

# Corporate Governance Framework

## British Institute of Technology Ltd

(Trading as British Institute of Technology, England)

**Version:** 3

**Approved by Council:** 15 August 2025

**Next Review:** Annual or upon regulatory change

### 1. Purpose of this Framework

This Corporate Governance Framework sets out how the British Institute of Technology, England (the Institute) is governed, directed and controlled.

It is designed to ensure full compliance with: - **Office for Students (OfS) Regulatory Framework - CUC Higher Education Code of Governance - Competition and Markets Authority (CMA) guidance on consumer protection - Companies Act 2006 - UK GDPR and data protection legislation** - Other applicable statutory and regulatory obligations

The framework ensures that students, staff, regulators and other stakeholders can have confidence in the Institute's integrity, sustainability, and academic standards.

### 2. Governance Principles

The Institute adopts the following core governance principles:

- **Accountability:** Clear accountability to students, regulators, and the public interest
- **Integrity:** Ethical leadership, transparency and fairness in decision-making
- **Effectiveness:** Decisions taken at the appropriate level with proper scrutiny
- **Student Interest:** Governance decisions prioritise student outcomes and experience
- **Regulatory Compliance:** Active oversight of legal and regulatory obligations

### 3. Legal Status and Constitutional Basis

The Institute is a company limited by shares, incorporated under the Companies Act 2006.

Governance authority derives from:

- Articles of Association
- This Corporate Governance Framework
- Scheme of Delegation
- Committee Terms of Reference

Where there is any conflict, statutory and regulatory requirements take precedence.

## 4. Governing Body (Council)

### 4.1 Role and Responsibilities

The **Council** is the Institute's governing body and has ultimate responsibility for:

- Educational character, mission and strategy
- Academic quality and standards
- Financial sustainability and solvency
- Risk management and internal control
- Compliance with OfS conditions of registration
- Protection of students' interests

The Council acts collectively and independently of executive management.

### 4.2 Reserved Matters

The Council retains exclusive authority over: - Strategy and strategic plan approval - Appointment and appraisal of the Principal (Accountable Officer) - Approval of budgets, accounts and financial statements - Approval of Student Protection Plan - Approval of material course or institutional changes - Approval of OfS and statutory regulatory returns - Approval of this governance framework

## 5. Council Composition and Effectiveness

- A majority of Council members are independent
- Members collectively possess skills in higher education, finance, law, regulation and risk
- Conflicts of interest are declared, recorded and managed
- Council effectiveness is reviewed at least annually

## 6. Council Committees

The Council establishes committees to support effective oversight.

### 6.1 Audit Committee

Provides assurance on:

- Risk management and internal control
- Audit (internal and external)
- Value for money and data assurance
- Regulatory compliance

Oversees:

- Financial sustainability

- Budgeting and forecasting
- Estates and infrastructure
- Major investments

### 6.3 Remuneration and General Committee

Ensures:

- Fair, transparent and proportionate senior pay
- Compliance with the CUC Remuneration Code
- Alignment of pay with performance and public interest

Committees report formally to the Council and do not replace Council accountability.

## 7. Academic Governance

### 7.1 Academic Board

The **Academic Board** is the senior academic authority of the Institute and is responsible for:

- Academic standards and quality
- Programme approval and review
- Assessment regulations
- Student outcomes and academic risk

Academic Board reports directly to the Council and provides formal academic assurance.

## 8. Executive Management

### 8.1 Principal (Accountable Officer)

The Principal is the Institute's **Accountable Officer** for OfS purposes and:

- Leads the executive management of the Institute
- Ensures compliance with OfS conditions
- Provides assurances to the Council and the OfS
- Escalates material risks promptly

Accountability as Accountable Officer cannot be delegated.

### 8.2 Executive Committee

The Executive Team:

- Delivers strategy approved by the Council
- Manages day-to-day operations
- Operates within delegated authority
- Is accountable to the Principal

## **9. Student Interest and CMA Compliance**

The Institute ensures compliance with CMA guidance by:

- Providing clear, accurate and timely information to applicants and students
- Avoiding unfair contract terms
- Clearly explaining course changes, fees, and student rights
- Operating a Student Protection Plan
- Ensuring complaints and appeals processes are accessible and fair

Student voice is embedded through representation on academic and governance committees.

## **10. Risk Management and Internal Control**

- The Council oversees a robust risk management framework
- A corporate risk register is maintained and reviewed regularly
- Internal and external audit provide independent assurance
- Business continuity and student protection risks are actively monitored

## **11. Transparency and Accountability**

The Institute commits to:

- Transparent reporting to students and regulators
- Accurate regulatory data submissions
- Publication of key governance documents
- Compliance with freedom of information and data protection requirements

## **12. Review and Continuous Improvement**

This Corporate Governance Framework:

- Is reviewed annually by the Council
- Is updated to reflect regulatory changes or best practice
- Forms part of the Institute's overall assurance framework

*This framework aligns with the OfS Regulatory Framework, the CUC Higher Education Code of Governance, CMA consumer protection guidance, and recognised principles of good corporate governance.*