

British Institute of Technology Ltd **trading as British Institute of Technology, England (BITE)** **Constitution and Governance Framework**

1. Institute's constitution

The British Institute of Technology Ltd is a registered company under the Companies Act 1985 to 1989 and is limited by shares. It was established on 25th September 1999 with the trading name British Institute of Technology, England (BITE). It was incorporated as a company on 25 September 2001 and changed its name by special resolution to British Institute of Technology Ltd on 5th October 2015. Its company certificate number is 4293041 (Appendix 1 Incorporation Certificate).

The Memorandum of Articles of Association state that the object of the British Institute of Technology Ltd is to carry on business as a Higher Education Institution, and to develop and offer Higher Education programmes, Research, Consultancy and Training.

The Memorandum and Articles of Association of the British Institute of Technology Ltd may be amended on the recommendation of the Council/ Board of Directors (governing body), the Executive Committee, the Academic Board and filed in Companies House.

Document:

- **Terms of Reference and Responsibilities of the Council**
- **Terms of Reference and Responsibilities of the Executive Committee**
- **Terms of Reference and Responsibilities of the Academic**
- **Memorandum and Articles of Association**
- **Certificate of Incorporation on Change of Name**

2. Institute's Vision and Mission

The British Institute of Technology Ltd is a catalyst organization, bringing together talent and industry. It seeks to advance and apply this expertise through innovative education in technology, science and business. Institute aims to provide an interdisciplinary education, extend research which has been carried out at other higher education institutions, and provide a consultancy service that is competitive and affordable. Institute's programmes of study are accredited and validated by University Degree Awarding Powers.

The Constitution has been designed to facilitate the delivery of Institute's Vision and Mission, which are as follows:

Vision: To be renowned as a pre-eminent institution for innovative education, equipping future leaders with the skills and techniques to meet emerging challenges.

Mission: To create a fusion of education, research and consultancy to advance knowledge and skills in response to challenging business environments.

3. Constitutional Bodies

The constitutional bodies which advise, approve, decide and promote the vision, mission policies and operations at the Institute are the *Council, Academic Board, Executive Committee, the Learning Quality Committee, the Programme Committee, the Student Welfare Committee and the sub-committees.*

Institute's educational programmes are designated into five areas and specialisation:

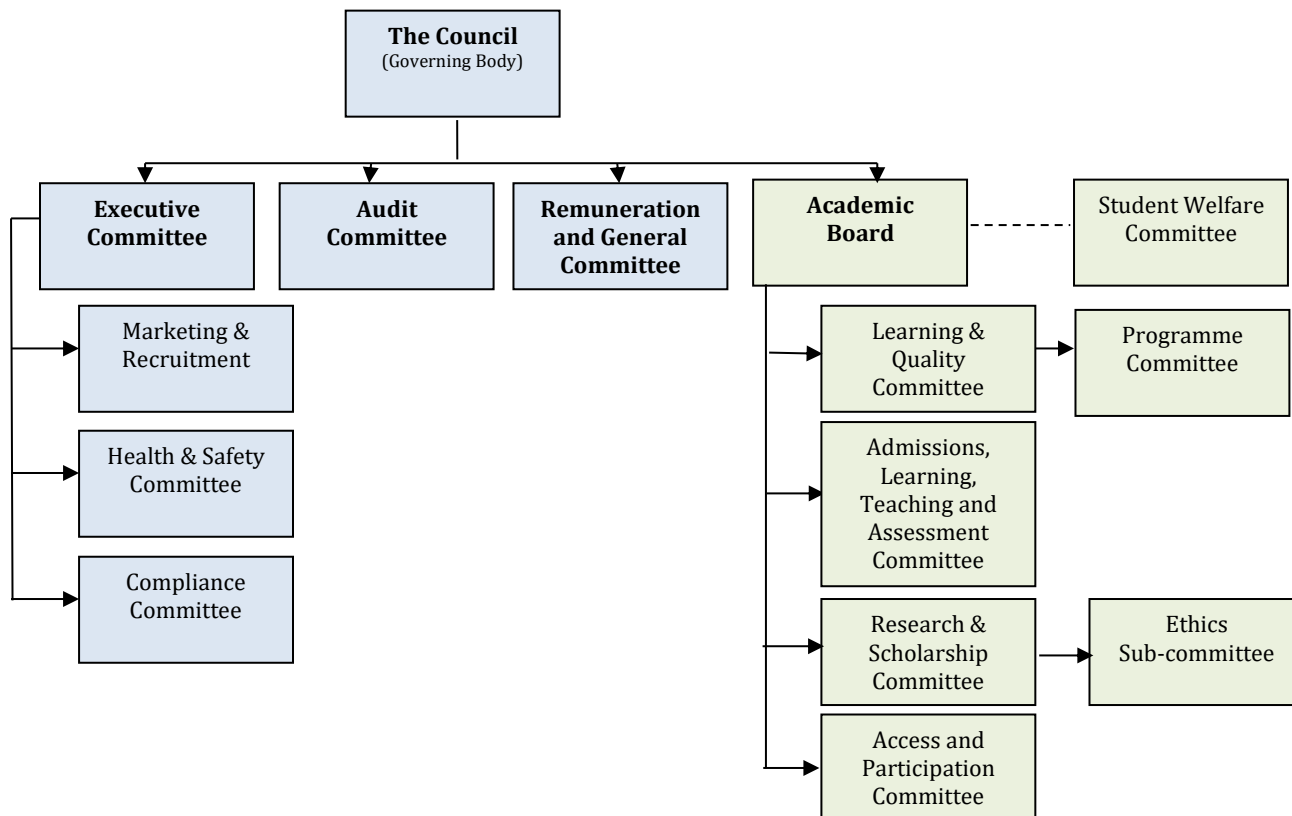
- Research
- Science
- Technology

- Business
- Fashion

Details of these bodies, their terms of reference, membership, operations and officers, as appropriate are provided below.

3.1 Organisational Structure

The Institute Governance Structure



3.2 The Council

The Council (Board of Directors) is the supreme body and the governing body of the Institute; it has the overall responsibilities and accountabilities of the British Institute of Technology Ltd. It delegates and empowers the Audit Committee, Remuneration & General Committee, Executive Committee, the Academic Board and all the other constitutional committees to meet the objective of the Council and the Institute.

Members agree to Institute holding and using the data in accordance to the GDPR compliance and consent the Institute to provide these information to any government body or agency including the OfS who will hold and process the data for the purpose of the Institute and the OfS regulation.

The Council is the supreme body of the British Institute of Technology Ltd and with the support of external reports, it approves the Vision, Mission and Strategic Direction of the Institute. More specifically the Council will:

- The Council has the ultimate decision making powers.
- The Code of Governance, Constitution and Governance Framework has been adopted by the Council to guide the conduct of governance, compliance, audit and risk.
- To ensure Office for Students (OfS) and regulatory bodies compliance.

- a) To ensure that the equal opportunities, diversity and widening participation policy is effectively implemented.
- b) 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.
- c) 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).
- d) Approve the Executive Committee and the Terms of Reference
- e) Approve the Academic Board and the Terms of Reference
- f) 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).
- g) Ensure that corporate risk is well managed, including financial and reputational risk and organisational sustainability is guaranteed.
- h) Set and monitor key performance indicators (KPI's).
- i) Receive report from the CEO, Principal and Student President
- j) Ensure student learning experience and engagement at the Institute.
- k) Evaluate and review student data on access, success and progression.
- l) Provide professional and informed guidance, drawing on the unique skill specification of each individual board member.
- m) Ensure that effective arrangements are in place to provide transparency about value for money for students and the taxpayer.
- n) Continuously review resource provision supporting a high quality student learning experience.
- o) 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;
- p) Approve all the QA policies and procedures of Institute and monitor regularly the academic performance, standards and quality of the Institute.

The Council meets four times a year and has minimum of three independent members and ex officio's.

Document: Terms of Reference and Membership of the Council

3.2A Audit Committee

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:

1. 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.
2. To oversee the nature and scope of the external audit service and of each annual audit cycle.
3. 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).
4. 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.
5. 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.
6. To monitor the effectiveness of internal control and risk management systems in the finance and non-finance areas.

7. To review the external auditors' management letter and the internal auditors' annual report, and to monitor the implementation of agreed management actions.
8. To keep under review the management follow-up to other audit-based recommendations from whatever source.
9. 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.
10. To receive and approve the Institutes' policies on fraud, irregularity and public interest disclosure, including being notified of any action taken under these policies.
11. 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.
12. To receive any relevant reports from the National Audit Office, the OfS and other organisations.
13. 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.

3.2B Remuneration & General Committee

Remuneration and General Committee to follow best practice and the guidance as set out in the CUC Higher Education Senior Staff Remuneration Code (June 2018).

Membership

- The Chair – Independent member of the Council
- The Chair of Executive Committee
- Independent member of the Council
- The Institute Secretary
- Staff Representative

Quorum

Two independent members present.

Meetings

At least three meetings each year.

Secretary

The Institute Secretary & Registrar who is the Clerk to the Council.

Delegated Powers

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 Clerk to the Council who is also the Institute Secretary and Registrar.

Duties

The Committee shall:

1. To assess key performance indicators as per guidelines and activities of individual's roles and responsibility.
2. 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.
3. To assess regulatory bodies compliance.
4. 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.
5. 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.
6. 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.
7. 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.
8. Obtain reliable, up-to-date information about remuneration in other institutions of comparable scale and complexity.
9. 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.
10. Determine the policy for, and scope of, pension arrangements for each member of the Executive and other designated senior post holders.
11. 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.
12. Oversee any major changes in employee benefits structures throughout the Institute.
13. 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.
14. 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.

3.3 Executive Committee

The Executive Committee reports to the Council and exercises senior management role of the Institute and meets quarterly basis. The Terms of Reference of the Executive Committee are as follows:

- 1) To adhere and implement the delegated task of the Council.
- 2) To execute under the principles of Code of the UK Corporate Governance Code promoting the purpose, values and future success of the company.
- 3) To oversee the strategic planning process and to recommend the draft Strategic Plan and supporting strategies for approval by the Council.
- 4) To oversee the annual budgeting process and to recommend a budget, with advice from the Council
- 5) 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,
- 6) To take forward proposals to the Council concerning the Vision, Mission, and overall Strategic Direction of Institute,
- 7) To organise, direct, manage and lead the staff of Institute,
- 8) To maintain student discipline within the policies and procedures of Institute

The Chair is the Chief Executive Officer and the Deputy Chair is the Principal.

Document: Terms of Reference and Membership of the Executive Committee

3.4 Academic Board

Academic Board reports directly to the Council. The Academic Board deals with all academic matters of the British Institute of Technology England (BITE) 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 quorum for meetings of the Academic Board shall be five.

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

1. Approving all programmes of study leading to the Institute awards and awards of **the awarding body of the British Institute of Technology, England** and all significant amendments thereto, including the conditions and arrangements for all assessments.
2. Regulating all instructions, teaching, assessment and research within **the British Institute of Technology, England** (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 British Institute of Technology, England** 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 **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 British Institute of Technology, England**.
15. Approving and monitoring the operation of, the academic appeals and complaints procedures governing students registered on **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.

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.

Document: Terms of Reference and Membership of Academic Board

3.5 Learning and Quality Committee

The Learning and Quality Committee is a sub-committee of 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 Academic Board and is chaired by the Academic Registrar.

Document: Terms of Reference and Membership of the Learning and Quality Committee

4. Main Officers and senior management at Institute

The Chair of the Council

The Chair of the Council is appointed by the Council after consultation with the Academic Board and Executive Committee.

The Chief Executive Officer

The Chief Executive officer (CEO) leads the senior management team and is responsible for implementing the Council directives and developing Institute's Strategic Plan and leading on strategic development. The CEO is also responsible for overseeing the development and implementation of activities in education, consultancy and research at both national and international levels. The CEO reports to the Council.

The Principal

The Principal is appointed by the Council and is responsible for the management and operation of all academic activities to do with education and research at the Institute. The Principal is Chair of Academic Board.

Assistant Principal

The Assistant Principal reports to the Principal. The Assistant Principal is responsible for quality assurance and student support at Institute. The assistant Principal is appointed in consultation with the Academic Board and the Executive Committee and approved by the Council.

Dean

The Dean, reports to the Principal. The Dean is appointed in consultation with the Academic Board and the Executive Committee and approved by the Council. The Dean has overall leadership of academic programmes at the institute and chair Assessment Boards and Programme Committees. The Dean leads, manages, and present students for conferment.

The Registrar

The Registrar reports to the Principal and provides support for quality assurance and matters of regulation detailed in the Manual of General Regulations.



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 4293041

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

**BRITISH INSTITUTE OF TECHNOLOGY AND E-
COMMERCE LTD**

a company incorporated as private limited by shares; having its
Registered Office situated in England and Wales; has changed its name
to:

BRITISH INSTITUTE OF TECHNOLOGY LTD

Given at Companies House on **5th October 2015**.



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES