

GOVERNANCE AT FAIRFIELD SCHOOL OF BUSINESS

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Introduction

Fairfield School of Business (FSB) was incorporated as a Private Limited Company, on 29th September 2012 and is committed to providing effective governance, leadership and management that is meaningful, decisive, and effective and impacts positively on the lives of all stakeholders involved with the College.

In order to effectively oversee the business of the College, a structured committee arrangement has been put into place to cover all aspects of the College activities (Annexe B). Procedures for the conduct of committee meetings are specified in Annexe A.

Annex A - Procedures for the Conduct of Meetings

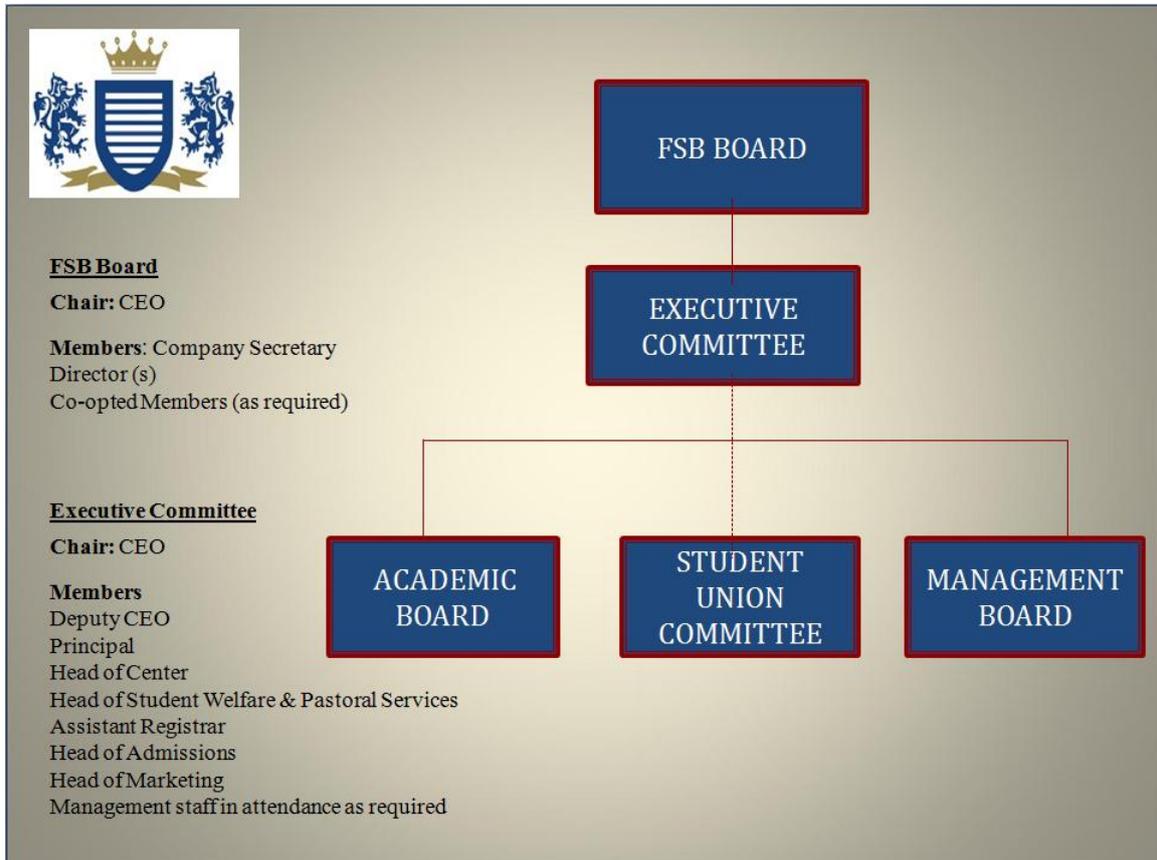
These procedures will normally apply to all Committees except where specific provision is made.

1. Meetings of all Committees will be scheduled annually in advance, to allow the orderly conduct of business through to the four meetings of the FSB Board.
2. The Chair of each Committee may at any time call an extraordinary meeting.
3. Notice of an extraordinary meeting will be issued a minimum of three working days before the meeting is convened.
4. The agenda for an extraordinary meeting will only contain papers relevant to the issue(s) under discussion. The meeting will not be asked to approve minutes, deal with any matters arising, nor will any other business be allowed.
5. An agenda paper and supporting papers for each meeting will be sent to each member not later than the third working day before the scheduled meeting and normally five working days before. This applies to ordinary and extraordinary meetings.
6. The Chair will set a deadline for receipt of papers in order that the agenda may be distributed to Committee members in a timely fashion.
7. No business will be transacted at an ordinary meeting other than that specified in the agenda paper except for any matter of which the Chair has been advised in advance, which he/she considers urgent, and which has arisen too late to be specified in the agenda. No papers may be tabled without the consent of the Chair.
8. Meetings of the Board and its committees are normally held in private. Attendance of non-members at meetings shall be at the invitation of the Chair of the meeting. Persons invited to attend shall withdraw from the meeting if so required by a resolution of the members present.
9. The draft minutes of meetings will be circulated to the Members as soon as possible, following the meeting. Prior to circulation, minutes will be cleared by the Chair of the meeting.
10. Minutes of General Management Committee non-confidential business will be posted on the Staff Portal.
11. All attendees must make themselves aware of the documents before the meeting.
12. The agendas of FSB Board and other Committees and Sub-Committees as appropriate, shall include reserved items where matters under discussion are of a sensitive nature for reasons of protocol or commercial interest or because they relate to individual or identifiable staff or students.

13. There will be a quorum for all Committees which unless specified otherwise will be one-half of the membership. No formal business may be transacted at meetings without a quorum of members present.
14. Where motions are put to the vote, a majority of those present and voting will be binding. Should the Committee be equally divided, the Chair may exercise a casting vote.
15. The first business of every ordinary meeting of all Committees will be the confirmation of the minutes of the previous meeting.
16. The Chair is responsible for the conduct of the meeting. Members are required to cooperate with the Chair to ensure the fair and effective transaction of business, and the observance of the courtesies of debate.
17. Meetings must be conducted in a constructive, non-confrontational atmosphere and the authority of the Chair must be respected at all times. Members who are guilty of obstructive or offensive conduct will be warned by the Chair that their behaviour is unacceptable. If this behaviour continues, they may at the discretion of the Chair, be asked to leave the meeting.
18. These procedures may be amended only by an ordinary meeting of FSB Board.

Annex B - FSB Committees, Boards and Panels

FSB Governance and Corporation Board

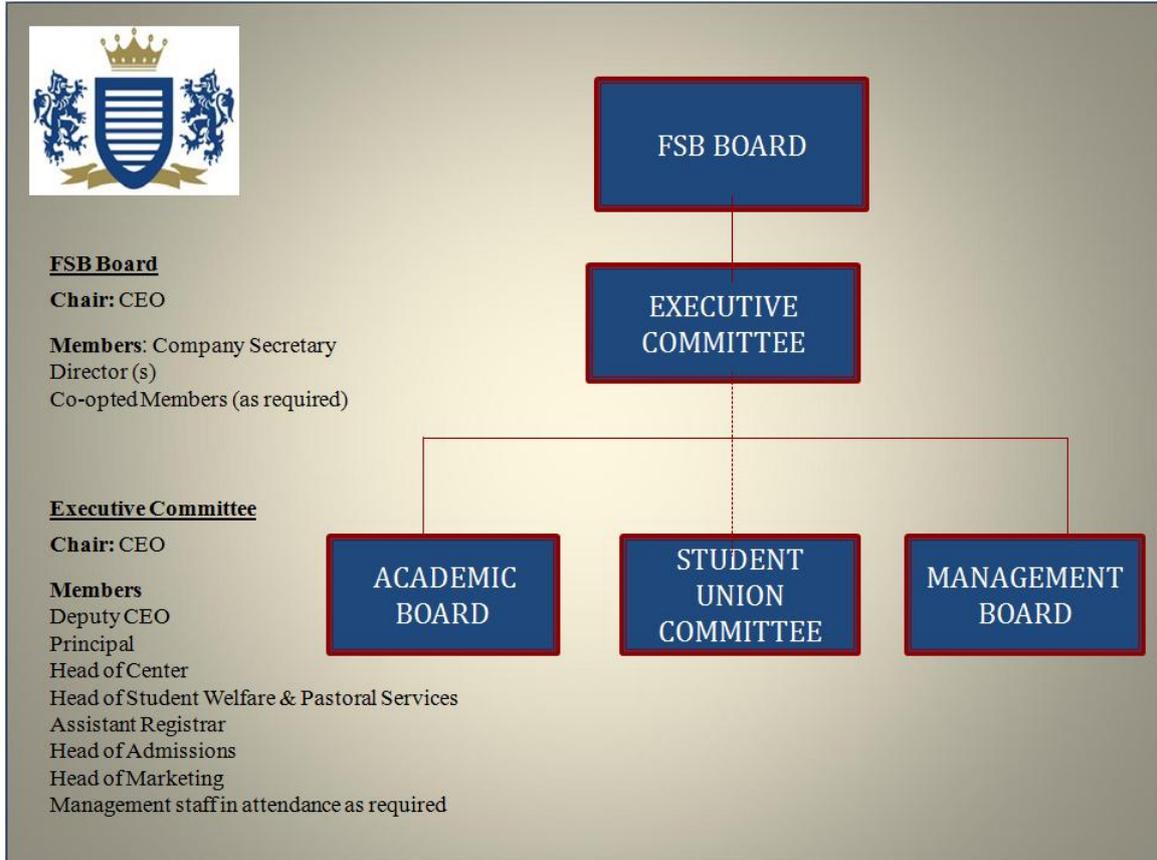


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| Name | <i>FSB Governance and Corporation Board</i> |
| Chair | CEO |
| Other Members | Company Secretary Director (s) Co-opted Members (as required) |
| Frequency of Meetings | Termely |
| Quoracy | 50% |
| Responsible to | FSB Share holders |
| Terms of Reference | 1. The main purpose of the Board is to develop and approve the mission and strategic vision of the institution, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders. |

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| | <ol style="list-style-type: none"> 2. To delegate authority to the heads of the institution for the academic, corporate, financial, estate and personnel management of the institution, and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the head of Institution – CEO. 3. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, procedures for handling internal grievances and for managing conflicts of interest. 4. To ensure processes are in place to monitor and evaluate the performance and effectiveness of the institution against the plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions. 5. To establish processes to monitor and evaluate the performance and effectiveness of the Governance and Corporation Board. 6. To safeguard the good name and values of the institution. 7. To appoint the head of the institution as chief executive, and to put in place suitable arrangements for monitoring his/her performance. 8. To appoint a Company Secretary to the Board and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability. 9. To be the employing authority for all staff in the institution and to be responsible for establishing a human resources strategy and management. 10. To be the principle financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget, financial statements, financial plan and to have overall responsibility for the School's profit and loss, assets, property and estate. |
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| | <ol style="list-style-type: none">11. To approve all tuition fees and fee bands, subject to consultation by the executive committee;12. To approve the principles and methods and practice for allocating resources;13. To be the institution's legal authority and, as such, to ensure that systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name.14. To make such provision as it thinks fit for the general welfare of students, in consultation with the academic board.15. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.16. To ensure that the institution's Memorandum of Association is followed at all times and that appropriate advice is available to enable this to happen. |
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Executive Committee

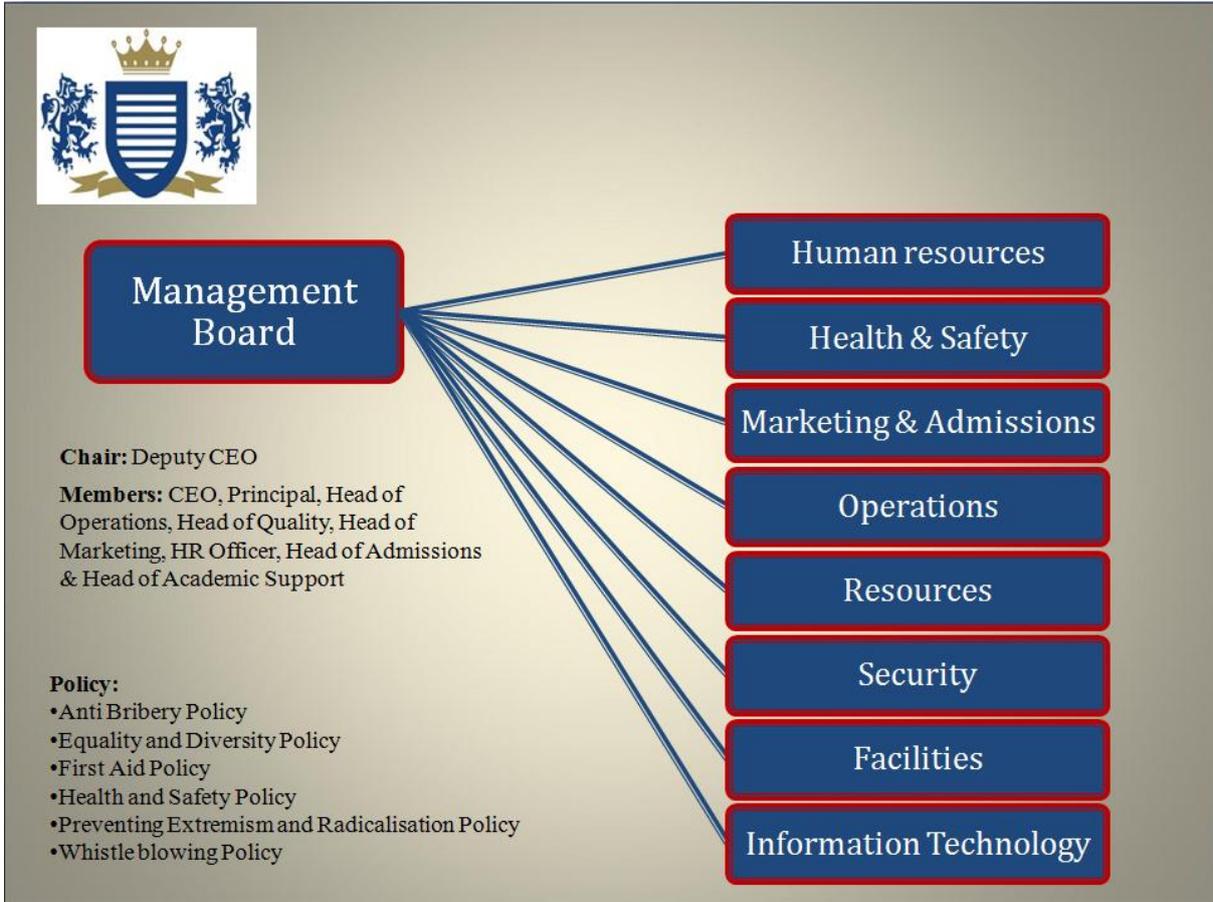


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| Name | <i>Executive Committee</i> |
| Chair | CEO |
| Other Members | Deputy CEO Principal Head of Center Head of Student Welfare & Pastoral Services Assistant Registrar Head of Admissions Head of Marketing Management staff in attendance as required |
| Frequency of Meetings | Quarterly |
| Quoracy | 50% |
| Responsible to | FSB Governance and Corporation Board |
| Terms of Reference | 1. To advise the CEO, as the delegated authority of the FSB |

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| | <p>Governance and Corporation Board, on the key strategic and operational issues facing the School;</p> <ol style="list-style-type: none"> 2. To act collectively in ensuring the effective leadership and management of the School; 3. To understand interpret the strategic environment in which the School operates; 4. To assist the strategic planning process and implement the Strategic Plan as approved by the FSB Governance and Corporation Board; 5. To take decisions about specific priorities and operational implementation within the context of the Strategic Plan and School policies with the approval of FSB Board; 6. To develop and recommend an annual operational plan to support the delivery of strategic priorities; 7. To approve policies and procedures required to ensure the effectiveness of the School; 8. To approve the methods and practice for allocating resources; 9. To oversee the annual planning cycle, consider the plans for the Study Centres and key service areas of the School and ensure that academic, financial and physical planning are properly integrated; 10. To consider the Financial Plan before submission to the FSB Governance and Corporation Board; 11. To oversee arrangements for ensuring efficiency and effectiveness and to make appropriate reports and recommendations to the FSB Governance and Corporation Board; 12. To recommend all tuition fees and fee bands, for approval by FSB Governance and Corporation Board; 13. To review periodically the Strategic Risk Register to ensure that key risks are appropriately managed; |
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| | <ol style="list-style-type: none">14. To receive and consider reports from relevant Committees, Boards and Panels.15. To receive, analyse and report to the FSB Board on data sets as supplied from the Registry, Assessment and Admissions departments; |
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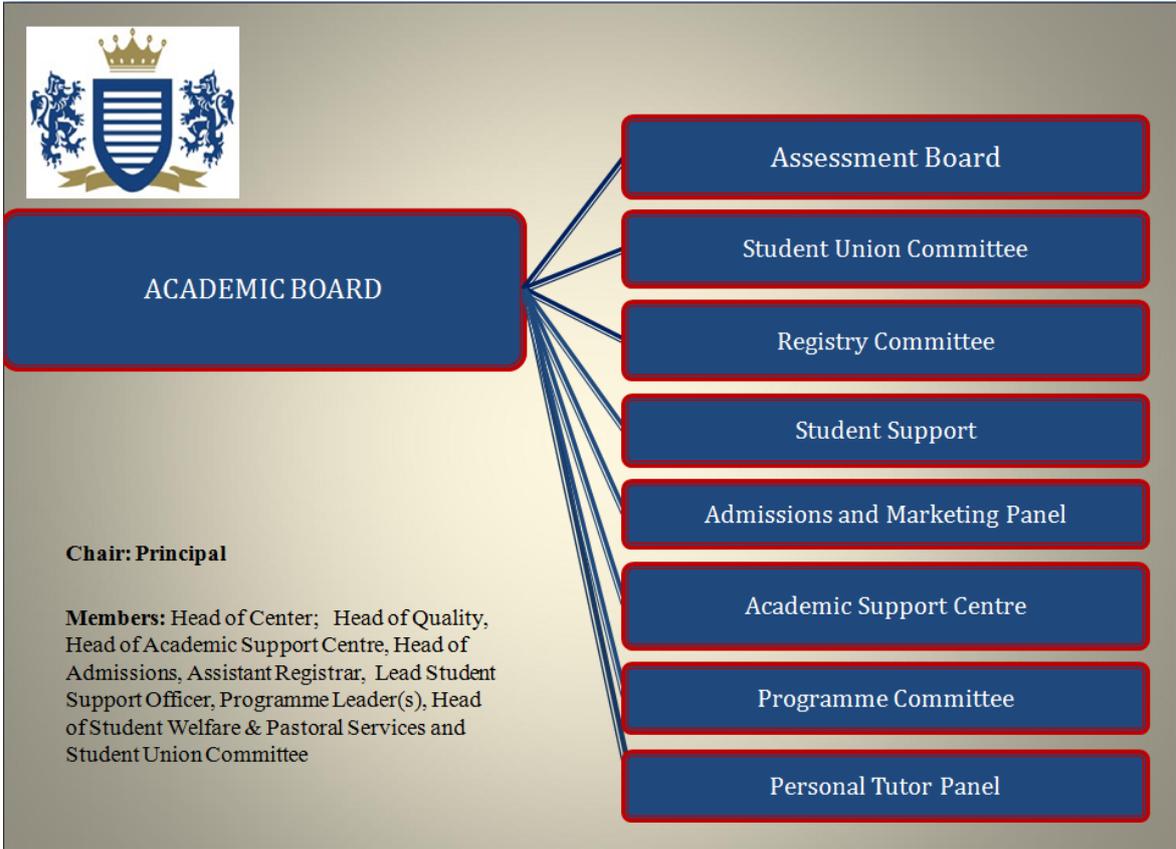
Management Board



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| Name | <i>Management Board</i> |
| Chair | Deputy CEO |
| Other Members | Principal, Head of Operations, Head of Quality, Head of Marketing, HR Officer, Head of Admissions, Head of Academic Support |
| Frequency of Meetings | Quarterly |
| Quoracy | 50% |
| Responsible to | Executive Committee, FSB Board |
| Terms of Reference | <ol style="list-style-type: none"> 1. To assist an annual operating plan in support of delivery of strategic objectives and the effective operation of the School and exercising management responsibility for their implementation and delivery; 2. To monitor, measure, and evaluate the School’s performance |

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| | <p>in relation to the pursuit of its strategic objectives and Key Performance Indicators and ensuring appropriate actions are implemented to ensure successful delivery and achievement of targets;</p> <ol style="list-style-type: none"> 3. To consider and approve, the recommendations made by its Committee's and to ratify any amendments to them; seek approval of higher cost matters from Executive and Board of Governance; 4. To monitor and review the School's risk register and ensuring internal controls and actions are implemented to mitigate and manage risks; 5. To maximise the physical, electronic and human resources available to the School and ensuring their effective, efficient and economical use; 6. To secure the effective and orderly development and delivery of the School's work across all its campuses; 7. To monitor and evaluate the School's equality and diversity policies as required by legislation and by good practice and review their effectiveness; 8. To monitor and evaluate the School's policies for health, safety and welfare, both statutory or otherwise and review their effectiveness; 9. To foster a coherent and cohesive approach to the management of the School; 10. To establish such committees as it considers necessary to enable it to carry out its responsibilities; 11. To advise on other matters as the Executive Committee or FSB Governance and Corporation Board may refer to it. |
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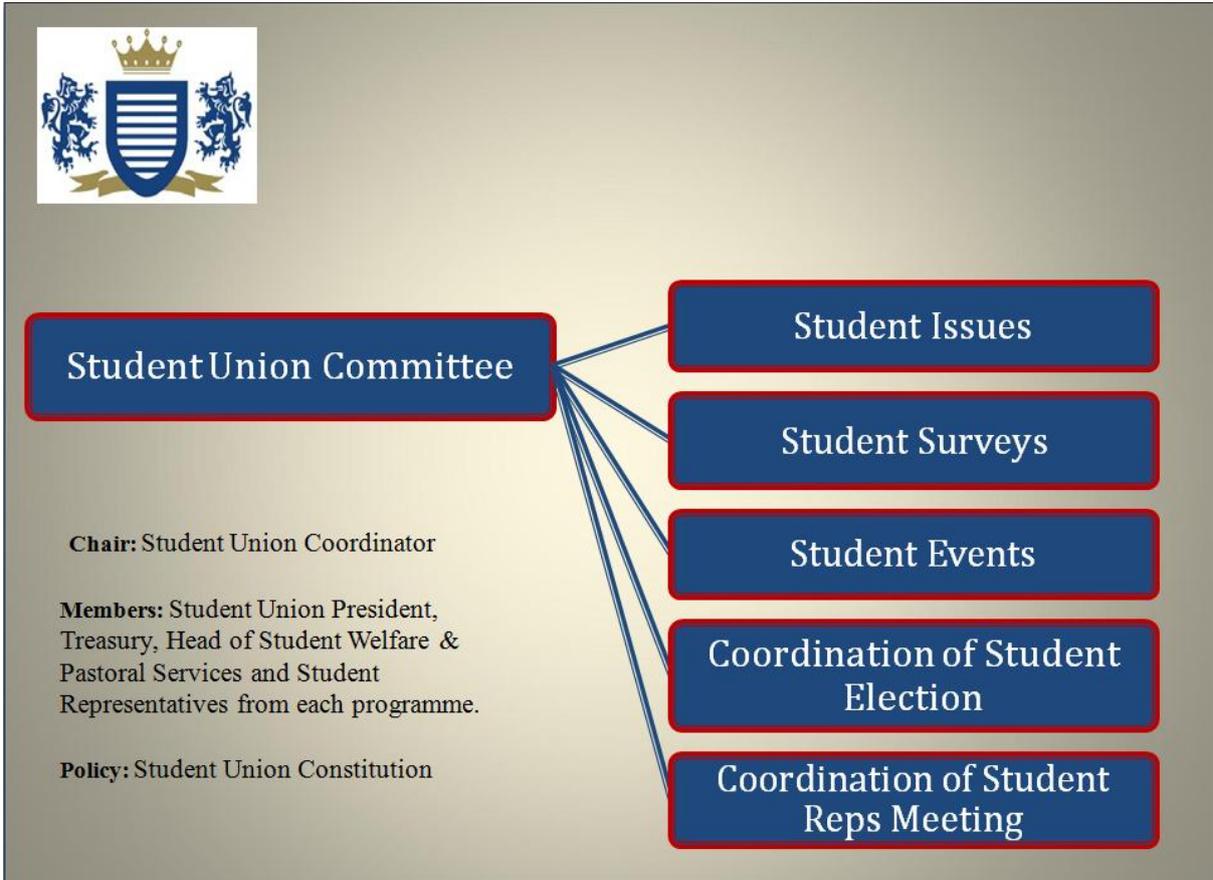
Academic Board



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| Name | <i>Academic Board</i> |
| Chair | Principal |
| Other Members | Head of Center; Head of Quality, Head of Academic Support Centre, Head of Admissions, Assistant Registrar, Lead Student Support Officer, Programme Leader(s), Head of Student Welfare & Pastoral Services and Student Union Committee |
| Frequency of Meetings | Termly |
| Quoracy | 50% |
| Responsible to | Executive Committee, FSB Board |
| Terms of Reference | <ol style="list-style-type: none"> To consider and approve, the recommendations made by its Committees', the key academic strategies of the School and to ratify any amendments to them according to FSB strategic and business plan; |

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| | <ol style="list-style-type: none"> 2. To obtain assurance that the key academic strategies are being implemented effectively by receiving from the chairs of the relevant committees progress reports on their implementation; 3. To approve, on the recommendation of the relevant committee, any major new academic policy; 4. To ratify the recommendations of the establishment of any new course and awards; and recommend them for the approval by FSB Executive and Board of Directors 5. To establish such committees as it considers necessary to enable it to carry out its responsibilities; 6. To advise on other matters as the Executive Committee or FSB Governance and Corporation Board may refer to it. 7. To advise Human Resources on staff development needs in areas associated with academic quality and standards 8. To sign off all Handbooks (Student Handbook, Quality Handbook etc) 9. To oversee the preparation and conduct of internal academic audit procedures and ensure that appropriate action is taken in regard to issues raised. 10. To oversee the arrangements for the review of programmes or groups of programmes arising from internal scrutiny or relevant external agencies such as the QAA and professional bodies; |
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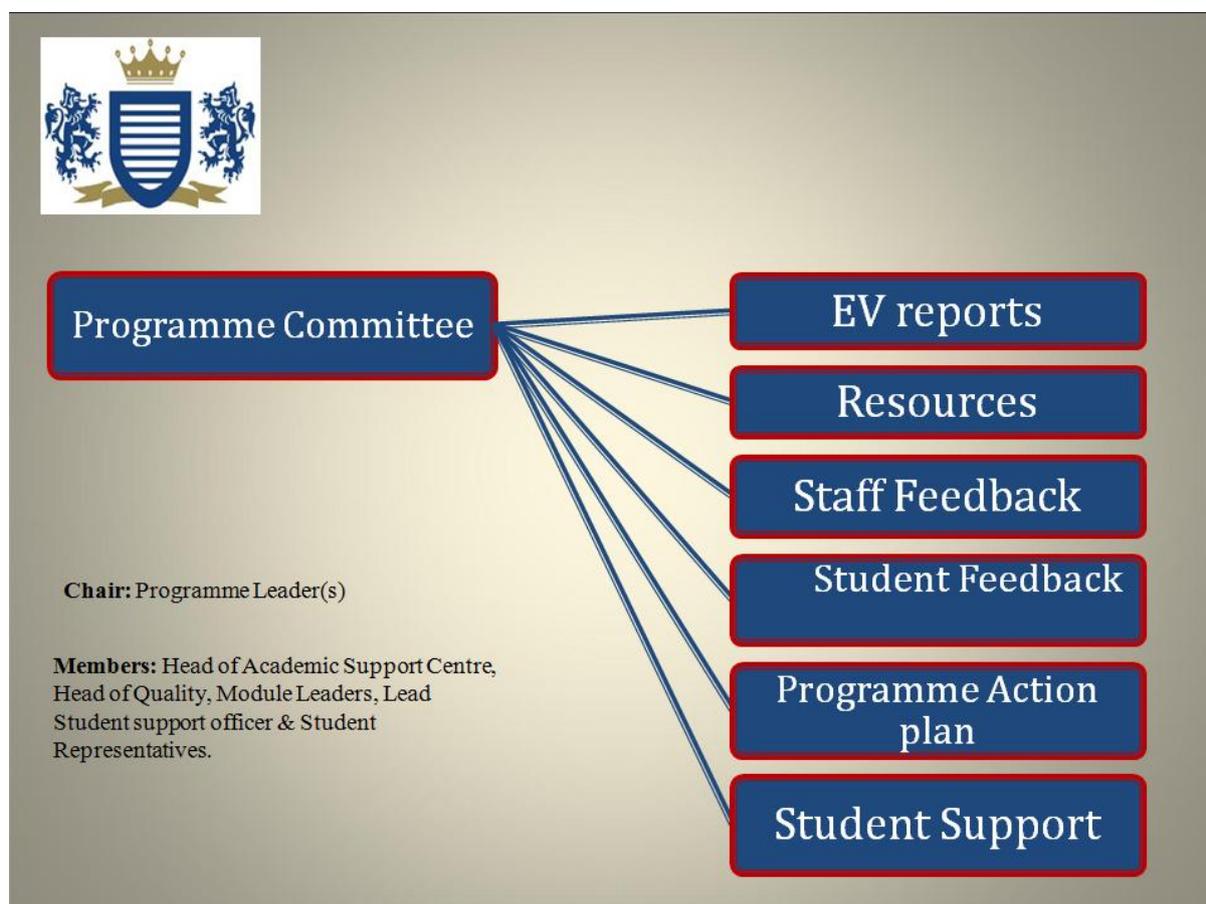
Student Union Committee



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| Name | <i>Student Unit Committee</i> |
| Chair | Student Union Coordinator |
| Other Members | Student Union President, Treasurer, Head of Student Welfare & Pastoral Services and Student Representatives from each programme |
| Frequency of Meetings | Termly |
| Quoracy | 50% |
| Responsible to | FSB Board, Executive Committee, Academic Board |
| Terms of Reference | <ol style="list-style-type: none"> 1. To receive, consider and propose action of matters raised through the Student Representative Group; 2. To be the principal body representing its members' views and interests within their Institutions. 3. To develop the student community through the provision of entertainment, media, social and other services, and support for a wide variety of student led cultural, recreational and sporting |

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| | <p>groups.</p> <ol style="list-style-type: none">4. To provide help to students encountering problems with student life and to minimise the likelihood of such problems occurring.5. To be responsible for the student survey and to analyse, refer and propose action of matters raised as appropriate;6. To maintain, review and propose action for the enhancement of services offered by Student Support;7. To consider and report on such matters as may be referred to the committee; |
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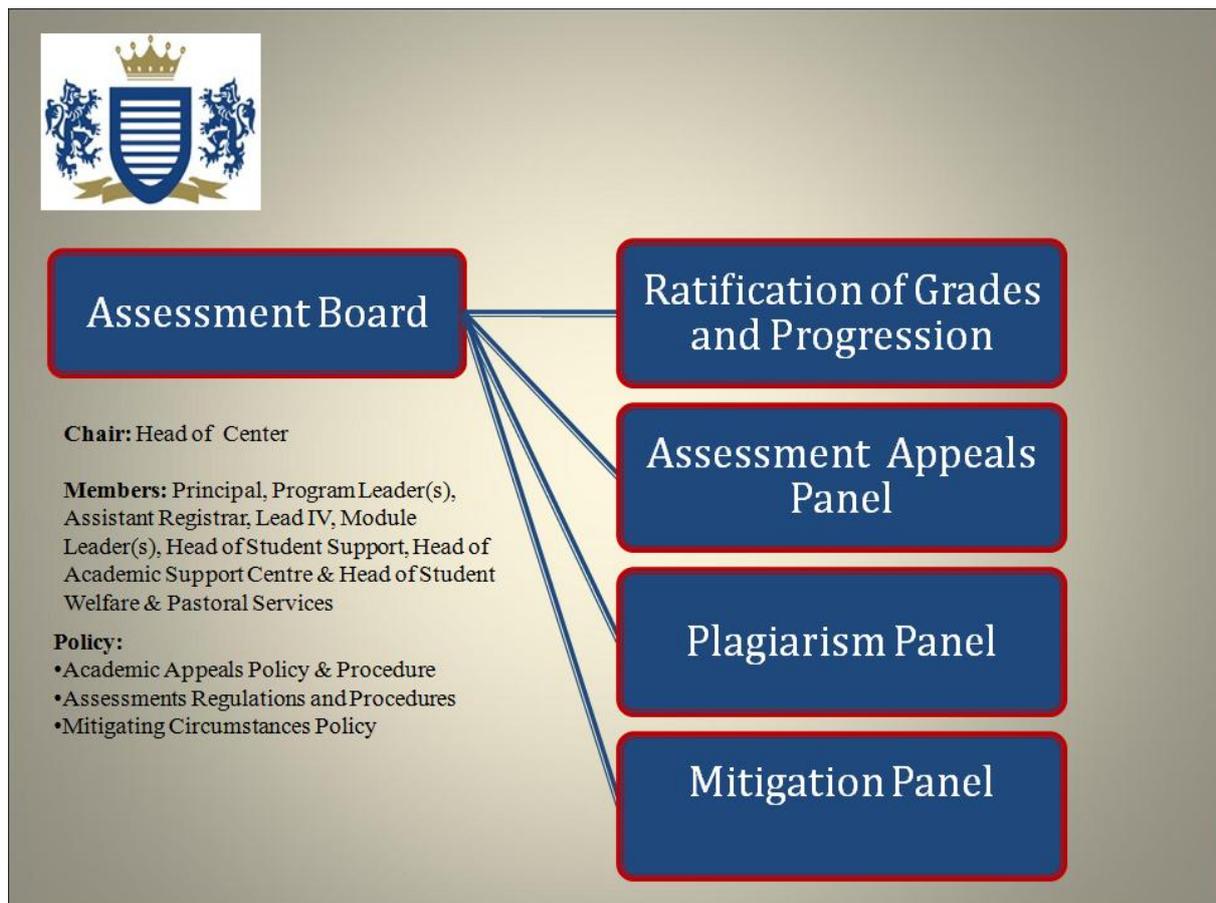
Programme Committee



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| Name | <i>Programme Committee</i> |
| Chair | Programme Leaders |
| Other Members | Head of Academic Support Centre, Head of Quality, Module Leaders, Lead Student support officer and Student Representatives. |
| Frequency of Meetings | In between Terms |
| Quoracy | 50% |
| Responsible to | Management Board & Student Union Committee |
| Terms of Reference | <ol style="list-style-type: none"> To provide a forum in which students can express their views about the management of the programme, and the content, delivery and assessment of modules, in order to identify appropriate actions to be taken in response to the issues raised and to ensure that the implementation of these actions is tracked; |

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| | <ol style="list-style-type: none"> 2. To consider the on-going development, content and delivery of the programme to ensure robust academic quality, standards and student learning experience; 3. To undertake monitoring and evaluation of the programme and in particular evaluating its operation, its delivery and standard with regard to its: learning, teaching and assessment methods; learning outcomes; curriculum; the overall quality of its students' learning experience (including the systems and processes for student monitoring, guidance and support; the provision of learning resources and facilities); 4. To manage all aspects of the Programme Evaluation and Monitoring Reports: <ul style="list-style-type: none"> - ensure the effective implementation of programme-related actions and to escalate broader issues as appropriate. - track progress on all actions as a standing agenda item - update the action-plan as issues arise during the year - ensure effective communication on actions with the student body 5. To keep under review the student profile, recruitment and market for the programme. 6. To ensure that appropriate action is taken in regard to issues raised by External Examiners and University partners 7. The following items could be included as standing items on the agenda: <ul style="list-style-type: none"> • Attendance • Membership • Minutes of previous meeting • Matters arising from minutes of previous meeting • Student feedback • Staff Feedback/Course Coordinator's report • Progress against the annual action plan • Equal Opportunities • Resources • Public Information • Any other business • Date of next meeting |
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Assessment Board



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| Name | <i>Assessment Board</i> |
| Chair | Head of Assessments |
| Other Members | Principal, Program Leaders, Assistant Registrar, Lead IV, Module Leaders, Head of Student Support, Head of Academic Support Centre and Head of Student Welfare & Pastoral Services |
| Frequency of Meetings | Termly |
| Quoracy | 50% |
| Responsible to | Academic Board, Executive Board, FSB Board |
| Terms of Reference | <ol style="list-style-type: none"> 1. To ensure that justice is done to the individual students considered and that the standard of awards is maintained; 2. To ensure that all appropriate School and course regulations are met; 3. To make final decisions regarding the level of performance on the assessments for the modules/units within its remit for all students who are registered for those modules/units, taking |

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| | <p>into account all relevant information received but without reference to students' overall performance or performance on any other modules/units concurrently or previously studied;</p> <ol style="list-style-type: none"> 4. To make arrangements for students permitted to be reassessed for any element of assessment in any module/unit within its remit, and the mechanisms for considering and approving the results of such assessments; 5. To make recommendations for the conferment of the approved awards for those students who have completed the course; 6. To make decisions on students' eligibility for progression to the next stage, 7. To make final decisions regarding students' eligibility to continue their registration on the course; 8. To make recommendations for the conferment of any intermediate award in the case of eligible students who have withdrawn from the School, or who have transferred to another course within the School if their remaining credit, after transfer, is sufficient; 9. To make a judgement in relation to any breaches of regulations reported to it. |
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Assessment Appeals Panel

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| Name | <i>Assessment Appeals Panel</i> |
| Chair | Head of Centre |
| Other Members | Programme Leader (nominated on rotation) Head of Student Support , Assistant Registrar; Attendance Officer |
| Frequency of Meetings | Termly |
| Quoracy | 50% |
| Responsible to | Assessment Board |
| Terms of Reference | <ol style="list-style-type: none"> 1. To review appeals and make recommendations to the Assessment Board whether or not individual claims should be accepted 2. To establish that the evidence is valid, i.e authentic and appropriate and that it has been submitted by the required date; 3. To make decisions that: <ul style="list-style-type: none"> - The grounds of the appeal are not valid. - The grounds of the appeal are valid but the appeal <u>is not</u> upheld. - The grounds of the appeal are valid and the appeal <u>is</u> upheld. 4. To inform the student in writing of its decision together with brief reasons for its decision 5. To make recommendations for improvements to the effectiveness and efficiency of the procedure |

Mitigating Circumstances Panel

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| Name | <i>Mitigating Circumstances Panel</i> |
| Chair | Head of Centre |
| Other Members | Programme Leader (nominated on rotation) Head of Student Support , Assistant Registrar, Attendance Officer |
| Frequency of Meetings | Termly |
| Quoracy | 50% |
| Responsible to | Assessment Board |
| Terms of Reference | <ol style="list-style-type: none"> 1. To consider and make decisions on requests from students for extenuation in respect of formal assessments. 2. To investigate and make decisions on any potential extenuating circumstances notified by staff in respect of groups of students having taken formal assessments. 3. To liaise with Registry regarding the communication of decisions to students and application of decisions to student records and assessment requirements. |

Plagiarism Panel

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| Name | <i>Plagiarism Panel</i> |
| Chair | Head of Centre |
| Other Members | Head of Quality and Programme Leader (nominated on rotation) |
| Frequency of Meetings | Once a semester |
| Quoracy | 50% |
| Responsible To | Assessment Board |
| Terms of Reference | <ol style="list-style-type: none"> 1. To meet at least once a Semester to investigate each case of suspected plagiarism evidenced by a high degree of similarity indicated by Turnitin. 2. To use academic and professional judgements concerning Suspected Plagiarism, interviewing the student if deemed necessary. 3. To make recommendations to the FSB Assessment Board. |

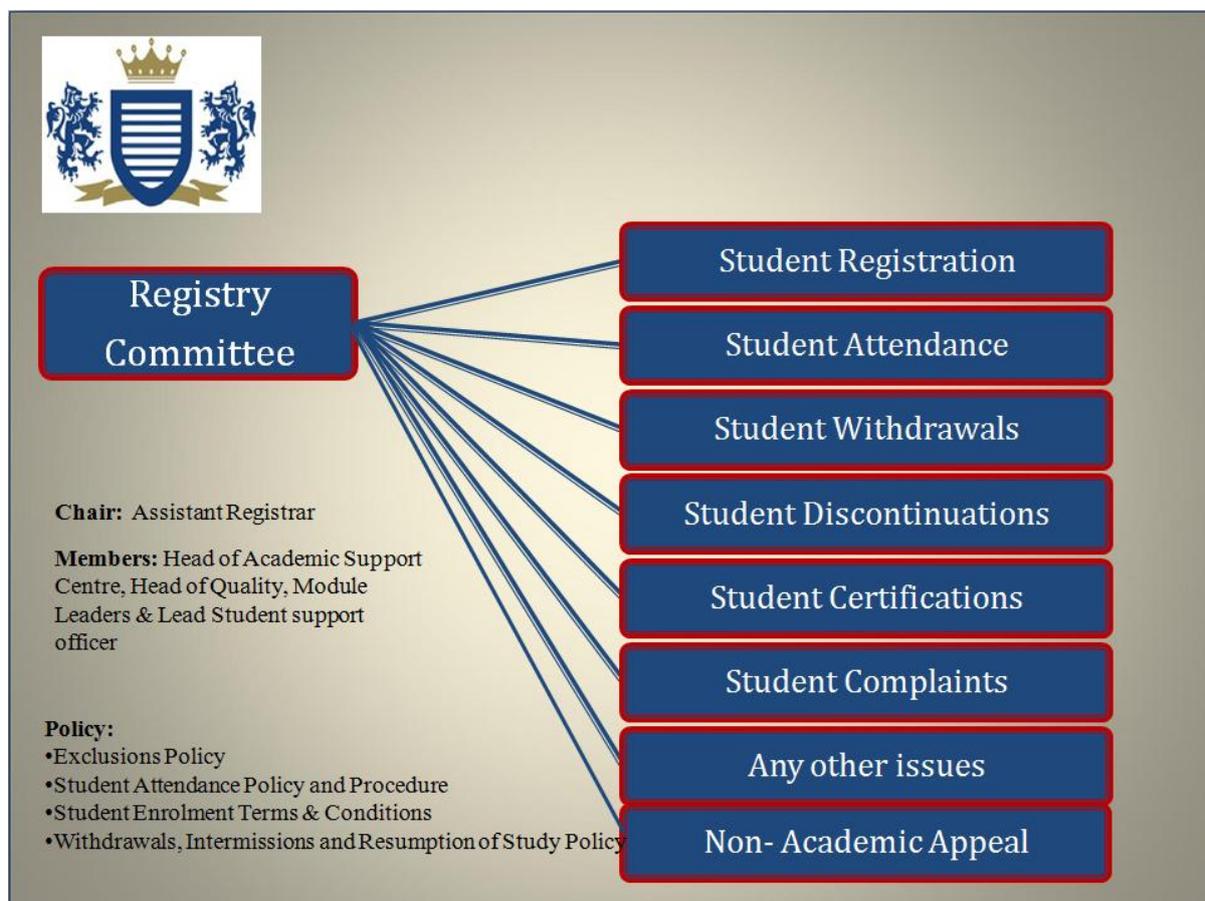
Admissions & Marketing Panel



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| Name | <i>Admissions Panel</i> |
| Chair | Head of Admissions & Marketing Director |
| Other Members | Admissions Officers, Programme Leader(s), Academic Staff (Lecturers & Interviewers), Finance Officer(s), Student Support Officer(s) and External Members. |
| Frequency of Meetings | Weekly (during recruitment period) |
| Quoracy | 50% |
| Responsible To | Admissions & Marketing Panel, Management Board |
| Terms of Reference | <ol style="list-style-type: none"> 1. To consider and make decisions on student applications for all available courses. 2. To promote fairness, consistency and transparency in the School's recruitment and admissions practices, 3. To provide equal opportunities to all applicants. 4. Ensuring that the application process adhere to school policies and awarding body policies and identify recommendations in policies or procedures if necessary. |

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| Name | <i>Admissions & Marketing Panel</i> |
| Chair | Admissions & Marketing Director |
| Other Members | Head of Finance, Marketing Officers, Admission Officers and Programme Leader(s). |
| Frequency of Meetings | Quarterly |
| Quoracy | 50% |
| Responsible To | FSB Board, Executive Committee and Academic Board. |
| Terms of Reference | <ol style="list-style-type: none"> 1. To monitor the quality of Home/EU and International student admissions and recruitment in the School, ensuring integrity and alignment of processes with the School's strategic aims; 2. To promote fairness, consistency and transparency in the School's recruitment and admissions practices; 3. To formulate School policies, regulations and procedures for the admission of both Home/EU and International students, and to oversee the implementation and effectiveness of these; 4. To monitor compliance in relation to the School Admissions Policy, relevant School Quality Assurance statements and external Codes of Practice; 5. To promote the dissemination of best practice in recruitment and admissions across the School, to identify development and training needs for admissions staff and to ensure that these needs are met. |

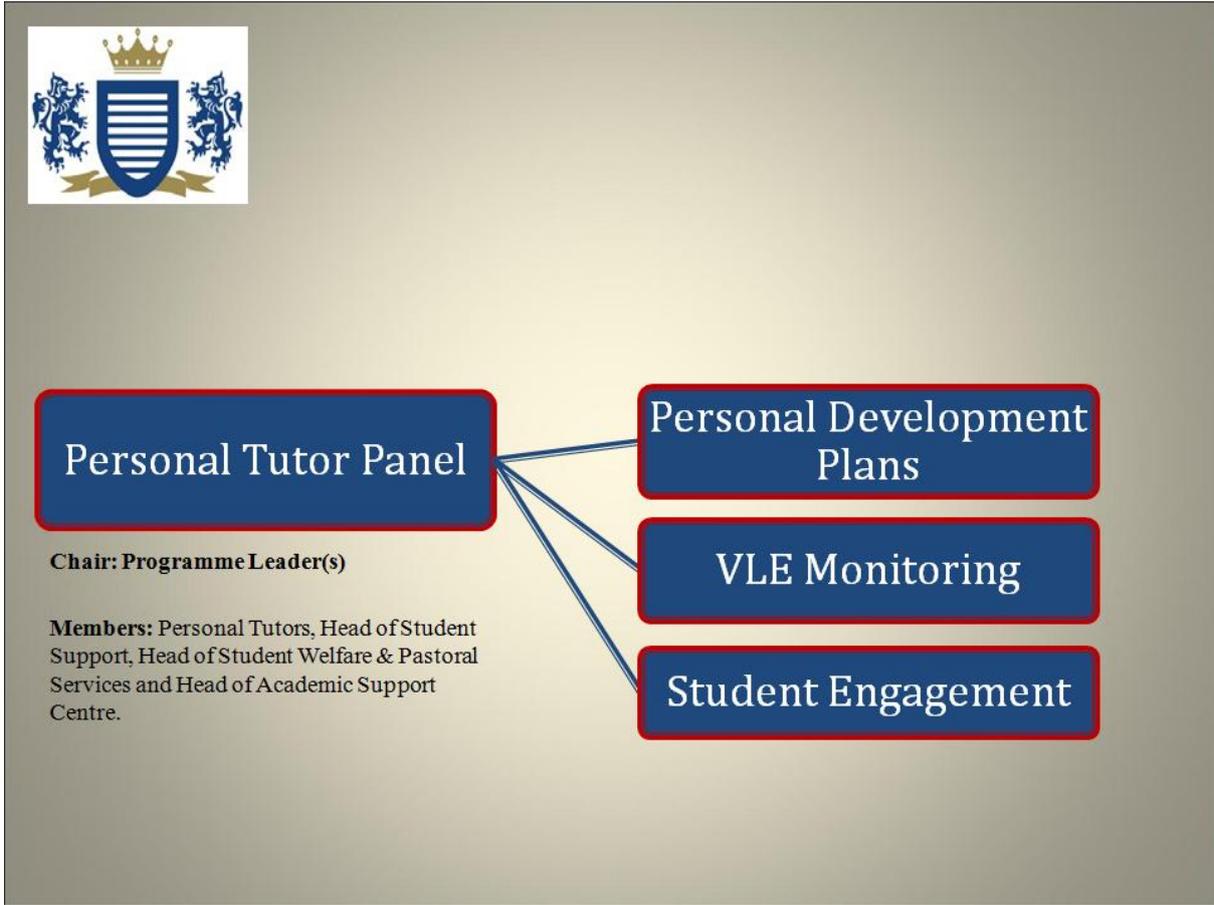
Registry Committee



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| Name | Registry Committee |
| Chair | Assistant Registrar |
| Other Members | Head of Academic Support Centre; Module Leaders; Head of Quality and Lead Student Support Officer |
| Frequency of Meetings | Termly |
| Quoracy | 50% |
| Responsible to | Executive Committee & Academic Board |
| Terms of Reference | <ol style="list-style-type: none"> 1. To make decision on Home/EU and International students registration and ensuring integrity and alignment of processes with the School's strategic aims; 2. To promote fairness, consistency and transparency in the School's enrolment and attendance practices; |

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| | <ol style="list-style-type: none">3. To enrol and maintain student records with external awarding bodies.4. To consider all cases of non-attendance and identify students at risk of failing their programme of study due to non-attendance.5. To make decisions regarding withdrawal of the students due to non-attendance6. To make recommendations for termination of registration by the Assessment Board.7. To make decisions regarding students certification for those students who have completed their course.8. To make decisions regarding students' disciplinary cases, non-academic appeals and complaints. |
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Personal Tutor Panel



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| Name | <i>Personal Tutor Panel</i> |
| Chair | Programme Leader(s) |
| Other Members | Personal Tutors, VLE Manager, Head of Student Support, Head of Student Welfare & Pastoral Support and Head of Academic Support Centre. |
| Frequency of Meetings | Termly |
| Quoracy | 50% |
| Responsible To | Academic Board |
| Terms of Reference | <p>Personal Development Plans: To develop, implement and monitor all arrangements for (PDP) Personal Development Plans;</p> <p>VLE Monitoring: To monitor Students use of FSB Connect for enhancing their learning experience and advancing their self-assessment, formative assessment, and their work towards summative assessments.</p> |

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| | <p>Student Engagement: To encourage students' participation in quality enhancement and quality assurance processes.</p> <p>Academic Support Centre Relationship: To liaise with and refer students for additional help & support according to identified needs.</p> |
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