



The Role of the OLC Governing Board

The Governing Board (OLCGB)

Presented by: Dr Chris Bamber, Managing Director

13th September 2024

Amended 21st April 2025

OLC (EUROPE) LTD

Company number 04420134

GOVERNING BOARD

The Governing Board comprises members who have a wide range of skills and expertise bringing significant professional, business and educational experience of working in their particular field. OLC has formally adopted the Higher Education Code of Governance (Committee of University Chairs). In addition, members are expected to carry out their responsibilities in accordance with the Seven Principles of Public Life (the Nolan Principles) of Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership.

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.

Terms of Reference for Governing Body

Constitution and purpose

OLC's Governing Body is responsible for the statutory oversight of OLC to ensure it meets the standards of both a company limited by shares and of a higher education institution which has access to public funds. In doing so it recognises the core values and primary elements of governance as set out in the Committee of University Chairs (CUC) Higher Education Code of Governance (2020).

The Governing Body is responsible for ensuring that OLC has in place the fit for purpose physical and human resources to meet the needs of its students, and for ensuring the enhancement of the learning experience and the maintenance of academic standards.

Membership

The membership of the Governing Body is comprised of three classes of member: Independent Members, Ex-officio Members and Co-opted Members.

All Independent Members have voting rights except where a conflict of interest occurs. Co-opted members such as the Staff Member and the Student Member do not have voting rights. They do not carry the same responsibilities as the Governing Board in terms of, for example, accountability, as this burden would be inappropriate. However, they should have equal rights in terms of their participation in all Governing Board matters.

Co-opted members may be excluded from meetings where sensitive and or confidential matters relating to them are to be discussed.

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| 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) |

Term of Office

The term of office of an Independent Member of the Governing Board will normally be for a period of three years. Two further terms of three years may be undertaken subject to satisfactory performance. The term of office of the Chair of the Governing Board will also be for three years, renewable for two further three year terms. Where, however, the Governing Board considers it in the best interests of OLC, the Governing Board may decide

that a Governor who has served three consecutive terms in office be eligible for re-election on retirement, and to decide the number of further terms. The term of office for the Staff Member shall be for one term of three years, not renewable. The term of office for the Student Member shall be for one year renewable. The term of office for other Co-opted Members of the Governing Board will be for one year renewable. Ex-officio members are members for the duration of their role.

Attendance

The Governing Board holds a minimum of two meetings per year plus other meetings as required at such other time or place as may be determined by the Chair.

The Governing Board will be quorate when three Independent Members are present. If fewer than three Independent Members are present, the business may still take place but any decision will require ratification by a quorate Governing Body Meeting.

Statement of Responsibilities

The Managing Director is unambiguously and exclusively accountable for institutional activities, taking all final decisions on matters of fundamental concern within his/her remit.

The Governing Board therefore works with the Managing Director and the SLT to be assured that effective control and due diligence take place in relation to institutionally significant external activities.

The Governing Board commits to the key elements of governance contained within the Committee of University Chairs (CUC) Code of Governance (2020) and the IHE Code of Governance (2021). This includes a commitment to ensure that freedom of speech operates throughout OLC and that staff shall have the 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 any privileges they may have at OLC. This freedom and ability to voice opinion also applies to staff and student representatives on the Governing Board.

Terms of Reference

Working with the SLT the Governing Board approve the mission and strategic vision of OLC, its objectives, business plans and key performance indicators, and to ensure these meet the interests of students and stakeholders.

To 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.

To support the Managing Director and Principal in ensuring and maintain the financial viability and solvency of the Company.

To appoint a Chair and Vice Chair of the Governing Board.

To assist the Managing Director in appointment of the Principal and have oversight of the Principal's annual appraisal as conducted by the Governing Board, timely appointed, Remuneration Committee.

To approve the Scheme of Delegation as presented in the Organisation Chart.

To establish sub-committees, and, where appropriate, to recommend to the Nominations and Governance Committee the appointment of Co-opted Members to sub-committees.

To appoint Governing Board members to committees following the recommendation of the Nominations.

To ensure that systems exist for reporting to external agencies and/or regulatory bodies and that those reports are approved by the SLT, are timely and accurate.

To ensure processes are in place to monitor and evaluate the performance and effectiveness of the Company against the plans presented in the Orbit, Financial Budgets and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.

To ensure the Governing Board is of an appropriate size and has adequate skills and experience to discharge its responsibilities and to establish processes to monitor and evaluate the performance and effectiveness of the SLT acting as the Board of Directors. The Governing Board membership must include at least one higher education professional in addition to the Principal and staff member at all times.

To conduct its business in accordance with best practice in corporate governance and in accordance with relevant regulations and statutes.

To safeguard the good name and values of OLC.

To ensure that systems exist to promote equality, diversity and inclusion throughout OLC, including in relation to its own operation.

To fully advise and thus support the Managing Director who is the principal financial and business authority of OLC (Europe) Ltd, to ensure that proper books of account are kept, to approve the annual budget and financial statements and to maintain adequate insurance.

To receive reports from the Managing Director on matters relating to environmental practices, health and safety in compliance with environmental, health and safety legislation.

To comply with its responsibilities for the Prevent agenda to ensure that all Independent Members receive relevant training and monitor OLC's actions.

To review these Terms of Reference at least once a year to ensure they remain fit for purpose.

Remuneration and Other Activities

Governors may claim expenses for reasonable costs incurred when fulfilling their role. Expenses are for out-of-pocket payments Governors have to pay in order to carry out their duties.

Governors may from time to time provide consultancy services to OLC at a reasonable fee as required subject to conflict-of-interest management and non-conflicted Governor's satisfaction that the payment is in the best interests of OLC. Such activities are subject to SLT Board approval and may be undertaken on a fixed fee contract basis only.

Chair's Action

The Chair is to have delegated authority to act between meetings, following appropriate consultation with members, to deal with matters of urgency or in exceptional circumstances. Details of any action taken shall be reported to the next meeting of the Board.

Minutes of Meetings

Minutes of Governing Body Meetings will be made available on the OLC website subject to redaction by the Chair and/or the Principal where matters of commercial or personal sensitivity are recorded. The remit for OLCGB meetings will follow the guidance and structure outlined in the OLC Academic Meeting document "Meeting Remit: GOVERNING BOARD."