

Study Group Limited ('SGL')

Board of Governance

Terms of Reference

Adopted by the Board on 17 September 2020

Composition and membership:

Directors:

- **Sir Keith Burnett - Chairman**
- **Alison Alden**
- **James Pitman**
- **Mark Cunnington**
- **Nick Williams**

(together, the 'Board Members')

Secretary:

- **Paul Simpson**

Other attendees:

From time to time, the Board may invite representatives from other areas of the business including, but not limited to:

- **Senior Advisor**
- **Visas and Compliance**
- **Academic Quality and Management**
- **HR**
- **Health and Safety**
- **Catering**
- **Safeguarding**
- **Sales**
- **Admissions**
- **Marketing**

1 Purpose

The SGL Board of Governance (the 'Board') has been established by SGL to discharge its legal and regulatory responsibilities as:

- 1.1 Proprietor of the Bellerbys Colleges (the 'Colleges'); and ;
- 1.2 Provider of the Study Group International Study Centres located in the UK and Europe (the 'ISCs'); and
- 1.3 As further set out in clause 4 below.
- 1.4 Nothing in these Terms of Reference is intended to conflict with the statutory duties and obligations of the Board Members as directors of SGL.

2 The Chairman

- 2.1 The main role of the Chairman is to chair meetings of the Board. He or she also provides leadership to the Board Members and acts as the main point of contact between Board and;
 - 2.1.1 the Colleges and ISCs;
 - 2.1.2 Bellerbys College Advisory Board ('BCAB'); and
 - 2.1.3 All other relevant boards and committees constituted for the purposes of governance and academic quality and management including, but not limited to, the Academic Board.
- 2.2 The Board delegates authority to the Chairman (or the Chairman's nominee) for the purpose of decision-making on its behalf in relation to business-critical and urgent decisions, in particular those affecting the student experience at the Colleges and ISCs.

3 Duties and responsibilities of Board Members

- 3.1 It is expected that every Board Member will, if possible, attend each meeting. The Board Members shall, when making recommendations, comply with the following duties:
 - 3.1.1 they must act honestly, with prudence and without a conflict of interest (see below);
 - 3.1.2 they must act at all times in the best interests of the ISCs and Colleges; and
 - 3.1.3 provide advice in accordance with applicable legislation, guidance and best practice.
- 3.2 Board Members shall be under a duty of confidentiality in relation to all matters discussed at Board meetings or otherwise communicated to them (unless such matter is in the public domain otherwise than by breach of this clause).
- 3.3 No Board Member may speak to the press or the media without express written permission of the Proprietor.
- 3.4 Board Members shall act in accordance with these terms of reference and shall also be required to act in accordance with any code of conduct put in place by the Board from time to time.

4 Remit

- 4.1 The remit of the Board shall comprise the following:

- 4.1.1 To discharge its responsibilities as Proprietor of the Colleges and Provider of the ISCs in areas including, but not limited to:
 - (a) governance;
 - (b) academic quality and assurance;
 - (c) the student experience
 - (d) student welfare;
 - (e) safeguarding and protection; and
 - (f) Inspections and regulatory reviews;
- 4.1.2 To refer to BCAB, as appropriate, for guidance and advice in relation to the matters set out in clause 4.1.1 and to consider such advice;
- 4.1.3 To refer to the Academic Board, as appropriate, for guidance and advice in relation to the matters set out in clause 4.1.1 and to consider such advice;
- 4.1.4 To appoint, review and approve the annual safeguarding reviews of the Colleges and the ISCs and invite SGL's Nominated Senior Safeguarding Lead to attend and present at one meeting of the Board annually;
- 4.1.5 To review and approve annually all policies relating to the Colleges as required under legislation and ISI guidelines;
- 4.1.6 To delegate responsibility to the Academic Board for matters of academic policy in relation to the ISCs;
- 4.1.7 To receive, review and consider quarterly reports from the Academic Board in relation to the ISCs and to review, consider and approve the Academic Board's Annual Monitoring Report;
- 4.1.8 To engage with relevant regulatory bodies including, but not limited to, the Quality Assurance Agency for Higher Education ('QAA') and the Office for Students ('OfS');
- 4.1.9 In a timely manner to consider, review, challenge and respond to all matters referred to it by BCAB;
- 4.1.10 To discharge its responsibilities and obligations as a private limited company trading in the UK including, but not limited to:
 - (a) Financial sustainability;
 - (b) Issues of operational and contractual risk by way of regular reporting to Study Group's Global Compliance, Risk and Assurance Board
 - (c) Effective management and governance; and
 - (d) Statutory in relation to:
 - (i) Health and Safety;
 - (ii) Data Protection; and
 - (iii) UK visa and immigration policy
 - (iv) Academic regulatory issues

4.1.11 To discharge its responsibilities as a private limited company with overseas branches trading in other jurisdictions.

5 Proceedings of the Board

- 5.1 The quorum for each meeting shall be two Board Members.
- 5.2 An agenda and supporting papers shall be circulated by or on behalf of the Chairman at least three days before each meeting and the business of the Board shall be conducted as the Chairman considers appropriate.
- 5.3 Decisions of the Board shall be taken by a simple majority of those present and voting.
- 5.4 The Chairman shall have a casting vote in respect of all decisions taken by the Board.
- 5.5 Meetings may take place face to face or by conference or video call.

6 Frequency and minutes

- 6.1 The Board shall hold a meeting quarterly unless otherwise agreed by the Board Members. Additional meetings of the Board may be convened if thought fit by the Chairman or by two Board Members.
- 6.2 The Secretary shall arrange, promptly after each meeting, for the preparation of minutes and shall circulate the minutes to the Chair no later than 10 working days after the date of the meeting.
- 6.3 The minutes of a meeting shall be treated as draft minutes until approved at the next Board meeting, but this shall not affect the validity of any decision recorded in the draft minutes.
- 6.4 All minutes shall be stored by the Secretary in hard copy and, electronically, on Diligent Resources.

7 Removal and rotation

- 7.1 A Board Member shall cease to be a member of the Board if he or she:
 - 7.1.1 ceases to be a director of SGL;
 - 7.1.2 dies;
 - 7.1.3 resigns his office by notice to the Chairman;
 - 7.1.4 becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs;
 - 7.1.5 has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged or the bankruptcy order has not been annulled or rescinded;
 - 7.1.6 has made a composition or arrangement with, or granted a trust deed for, his or her creditors and has not been discharged in respect of it;
 - 7.1.7 fails to declare the nature of any direct or indirect Interest as required by these terms of reference and the Board resolve that his office be vacated; or
 - 7.1.8 is at any time included in any list of persons considered to be unsuitable to have access to children, young persons or vulnerable adults and the Advisory Board resolve that his office be vacated.

8 Alterations

8.1 These terms of reference shall be subject to regular review and may be altered by a majority resolution of the Board Members.

I confirm that I have read and understand these terms of reference.

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Signatures of Board Member