

Council

Terms of Reference

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Council

Terms of Reference

Introduction

1. These terms of reference (ToRs) have been developed to provide clear direction to members of the Council to help manage expectations (of members and proposers of business) and to enable Council to hold itself accountable. Council is the Board of Study Group Limited and its roles and these ToRs are in line with the articles of association for the company. As such these terms of reference set out the extent and limits of Council's duties and responsibilities for which Council is accountable to Study Group TopCo. Board (TopCo.). These ToRs have also been designed to provide a framework (along with the Standing Orders) to ensure members of Council are able to make informed decisions.

Purpose and remit

Purpose

2. Council has been established to discharge legal and regulatory responsibilities as:
 - a. the governing body of the provider which delivers education through International Study Centres (ISC) located in the UK;
 - b. the responsible body for educational services provision (i.e. admissions services) delivered either in partnership or directly by Study Group; and
 - c. the body responsible for oversight of any Study Group entities operating outside of the UK as delegated to it by TopCo. and;

Remit

3. The remit of the Council shall comprise the following:
 - a. To discharge its responsibilities as provider of education and educational services, and for the oversight of education delivered in partnership, in areas including but not limited to:
 - i. organisational strategy;
 - ii. effective governance;
 - iii. academic quality and assurance;
 - iv. the student experience;
 - v. the staff experience;
 - vi. student welfare;
 - vii. ensuring the protection of enrolled learners;
 - viii. safeguarding and protection; and
 - ix. compliance with the regulatory requirements and conditions of registration;
 - b. to refer to the Senate, as appropriate, for guidance and advice in relation to the matters set out in paragraph 4a and to consider such advice;

- c. to delegate responsibility to Senate for matters of academic policy;
- d. to receive, review and consider quarterly reports from Senate in and to review, consider and approve the Senate's Annual Monitoring Report;
- e. to engage with relevant statutory and regulatory bodies including, but not limited to, the Office for Students (OfS) in England, the Quality Assurance Agency for Higher Education (QAA) in Scotland, Wales and Northern Ireland; and
- f. to discharge its responsibilities and obligations as the governing body of Study Group Limited. Including, but not limited to the responsibility for:
 - x. financial sustainability;
 - xi. raising issues of operational and contractual risk by way of regular reporting to TopCo.;
 - xii. providing effective management and governance; and
 - xiii. fulfilling statutory obligations in relation to:
 - health and safety;
 - data protection;
 - prevent and safeguarding obligations;
 - United Kingdom visa and immigration policy; and
 - academic regulatory issues.

Delegation

- 4. Subject to the exceptions detailed in paragraph five, Council may delegate its powers, functions and duties to any person, committee or body.
- 5. Council shall not delegate responsibility for:
 - a. the assurance of the effective delivery of the organisation's strategic plan; or
 - b. any legal or regulatory responsibilities it has as outlined in the articles of association.
- 6. Where Council considers it necessary to delegate responsibility, it will issue the governance body, or individual, with specific terms of reference outlining the authority and/or powers it has delegated. These terms of reference will also outline how Council will receive relevant reports as to how this delegated power/authority is being utilised and the effect of this delegation.

Composition

7. Council shall consist of the following persons:

Membership category	Membership criteria
Chair	Independent member, appointed by TopCo.
Ex-officio members	Chief Executive
	Chief Financial Officer
	Executive Director – Organisational Effectiveness
	Managing Director
	Provost (Chair of Senate)
Independent members	Appointed by TopCo.
	Appointed by TopCo.
Academic member	A colleague responsible for learning & teaching
Student member	A member of the student body or recent graduate
Secretary	Academic Registrar

8. Council will always contain at least two independent members (with one normally taking the role as Chair), one ex-officio member, one academic member and one student member.
9. At such times as Council deem necessary for the effective and efficient conduct of its business, it can co-opt up to two additional members, in any category of membership, for a term equivalent to a non-co-opted member.
10. Council will therefore always have at least five members and at most ten members at any time.

Quorum

11. The quorum for meetings of Council shall be **fifty per cent** of members (rounded up to the next whole number, where the calculation of fifty per cent does not produce a whole number). This must include the Chair (or Deputy Chair) at least two ex-officio members, at least one independent member (which can include the Chair) and at least one of the academic or student members.

Duties and responsibilities of Council Members

12. Study Group is committed to maintaining the highest standards in the conduct of its activities. Council members are expected to perform their duties faithfully, efficiently and diligently to a standard commensurate with both the responsibilities of the role and their knowledge, skills and experience.

13. It is expected that every Council Member will, if possible, attend each meeting. The Council Members shall, when making recommendations, comply with the following duties:
 - a. they must act honestly, with prudence and without a conflict of interest (see below);
 - b. they must act at all times in the best interests of students; and
 - c. provide advice in accordance with applicable legislation, guidance and best practice.
14. Council Members shall be under a duty of confidentiality in relation to all matters discussed at Council meetings or otherwise communicated to them (unless such matter is in the public domain otherwise than by breach of this clause).
15. Council 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 Council from time to time.

Meetings

Schedule and Notice of Meetings

16. Council will ordinarily meet at least four times per academic year.
17. A notice about each meeting of Council shall be provided to members in writing (which includes notice by e-mail), specifying the time and place of the meeting at least ten working days before the date of an ordinary meeting, and at least five working days before the date of a special meeting.

Membership

Appointment

18. The Chair of Council will be appointed by TopCo.
19. The Secretary will normally be the Academic Registrar. If the Secretary is unable to fulfil their role the Quality Assurance and Enhancement Office will provide alternative arrangements until such time as the Secretary is able to provide secretarial support to Council
20. All ex-officio members will become members of the Council on appointment to their role.

Reporting

21. Council remains accountable to TopCo. for fulfilling any obligations it may have in line with the Study Group's Global strategy. Council will report to TopCo. via submission of minutes and Chair's report from each meeting, and via additional formal reports on any aspects of its business at TopCo.'s request.

Review of operation

22. Council will review its operation every three years, including these Terms of Reference



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Author	Ben Potter, Academic Registrar and Director of Quality
Owner	Study Group TopCo. Board

