

- 3.3 In appointing directors, the directors shall seek to ensure that the Board has a balanced skills set with appropriate diversity.
- 4.
- 4.1 The Chair shall be elected by the Board from amongst its independent members to serve in that office for a period of up to three years, which may be renewed for one further term of up to three years unless under exceptional circumstances a third term of office is approved by the Board.
- 4.2 The term of office of the Chair will run concurrently with their term of office as a director.
- 5.
- 5.1 The Board shall appoint a Chief Executive Officer of UCFB, who shall be an ex-officio member of the Board (" "). The CEO shall be the chief administrative officer of UCFB and undertake such duties and responsibilities as may be assigned by the Board for the organisation, leadership and management of UCFB from time to time.
- 5.2 The CEO shall establish and be supported by an Executive Management Team and a Senior Management Team. The composition and terms of reference for which shall be approved by the Board of Directors. The current terms of reference of the Executive Management Team are set out in _____ and the terms of reference of the Senior Management Team are set out in _____.
- 6.
- 6.1 In accordance with the Articles, the quorum for a meeting of the Board is two directors, of which at least one shall be an Independent Director (as defined in the Articles).
- 6.2 A director shall not be counted in the quorum in relation to a resolution on which they are not entitled to vote.
- 6.3 It is essential for the effective governance of UCFB that directors are able to make regular attendance at meetings of the Board. Failure to maintain regular attendance at meetings of the Board or of a committee of which the director is a member without good cause may lead to the removal of that individual as a director of UCFB.

- 8.2 Each item of business for consideration at a meeting will normally be supported by a written paper. Papers to be considered at a meeting shall normally be circulated with the agenda; tabled papers or matters raised by a member of the Board at the meeting will only be allowed at the Chair's discretion.
- 8.3 In order to protect the interests of UCFB, its students and staff, and subject to the provisions of data protection laws and the Freedom of Information Act, certain items of business may be deemed to be confidential or operationally or commercially sensitive by the Chair. Discussion of confidential business and circulation of confidential material is normally restricted to members of the Board. Any material deemed to be confidential (which could include agenda items, reports, minutes or papers) will not be published.
- 8.4 Confidential documents will be clearly marked as such and identified in the minutes.
- 8.5 All meetings of the Board shall be minuted and the minutes shall be confirmed at the next scheduled meeting of the Board or relevant committee.
- 8.6 The Chair may exclude any of the documents (or redact parts of such documents) referred to above from publication or inspection, if they contain or refer to named individuals, reserved business, business marked as confidential in the agenda or any other matter which, in the opinion of the Chair is deemed confidential or operationally or commercially sensitive.
- 8.7 A written resolution (including one by electronic means, such as e-mail) signed by all members of the Board shall be as valid and effectual as if it had been passed at a duly-convened meeting of the Board.
- 9.
- 9.1 The following matters will be included on the agenda and considered at every meeting of the Board as standing business:
- 9.1.1 Minutes of previous meeting(s) and matters arising from those minutes;
 - 9.1.2 Directors' declarations of conflicts of interest;
 - 9.1.3 Minutes and reports from the committees of the Board;
 - 9.1.4 Report from the Chair, including any Chair's Action taken since the date of the last meeting;
 - 9.1.5 CEO's report;
 - 9.1.6 The Corporate Risk Register; and
 - 9.1.7 Regulatory matters including correspondence from the Office for Students.
- 9.2 In addition, the following items should be considered during the year:
- 9.2.1 Annual Accounts;
 - 9.2.2 Annual budget and financial forecasts (including financial forecasts required to be submitted to the Office for Students);
 - 9.2.3 Review of the membership and the effectiveness of the Board and its committees; and
 - 9.2.4 Approval of UCFB's Access and Participation Plan.
- 10.
- 10.1 The Chair of the Board shall have delegated powers to act on the behalf of the Board between scheduled meetings. Chair's action is authorised where the matter involves:
- 10.1.1 items of routine business that would not normally merit discussion at a meeting of the Board;
 - 10.1.2 matters relating to the implementation of decisions that have already been approved by the Board; and

10.1.3 any issue which, in the view of the Chair, is too urgent and important for consideration to be deferred until the next scheduled meeting of the Board, especially where any lack of timely action could damage the interests of UCFB.

10.2 Where the Chair has exercised their delegated authority to act on behalf of the Board, a report on the action taken, along with any background documents, will be made to the next scheduled meeting of the Board when the Chair will explain the reason action was taken.

11.

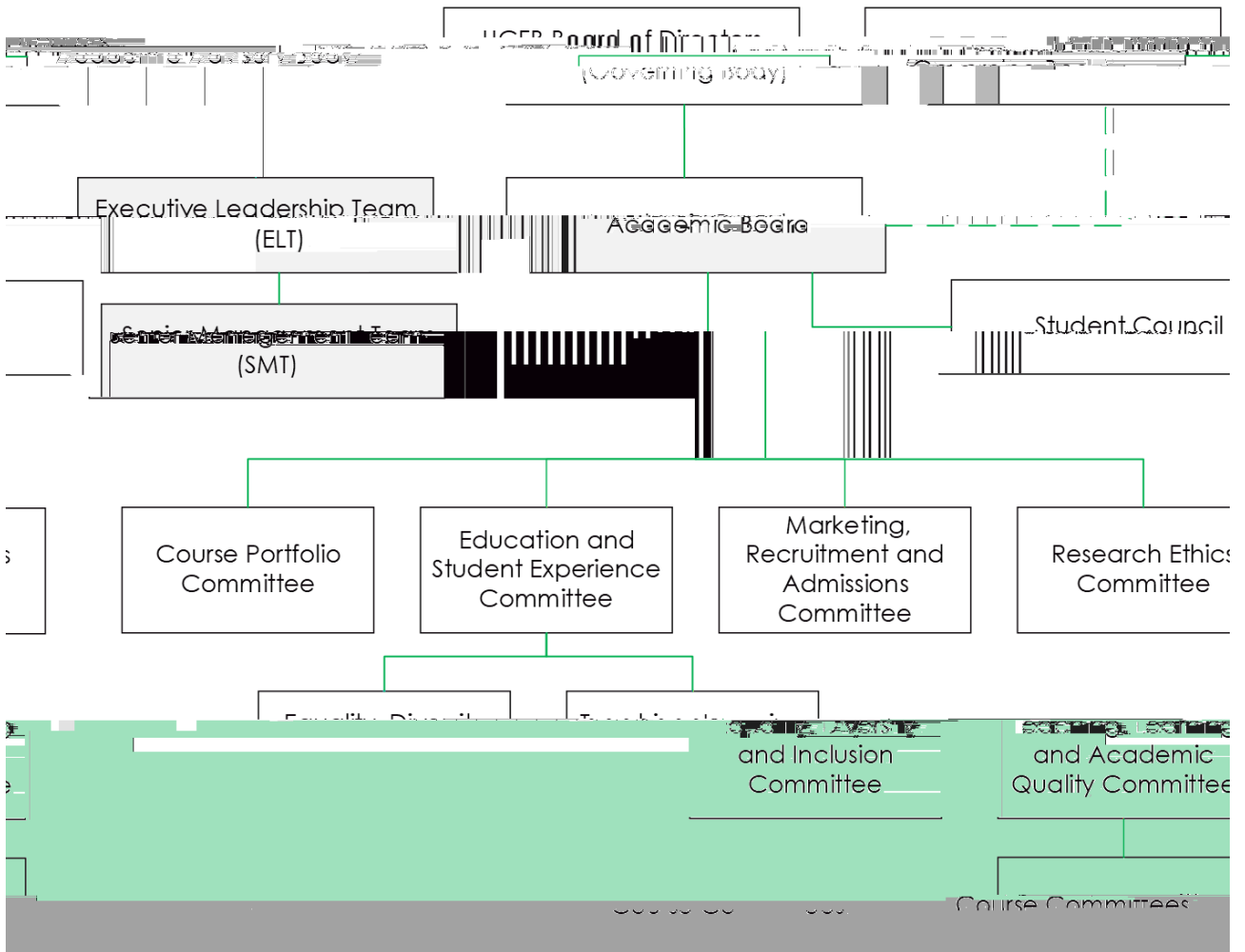
11.1 The Board may delegate any of its powers to any committee, to the Chair of the Board, or to the CEO and may confer the right of sub-delegation upon any such committee or persons upon such terms and conditions as the Board sees fit.

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- 13) Approve UCFB human resources and employment policy ensuring that pay and conditions of employment are properly determined and implemented for all categories of employee.
- 14) Appoint and set the terms and conditions for the Chief Executive Officer.
- 15) Ensure that systems are in place to promote equality and diversity of opportunity for staff and students.
- 16) Ensure that UCFB has a written statement of policy on health and safety, and arrangements for the implementation of that policy.
- 17) From time to time to make, amend or revoke Regulations; provided that notice of an intention to propose any amendment to or revocation of the existing Regulations or the making of any new Regulations shall have been given in the notice calling the relevant meeting.
- 18) Have oversight of, and be directly accountable for, the performance of the activities of UCFB ensuring compliance with its regulators.
- 19) Regularly monitor its own effectiveness and the performance against its planned strategies and operational targets.

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| Prof. Martyn Jones | Chair and independent director |
| John Davies | Chief Operating Officer |
| Brendan Flood | Chief Executive Officer |
| Sharona Friedman | President of GIS |
| Dr Steven Quigley | Independent director |



The Academic Board is established as a standing sub-committee of the Board of Directors (Governing Body) of UCFB|GIS for the purposes of and with the powers set out below.

Students (OfS) registration conditions and principles of consumer law in Higher Education (Competition and Markets Authority).

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Monday - Bi Weekly

- 5.1.1 Monitor and implement the Institution's strategy as agreed by the Board and any requisite operational plans.
- 5.1.2 Deliver performance against the institutional level KPIs as contained in the Academic Plan.
- 5.1.3 Lead, or delegate as appropriate to sub-committees or steering groups, the management of projects.
- 5.1.4 To monitor the organisation's strategic risks.

- 5.2.1 Have oversight of and look to improve the student experience and student outcomes continuously.
- 5.2.2 Have oversight of student recruitment.

- 5.3.1 Monitor academic performance against agreed levels and ensure they are achieved.

- 5.4.1 Develop and instil a culture of leadership, management, and engagement.

- 5.5.1 Assure the Board as to the maintenance of standards and the provision of a quality HE experience.
- 5.5.2 Ensure legislative, regulatory and validating partner requirements are met.
- 5.5.3 Maintain an understanding of the external HEI environment and the Institution's position within it.

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| Head of Facilities Management |
| Head of Campus Growth and Capital Projects |
| Finance Manager |
| Head of UCFB Student Recruitment |
| Head of Project Delivery |
| Head of Recruitment (GIS) |
| Financial Reporting Accountant |
| Group Accountant |

Secretary - Executive Assistant

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