

Company: 04293041

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION  
*as amended by resolutions<sup>1</sup>*

OF

BRITISH INSTITUTE OF TECHNOLOGY LTD  
T/A BRITISH INSTITUTE OF TECHNOLOGY, ENGLAND (BITE)

Preliminary

Subject as hereinafter expressly excluded or modified the regulations set out in Table A in the Companies (Tables A to F) Regulations 1985, (Such Table being hereinafter referred to as "Table A") as amended by The Companies (Table A to F) (Amendment) Regulations 2007 (SI 2007/2541), the Companies (Tables A to F) (Amendment) (No.2) Regulations 2007 (SI 2007/2826) and The Companies (Tables A to F) (Amendment) Regulations 2008 (SI 2008/0739), shall apply to the Company and shall be deemed to be incorporated herein, and together with the Articles hereinafter contained shall be the regulations of the Company.

The following regulations of Table A shall not apply to the Company videlicet: - 8.

64-70 (inclusive), 73-75 (inclusive), 94 and 95.

1. The Company's is BRITISH INSTITUTE OF TECHNOLOGY LTD Trading As BRITISH INSTITUTE OF TECHNOLOGY, ENGLAND (BITE).
2. The Company's registered office is to be situated in England.
3. The Company's objects are the advancement of education and training for the benefit of the public in the United Kingdom and/or in Europe or worldwide and in particular:
  - 3.1 To provide higher education, research, professional education and training whether or not leading to a degree or qualification recognised by the relevant professional bodies and/or any other competent body and whether or not leading to the students qualifying as accountants, actuaries, solicitors, barristers, legal executives or

---

<sup>1</sup> Approved by the board on 12 July 2022

professional persons in other fields and disciplines, such education and training to be provided by means of full-time, part-time, modular or other types of courses, lectures, seminars, conferences, training, e-learning, distance learning, blended learning or other forms of teaching and learning now or in the future devised; and

3.2 To grant awards including degrees, diplomas, certificates or other academic awards or distinctions by means of assessment including examinations and other forms of test and assessment being in each case an award that complies with s.76 of the Further & Higher Education Act 1992 (or any statutory amendment, modification or re-enactment thereof) and recognised by the relevant professional bodies and other competent bodies; and

3.3 To establish and run any education institution within the further or higher education sector including a university, college, faculty or school being an institution established by order of the Privy Council or by such other legal authority as may be competent from time to time for this purpose.

4. In the furtherance of the foregoing objects at Article 3 but not further or otherwise the Company shall have the following powers:

4.1. To borrow or raise money with or without security including the issue of debentures or debenture stock and mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company as the case may be and upon all such or any other terms as the Directors may consider expedient.

4.2. To purchase or otherwise acquire and otherwise deal with any shares, stocks, debentures, debenture stock, bonds, or securities of any other company or corporation carrying on business in any part of the world or to hold the same, and to purchase the shares of the Company in accordance with the provisions of the Companies Act 2006 and any legislation, rule or order amending or extending the same.

4.3. To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, real or personal, whether tangible or intangible and wheresoever situate, which the Directors may think

necessary or convenient for the furtherance of the Company `s objects and to sell, lease, hire, grant rights in or over, improve, manage or develop all or any part of such property or otherwise deal with the same.

- 4.4. To build, construct, maintain, alter, pull down, repair, remove or replace any buildings, works, plant and machinery necessary or convenient for the furtherance of the Company `s objects and to join with any person, firm or company in doing any of the things aforesaid.
- 4.5. To apply for and take out, purchase or otherwise acquire and to hold any patents, licences, copyrights, and the like conferring an exclusive or nonexclusive or limited right of user, or any secret or other information as to any invention which may seem to the Company directly or indirectly to the benefit of the Company, and to use, assign, or otherwise deal with the same, grant licences in respect of the same or otherwise turn to account any rights or information required.
- 4.6. To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debenture stock bonds, stocks and securities of any company or corporation whensoever and howsoever incorporated at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed.
- 4.7. To establish, exchange, lease, dispose of, or otherwise deal with the whole or any part of the assets or undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company.
- 4.8. To enter into partnership or into any arrangement or to amalgamate with any person, firm, or company carrying on or proposing to carry on any of the Company's objects or any business or transaction which the Directors consider capable of being conducted directly or indirectly to benefit the Company.
- 4.9. To acquire and undertake the whole or any part of the property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any of the objects which the Company is authorised to carry on, or can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company

- 4.10. To remunerate any employee or other person, firm or company rendering services to the Company whether by cash payment or otherwise and to pay any or all of the formation and promotion expenses of the Company and of any company formed or promoted by the Company or associated with it, and to pay for any rights, interest or other property real or personal acquired by the Company by any means in any manner whatsoever.
- 4.11. To establish, support or aid whether financially or otherwise in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the Directors, ex-directors, officers, employees or ex-employees of the company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent or useful object of a public character.
- 4.12. To draw, accept, endorse, negotiate, discount, execute, and issue promissory notes, bills of exchange, script, warrants, and other transferable or negotiable instruments.
- 4.13. To do all or any of the above things in any part of the world either along or in conjunction with others and either as principals, agents, contractors, trustees, or otherwise and either by or through agents, subcontractors, trustees or otherwise.
- 4.14. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

5 The liability of the members is limited.

#### **Private Company**

6 The Company is a private Company, and accordingly;

6.1 the Company shall not offer any shares in or debentures of the Company to the public (whether for cash or otherwise);

6.1 the Company shall not allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of such shares or debentures being offered to the public;

and section 755(2) of the Companies Act 2006 shall apply for the purposes of this Article as they apply for the purposes of the said Act.

### **Shares**

- 7 The directors are prohibited from exercising any of the powers conferred upon by them by section 550 of the Companies Act 2006.
- 8 No shares in the Company shall be allotted, sold or transferred out of treasury and no rights to subscribe for or convert any security into shares in the Company shall be granted, without the prior consent in writing of a shareholder or shareholders together holding a majority of the voting rights in the Company (within the meaning of section 1159(1) and paragraph (2) of Schedule 6 to the Companies Act 2006) nor shall any share be issued at a discount or issued in breach of these Articles or the Companies Act 2006.

### **Lien**

- 9 Subject to Article 10, the Company shall have a first and paramount lien on every share (whether fully paid or not) registered in the name of any person (whether solely or jointly with others), and upon the proceeds of sale thereof, for his debts liabilities and engagements solely or jointly with any other person) to or with the Company, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not; and such lien shall extend to all dividends from time to time payable in respect of such shares.
- 10 Notwithstanding any other provision of these Articles, the Company's lien referred to at Article 9 shall not take priority over any interest in a share arising from security arrangements duly and validly entered into between the Company and any agent or trustee for any person or persons providing finance to either the Company or any holding.

### **Transfer and Transmission of Shares**

- 11 A transfer of a fully paid share need not be signed by or on behalf of the transferee, and regulation 23 of Table A shall be modified accordingly.
- 12 The Directors may refuse to register the transfer of a share for any reason including if:
  - 12.1 the share is not fully paid;

12.2 the transfer is not lodged at the Company's registered office or such other place as the Directors have appointed;

12.3 the transfer is not accompanied by the certificate for the shares to which it relates, and such other evidence as the Directors may reasonably require to show the transferor's right to make the transfer or the right of someone other than the transferor to make the transfer on the transferor's behalf; or

12.4 the transfer is in favour of more than four transferees.

13 Notwithstanding any other provision of these Articles, the Directors may not at any time decline to register or delay in registering any transfer of any shares where such transfer:

13.1 is made pursuant to security arrangements duly and validly entered into between the Company and any agent or trustee for any person or persons providing finance to either the company or any holding company or subsidiary of the Company; or

13.2 is in favour of any purchaser from the agent or trustee referred to in Article 13.1 upon the enforcement of that security.

## **Directors**

14 Unless and until the Company in general meeting otherwise determines, the number of Directors shall not be more than eleven but need not exceed one. If and so long as the minimum number of Directors fixed by or pursuant of these Articles is less than two, a sole director may exercise all the powers and authorities vested in the Directors and regulation 89 of Table A shall not apply.

### **Alternate Directors**

15 A person may be appointed or elected director notwithstanding that he shall have attained the age of seventy years and no director shall be liable to vacate office by reason of his attaining or having attained that or any other age.

16 Any director may at any time appoint any person approved by resolution of the Directors to be his alternate, and may at any time remove such alternate. An alternate shall not require any share qualification and shall not be entitled to any remuneration from the

Company otherwise than out of the remuneration of the Director appointing him and agreed between him and such Director.

- 17 An alternate shall (subject to giving the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notice of all meetings of the Directors and to attend and vote as a Director at any such meetings at which the Director appointing him is not personally present, and generally in the absence of such Director to perform all such Director's functions.
- 18 Any person appointed to be an alternate shall automatically cease to be an alternate if the person appointing him ceases for any reason to be a Director (or if notice removing him is given by a majority in number of the Directors other than the person appointing him).
- 19 All appointments and removals of alternates shall be effected by instrument in writing under the hand of the Directors making or of the Director or Directors revoking such appointment and shall be left at the Company's registered office.

#### **19a Council / Board of Directors**

##### **Terms of Reference**

The Council / Board of Directors is the governing body and is responsible for approving all decision making and determination of the educational character and mission of the institution with oversight of all of its activities.

##### **Roles and responsibilities:**

- a) The Council has the ultimate decision making powers.
- b) The Code of Governance, Constitution and Governance Framework has been adopted by the Council to guide the conduct of governance, compliance, audit and risk.
- c) To ensure Office for Students (OfS) and regulatory bodies compliance.
- d) To ensure that the equal opportunities, diversity and widening participation policy is effectively implemented.
- e) Appoint an Audit Committee with an internal audit function, which shall be a standing committee of Council. The Committee shall be independent of any Finance and/or Executive Committee(s), and shall not include any person who is concerned with the management or operation of the Institution.

- f) Appoint a Remuneration and General Committee who will follow the guidance as set out in the CUC Higher Education Senior Staff Remuneration Code (June 2018).
- g) Approve the Executive Committee and the Terms of Reference
- h) Approve the Academic Board and the Terms of Reference
- i) Ensure that the institute comply with the legal and regulatory requirements and guidelines including Prevent; GDPR, Consumer Protection, Health and Safety, Employment and Equal Opportunity (including the Equality Act 2010 and the Counter Terrorism Act (2015).
- j) Ensure that corporate risk is well managed, including financial and reputational risk and organisational sustainability is guaranteed.
- k) Set and monitor key performance indicators (KPI's).
- l) Receive report from the CEO, Principal and Student President
- m) Ensure student learning experience and engagement at the Institute.
- n) Evaluate and review student data on access, success and progression.
- o) Provide professional and informed guidance, drawing on the unique skill specification of each individual board member.
- p) Ensure that effective arrangements are in place to provide transparency about value for money for students and the taxpayer.
- q) Continuously review resource provision supporting a high quality student learning experience.
- r) Approve on all the major strategies of Institute including the Education and Research Strategy, Marketing Strategy and Brand, Consultancy Strategy, Academic Development, Assessment and Quality Assurance;
- s) Approve all the QA policies and procedures of Institute and monitor regularly the academic performance, standards and quality of the Institute.

## **19b Audit Committee**

### Terms of Reference

The Committee comprises four members, including three members of the Board of Directors (the Council) and one independent member drawn from outside the Council.

The Committee has authority to co-opt additional members with particular expertise for



short periods. The members must have no involvement in or responsibility for the executive management of the institution.

The Chair of the Committee is appointed by the Council and must be a member of the Council. The Chair has direct access at all times to the Chair of the Council and to the Chief Executive Officer. In order to retain the Committee's independence, the Chair of the Council will not serve on the Committee. At any time at least one member must have a background in finance, accounting or auditing.

### **Terms of Reference**

The Council has established the Audit Committee. In accordance with the OfS Audit Code of Practice, the Audit Committee is independent of the management of the Institute, and has been granted the standing and the resources to report directly to the Council on:

- The effectiveness of the internal control system in the finance and operational areas.
- The management of risk, including the reliability and integrity of financial information, the effectiveness and efficiency of operations, legal compliance, and the safeguarding of assets.
- Audit issues arising from financial and other relevant statements and reports, particularly the annual financial statements.
- Best value in the use of public funds, including good procurement practice.
- The promotion of high standards of corporate governance.
- The Committee is required to alert the Council to serious deficiencies in any of these areas, which impact on the effective management of the institution and the proper use of public funds.
- The Committee will operate at all times within the terms of the OfS Audit Code of Practice.

### **Mode of operation**

A quorum will comprise at least two members.

Independent chair, the head of finance, institute secretary with representatives of the internal and external audit services, will attend all meetings. Other Senior Staff may be

asked to attend meetings for particular items.

The Committee may meet in closed session with the auditors. The Chair will report any serious issues arising from such meetings to the Council.

### **Frequency of Meetings**

The Committee will meet at least three times a year. The external and internal auditors may ask the Chair to convene a meeting at other times whenever they consider it to be necessary.

### **Authority**

The Committee is empowered by the Council to conduct an investigation into any activity or reported breakdown in controls, which falls within its terms of reference. It is authorised to seek any information it requires from any member of staff. All members of staff are required to co-operate with any request made by the Committee. Failure to do so will be reported to the Council.

The Committee may request the secretary to procure specialist advice to assist it in its work. The Audit Committee will review the draft annual financial statements before they are presented to the Council. The Committee's role will be restricted to the audit issues raised by the statements, including the external audit opinion, the audit summary, the external auditors' management letter, the statement of members' responsibilities, and the statement of corporate governance. The Committee will confirm with the external and internal auditors that the effectiveness of the internal control system has been reviewed, and advise the Council accordingly. This responsibility, in accordance with the HE Code of Governance, will be extended to include a risk management and governance disclosure statement.

Subject to any direction that may be given by the Council, and subject to the requirements of the Instrument and Articles, the Audit Committee shall have the following responsibilities:

- To advise the Council on the appointment and annual performance of the external auditors, the audit fee, the provision of any non-audit services by the external auditors and any circumstances leading to resignation or dismissal of the external auditors.
- To oversee the nature and scope of the external audit service and of each annual audit cycle.
- To review with the external auditors any problems and reservations arising from the auditing of the Institute's accounts, including any such problems or reservations reported in the management letter and management's response, together with all other matters which the external auditors may wish to draw to the Committee's attention (with or without the CEO and other officers being present).
- To advise the Council on the appointment and annual performance of the internal auditors, the audit fee, the provision of any non-audit services by the internal auditors and any circumstances leading to the resignation or dismissal of the internal auditors.
- To consider the strategic plan and annual audit plan, and to ensure that the resources made available under the annual budget are sufficient to meet the institution's needs and are risk focussed; to consider major findings of internal audit investigations and management's response; and to promote co-ordination between the internal and the external audit services.
- To monitor the effectiveness of internal control and risk management systems in the finance and non-finance areas.
- To review the external auditors' management letter and the internal auditors' annual report, and to monitor the implementation of agreed management actions.
- To keep under review the management follow-up to other audit-based recommendations from whatever source.
- To ensure that all significant losses have been properly investigated and that the internal and external auditors, and where appropriate the OfS Accounting Officer, have been informed.

- To receive and approve the Institutes' policies on fraud, irregularity and public interest disclosure, including being notified of any action taken under these policies.
- To satisfy itself that satisfactory arrangements are in place to promote best value, and to monitor such other dimensions of performance as shall be deemed to be reliable and appropriate measures of institutional effectiveness.
- To receive any relevant reports from the National Audit Office, the OfS and other organisations.
- To submit an annual report to the Council, summarising activity for the year. The report will include as a minimum the Committee's opinion on the extent to which the Council may rely on the internal control system and the arrangements for securing best value. If the time scale permits, the annual report will be submitted to the Council before the annual financial statements is signed.

### **Reporting Procedures**

The minutes will be circulated to all members of the Council.

### **Chair's action between meetings**

The following categories of business may be conducted by the Chair of the Council, Academic Board, Executive Committee or any of their subcommittees and panels.

The relevant board or committee will monitor the use made of Chair's action.

- Business which is unfinished at a board or committee meeting for lack of information but on which a clear steer is given to guide the decision when the information becomes available
- Business which is approved at a board or committee subject to certain conditions to be met by the management or other parties and signed off by the chair
- Business involving signature/s to the detailed formal paperwork associated with a prior decision of a board or committee.
- The signing of routine contracts that commit the Institute, or a company, above a certain level of expenditure
- Routine decisions on senior post holders (Chair of the Council/Remuneration & General Committee only)
- Urgent business between meetings, canvassing the support of other board and committee members as far as possible by phone or email. Such decisions should not involve changes of policy of the board or committee and should only be taken where there is material risk to Institute, or a company.

## 19c Remuneration & General Committee

### Terms of Reference

The Council has delegated to Remuneration and General Committee the responsibility for determining KPI, roles, responsibilities and the salaries, benefits, and other terms and conditions of service (and where appropriate - severance payments) of the members of the Chief Executive, which includes the secretary to the Council who is also the Institute Secretary and Registrar. The Committee shall:

- To assess key performance indicators as per guidelines and activities of individual's roles and responsibility.
- Have responsibility for setting the remuneration policy for all members of the Executive Team, including pension rights and any compensation payments. In setting the policy, the Committee will have regard to pay and employment conditions across the Institute, especially when determining annual salary increases. Within the terms of the agreed policy and in consultation with the chairman, as appropriate, determine the total individual remuneration package of each member of the Executive and other designated senior post holders including bonuses and incentive payments. No director or senior manager shall be involved in any decisions as to their own remuneration.
- To assess regulatory bodies compliance.
- These terms of reference might refer to the determination of remuneration and conditions of senior posts holders as defined by the institution – they may also refer to oversight of a framework for remuneration and conditions of all staff, monitoring of remuneration and conditions of Senior Staff and any responsibilities placed on them for oversight of pay gaps based on gender, ethnicity and other protected classifications.
- In determining remuneration policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the CUC Remuneration Code and Office for Students requirements. The objective of such policy shall be to attract, retain and motivate executive management of the quality required to run the institution successfully without paying more than is necessary, having regard to views of key stakeholders.

The remuneration policy should have regard to the risk appetite of the company and alignment to the company's long strategic term goals. A significant proportion of remuneration should be structured so as to link rewards to corporate and individual performance and designed to promote the long-term success of the institution.

- Be responsible for ensuring they have sufficient information and expert advice and if deemed necessary be responsible for appointing any consultants needed to advise on senior post holder remuneration.
- Have a responsibility to ensure that contracts agreed with senior post holders are fair, reasonable and justifiable and do not expose the institution to significant potential liabilities, for example by having excessive notice periods.
- Obtain reliable, up-to-date information about remuneration in other institutions of comparable scale and complexity.
- Approve the design of, and determine targets for, any performance-related pay schemes operated by the Institute and approve the total annual payments made under such schemes.
- Determine the policy for, and scope of, pension arrangements for each member of the Executive and other designated senior post holders.
- Ensure that contractual terms on termination, and any payments made, are fair to the individual, and the Institute, that failure is not rewarded and that the duty to mitigate loss is fully recognised.
- Oversee any major changes in employee benefits structures throughout the Institute.
- Agree the policy for authorising claims for expenses from the executive team and senior post holders. Have an oversight of aggregate amounts of expenses claimed (by senior post holders). Consider any external earnings of the Chief Executive (and Performance & Governance Delivery Group) to maintain oversight and guide policy in this area.
- Review the on-going appropriateness and relevance of the remuneration policy.

## **Reporting responsibilities**

The Committee Chairman is required to report to the Council the outcomes of its deliberations after each meeting on all matters within its duties and responsibilities. The Committee shall make whatever recommendations to the Council it deems appropriate on any area within its remit where action or improvement is needed. The Committee must produce an annual remuneration report to the Council. The report will need to provide sufficient assurance that the Committee has effectively discharged its responsibilities.

## **19d Academic Board**

### **Terms of Reference**

The Council has approved and delegated powers to the Academic Board to implement the Office for Students compliance and regulatory bodies requirement for higher education. The Academic Board will oversee and maintain academic quality, standards and manage learning opportunities within the Institutes management and governance structure. It is responsible for the overarching management of standards and the quality of learning opportunities through strategic oversight of a range of areas including:

- a) teaching, learning and assessment
- b) programme development, approval, and management,
- c) student support and resources,
- d) staff development,
- e) academic criteria of admission of students,
- f) academic policies and procedures of assessments,
- g) institutional quality assurance and enhancement,
- h) collaborative partnership working and
- i) provision relating to discipline and exclusion of students.
- j) Reviewing the level of engagement of students and taking considered steps to engage student representatives as partners in the assurance and enhancement of their educational experience.
- k) Reviewing aspects of the Institute's Strategic Plan as it applies to the quality of academic matters.
- l) Receiving and reviewing student data on access, success and progression.
- m) Reporting to the Council for regulated approval.

The Academic Board meets four times a year and approves actions to be taken to enhance the

quality of academic standards and the quality of the student learning experience. The Executive Committee supports the Academic Board ensuring those actions are delivered.

#### The Compliance Committee

The Compliance Committee includes the compliance officers, the registrar, and the head of finance, as well as representation from the Health and Safety Committee, the Ethics Sub-Committee and the Academic Board. Its purpose is to foster a compliance culture. It monitors and reports on all matters relating to compliance with legal requirements and regulatory bodies and formulates actions to ensure on-going compliance. It reports to the Executive Committee and the Audit Committee also receives the minutes and proposed actions.

#### The Access and Participation Committee

The Access and Participation Committee considers the level of recruitment, engagement, and progression. It receives all relevant intersectional data across programmes, levels, disability, gender, age and ethnicity relating to recruitment factors, such as location, retention and progression, degree classification and employment outcomes. The committee proposes actions to adapt and improve support for applicants and students. It reports to the Academic Board which receives the minutes and actions.

#### **Roles and Responsibility:**

- Reports to the Council.
- Safeguard Institute's OfS and regulatory bodies compliance.
- Approve higher education programmes.
- Approve research areas.
- Advise the Executive Committee upon the planning, development and oversight and resourcing of all academic work of the Institute including teaching, learning and assessment.
- To approve all academic policies and where appropriate, propose revisions to Institute policies and procedures.
- Oversight of the quality and academic standards of the Institute's educational provision.
- Receiving and reviewing student data on access, success and progression.
- Overseeing academic disciplinary and appeals procedures.
- Oversight and approval of programme development practices, including signing-off on proposed programme modifications or withdrawals.
- Reviewing the level of engagement of students and taking considered steps to engage student representatives as partners in the assurance and enhancement of their educational experience.



- To receive the minutes of defined sub committees holding delegated authority from the Academic Board.
- To receive and advise the Council on documentation for all external bodies e.g. OfS QAA; other regulatory bodies.
- Reviewing aspects of the Institute's Strategic Plan as it applies to the quality of academic matters.
- Reviewing collaborative partnerships.
- Reviewing preliminary application process for regulatory bodies.

#### **Members:**

- Principal (Chair)
- Independent Member (The Council)
- Ex officio
- Elected Academic representatives
- Head of Quality Assurance
- Programme Leaders
- Internal Verifier's
- Academic Registrar
- Secretary
- Student representatives (Observer)
- External Examiner

#### **Academic Board Sub Committees**

Under its terms of reference, the Academic Board establishes sub committees enabling it to carry out its duties and delegates some of its responsibilities to these sub committees in the following broad areas:

- Teaching, Learning and Assessment
- Programme management
- TEF
- Access & Participation Plan
- Research and enterprise
- External Quality Assurance

The formal sub committees are:

- Learning and Quality Committee
- Programme Committee
- Examination Boards

- Internal Verification Boards

## **19e Executive Committee**

### **Terms of Reference**

The Executive Committee exercises management control of the British Institute of Technology Ltd and its trading name British Institute of Technology, England (BITE) and will meet normally on a quarterly basis. The quorum for meetings of the Executive Committee shall be three.

Committee reports to the Council and is responsible for the following:

- To adhere and implement the delegated task of the Council.
- To execute under the principles of Code of the UK Corporate Governance Code promoting the purpose, values and future success of the company.
- To oversee the strategic planning process and to recommend the draft Strategic Plan and supporting strategies for approval by the Council.
- To oversee the annual budgeting process and to recommend a budget, with advice from the Council
- To oversee all the work of the Academic Board and to give final approval of all suggestions of the Academic Board which have resource implications,
- To take forward proposals to the Council concerning the Vision, Mission, and overall Strategic Direction of Institute,
- To organise, direct, manage and lead the staff of Institute,
- To maintain student discipline within the policies and procedures of Institute

### **Powers and duties of Directors**

20 The business of the Company shall be managed by the Board of Directors, who may exercise all such powers of the Company (including the powers expressly mentioned in these Articles) and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by general law or by these Articles required to be exercised or done by the Company in general meeting, subject nonetheless to the provision of Statutes and of these Articles and to such directions (whether or not inconsistent with these Articles) as may be prescribed by the Company by special resolution; but no such Director and no alteration of these Articles shall invalidate any

prior act of the Directors which would have been valid if that Director or alteration had not been prescribed or made. The general powers given by this Article shall not be limited or restricted by any special authority of power given to the Directors by any other provision of these Articles.

21 The Board of Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge all or any part or parts of the Company's undertaking, property and uncalled capital, and (subject to compliance with the requirements of section 551 of the Companies Act 2006) to issue debentures, debenture stock, and other securities, whether outright or as security for any debt, liability or obligation of the company or any third party.

22 Subject to the provisions of section 182 of the Companies Act 2006 a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and if he shall vote his vote shall be counted and he shall be reckoned in the quorum at any meeting when any such contract or arrangement or other matter is under consideration.

23 The Directors have, using their powers under the Companies Act 2006, established an Academic Board to act as its academic authority which shall take such measures and act in such a manner as shall best promote the academic and professional work of the Company and safeguard the standards of its awards. The Directors shall establish and thereafter maintain regulations governing the powers and responsibilities of the Academic Board.

#### **Appointment, Removal and Role of the Principal/Acting Principal**

24 The Directors shall, using their powers under the Companies Act 2006 appoint a Director to be the Principal provided that no such appointment shall be made without the prior approval of the Academic Board. In the event of a vacancy in the position of Principal, the Directors shall appoint a Director to the role of "Acting Principal" as an interim measure for an initial period of no more than six months, any reappointment for one or more

periods of up to six months will require the prior approval of the Academic Board. The “Acting Principal” shall be subject to Articles 25 and 26 as if he were the Principal.

25 The Principal shall cease to be the Principal, either:

- 25.1. By ceasing to hold the office of Director for any reason, or
- 25.2. By resigning from the position of the Principal, or
- 25.3. Upon the appointment of a successor as the Principal, or
- 25.4. Upon a loss of confidence vote by the Academic Board, or
- 25.5. In accordance with the terms of the appointment of the Principal.

26 The Principal shall have executive responsibility for the organisation, leadership and management of the Company. Without prejudice to any terms or conditions attached to the appointment of the Principal from time to time pursuant to Article 25 above and to any other duties and responsibilities of the Principal, the Principal shall be subject to the oversight of the Academic Board as part of the Council’s oversight over academic operations:

26.1 For making proposals to the Academic Board about the educational character and objectives of the Company and for implementing the recommendations of the Academic Board in this respect;

26.2 For the organisation, direction and management of the Company and the leadership of the staff;

26.3 For the assignment of the duties of staff;

26.4 For the appointment, appraisal, grading, assignment, discipline, suspension and dismissal, and appeals thereon, of members of the staff other than the Principal;

26.5 For the determination of the pay and conditions of employment of the staff other than the Principal;

26.6 Having regard to the educational objectives of the Company, for the determination, after appropriate consultation with the Academic Board and where relevant its approval, of the Company’s academic activities, and for the determination of its other activities;

26.7 For preparing annual estimates of income and expenditure for consideration by the Board of Directors (the Council) following consultation with the Academic Board and

for the management of resources within the estimates approved by the Board of Directors and for the allocation and the effective and efficient use of resources; and

26.8 For the maintenance of student discipline and (within the regulations as approved) for the suspension or expulsion of students on disciplinary grounds and for implementing decisions to expel students for academic reasons.

### **Closure of programme(s)**

27 Any proposal to withdraw or close a programme of study leading to an award of the Company shall be subject to the approval of the Academic Board and the Council. Before implementing such proposal, the Directors must demonstrably safeguard the interests and rights of students registered on the programme and the standards of the relevant award.

### **Indemnity**

28 Subject to sections 232(1) and 532 of the Companies Act 2006 and in addition to such indemnity as is contained in regulation 118 of Table A, every Director, officer or official of the Company shall be indemnified out of the funds of the Company against all costs, losses, expenses and liabilities incurred by him in the execution or discharge or purported execution or discharge of his duties or in relation thereto.