GCSE and Safeguarding Lead)

Zed Aberdash (IT Manager)

Clerk to the CLG

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.

The CLG has 4 sub-committees reporting into it:

1. Operations Risk Committee
2. **Safeguarding and Vulnerable Student Committee**
3. Equality, Diversity & Inclusion Committee
4. **AI, 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.

AI, 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 ensure that the College's Strategy Framework for the Use of AI within the College and the application of the Acceptable Use AI Policy**
4. To seek input from academic, administrative and student units regarding technology needs and concerns.
5. To provide input on decisions affecting campus technology.
6. To recommend policies for the use of the campus-wide network and other technologies, including computing, telephone, cable television, instructional technology and the WWW.
7. To recommend training and support for users of campus technologies.

8. 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 **ethos**, vision and mission of the College
2. Developing and monitoring strategic direction
3. Leadership and performance: how metrics and data are used to ensure progress
4. Enhancing the quality of teaching and learning, student and graduate outcomes and student satisfaction
5. Identifying new areas for development and innovation, **including the role of AI**
6. Reviewing risk and financial sustainability
7. **Review operational risk and issue management**
8. Regulatory compliance
9. **Curriculum development and improvement**
10. **Crisis management, preparedness and Protective Security**
11. Diversity, inclusivity, H&S, SEND and well-being
12. **Safeguarding and Prevent**
13. **Mental health of all involved within the College**
14. Ensuring that effective governance arrangements are maintained
15. Stakeholder engagement and communication

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 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.

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.

Governance for Secondary Education: areas of responsibility and oversight

To ensure robust oversight and accountability, the Governance Advisory Committee (GAC) is charged with ten key domains. While the executive retains technical governance, the GAC's role is to shape the College's strategic direction, serve as a "critical friend," and verify that leadership and management operate effectively and efficiently. Committee members must also safeguard the best interests of our students by holding the executive and SLT to the highest standards of care. As a boarding and day school, regulatory compliance—particularly around student welfare and campus safety—is paramount, and the GAC is unwavering in its commitment to creating and maintaining a secure, supportive environment for both students and staff.

Part of this involves members of the Governance Advisory Committee being familiar with:

- National Minimum Standards (NMS)
- Independent Schools Standards (Regulations)
- Ofsted Inspection Handbook

All members of the Committee are selected for by the executive because they have:

- Relevant experience in education
- Have some experience of educational regulatory compliance
- Have held (currently or previously) positions of responsibility relating to professional standards

All members must be screened as follow:

- Clear enhanced DBS
- Shown their passport and two forms of identity to confirm their address
- Barring checks
- Section 128 check
- Sign a document to confirm that they are a "Fit and Proper Person" for the role
- Annually sign a declaration to confirm

Domains for governance oversight

1. Safeguarding – including Prevent, guardianship, safe recruitment, SCR and countering bullying
2. Management and leadership (strategic intent and development , academic standards and outcomes)
3. Curriculum development and the quality of education (including core, PHSE, RSE, SMSC and BV, careers and teaching)
4. Health and safety and general regulatory compliance
5. Communications - internal and with parents, including policies, complaints and development plans
6. Mental Health and pastoral care (including SEND, medical issues and wellbeing)
7. Boarding (IP, inspection of building, H&S, food, boarders' wellbeing)
8. Ethics and complaints, including whistleblowing
9. Risk mitigation, issue and crisis management preparedness
10. Admissions, attendance and examinations
11. Environmental Social and Governance (ESG)
12. Data protection and technology governance, including AI
13. Financial oversight and audit

None of these are mutually exclusive and there is significant overlap and interdependence between the domains.

Each member of the Governance Advisory Committee has been given a number of domains over which they have oversight and responsibility for. Two members have

specific responsibility to oversee that the National Minimum Standards (NMS) are enforced.

There are currently 4 members of the advisory Committee whose oversight responsibilities are grouped as follows:

Jill Bainton's domains oversight

- Safeguarding & Prevent – all aspects
- Mental health and Pastoral care
- Data protection and technology governance, including AI

James Eytle's domains oversight

- Health and Safety and regulatory compliance
- Boarding (health and safety, food and hygiene, and role of HoB)
- Examinations*
- All Boarding Standards

Lindsay Badenoch's domains oversight

- Leadership and management
- Communications
- Admissions and attendance
- Environmental Social and Governance
- Financial oversight and audit

Bill Brown's domains oversight

- Curriculum development and quality of teaching
- Ethics and compliance, including whistleblowing
- Boarding (IP, medical issues, and training of HP and implementation of NMS, risk assessments, role of House staff)
- Risk mitigation, issue and crisis management preparedness

**James Eytle has been given specific governance oversight of the College's examination compliance owing to his experience in this area*

Engagement between Governance Advisory Committee members will take place as follows:

- Learning walks and visits to become familiar with how staff go about their roles
- The Co-Principal will also provide the members with regular reports
- Attendance data
- Inspection of Single Central Record
- Inspection of Admissions register
- College Development plan
- All new major college publications
- Examination results

- University placement data and information on internships
- SEN information and survey reports
- Summaries of student and staff surveys
- Involvement in managing complaints (panel level)
- Safeguarding audit
- Inspection of safeguarding risk register
- Checks on new employee files to ensure safe recruitment has been followed

Members of the Governance Advisory Committee are also able to sit in on other committee meetings:

- College Leadership Group
- Risk and Issue Committee
- Pastoral Care Committee

Training for members of the Governance Advisory Committee

All members of the Governance Advisory Committee must be trained in:

- Safeguarding – at least to level 2
- Prevent
- Governance and leadership for Boarding

Role of Chair of Governance Advisory Committee

The Chair of the Committee has to be informed by the Co-Principal of any significant developments at the College, pertaining to students, parents and staff.

The Chair would be contacted under the following scenarios:

1. A significant accident at the College or within the boarding house
2. The Missing Student Protocol is initiated
3. Outbreak of a serious illness within the boarding house
4. A significant safeguarding issue within the College or boarding house
5. Involvement of the LADO in the College
6. A serious reputational issue is facing the College
7. A serious student or parental complaint is raised
8. Serious safeguarding disclosures made that are under investigation

Reference for Secondary Education

1. **National Minimum Standards for Boarding Schools (NMS)**
– Made under section 87C of the Children Act 1989 and in force from 5 September 2022. Sets out residential welfare requirements (child protection, accommodation, staffing, catering, health & safety, risk assessment, induction, pastoral care, record-keeping) [legislation.gov.uk](https://www.legislation.gov.uk).
2. **Education (Independent School Standards) Regulations 2014 (“ISSR”)**

– Made under section 94 of the Education and Skills Act 2008; came into force 5 January 2015. The Schedule is divided into eight Parts covering:

1. Quality of education provided
2. Spiritual, moral, social & cultural development
3. Welfare, health & safety of pupils
4. Suitability of proprietors & staff
5. Premises & accommodation
6. Provision of information
7. Complaints handling
8. Quality of leadership & management consult.education.gov.uk.

3. **Key 2024 Amendments to the ISSR Framework**

- **SI 2024/577** — Updates cross-references to external documents in related legislation (e.g. DfE guidance titles) without altering the substantive standards legislation.gov.uk.
- **The Education (Information About Individual Pupils) (England) (Amendment) Regulations 2024 (SI 2024/209)** — Amends the requirements in ISSR Part 6 on what pupil data schools must collect and publish; in force 19 August 2024 legislation.gov.uk.
- **The School Attendance (Pupil Registration) (England) Regulations 2024 (SI 2024/208)** — Revises attendance-register requirements (also feeding into ISSR Parts 3 & 6) to strengthen absence-reporting and data accuracy, in force 19 August 2024

4. **Other Relevant 2024 Regulatory & Guidance Updates**

- **DfE “Keeping Children Safe in Education”** — updated September 2024; statutory guidance underpinning ISSR Part 3 safeguarding requirements [queenethelburga.static.amais.com](https://www.queenethelburga.static.amais.com).
- **DfE “Data Protection: a toolkit for schools”** — refreshed 2024 edition, supporting ISSR Part 6 on information governance.
- **DfE “Mental Health and Behaviour in Schools”** — reaffirmed in 2024 guidance, strengthening pastoral-care obligations under ISSR Part 3.
- **Ofsted Non-association Independent Schools Inspection Handbook** (Sept 2023, minor updates Oct 2023) — inspection criteria aligned to the latest ISSR and NMS gov.uk.

Together, the NMS (2022) and the ISSR 2014 (as amended in 2024) form the complete statutory framework by which independent day and boarding schools in England are regulated and inspected. The 2024 amendments chiefly refine procedural details (references, data-collection, attendance-register rules) rather than overhaul the substantive standards themselves

END.