

BellerbysCollege

Preparation for University Education

Governance of Bellerbys College



Introduction from Chair of Proprietor



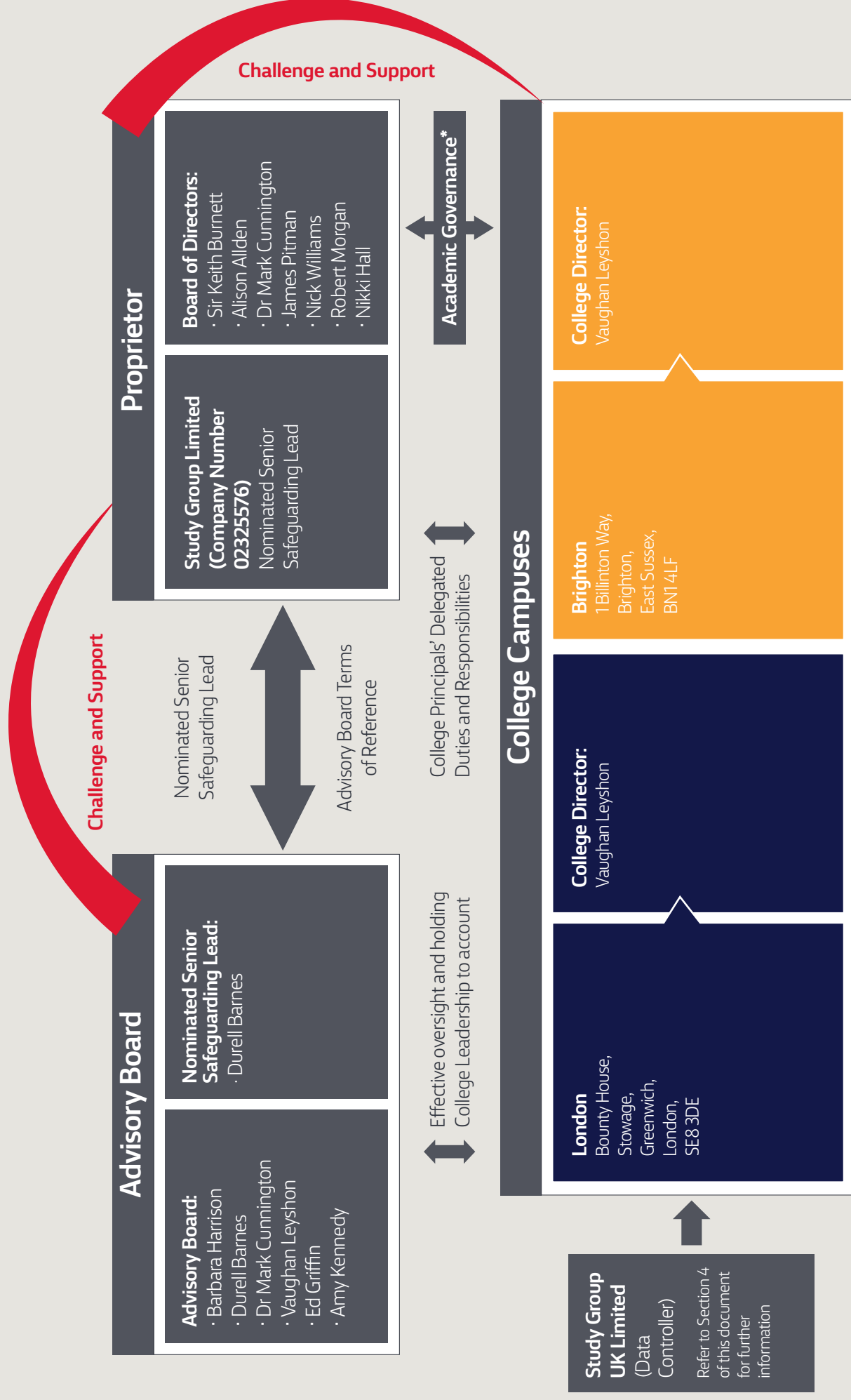
“As a director of Study Group Limited, the owner and Proprietor of Bellerbys College, I have commissioned this short document to explain how governance of the Bellerbys College is discharged. Good governance is essential to the successful running of our College and this document outlines how this works in practice.

As part of this structure, the Proprietor established the Bellerbys College Advisory Board (the Advisory Board) to provide expertise to assist us in the running of our College. The Advisory Board consists of independent members, with a wealth of experience and expertise relevant to the independent school sector, as well as internal experts. Full details of the remit of the Advisory Board are set out in this document.

This governance structure was adopted by the Proprietor following extensive consultation with the Advisory Board, independent consultants and solicitors specialising in this area, Veale Wasbrough Vizards LLP. It will be continually monitored and developed, as may be required.”

Dr Mark Cunningham

Chief Learning Experience Officer, Study Group



*Bellerbys feeds into Study Group's academic governance processes via the network-wide Academic Board. To strengthen the relationship between Bellerbys and the academic governance, the Chair of the Bellerbys College Advisory Board is also a member of the Academic Board.

The Roles and Responsibilities of the Proprietor

1. Introduction

In common with all companies, the Board of Directors have delegated responsibility to operate the Company and are subject to fiduciary duties (under the Companies Act 2006 and under common law).

A number of regulatory responsibilities:

- rest with individual directors personally; and
- rest collectively with the Board of Directors of all companies incorporated in England and Wales.

A list of the most relevant duties and responsibilities are set out below at paragraphs 2 and 3.

In addition, a number of regulatory responsibilities apply due to the fact that the Company operates independent schools (as defined in the Education and Skills Act 2008), and is the proprietor of those independent schools. These are set out at paragraphs 5 overleaf.

Study Group UK Limited is registered as the data controller and is responsible for compliance with data protection laws. The responsibilities of the data controller are set out in paragraph 4.

Please note that the content set out at paragraphs 3-5:

- is not intended to be (nor in practice could it be expected to be) a comprehensive or a complete description of the legal responsibilities which may apply to the operation of Bellerbys College.
- only summarises the responsibilities which may apply (and more detailed consideration of the obligations may be required in specific situations).
- has only considered the laws which may apply as at the date of this note (May 2022).
- should be subject to review given the changing nature of regulation and legislation.

2. Directors' responsibilities

2.1. Each director will have three distinct, but overlapping, roles. Each:

- has responsibility for protection of the assets of the company and ensuring that all decisions are carried out solely in the company's best interests;
- is a director of the company (for the purposes of company law) with responsibility for the governance and supervision of the company and its executives; and
- is a director with the general responsibilities of that position, relating mainly to good practice, knowing, understanding and upholding the ethos and ethics of the company.

2.2. As individuals, directors are subject to general statutory duties in accordance with the Companies Act 2006.

The general duties are based on certain common law rules and equitable principles as they apply in relation to directors

Responsibility	Legislation	Brief summary
General statutory duties	Companies Act 2006 (sections 171-177)	<p>General duties to act as follows:</p> <ul style="list-style-type: none"> · duty to act within powers; · duty to promote the success of the company; · duty to exercise independent judgment; · duty to exercise reasonable care, skill and diligence; · duty to avoid conflicts of interest; · duty not to accept benefits from third parties; and · duty to declare interest in proposed transactions or arrangements.

3. Regulatory responsibilities of a Board of Directors

Responsibility	Legislation	Brief summary
Specific statutory duties under company law legislation	Companies Act 2006	<p>It is the responsibility of the directors, collectively as the board, to:</p> <ul style="list-style-type: none"> · maintain full and accurate accounting records e.g. a balance sheet and a profit and loss account; · file of the accounts and report of the directors with the Registrar of Companies; and · prepare and maintain statutory registers, including the PSC register (which became a legal requirement on 6 April 2016).
Ongoing compliance with data protection law	General Data Protection Regulation (EU 2016/679) Data Protection Act 2018	See responsibilities of data controller set out below.
Ongoing compliance with equality and discrimination law	Equality Act 2010	It is the responsibility of the directors, collectively as the board, to ensure the College does not discriminate in the provision of services or against employees on the grounds of certain protected characteristics namely age; disability; gender reassignment; marriage and civil partnership; pregnancy and maternity; race; religion or belief; sex and sexual orientation.
Ongoing compliance with health and safety law	Health and Safety at Work etc. Act 1974 The Corporate Manslaughter and Corporate Homicide Act 2007 Regulatory Reform (Fire Safety) Order 2005	<p>Under this Act, related legislation, regulations made under the Act and pursuant to statutory guidance, it is the responsibility of the directors, collectively as the board to:</p> <ul style="list-style-type: none"> · assess risks to employees, customers, partners and any other people who could be affected by their activities; · arrange for the effective planning, organisation, control, monitoring and review of preventive and protective measures; · have a written health and safety policy; · ensure they have access to competent health and safety advice; · consult employees about their risks at work and current preventive and protective measures. <p>Failure to comply with these requirements can have serious consequences – for both organisations and individuals (who can be personally liable when these duties are breached). Sanctions include fines, imprisonment and disqualification. Where failings by the Company's senior management are a substantial element in any gross breach of the duty of care owed to its employees or members of the public, and which result in death, an offence will be committed. This could result in an unlimited fine and a publicity order. The Company as the 'responsible person' under the Order has responsibility for a range of fire risk procedures.</p>

3. Regulatory responsibilities of a Board of Directors

Responsibility	Legislation	Brief summary
Ongoing compliance with employment legislation	Various	<p>The most notable statutory employment duties are:</p> <ul style="list-style-type: none"> · To provide written particulars of employment; · To provide an itemised pay statement; · The payment of statutory sick pay; · Compliance with various family friendly rights including the right to statutory maternity leave and pay, statutory paternity leave and pay, statutory adoption leave and pay, parental leave and the right to request flexible working; · Not to unfairly dismiss employees with more than two years' service; · Provide staff with statutory minimum notice on termination of their contract; · Provision of statutory redundancy payments. · Not to make unlawful deductions from wages; · To pay the National Minimum Wage; · Comply with the Working Time Regulations in the provision of paid annual leave, limits on working hours and prescribed rest breaks; · Give protection to whistleblowers; · Comply with provisions for auto-enrolment into a compliant pension scheme.
Environmental law	Various	The Board of Directors will need to ensure compliance with relevant environmental laws which cover various issues including air emissions, land contamination, noise pollution, waste disposal and waste discharge, energy efficient and asbestos management.
Immigration law	Immigration Act 2014	Complying with the requirements of United Kingdom Visas and Immigration (UKVI) in relation to the recruitment of overseas students and employees.
Ongoing compliance with insolvency legislation	Insolvency Act 1986	<p>It is the responsibility of the directors, collectively as the board, to protect the position of the creditors of the company.</p> <p>The directors cannot trade whilst insolvent or take other action with the intention of prejudicing the position of a creditor (for example preferring one creditor over another or transferring assets from the company at an undervalue).</p>
Bribery and anti-corruption	Bribery Act 2010	<p>The Board of Directors has a legal obligation to prevent bribery. Offences include a person associated with a company:</p> <ul style="list-style-type: none"> · bribing another person intending to obtain or retain business or to obtain or retain an advantage in the conduct of business for the company; and · receiving bribes from a third party. <p>The Board of Directors has responsibility to ensure that:</p> <ul style="list-style-type: none"> · an adequate anti-bribery policy is in place; and that employees are aware of the policy and receive appropriate training as required.

4. Regulatory responsibilities of data controller

Responsibility	Legislation	Brief summary
Ongoing compliance with data protection law	UK General Data Protection Regulation Data Protection Act 2018	<ul style="list-style-type: none"> · The UK General Data Protection Regulation and Data Protection Act 2018 (the 'Data Protection Legislation') replaced the Data Protection Act 1998. The Data Protection Legislation provides enhanced protection in relation to data subjects. Study Group UK Limited, as data controller, is responsible for ensuring that Bellerbys College complies with the provisions of the Data Protection Legislation. · The data controller must be registered with the data protection regulator, the Information Commissioner's Office (ICO). It is a criminal offence to not be registered (and also to not keep the registration up-to-date). · The high risk area for the College is information security (the vast majority of fines served by the Information Commissioner have been in relation to information security breaches). The College must have organisational measures (e.g. staff training and policies) and technical measures (e.g. IT and physical protection) in place to ensure the security of the information which it processes.

Bellerbys College

Terms of Reference for the Advisory Board adopted by the Board of the Proprietor on 21 September 2021

1 Purpose

- 1.1 The Bellerbys College Advisory Board (the **Advisory Board**) has been established by Study Group Limited (formerly Bellerbys Educational Services Limited) (the **Proprietor**) to assist in the effective oversight and holding to account of Bellerbys College, which has sites located in Brighton and London (the **College**).
- 1.2 The existence of the Advisory Board on the terms set out below forms part of the Proprietor's acceptance of and response to its legal responsibilities, not a delegation or abrogation of them.

2 Membership

- 2.1 The Advisory Board shall have between four and 11 members, comprising:
 - 2.1.1 the chair, who shall be appointed by the Proprietor from time to time from the members of the Advisory Board qualifying as a result of paragraphs 2.1.2 to 2.1.4 below (the **Chair**);
 - 2.1.2 up to four directors of the Proprietor;
 - 2.1.3 up to two employees of companies within the Proprietor's group (not being the Director or other employees working at the College); and
 - 2.1.4 up to four independent members appointed by the Proprietor (the **Independent Members**), together the **Board Members**.
- 2.2 No individual shall be appointed as a Board Member if any of the provisions at paragraph 11.1 apply.
- 2.3 Every person wishing to become a Board Member shall be required to sign a copy of these terms of reference by way of confirmation that they consent to become a Board Member and that they understand the duties and responsibilities upon them.
- 2.4 Board Members shall, from time to time, make disclosures for the purposes of all safeguarding checks that may be required by the Chair or the Proprietor.
- 2.5 The Independent Members shall be appointed by the Proprietor and shall be individuals who are not:
 - 2.5.1 employed by the College;
 - 2.5.2 employed by the Proprietor or any of the companies in the Proprietor's group; or
 - 2.5.3 parents of students attending the College.
- 2.6 Casual vacancies may be filled by appointment of the Chair. The Chair may also co-opt individuals with particular experience to attend specific meetings of the Advisory Board, but such individuals shall not become full members of the Advisory Board. All provisions of these Terms of Reference as apply to Board Members shall apply to such co-opted individuals other than paragraphs 2.3 and 4.1.

3 The Chair

- 3.1 The role of the Chair is to chair meetings of the Advisory Board. He or she also provides leadership to the Board Members and acts as the main point of formal communication between the Advisory Board and the Proprietor.

4 Duties and responsibilities of Board Members

- 4.1 It is expected that every Board Member will, if possible, attend each meeting (see also paragraph 11.1.5).
- 4.2 The Board Members shall, when making recommendations, comply with the following duties:
 - 4.2.1 they must act honestly, with prudence and without a conflict of interest (see paragraph 8 below);
 - 4.2.2 they must act at all times in the best interests of the College; and
 - 4.2.3 provide advice in accordance with applicable legislation, guidance and best practice.
- 4.3 Board Members shall be under a duty of confidentiality in relation to all matters discussed at Advisory Board meetings or otherwise communicated to them (unless such matter is in the public domain otherwise than by breach of this clause).
- 4.4 No Board Member may speak to the press or the media without express written permission of the Proprietor.
- 4.5 Board Members are not entitled to enter the College at any time of their choosing. Visits to either of the College sites (other than for official meetings) should be arranged through the College Director. Board Members must follow the same rules for all visitors.
- 4.6 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 Proprietor from time to time.

5 Nominated Senior Safeguarding Lead

- 5.1 The Proprietor will nominate one member of the Advisory Board to champion best practice in the College in relation to safeguarding and promoting the welfare of students (the **Nominated Senior Safeguarding Lead**).
- 5.2 The Nominated Senior Safeguarding Lead shall have a specific remit as set out under separate terms of reference.

6 Remit

- 6.1 The remit of the Advisory Board (subject to the limitations set out in the next section, and informed by guidance/direction from organisation wide Proprietor established Committees) is to advise the Proprietor on:
 - 6.1.1 educational standards at the College including (but not limited to):
 - (a) teaching and learning;
 - (b) academic quality;
 - (c) student progress, course outcomes and examinations;
 - (d) progression rates to further/higher education and destination data;
 - (e) policies and procedures;
 - (f) curriculum;
 - (g) inspections and College responses to inspections;
 - 6.1.2 well-being and safeguarding of students, including (but not limited to) the following aspects:
 - (a) physical and mental health and emotional well-being;
 - (b) protection from harm and neglect;
 - (c) the contribution made by them to society; and
 - (d) social and economic well-being, and by means of regular risk assessments of factors particular to the College which have a bearing on the profile of particular well-being and safeguarding issues, such as (without limitation) historical concerns, body image, self-harm, students missing education, radicalisation, students with disabilities, special educational needs or learning difficulties, child sexual exploitation, female genital mutilation and cyberbullying;
 - 6.1.3 the governance framework of the College;
 - 6.1.4 overall development plans for the College, including the monitoring of progress;
 - 6.1.5 compliance with all relevant regulations, legislation and best-practice in relation to education, training and recreation;
 - 6.1.6 the production and updating of relevant College policies;
 - 6.1.7 complaints and appeals from students, staff and parents;
 - 6.1.8 the appointment and appraisal of the College Director and involvement in the appointment of other key roles within the College including, but not limited to, Academic Directors and Directors of Student Services;
 - 6.1.9 the development and implementation of appraisal and development systems for College staff;
 - 6.1.10 supporting the College's delivery of educational quality to ensure excellent outcomes for student achievement and personal development; 6.1.11 the improvement of academic performance and university outcomes;
 - 6.1.12 implications of and for marketing strategy;
 - 6.1.13 support for better cross-site College working;
 - 6.1.14 standardisation of reporting;
 - 6.1.15 embedding best practice; and
 - 6.1.16 such other aspects of the oversight of the College on which the Proprietor shall from time to time request advice and assistance from the Advisory Board.

7 Decision making and limitations on authority

- 7.1 Decisions of the Advisory Board (which shall be taken in accordance with the duty set out at paragraph 4.2 above) shall be **advisory only** and shall not be binding on the Proprietor.
- 7.2 The Advisory Board shall not make or authorise a decision which:
- 7.2.1 is contrary to the restrictions set out in the Proprietor's constitution;
 - 7.2.2 would (if acted upon) be a wilful default or an ultra vires act on the part of the Proprietor;
 - 7.2.3 would (if acted upon) reduce the accountability of the Advisory Board to the Proprietor;
 - 7.2.4 is contrary to any policy that has been set by the Proprietor; or
 - 7.2.5 would tend adversely to affect the reputation or standing of the College, unless failing to do so would result in a failure to safeguard and promote the welfare of students in accordance with the Proprietor's statutory duties.

8 Conflicts of Interest

- 8.1 For the purposes of these terms of reference the following definitions shall apply:
- 8.1.1 **Interest** means any direct or indirect interest (including any interest a Board Member may have as a consequence of any duty he or she may owe to any other person or organisation);
 - 8.1.2 **Conflict of Interest** means any Interest of a Board Member or any Related Party of a Board Member that conflicts, or may conflict, with the interests of the College and includes a conflict of interest and duty and a conflict of duties; and
 - 8.1.3 **Related Party** has the meaning set out in Financial Reporting Standard 8 as applicable to the preparation of the Proprietor's financial statements.
- 8.2 Board Members shall declare annually the nature and extent of any Interest in any matter relating to the College, the Proprietor or the Advisory Board.
- 8.3 Unless a Board Member has the authority of the Chair or Proprietor (whose decision shall be final and binding) a Board Member with a Conflict of Interest shall:
- 8.3.1 withdraw from the meeting for that item;
 - 8.3.2 not count in the quorum for that part of the meeting; and
 - 8.3.3 not be entitled to contribute or vote in relation to any matter in which they have or may have a Conflict of Interest.
- 8.4 For the avoidance of doubt, the Chair may direct that any or none of the provisions of paragraph 8.3.1 to 8.3.3 shall apply.

9 Proceedings of the Advisory Board

- 9.1 The quorum for each meeting shall be four Board Members, including:
- 9.1.1 the Chair, or a vice chair as nominated by the Chair from among the Board Members; and
 - 9.1.2 at least one Independent Member.
- 9.2 The College Director shall prepare regular reports for consideration by the Advisory Board covering all aspects of the Advisory Board's remit as described in paragraph 6 and such other areas as the Chair may from time to time request. The College Director may be invited and/or required to attend relevant parts of each meeting of the Advisory Board, but shall withdraw if so requested by the Chair and in any event shall take no part in discussion of matters in which he or she has a personal interest.
- 9.3 All attempts shall be made to ensure that an agenda and supporting papers shall be circulated by or on behalf of the Chair at least three days before each meeting and the business of the Advisory Board shall be conducted as the Chair considers appropriate.
- 9.4 Subject to the Veto, decisions of the Advisory Board shall be taken by a simple majority of those present and voting. Votes tendered by proxy shall not be counted.
- 9.5 The Chair shall have a casting vote in respect of all decisions taken by the Advisory Board.
- 9.6 Meetings may take place face to face or by conference or video call.

10 Frequency and minutes

- 10.1 The Advisory Board shall hold a meeting at least every two months, save during the summer months when Board Members may be unable to convene. Additional meetings of the Advisory Board may be convened if thought fit by the Chair or by two Board Members.
- 10.2 The Secretary shall arrange, promptly after each meeting, for actions arising during the meeting to be circulated to the Chair for approval, and subsequently to other committee members for action. The Secretary shall also forward draft minutes of the meeting to the Chair as soon as reasonably practicable after each meeting. With a view to ensuring efficient communication between the Advisory Board and the Proprietor, the Chair will also arrange for draft minutes to be circulated to the Proprietor, along with a summary of recommendations to accompany the minutes where necessary.
- 10.3 The minutes of a meeting shall be treated as draft minutes until approved at the next Advisory Board meeting, but this shall not affect the validity of any decision recorded in the draft minutes.

11 Removal and rotation

- 11.1** A Board Member shall cease to be a member of the Advisory Board if he or she:
- 11.1.1** is removed by resolution of the Proprietor;
 - 11.1.2** ceases to meet the requirements of being a Board Member or an Independent Member (as appropriate);
 - 11.1.3** dies;
 - 11.1.4** resigns his office by notice to the Chair;
 - 11.1.5** is absent without leave of the Chair from more than two consecutive meetings and the Chair resolves that his office be vacated;
 - 11.1.6** shall in the opinion of the Advisory Board be unable properly to fulfil his duties by reason of illness, disability or infirmity and the Advisory Board resolves that his office be vacated;
 - 11.1.7** becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs;
 - 11.1.8** 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;
 - 11.1.9** 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;
 - 11.1.10** fails to declare the nature of any direct or indirect Interest as required by these terms of reference and the Advisory Board resolve that his office be vacated; or
 - 11.1.11** is at any time included in any list of persons considered to be unsuitable to have access to students, young persons or vulnerable adults and the Advisory Board resolve that his office be vacated.
- 11.2** No Board Member shall serve for more than three years without a resolution of the Chair or the Proprietor to that effect.

12 Complaints and Disputes

- 12.1** Board Members are required to act collectively and should maintain a unified position in relation to the College and their communities. The decisions of the Proprietor and the Advisory Board, once made, should be supported by all Board Members.
- 12.2** It is recognised that there may be times when, for whatever reason, complaints or disputes about the administration, management or governance of the College. All such complaints or disputes are to be dealt with professionally in line with all statutory guidance. It is the responsibility of the Chair to ensure that complaints and disputes are notified to the Proprietor.

13 Alterations

- 13.1** These terms of reference may only be altered by resolution of the Proprietor and shall be subject to regular review.

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