

**British Institute of Technology Ltd**  
**trading as British Institute of Technology, England (BITE)**  
**Code of Governance**

*The Code of Governance set out below has been adopted by the Council to guide the conduct of governance and compliance of the Institutes Constitution, Manual of General Regulation, Quality Manual, Quality Reviews, Audit, Policies and Accreditation arrangements.*

**Principles of governance**

1. British Institute of Technology Ltd is the legal form of the Institute, it is a company limited by shares trading as British Institute of Technology, England (BITE). The Institute is a higher education institution with research and development, striving to create, advance and disseminate knowledge. It is committed to uphold academic freedom and constituents in accordance with the statements set out in 3-5 below. This code of governance has been established to demonstrate the effectiveness of the Institutes Constitution, the Council, the Executive Committee, the Academic Board, the Learning and Quality Committee, Manual of General Regulation, Quality Manual, Quality Reviews, Audit, Policies and Accreditation arrangements in upholding academic freedom and constituents since 1999.

2. The Institute endeavours to ensure that it's Code of Governance; the Constitution, Manual of General Regulation, Quality Manual, Quality Reviews, Audit, Policies and Accreditation arrangements:

- are open and transparent;
- are efficient, effective and economic;
- meet relevant legal requirements and obligations;
- provide for proper accountability; and
- promote integrity and objectivity in the conduct of Institute business.

**Academic freedom**

3. Through its commitment to academic freedom, the Institute is committed to ensuring that academic staff and other members of the Institute have freedom within the law to question, put forward new ideas, discuss concern and opinions, without placing themselves in difficulty or loss to their jobs or privileges.

**Constituents**

4. Through its commitment to constituents, the Institute is committed to ensuring that members of staff have the opportunity to make their voice heard, directly or indirectly, on any matter of concern to them, and in particular to ensuring that they are consulted on the development of strategy and on matters of policy and principle, including the basis on which resources are allocated. Specifically, the Institute is committed:

- a) to ensuring that academic decisions are taken by academic bodies;
- b) to maintaining elected seats on the Council and the Academic Board;
- c) to encouraging monthly and effective staff meetings, encouraging staff engagement in the development of the Institute strategy, planning submissions and other strategic and policy issues;
- d) to encouraging members of the Institute to contribute to decision-making, either directly (through participation in staff meetings or indirectly (through representative bodies);

5. Although the Institute authorities and the Institute management will thus strive to consult as widely as possible and to be as open and transparent as possible about the development of strategy and policy, and will take into account all views expressed through such consultations, it will not always be possible or practicable to defer decisions until all interested parties have expressed views.

6. Constituents is in any event to be interpreted by reference to the whole set of the Institute's values.

### **Values and Principles of conduct**

7. The Institute's values are set out below. They provide a framework of reference to guide decision-making and describe how the Institute is committed to behaving.

- Academic excellence: knowledge, academic freedom, critical independence, creativity and innovation.
- Community: public service and citizenship; constituents, teamwork and mutual respect
- Integrity: openness, transparency and honesty
- Inclusiveness: diversity, equal opportunities and access
- Professionalism: provision of effective and efficient customer-focused services in all aspects of our work (internally and externally)

8. The Institute Council has also adopted the following precepts for the conduct of Institute business by the Council, Institute committees and offices.

- Decisions must be taken honestly, in good faith and solely in terms of the Institute's interests. Personal relationships, friendships, family links or personal advantage must not influence decisions. Similarly, members of the Council and other committees must not place themselves under any obligation - financial or otherwise - which might influence them in the performance of their Institute duties. Financial Regulations and Procedures, to declare any gifts or hospitality received in the course of his or her Institute duties.
- In any event, no-one can play any part in decision-making on matters in which he or she has a personal interest. ('Personal interest' in this context is interpreted according to established usage, and with reference in particular to the precept at 9(1) above.) In a committee, any personal interest should be declared at the outset of discussion; and, whilst the chair of the committee has discretion in the matter (taking account of the materiality of a particular personal interest), the normal expectation is that the individual concerned will withdraw from the meeting in circumstances where there might be a conflict between his or her interest and the interests of the institution. Similar considerations apply to decision-making which lies outside the scope of the Institute's committee system.
- Decisions must be informed not only by the Institute's commitment to the advancement and dissemination of knowledge but also by reference to considerations of proper financial management and the need to ensure the Institute's solvency.
- The financial implications of any proposed course of action must be fully assessed (having regard to potential risks and rewards);
- Due regard must be paid to the Institute's obligations to OfS, regulatory bodies and other organisations ;
- Value for money must always be a prime criterion against which proposals are assessed.

The Council, must be satisfied that the course of action proposed

- is legal, constitutional, sensible and prudent;

- represents an effective and efficient use of Institute resources; and
  - is consistent with the Institute's Code of Governance as approved by the Council.
- In addition, decisions regarding individuals must be taken on merit. They must be informed by the Institute's policy framework, including its commitment to equality and diversity.
- The Council is the ultimate decision making body and is accountable for the decisions and actions
- In general, subject to the provisions of the General Data Protection Regulations 2018 (GDPR) and the Data Protection Act 2018 which together form the Data Protection Legislation and the Freedom of Information Act 2000 and the outcomes of any public interest testing necessary to determine whether information requested under that Act is disclosable to a member of the general public, the papers and minutes of the Council, the Academic Board, Executive Committee and main committees of the Institute shall be open to inspection by members of the Institute, and the decisions of such bodies will be disseminated widely within the institution. Against that background, the following shall normally apply:
  - a) Committee papers relating to the appointment, promotion, progression or personal affairs of individual members of staff, prospective members of staff or other individual third parties, or to the admission, assessment or personal affairs of individual students or prospective students, will be confidential to the committee concerned.
  - b) Committee papers may be deemed confidential to the committee if, in the opinion of the chair and secretary of the committee, they are commercially sensitive and their disclosure could prejudice the Institute's interests; those taking any such decision may be called to justify it to the Institute Council.
  - c) Similarly, papers considered by any working group or sub-committee during the course of its deliberations may be deemed confidential to the working group or sub-committee concerned if, in the opinion of the chair and secretary of the group or sub-committee, their disclosure might prejudice the Institute's interests, and, in particular, prejudice the proper development of Institute policy. Again, the chair and secretary may be called to justify their decision to the Institute Council, and in any event reports from working groups or sub-committees shall be open to inspection by members of the Institute.

## **Decision-making and delegation**

### *General*

9. Whilst the Council is the supreme body and the ultimate decision-making authority of the Institute, there is no question of it being able itself to be directly involved in decision-making on all matters: the sheer size and complexity of the Institute mean that some delegation of powers to officers and committees is necessary. The framework for such delegation is set out in the committee's terms of reference:

- (a) the audit committee
- (b) the remuneration and general committee
- (c) the academic board
- (d) the executive committee;
- (e) the learning and quality committee;
- (f) other regulations and policies laid down from time to time by the Council.

*Matters reserved to the Council for decision*

10. The following matters may not, however, be delegated; subject to 17 below, they are reserved for collective decision by the Council.

- a) The Council has the ultimate decision making powers.
- b) The Code of Governance has been adopted by the Council to guide the conduct of governance, compliance with which shall be within the remit of the Audit and Risk.
  - approval or modification of the main features of the Institute's overall governance and management structures, its systems of risk management, internal financial management and control and accountability, and its financial regulations and procedures;
  - approval of the main features of the mechanisms for allocating resources within the Institute;
  - approval of the Institute's annual audited accounts;
  - the overall monitoring of the Institute's performance and compliance
- c) The Council approves all the major strategies of the Institute including the Marketing Strategy, Learning and Teaching Strategy;
  - approval or modification of the Institute's the strategic and operational plans to meet those objectives (including academic, review of audited accounts, resources and strategic plan), and the underlying values and principles that shape the work of the Institute;
  - the making of nominations to the Chair of the Council;
  - appointment of the Principal, where necessary, their removal;
  - the appointment of independent members of the Council or removal of members of the Council;
  - conferment of the titles of Professor, Emeritus Professor, Peer and Life Fellow of the Institute;
- d) Approve all the QA policies and procedures of BITE and monitor regularly the academic performance, standards and quality of the Institute and provide a written bi-annual report.
  - approval or modification of the overall constitutional and organisational structure and shape of the Institute, including in particular:
    - amendments to the Constitution, Governance Manual of General Regulation, Quality Manual, Policies and Accreditation arrangements
- e) Offer advice on the content of the Strategic Plan of BITE including the Vision, Mission and overall Strategic Direction and confirm that it has been produced following best business practice. It is envisaged that this will include the choice of Key Performance Indicators generated by the Strategic Plan, monitoring the performance of BITE against its Key Performance Indicators, and the provision of a written report on a bi-annual basis;
- f) Advise on the organisation and management structure developed to deliver the Strategic Plan and confirm that it adheres to best business practice;

11. The matters enumerated in 10 above are not, of course, the only matters which will come to the Council for decision; the list in 10 simply identifies the matters which (subject to 17 below) the Council may not delegate to committees or officers. Nor should the list in 10 be taken to imply that the Council will necessarily be consulted on matters of detail in the areas listed.

### *The Academic Board*

12. The Academic Board is responsible to the Council for the academic governance, and specifically for regulating, in accordance with the Constitution, Manual of General Regulation, Quality Manual, Quality Reviews, Audit, Policies and Accreditation arrangements:

- a) the admission of students;
- b) the curriculum and assessment;
- c) the maintenance and enhancement of academic standards;
- d) the award and qualifications.

The Academic Board deals with all academic matters of the Institute and guards the academic integrity and quality of its higher education programmes. The Academic Board reports directly to the Council with support from the Executive Committee. Its work is overseen by the Council which may, in turn, advise the Executive Committee on any aspect of the work carried out by the Academic Board.

The Academic Board will meet a minimum of three times a year, and is responsible for:

1. Approving all programmes of study leading to awards of **the awarding body of the Institute** and all significant amendments thereto, including the conditions and arrangements for all assessments.
2. Regulating all instructions, teaching, assessment and research within **the Institute** (for example, through the approval of the learning and teaching and assessment strategies).
3. Setting the criteria, procedures and guidelines for the assurance of the quality and standards of all programmes of study in response to recommendations of the Learning and Quality Committee.
4. Receiving and approving the recommendations arising from validation and review panels appointed by the Learning and Quality Committee.
5. Approving any recommendations arising from external reviews of **the Institute** higher education provision having taken account of the advice from the Council.
6. Receiving reports relating to both relevant developments and best practice in terms of quality assurance and enhancement and also the external benchmarking of **the Institute** provision, and approving any recommendations arising regarding significant changes to policies and regulations.
7. Prescribing the entry requirements and other general conditions for admission to programmes of study in response to supporting recommendations.
8. Approving arrangements for the regulation and superintendence of the education and discipline of students.
9. Approving the criteria for the appointment of tutors and examiners (including external examiners).

10. Receiving an annual report on the recruitment and retention of students.
11. Approving the outcomes arising from the annual monitoring of programmes.
12. Receiving reports and approving any supporting recommendations from programme committee, external examiners report and annual review.
13. Noting the conditions for the conferment (or revocation) of all academic awards and other distinctions and approving the conferment of degrees and any linked professional awards.
14. Prescribing arrangements for the manner of, and ceremony for, the conferment of degrees and the style of academic dress of **the Institute**.
15. Approving and monitoring the operation of, the academic appeals and complaints procedures governing students registered on **the Institute** programmes of study, including the hearing of any final appeals following the conclusion of all other internal procedures.
16. Approving all collaborative arrangements in respect of the delivery of programmes of study.
17. Prescribing, subject to advice from the Council, terms and conditions for the award of scholarships, studentships, bursaries, prizes and any other such recognition.
18. Setting, on the recommendation of the Learning and Quality Committee, conditions for the appointment of academic centres and approving the appointment of any such new centres.
19. Approving the appointment of the chair of the Learning and Quality Committee and changes to those committees' established compositions or terms of reference.
20. To direct and regulate all instruction and teaching of the Institute, both internal and extra-mural and the examinations held by the Institute.
21. To promote research within the Institute and to require reports from time to time on such research.
22. To regulate schemes of study and examinations leading to such degrees and other awards of the Partner University.
23. To award subject to any conditions acceptable to the Council, donations that might be made such as Fellowships, Studentships, Scholarships, Exhibitions, Bursaries, Prizes and other such grants, for the encouragement of study and research; and to determine the times, modes and conditions of competition therefore and to award the same.

### **Recommendations**

To recommend to the Executive Committee, as follows:

Guiding the Institute on educational strategy; the legislation underpinning higher education provision; regulatory requirements affecting the award of degrees; and the

implications of the development of new or revised academic provision. Taking due account of any advice given by the Council.

Submitting to the Council reports and recommendations on all such academic matters as the Academic Board may deem fit, or as required by the Principal and / or the Council

13. In respect of other areas of the Institute's work, the Academic Board's role is advisory rather than decisive; and it also has a role in serving as a two-way channel of communication, thus underpinning constituent. The Academic Board is responsible in particular for advising the Council on academic and related strategies. In addition, the Academic Board:

- a) may discuss and declare an opinion on any matter whatsoever relating to the Institute;
- b) shall be consulted about the allocation of general revenue;
- c) shall be given the opportunity to comment on proposed policies or modifications to policies, and on major business proposals affecting the academic work of the Institute;
- d) shall be consulted about any material modifications to the constitutional and organisational structure of the Institute.

14. In accordance with precepts enshrined in the Institute's Code of Governance, the Constitution, Manual of General Regulation, Quality Manual, Quality Reviews, Audit, Policies and Accreditation arrangements members of the Academic Board are regarded as members in their own right. Individual members are not delegates of the constituencies from which they are drawn, and nor is their role that of advancing the interests of those constituencies: members are appointed or elected in an individual - or personal - capacity, and are expected to take an Institute-wide perspective on issues before them. Notwithstanding this point, and having regard to the Academic Board's role in underpinning constituent, members are also expected to provide a two-way channel of communication by canvassing the views of colleagues on matters of particular interest prior to meetings of the Academic Board and reporting back subsequently.

#### *Executive Committee*

15. The Executive Committee exercises management control of the Institute and normally meets on a quarterly basis. The Executive Committee is chaired by the Chief Executive Officer and the secretary is the Head of Finance. The Executive Committee makes the following decision and report to the Council on:

- 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 BITE,
- To organise, direct, manage and lead the staff of BITE,
- To maintain student discipline within the policies and procedures of BITE

#### *Learning and Quality Committee*

16. The Learning and Quality Committee is a Sub-committee of the Academic Board and enables the Academic Board to carry out its responsibilities as guardian of the academic integrity and quality of its higher education programmes. The Learning and Quality Committee reports directly to the Academic Board.

The Learning and Quality Committee will meet a minimum of three times a year, at dates appropriate to the Academic Board meetings, and is responsible for:

24. Bringing forward for approval all programmes of study leading to awards of **the awarding bodies of the Institute** and all significant amendments thereto, including the conditions and arrangements for all assessments.
25. Production of the learning and teaching and assessment strategies for Institute.
26. Recommending the criteria, procedures and guidelines for the assurance of the quality and standards of all programmes of study.
27. Bring forward recommendations arising from validation and review panels and appointing such panels.
28. Bringing forward reports relating to both relevant developments and best practice in terms of quality assurance and enhancement and also the external benchmarking of **Institute** provision, and making recommendations to the Academic Board about changes to policies and regulations.
29. Recommending to the Academic Board the entry requirements and other general conditions for admission to programmes of study.
30. Recommending to the Academic Board the arrangements for the regulation and superintendence of the education and discipline of students.
31. Recommending to the Academic Board the criteria for the appointment of tutors and examiners (including external examiners).
32. Producing an annual report on the recruitment and retention of students.
33. Ensuring that the annual monitoring of programmes takes place and to make recommendations for actions in response to the outcomes of the annual monitoring process
34. Providing reports and making any supporting recommendations from programme committee, external examiners report and annual review processes
35. Noting the conditions for the conferment (or revocation) of all academic awards and other distinctions and bringing forward for Academic Board approval the conferment of degrees and any linked professional awards.
36. Overseeing the operation of, the academic appeals and complaints procedures governing students registered on **Institute** programmes of study.
37. Recommending to the Academic Board, subject to advice from the Council, terms and conditions for the award of scholarships, studentships, bursaries, prizes and any other such recognition.
38. Recommending the conditions for the appointment of academic /research centres and approving the appointment of any such new centres.
39. To oversee the regulation of schemes of study and examinations leading to such degrees and other awards of the Partner University.
40. To bring forward, subject to any conditions acceptable to the Council, donations that might be made such as Fellowships, Studentships, Scholarships, Exhibitions, Bursaries, Prizes and



other such grants, for the encouragement of study and research; and to determine the times, modes and conditions of competition therefore and to award the same.

*Action on behalf of the Council, the Academic Board and committees*

17. The Council has authorised the Chief Executive Officer to take action and decisions on behalf of Council between meetings on the understandings:

- a) that a report of any such action will be made to the next meeting of Council
- b) that action taken on this basis will include action relating to matters of principle or policy only in the event of great urgency.

18. The Academic Board has agreed a similar convention in relation to the conduct of its business; and that convention applies, *mutatis mutandis*, to the business of all other Institute committees.

**Participation and representation**

19. In accordance with 4 above, the Institute is committed to ensuring that there are elected seats on its supreme body and on relevant policy committees, and is likewise committed to ensuring that the Students are represented in the Council and Academic Board and other committees which are concerned with matters in which the student body has a direct and legitimate interest.

20. Although the membership of the Council as supreme body considers appointment from higher education and professional background, the Council is not to be seen as a 'representative forum'. Individual members are not delegates of the constituencies from which they are drawn, and nor is their role one of advancing the interests of those constituencies: members are appointed or elected in an individual or personal capacity, and are expected to take an Institute wide perspective on issues before them.

21. A similar convention applies to all Institute authorities and committees, including the Academic Board (see paragraph 14 above).

*Length of service*

22. The Council has agreed that the standard term of office for Council members should be three years, on the basis that the maximum period of continuous service for lay members should be set as three periods of three years. Similarly, it has been agreed that the Chair of Council should be appointed for a three-year term, and be eligible for reappointment for a further term of three years and, depending on circumstances obtaining at the time, perhaps for one further term of three years (giving a maximum possible tenure of office of nine years).

23. Other things being equal, these principles will inform appointments to other Institute committees. Periods of appointment to Institute offices will be as determined by the Council as appropriate on the advice of the Academic Board

*Conduct of meetings*

24. The quorum for meetings of the Council shall be three, for meetings of the Academic Board five, for meetings of the Executive Committee three and for meetings of the Learning and Quality Committee five

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