

British Institute of Technology Ltd
Trading As: British Institute of Technology, England (BITE)
The Council (Governing Body)

Terms of Reference
Reviewed: 21.01.26
Version: V12

This document sets out the purpose, responsibilities and accountabilities of the Governing Body (the Council) of the British Institute of Technology Ltd, trading as British Institute of Technology England (BITE) updated 21st January 2026. Members agree to BITE holding and using the data in accordance with the GDPR compliance and consent BITE to provide these information to any government body or agency including the OfS who will hold and process the data for the purpose of BITE and OfS regulation.

The Council is unambiguously and collectively accountable for institute's activities, taking all final decisions. The Regulatory Framework sets out the initial and ongoing conditions of registration with the OfS It is supplemented by a number of Regulatory Notices and Regulatory Advice documents, issued periodically by the OfS, on issues such as access and participation plans, charity law compliance, reportable events and monitoring and intervention.

The four primary regulatory objectives of the OfS, which form the basis of the Regulatory Framework, are "That all students, from all backgrounds, and with the ability and desire to undertake higher education:

1. Are supported to access, succeed in, and progress from, higher education.
2. Receive a high quality academic experience, and their interests are protected while they study or in the event of provider, campus or course closure.
3. Are able to progress into employment or further study, and their qualifications hold their value over time.
4. Receive value for money¹.

The Regulatory Framework was designed to influence the work of governing bodies. As OfS Regulatory Advice 15 says: "It is the responsibility of the governing body of a registered provider to ensure that it continues to satisfy the ongoing conditions of registration."² Under the CUC Code, the requirement is expressed as follows: "the governing body...needs assurance that the provider meets all legal and regulatory requirements imposed on it as a corporate body"³.

Working with the executive, the governing body sets the mission, strategic direction, and values of the Institute. It receives assurance that delivery of the strategic plan is in line with legislative and regulatory requirements, institution values and wider institutional policies and procedures and that effective systems of control and risk management are in place." The CUC Code sets out the duty to assess performance against the strategy as follows: "The governing body will need to receive regular, reliable, timely and adequate information to monitor and evaluate performance against the strategic plan". Under the Regulatory Framework ⁴, acting in accordance with governing documents and relevant codes of governance is seen as a feature of compliance.

¹ OfS Regulatory Framework, paragraph 3

² OfS Regulatory Advice 15, paragraph 14

³ <https://www.universitychairs.ac.uk/wp-content/uploads/2020/09/CUC-HE-Code-of-Governance-publication-final.pdf>, paragraph 1.1

⁴ Regulation II, paragraph 5.1

The Council 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 makes all the final decisions.
- b) To ensure “fit and proper persons” are appointed to the Council.
- c) To ensure the Freedom of speech policy complies with regulations and OfS guidance.
- d) The Code of Governance, Constitution and Governance Framework has been adopted by the Council to guide the conduct of governance, compliance, audit and risk.
- e) 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. This Audit Committee will report directly to the Council and is required to meet three times a year.
- c) Appoint a Remuneration and General Committee who will follow the guidance as set out in the CUC Higher Education Senior Staff Remuneration Code ⁵(November 2021).
- 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.
- q) Ensure the Nolan principles of public life are adhered to and the Public Life Ethics Policy Framework is implemented.

Membership

Independent Chair, Independent Members; CEO; Principal; Institute Secretary; Student Representatives.

⁵ <https://www.universitychairs.ac.uk/wp-content/uploads/2021/11/Remuneration-Code-Revised-November-2021-final-1.pdf>

NB: Independent Members are expected to bring a specialist skill in one or more of the following areas (Access and Participation; Student Employability; Finance; Academic; Quality; HRM; Law; Business)

Fit and proper persons

The Council ensure members of the governing body, senior managers, and accountable officers are fit and proper persons. The Fit and Proper Assessment Covers:

- Integrity & Honesty
- Competence & Capability
- Financial Soundness
- Conflicts of Interest

The Institute process include step 1: Declaration

Individuals complete a Fit and Proper Declaration, annually, confirming:

- No disqualifying events
- Disclosure of relevant matters
- Agreement to notify changes

Step 2: Due Diligence, depending on role and risk:

- Review of CV and appointment history
- Companies House checks (directorships/disqualifications)
- Charity trustee eligibility checks
- Sometimes DBS checks (not universal)

Step 3: Review & Approval, conducted by:

- Remuneration and General Committee
- Chair of the governing body
- University Secretary or Clerk
- High-risk issues escalated to full governing body

Step 4: Ongoing Monitoring

- Annual re-confirmation
- Ad-hoc reassessment if issues arise
- Recorded in governance records

If someone is NOT Fit and Proper, possible outcomes:

- Appointment **not confirmed**
- Conditions imposed (e.g. conflict management)
- Suspension or removal from office
- Mandatory notification to the Office for Students

The Institute Good Practice include:

- A written Fit and Proper Persons Policy
- Keep formal records of assessments
- Ensure training for governors
- Conflicts of interest policy
- Code of conduct policy
- Whistleblowing policy

Appointment Period

The external member of the governing body who is independent of the provider, and whose term of office is normally limited to a maximum of three terms of three years.

Method of Appointment

New members will be appointed in accordance with the Code of Governance, Constitution and Governance Framework.

Frequency of Meetings

The Council will meet four times a year.

The minimum size of the Council will be 7 members growing to no more than 11 members with a minimum of three independent members.

The Council may set up sub committees to help it carry out its duties.