

## Meeting Remit: GOVERNING BOARD

### OLC (EUROPE) LTD Company number 04420134

#### Remit

The Governing Board (OLCGB) meetings are held a minimum twice per year, and held in accordance with the Company's Memorandum and Articles of Association and the HE Code of Governance, the principal responsibilities of the Governing Board are set out in the Role of The Governing Board.

#### Constitution

The Chairperson of the OLCGB has specific responsibility for the determination of the educational character and mission of the College and oversight of its activities, financial solvency and approval of budgets, and the senior management structure.

#### Members of the Governing Board Meetings will include:

Independent Members	No fewer than two
Ex-officio Members	The Managing Director and The Principal of OLC
Co-opted Members	Staff Member (selected from nominations - no voting rights) Student Member (usually the Student President)

**Meets:** Twice per annum, plus extra meetings as necessitated by significant events.

**Reports to:** The OLC (Europe) Ltd Shareholders

**Minutes to:** CORE11 and Public Domain via the [www.olceurope.com](http://www.olceurope.com) website

Documents Required for the Meeting	Person Responsible
A Light Touch Situational Analysis of OLC (Europe) Ltd Status presented to OLCGB in advance of meetings containing an executive overview of no more than three pages of A4, providing summaries of the following available documents:	Principal
• Previous minutes of recorded actions of the OLCGB	Minute Taker or Chairperson
• Annual Report and Business Plan (current issue)	Managing Director
• Directorate (SLT) Minutes for previous 12 months	Principal
• Risk Register and Legal Compliance Checks (most recent)	Principal
• External Reports (BAC, LRQA, Partner Colleges, Pearson) for previous 12 months	Principal
• Annual Self-Evaluation Report and Improvement Plan (current issue)	Principal
• Annual Accounts and Audited Accounts (most recent)	Financial Officer
• HRM report (most recent) and current Organisation Structure	Principal
• The Student President Address to the Governors	The Student President

Documents Produced	Person Responsible
• Minutes of the Meeting and recorded actions	Minute taker
• Recommendations to the Shareholders, Managing Director or Principal	Chairperson
• New actions to go to the Directorate (SLT)	Chairperson

**Agenda**

1. Present/Apologies for absence
2. Minutes of previous OLCGB meeting and **status of actions**
3. Matters arising not on agenda, AoB such as unexpected events, immediate occurrences needing communication or immediate needs
4. Appointment of Executives
5. Annual Report and Business Plan
6. Directorate (SLT) Minutes
7. Risk Register and Legal Compliance Checks
8. External Reports
9. Annual Evaluation and Review of Action Plan
10. Annual Accounts
11. HRM report
12. Recommendation
13. Chairperson's closing remarks
14. Date of next meeting

## **The Role of The Governing Board (as published April 2025)**

### **The Primary Responsibilities of the Governing Board of Directors**

#### **STATEMENT OF PRIMARY RESPONSIBILITIES**

In accordance with the Company's Memorandum and Articles of Association and the HE Code of Governance, the principal responsibilities of the Governing Board of Directors are as follows:

1. To determine the educational character, mission and strategic vision of the Company including oversight of the Company's strategic plans.
2. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the Company against its strategic plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable educational institutions.
3. To safeguard the good name and values of the Company.
4. To ensure the financial health and solvency of the Company.
5. To delegate authority to the Chairman of the Governing Board and Managing Director of the Company, as chief executive, for the academic, corporate, financial, estate and human resource management of the Company and to establish and keep under regular review the policies, procedures and limits under the authority of the Chairman of the Governing Board and Managing Director of the Company.
6. To provide support as advisory council the appointment of a Management Board known as the Directorate and Senior Leadership Team (SLT). The SLT will include the Managing Director and Principal who will ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.
7. To establish processes to monitor and evaluate the performance and effectiveness of the Governing Board itself.
8. To conduct its business in accordance with best practice in HE corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
9. To support the Managing Director of the Company as chief executive, and to put in place suitable arrangements for monitoring his/her performance.

10. To appoint a Secretary to the Governing Board and to ensure that, if the person appointed has managerial responsibilities in the Company, there is an appropriate separation in the lines of accountability.
11. To appoint Senior Governing Board Member.
12. To appoint two or more Governing Board Members.
13. To oversee the appointment of External Auditors for both Quality Control and Accounting.
14. To provide support and oversight when there is a need to employ members of the SLT and to be responsible for ensuring that the Company has a fit for purpose human resources strategy.
15. To support the Managing Director who is the principal financial and business authority of the Company, to ensure that proper books of account are kept, to approve the annual budget and approve financial statements, and to have overall responsibility for the Company's assets, property and estate.
16. 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.
17. To receive assurance that adequate provision has been made for the general welfare of students.
18. To ensure that the Company's constitution is followed at all times and that appropriate advice is available to enable this to happen.