

Governance Overview

Overview of the institution

LIS is a new HE provider that will offer a single, three-year undergraduate programme in Interdisciplinarity (BAsc). We plan to open in Autumn 2021 with 120 students. Our income from undergraduate student fees will be supplemented primarily by our provision of professional development education.

LIS is in the process of registering as a B Corporation. It is based in London, and its shareholders are a combination of companies and private individuals.

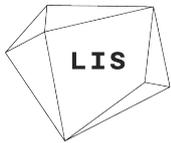
Below we set out the School's governance structure at launch in Autumn 2021. In developing this governance structure, we have drawn upon the following primary sources:

- Office for Students (OfS): [Securing student success: Regulatory framework for higher education in England \(2018\)](#);
- OfS: [Regulatory notices and advice \(2018\)](#);
- QAA: [The UK Quality Code for Higher Education \(2018\)](#)
- QAA: [The Frameworks for HE Qualifications of UK Degree-Awarding Bodies \(2014\)](#)
- QAA: [Degree Awarding Powers in England: Guidance for providers on assessment by QAA \(incorporating the DAP criteria\)](#)
- The Competition and Markets Authority: [Guidance to Institutions of Higher Education](#);
- The Equality Act 2010;
- The Office of the Independent Adjudicator: [Good Practice Framework \(2016\)](#);
- Committee of University Chairs: [The Higher Education Code of Governance \(2014\)](#);
- Committee of University Chairs: [The Higher Education Code of Governance: Revised Draft for Consultation \(2020\)](#);
- Financial Reporting Council: [The UK Corporate Governance Code \(2018\)](#).

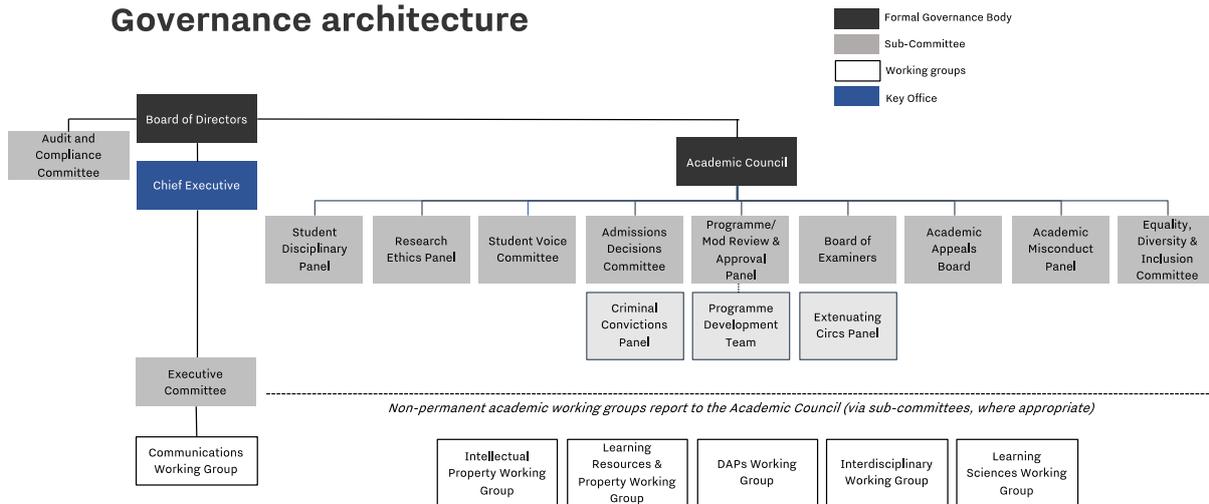
In addition, the School's approach has taken into account practice in the sector including the forms and approaches of other, similar higher education institutions, sector good practice, regulatory bodies good practice guides and the regulations and codes of practice of professional and accrediting bodies.

Governance Structure

The diagram below sets out our governance structure:



Governance architecture

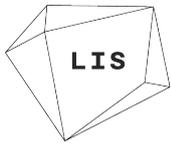


NOTE: For further detail on responsibilities and accountabilities, see: Terms of Reference, and Governance and Academic regulations

Principles of Academic Governance

Authority

- The primary organs of governance of the School are the Board of Directors, the Academic Council, and the [Academic Regulations](#).
- The Board of Directors is the senior authority of the School and is directly responsible for setting the mission of the School, approving the strategic plan, and overseeing its commercial activities and financial health.
- The Academic Council is, under powers delegated by the Board of Directors, the academic authority of the School. The Board of Directors cedes its authority to the Academic Council for those matters relating to the quality and standards of academic provision as specified in the Terms of Reference of the Academic Council.
- The Audit and Compliance Committee, in addition to its audit, nomination and remuneration functions, will be responsible to the Board of Directors for reviewing the School's compliance with its ongoing [conditions of registration with the Office for Students](#) in relation to the public interest principles, and, in particular, those relating to regularity, propriety and value for money.
- The Academic Council has established sub-committees and operational working groups for which it would be inappropriate or impractical to convene the full Council or to consider such business at the Council.
- The Executive Committee, under the leadership of the Chief Executive, is the School's senior management team. It is responsible for implementing the strategic plan and managing the functions and day-to-day operational activities of the School, in service of the Board of Directors and the Academic Council.
- The [Academic Regulations](#) are the primary written authority for how the School shall be governed academically. Should a conflict arise between what is stated in the Regulations and sub-regulatory instruments the Regulations shall prevail.



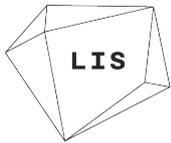
- The [Academic Regulations](#) shall be reviewed annually, and any amendments must be approved by the Academic Council and reported to the Board of Directors.
- In specific cases that have exceptional circumstances, for example where to apply the regulations would conflict with natural justice or create an obstacle to the proper operation of the School, the Academic Council may set aside the regulations in that instance. The case must be approved by the majority of members of the Council and the Chief Executive and Chair of Council must be in favour of the proposal. The case and the circumstances must be recorded in the minutes of the Council and an anonymised record included in a schedule to the relevant academic regulation.
- Both the Academic Council and the Board of Directors shall have a review of their effectiveness conducted annually under the aegis of the Audit and Compliance Committee.

The memberships and terms of reference of the Board of Directors, the Audit and Compliance Committee, and the Academic Council and the subcommittees are set out in the following LIS documents:

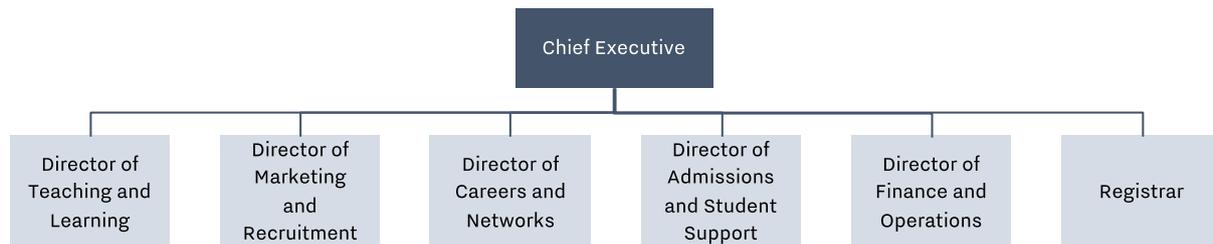
- [Board of Directors: Membership and Terms of Reference;](#)
- [Audit and Compliance Committee: Membership and Terms of Reference;](#)
- [Academic Council: Membership and Terms of Reference;](#)
- [Programme/Module Review and Approval Panel: Membership and Terms of Reference;](#)
- [Academic Appeals Board: Membership and Terms of Reference;](#)
- [Academic Misconduct Panel: Membership and Terms of Reference;](#)
- [Examinations Board\(s\): Membership and Terms of Reference;](#)
- [Equality, Diversity and Inclusion Committee: Membership and Terms of Reference;](#)
- [Admissions Decisions Committee: Membership and Terms of Reference;](#)
- [Student Voice Committee: Membership and Terms of Reference;](#)
- [Student Disciplinary Panel: Membership and Terms of Reference;](#)
- [Research Ethics Panel: Membership and Terms of Reference;](#)
- [Executive Committee: Membership and Terms of Reference.](#)

Additional sub-panels that conduct the academic business of the School include the Extenuating Circumstances Panel, the Criminal Convictions Panel, and the Programme Development Team. Their membership and terms of reference are set out in the following LIS documents:

- [Extenuating Circumstances Panel: Membership and Terms of Reference;](#)
- [Criminal Convictions Panel: Membership and Terms of Reference;](#)
- [Programme Development Team: Membership and Terms of Reference.](#)



Executive Committee



The Executive Committee is led by the Chief Executive. It includes the Directors from the Executive Offices.

The Executive Committee ensures that there is effective management of all the activities undertaken by the School, and is the decision-making body for management and operational issues. It will provide strategic and planning recommendations to the Board of Directors and will advise the Board of Directors on any key issues (strategic, operational, reputational) facing the School. It will ensure that the strategic plans and decisions approved by the Board of Directors and Academic Council are executed.

Further details on the roles of the Executive Committee and its constituent members can be found in the document, *Organisational Structure and Staffing Plan*.

Scheme of Delegation

The School recognises the importance of transparent governance and clear lines of authority and accountability. The Scheme of Delegation seeks to set out where authority and accountability rests for the strategic governance of the School and the main aspects of its operational management. LIS is a new, small and niche provider. As a consequence, it has adopted a tightly contained and delimited governance model. The Board of Directors is the authority of the School and has responsibility for all matters relating to the financial and commercial strategy and management of the School. With regard to academic matters it has delegated its authority to the Academic Council. The Executive Committee serves both the Academic Council and the Board of Directors.

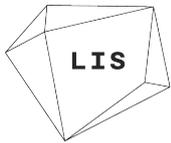
Operational powers are entrusted to the Chair of Council, the Chief Executive Officer, and specific members of the senior leadership team.

The Scheme of Delegation will be reviewed at least annually.

Board of Directors

The Board of Directors retains to itself the oversight and approval of:

Strategic and Financial



- The School's mission, vision, and values statement;
- The strategic plan;
- The financial strategy, financial regulations and annual budgeting;
- The annual report and financial statements;
- The salaries and benefits of members of the senior leadership team;
- The remuneration and staff benefits strategy;
- Audit strategy;
- Capital expenditure;
- Insurance and indemnities;
- Banking arrangements;
- The Scheme of Delegation and Decision Making;
- The Risk Management Strategy and Corporate risk register.

Appointments and Termination

- Appointment and termination of the Chief Executive Officer;
- Appointment and termination of independent members of the Board including the Chair;
- Decisions to make any posts redundant.

Academic

- The overarching mission and character of the School;
- The powers, role and duties of the Academic Council;
- Audit of the effectiveness of the Academic Council;
- Strategies in relation to achieving NDAP, TDAP and degree awarding powers;
- Approval of the business case for new programmes;
- Approval of new academic departments.

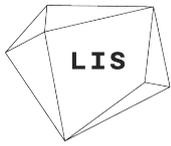
Board of Directors' Sub-Committees

The Board of Directors has established the following sub-committee.

Audit and Compliance Committee

The Board of Directors has delegated authority to the Audit and Compliance Committee to:

- Oversee the internal and external audit compliance functions including the appointment and termination of internal and external auditors;
- Make recommendations to the Board of Directors on the nomination of the appointment and termination of the Chief Executive, members of the executive team and non-executive members of the Board and its subcommittees;
- Make recommendations to the Board of Directors on the remuneration of the Chief Executive, members of the executive team and non-executive members of the Board and its subcommittees;



- Review the School's compliance with its ongoing [conditions of registration with the Office for Students](#) as an approved higher fee cap provider, in relation to the public interest principles—specifically those relating to regularity, propriety and value for money;
- Administering the reviews of the effectiveness of the Board of Directors and Academic Council.

Executive Committee

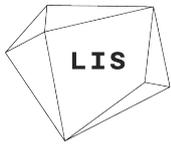
The Board of Directors has delegated authority over the day-to-day management and operation of the School to the School's Executive Committee, and specifically:

- To monitor and approve expenditure within the overarching limits defined by the Board of Directors;
- To approve the standard contractual arrangements relating to all staff;
- To approve policies and procedures affecting health and safety;
- To determine the operational and ad hoc remit of staff as circumstances dictate
- To determine the delegated authority for operational management and budgets of officers of the School.

Academic Council

The Board of Directors has ceded authority to the Academic Council for all matters relating to academic governance, the standards of its awards and the quality of the student learning experience and specifically the approval and oversight of:

- The academic quality and standards of the School's academic provision;
- The Academic Development Plan;
- The Academic Risk Register;
- The Academic Regulations;
- The establishment of academic boards and committees;
- The appointment of any independent members of the Academic Council;
- The appointment of appointed and co-opted members to the Academic Council;
- The appointment of Chairs and other members to Academic Council sub-committees, Boards and Panels;
- The promotion of academic staff;
- The design and validation of programmes and modules;
- The monitoring, annual review and revalidation of programmes and modules;
- The withdrawal of programmes and modules;
- Ethical requirements relating to research projects;
- The award of degrees and other qualifications
- Sub-regulatory instruments governing the criteria, policies and processes for the:
 - Recruitment and admission of students;
 - Quality of the delivery of learning and teaching;
 - The conduct and integrity of assessments;



- The conferment of awards;
- Student discipline.

Academic Council Sub-Committees

The Academic Council has established the following sub-committees to act on its behalf under delegated authority:

Board of Examiners

- To consider and approve the results of students with regard to awards, modules and progression between stages of a programme.

Academic Appeals Board

- To consider appeals against a decision of a Board, Committee or Panel of the School or of one of its officers, in line with the School's [Academic Appeals Procedure](#).

Programme/Module Review and Approval Panel

- To consider and approve new programmes and their constituent modules, or modifications to existing programmes, under the provisions of the Programme Approval Procedure (in the document, [Programme Design, Development, Monitoring and Evaluation Procedures](#)).

Academic Misconduct Panel

- To investigate and determine cases of alleged academic misconduct, under the provisions of the [Academic Misconduct Policy and Procedure](#).

Admissions Decisions Committee

- To determine which applicants should be admitted to the School, in line with the [Admissions Regulations and Procedures](#).

Student Voice Committee

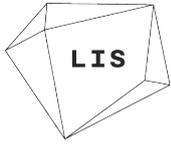
- To support student engagement in aspects of the student experience at the School.

Student Disciplinary Panel

- To make determinations on student disciplinary cases under the provisions of the [Student Code of Conduct and Disciplinary Procedure](#).

Research Ethics Panel

- To make determinations on research ethics proposals under the provisions of the [Research Ethics Policy and Procedure](#).



Policies, Regulations and Procedures

The following LIS policies and codes set out the standard of behaviour for members of the governance bodies and executive committee:

- [Dignity at Work and Study Policy and Procedure](#);
- [Equality, Diversity and Inclusion Policy](#);
- [Code of Ethical Conduct](#);
- Anti-Bribery and Harassment Policy (Staff Handbook);
- Staff Code of Conduct for Personal Relationships (Staff Handbook).

The [Academic Regulations](#) of the School are the primary written authority for how the School shall be governed academically.

Policies and procedures which govern how the Executive Committee discharge its key roles include:

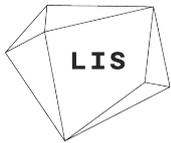
- Staff Handbook (which includes all HR Policies and Procedures);
- [Disability Policy](#);
- [Safeguarding Policy and Procedure \(including Prevent\)](#);
- [Data Protection Policy](#), [Data Retention Policy](#) and [Detailed Data Retention Schedule](#)
- [Health and Safety Policy](#);
- [CMA Compliance Policy](#);
- [Risk Management Policy](#);
- Business Continuity Plan;
- IT Disaster Recovery Plan.

Rationale for governance approach

LIS is a new, small, evolving organisation, and as such we have sought to develop a governance and management structure that is fit for purpose, follows good practice and meets the expectations of legal and sector codes but which is lean, proportionate and responsive.

To this end, we have sought to limit the number committees to those that are necessary at this stage of our development. Consequently, the Board of Directors and Academic Council will divide responsibility for corporate and academic oversight, scrutiny and decision making between them. They will be supported operationally by the Executive Committee, and by the specific function academic sub-boards and panels. The Audit and Compliance Committee will provide an internal but objective and ethical check on both the Board of Directors and the Academic Council, and monitor their guardianship of the public interest principles. We believe that this approach will aid inclusive decision making, effective communication and foster staff commitment and ownership.

To ensure our structure remains proportionate and fit for purpose we shall review our governance structure and delegation scheme annually.



Self-assessment of management and governance arrangements

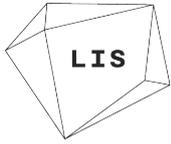
As a new institution that is still putting its governing bodies in place and prior to students joining us, we are unable at this time to assess the effectiveness of our management and governance arrangements in practice. In designing our management and governance arrangements, we have drawn on the primary sources and best practices listed in the above section, as well as higher education expertise, to ensure that they, by design, are adequate and effective. Crucially, we will have regard: to the [Committee of University Chairs'](#) (CUC's) primary elements of higher education governance as set out in its [Higher Education Code of Governance](#) (June 2018), as well as its [Revised Draft for Consultation \(2020\)](#); the public interest governance principles set out by the [OfS](#) in 2018 (see below); and the [FRC's UK Corporate Governance Code 2018](#).

Each year, the Board of Directors will conduct and publish a review of the effectiveness of its governance arrangements (via its annual Statement of Corporate Governance and Statement of Internal Control), and the extent to which it upholds these governance and public interest principles. Our commitment to these principles will be formalised through our governance structure (set out in the membership and terms of reference of its governing bodies and sub-committees) and our scheme of delegation. Together, these make provision for:

- Assignment of clear accountabilities to the governing bodies and sub-committees;
- Academic freedom, via the delegation of responsibility for academic matters to the Academic Council;
- Student engagement, via the inclusion of elected student representatives at the Board of Directors, Academic Council, the Programme/Module Review and Approval Panel, and the Student Voice Committee;
- Academic governance;
- Risk management, via the accountabilities of the Board and through the delegation of risk management responsibilities to the Chief Executive and Executive Committee;
- Value for money, via the financial oversight provided by the Board of Directors, the Audit and Compliance Committee;
- Regularity and Propriety, via the oversight provided by the Audit and Compliance Committee.

The School's commitment to these principles of higher education governance are also formalised and upheld by a series of codes, policies, regulations and procedures that are intended to preserve: academic freedom; freedom of speech; equality, diversity and inclusion; and ethical behaviour. These include:

- [Academic Freedom Policy](#);
- [Code of Practice on Freedom of Speech](#);
- [Equality, Diversity and Inclusion Policy](#);
- [Code of Ethical Conduct](#);

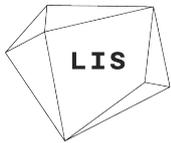


- [Dignity at Work and Study Policy and Procedure](#)
- [Anti-Bribery and Corruption Policy](#) (Staff Handbook)
- [Whistleblowing Policy and Procedure](#) .

All codes, policies, regulations and procedures will be reviewed annually by the governing bodies as per the School's *Policy Review Schedule*, to assess their execution and effectiveness.

Both the Board of Directors and Academic Council are required under their terms of reference to annually review their own effectiveness. To ensure independence and objectivity the reviews of the Board and Academic Council will be administered by the Audit and Compliance Committee.

Given that we are a new and growing organisation, we shall, in the first years of our operation, review our governance structure and delegation scheme annually. As set out in our Scheme of Delegation, this shall be the responsibility of the Board of Directors.



<p>Name of policy/procedure:</p> <p>Document owner:</p> <p>Date Originally Created:</p> <p>Last reviewed:</p> <p>Reviewed by:</p> <p>Audited by:</p> <p>Date of Audit:</p> <p>Date of next review: (annually unless otherwise agreed)</p> <p>Related documents: (eg associated forms, underpinning processes, related policies or overarching policies)</p>	Governance Overview
	Hannah Kohler, Director of Admissions and Student Support
	01/2019
	02/2020
	Prof. Chris Maguire (Registrar) Jasper Joyce (Director of Finance and Operations) Ed Fidoe (Chief Executive) Prof. Carl Gombrich (Director of Teaching and Learning)
	Board of Directors Academic Council
	07/2019 (BoD) (approved) 12/2019, 03/2020 (AoC)
	Board of Directors: Membership and Terms of Reference Audit and Compliance Committee: Membership and Terms of Reference Academic Council: Membership and Terms of Reference Programme/Module Review and Approval Panel: Membership and Terms of Reference Board of Examiners: Membership and Terms of Reference Academic Appeals Board: Membership and Terms of Reference Academic Misconduct Panel: Membership and Terms of Reference Equality Diversity and Inclusion Committee: Membership and Terms of Reference Executive Committee: Membership and Terms of Reference Student Voice Committee: Membership and Terms of Reference