Corporate Governance Framework

LCCA Governance

London College of Contemporary Arts

ID: GIC-011

Contents

Section 1: Introduction

1.1 This Corporate Governance Framework (**"Framework"**) outlines the way in which the London College of Contemporary Arts ("**LCCA**") governs itself. It has been developed to ensure that LCCA can assure itself and its stakeholders that LCCA is compliant with the Office for Students' ("**OfS**") regulatory framework for higher education in England ("**OfS Framework**"), including its initial and ongoing conditions of registration, particularly as they relate to governance, and the OfS's public interest governance principles ("**OfS Governance Principles**") as set out in the OfS Framework. By doing so, LCCA will have the governance infrastructure in place to help to safeguard students' interests. This Framework is designed to ensure full compliance with the Office for Students' Condition E7 (Annex A) and all relevant regulatory requirements for higher education governance in England.

1.2 This Framework should be read in conjunction with the Articles of Association of LCCA ("**Articles**") which are subject to a governance agreement entered into between LCCA and its parent company, [Lake International Ltd] ("**Governance Agreement**"). Terms defined in this Framework will have the same meaning as set out in the Articles unless stated otherwise.

1.3 This Framework has three sections:

1.3.1 Matters relating to the Directors;

1.3.2 Compliance with the OfS's public interest governance principles; and

1.3.3 Arrangements relating to the Board and its committees (and their respective Terms of Reference as set out in the Appendices to this Framework).

1.4 Amendments to this Framework shall be approved by the Board, subject to parent company consent pursuant to the Governance Agreement.

1.5 The Board will publish an annual statement confirming compliance with OfS governance requirements as part of its annual reporting.

Section 2: Matters Relating to the Directors

2.1 The Board shall ensure that all Directors shall meet the "fit and proper" test for members of the governing body of a registered provider of higher education, as required by the OfS Governance Principles. It is acknowledged by the Board that a Director may be removed from office if that person is determined by the other Directors or the OfS not to be "fit and proper" to act in that capacity.

2.2 The Board is responsible for ensuring that its directors have the appropriate qualifications, skills, experience and expertise to fulfil the director role, as well as ensuring that the Board of Directors as a whole has an appropriate balance of skills and experience. LCCA shall apply the following practices in relation to managing the skills and diversity of the Board:

2.2.1 When making or recommending appointments to the Board, the Board shall seek to ensure that the Board has an appropriate balance of skills and diversity.

2.2.2 LCCA is committed to promoting diversity and inclusion at board level. It will take proactive steps to ensure the board reflects a broad range of skills, experiences, and perspectives. To support the Board to achieve this, the Remuneration and Nominations Committee may consider setting measurable objectives for board composition, regularly reviewing progress against these objectives, and reporting to the Board in respect of these.

2.3 All members of the Board shall be required, upon appointment and on an annual basis, to undertake a self-assessment of their skills, the responses to which shall be collated by the Clerk to the Board and a matrix produced to identify any weaknesses or gaps in skills ("**Skills Matrix**"). The Skills Matrix shall be considered by the Remuneration and Nominations Committee on an annual basis and recommendations made by it to the Board to mitigate the impact of any skills weaknesses or gaps.

2.4 The term of office of all independent Directors shall be three years. A retiring independent Director shall be eligible for re-appointment for up to one further term of three years. In certain circumstances, an independent Director may be re-appointed for a further term of up to three years, to give an overall maximum term of office of nine years.

2.5 All members of the Board shall be required to agree to and comply with LCCA's Board Code of Conduct set out in Appendix F which sets out the principles and standards expected of directors to ensure integrity, accountability, and effective decision-making. The Code establishes the ethical and behavioural standards that govern the actions of all members of the Board.

2.6 Pursuant to the OfS Framework, LCCA must have in place adequate and effective management and governance arrangements to deliver, in practice, all of the OfS Governance Principles. The Board affirms its responsibility to maintain high standards of governance and to ensure its own effectiveness. To achieve this, the Board will:

2.6.1 Conduct a full and robust review of governance and Board effectiveness at least every 3 years, with interim assessments as may be considered appropriate by the Board.

2.6.2 Ensure that comprehensive reviews include independent external input to provide objective assurance and benchmarking against sector best practice.

2.6.3 Use a combination of approaches to such reviews, including:

(i) Online self-assessment surveys for all Board members;
(ii) One-to-one meetings between the Chair and individual members; and
(iii) Feedback from the executive team and key stakeholders.

2.7 Develop and publish an action plan following each review, setting out recommendations, timelines, and responsibilities for implementation. Progress will be monitored by the Remuneration and Nominations Committee and reported to the Board.

2.8 Develop a practice of continuous development by incorporating findings into Board member induction, ongoing training, and succession planning to strengthen governance capability and resilience.

Section 3: Academic Freedom and Freedom of Speech

3.1 Each of the Education Act 1988, the Higher Education (Freedom of Speech) Act 2023 and the OfS's Regulatory Framework set out obligations on registered providers to comply with laws and regulations in respect of free speech and academic freedom.

3.2 Staff of LCCA, while engaged in teaching and research in accordance with their terms and conditions of service, shall have freedom within the law to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or privileges or opportunities for promotion.

3.3 LCCA shall take such steps as are reasonably practical to ensure that freedom of speech within the law is secured for its students and staff and for visiting speakers and that the use of the premises of LCCA is not denied to any individual or body of persons on any ground connected with their beliefs or views, or their policy or objectives.

3.4 LCCA shall approve and regularly review a code of practice on freedom of speech that is compliant with statutory and regulatory requirements and which sets out the procedures to be followed by students and staff of LCCA with respect to meetings and other activities held on the premises of LCCA (if applicable) and shall take such steps as are reasonably practicable to secure that the requirements of the code of practice are complied with.

Section 4: Board and Committee Arrangements

4.1 The Board and its Committees

4.1.1 The Board is the governing body of LCCA and is responsible for determining LCCA's vision, mission and strategy, its academic character, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of internal and external stakeholders and regulators. The Board will engage regularly with students, staff, and other stakeholders on governance matters, seeking feedback and reporting on key decisions and developments.

4.1.2 The terms of reference of the Board are set out in Appendix A of this Framework. The chair of the Board shall, unless otherwise determined by the parent company pursuant to the Governance Agreement, be the Chairperson of LCCA.

4.1.3 All Board members will receive a comprehensive induction upon appointment and participate in ongoing training and development, informed by sector guidance and the outcomes of effectiveness reviews.

4.1.4 The Board will maintain a formal succession plan for directors and senior executives, reviewed annually by the Remuneration and Nominations Committee, to ensure continuity and address skills gaps.

4.1.5 The Board has established and will maintain the following committees of the Board:

(a) an Audit and Risk Committee ("**ARC**");
(b) a Remuneration and Nominations Committee ("**RNC**"); and
(c) an Academic Standards and Quality Committee ("**ASQC**").

4.1.6 The ARC has been established by the Board to advise and support the Board and LCCA's OfS Accountable Officer by giving them independent assurance as to the effectiveness of LCCA's internal control, corporate governance, risk management and value for money systems and processes. ARC will also review LCCA's audited accounts and make recommendations to the Board in relation to matters proposed to be included in the accounts prior to the accounts being approved by the Board. The terms of reference of ARC and its delegated authority are set out in Appendix B of this Framework. The chair of ARC shall be appointed by the Board, from among such of its own members who have no executive responsibility for the management of LCCA.

4.1.7 The ASQC has been established by the Board with delegated responsibility for academic provision; quality and standards of awards; quality enhancements; and academic governance of LCCA and in respect of any academic partnership which LCCA may have with third party education providers. ASQC will be supported by the work of a number of executive academic committees, with terms of reference approved by the Board, in consultation with the ASQC. The terms of reference of ASQC and its delegated authority are set out in Appendix C of this Framework. The chair of the ASQC shall be one of the independent Directors selected by the Board and shall be a person of high academic standing, with in-depth knowledge and experience of the standards of UK higher education and academic awards, including degrees.

4.1.8 The RNC has been established by the Board to ensure robust governance in two key areas:

(a) Remuneration Oversight

(i) Advising the Board on remuneration policy and frameworks for employees, executives, and non-executive directors.
(ii) Overseeing annual pay reviews, executive remuneration, performance-related incentives, pensions, benefits, and termination arrangements.

(b) Nominations, Succession Planning and Board Effectiveness

(i) Supporting the Board in maintaining an effective structure, size, and composition.
(ii) Overseeing processes for the appointment, renewal, and induction of directors and senior executives.
(iii) Overseeing succession planning to ensure continuity and the right mix of skills and experience.
(iv) Leading the reviews of Board and committee effectiveness.

The terms of reference of RNC and its delegated authority are set out in Appendix D of this Framework.

4.1.9 The Board has established a policy framework which details the process for the approval of amendments to the company's policies, including which amendments are reserved to the Board and which may be approved under the Board's delegated authority to ARC, ASQC and members of the executive (the "**Policy Framework**"). A copy of the current Policy Framework is set out in Appendix E of this Framework.

Section 5: Meeting Arrangements for the Board and Committees

5.1 The arrangements set out below apply to all meetings of the Board and of each of its committees and subcommittees (referred to as “the relevant committee” below). The terms of reference for the Board and each of its committees are set out in the appendices to this Framework.

5.2 The meeting schedule, set following consultation with members of the relevant committee by the Clerk to it will be aligned to the annual cycle of committee business. The dates of the scheduled meetings may subsequently be varied by the Chair of the relevant committee following, if practicable, consultation with members of the committee by the Clerk. The Chair may call an ad-hoc meeting of the relevant committee at any time if they think it necessary.

5.3 At the request of the Chair, or in writing from at least four of the members of the Board or relevant committee, an extraordinary meeting can be summoned for the Board or relevant committee. Notice will be sent to members one week before the meeting with details of the start time, place, and agenda of the meeting.

5.4 Each committee member shall disclose all direct or indirect conflicts to the Board in accordance with the Conflicts of Interest Policy. Conflicts of interest shall be managed in accordance with the Conflicts of Interest Policy.

5.5 Only members of the relevant committee have a right to attend and vote at meetings. The relevant committee (with the approval of the relevant Chair) may invite other staff, stakeholders or advisers to attend for all or part of any meeting but who may not participate in decision making.

5.6 It is expected that decisions of the relevant committee will be reached by consensus and after due debate. However, if a vote is required, then decisions shall be made on the basis of a majority of those attending and voting in favour at a quorate meeting. In the event of an equality of votes being cast, the chair of the meeting (the “**Chair**”) shall not have a second or casting vote. A record of voting shall be minuted.

5.7 Decisions of the relevant committee that are made in writing outside of a formal meeting must be unanimous. Such decisions shall be recorded in a written resolution signed by all members of the relevant committee who are eligible to vote. Where it is not reasonably practicable to obtain a physical or electronic signature, written confirmation of agreement sent by email from each eligible member shall be deemed sufficient for the purposes of this provision.

5.8 Where the relevant committee is not quorate, formal decisions shall not be taken. In such circumstances, any outstanding business that is not urgent shall be deferred to the next scheduled meeting of the relevant committee for consideration.

5.9 Where urgent decisions are required outside of a formal meeting and it is not practicable for a written resolution to be passed in accordance with paragraph 5.6 above, the Chair may take action on behalf of the relevant committee. The Chair shall endeavour to consult with as many committee members as reasonably practicable to seek their views prior to making a decision, although such consultation is not obligatory. Any decisions taken by chair’s action shall be reported to the committee and listed on the agenda of the next scheduled meeting for formal ratification.

5.10 The relevant committee will be serviced by the Clerk to the Board, or their nominee, who will attend all meetings and will minute all decisions of the relevant committee and a summary of any discussions leading to such decisions.

5.11 The relevant committee may request that any non-members of the relevant committee in attendance at any meeting to absent themselves for discussions of a confidential or commercially or financially sensitive nature.

5.12 The draft minutes of each relevant committee meeting shall be circulated to the Chair as soon as possible after the meeting for accuracy checking purposes and circulated to the relevant committee ahead of the following meeting of the relevant committee, at which they shall be considered for approval.

5.13 All approved and related papers will be retained by the Clerk for a period of at least six years.

Section 6: Access to External Expertise

6.1 In line with regulatory expectations and good governance practice, the Board recognises that complex or high-risk issues may require specialist knowledge beyond its current expertise. To ensure informed decision-making and robust oversight, the Board may seek independent professional advice or establish temporary advisory boards where necessary. These arrangements are designed to:

(i) Address identified gaps in knowledge or experience.
(ii) Provide additional scrutiny on high-risk matters.
(iii) Operate transparently under clear terms of reference and financial controls.

6.2 The Board acknowledges its responsibility to make informed decisions and maintain effective oversight. Where gaps in knowledge or expertise are identified, or where issues present significant risk, the Board will implement arrangements to access external advice or additional scrutiny.

Section 7: Authority to Seek External Advice

7.1 The Board, through its Chair, is authorised to obtain independent professional advice in circumstances where it has identified gaps in its knowledge or expertise in specific areas, or on high-risk issues.

7.2 Requests for external advice must be approved by the Chair and recorded in the Board minutes.

Section 8: Establishment of Advisory Boards

8.1 Where appropriate, the Board may establish temporary advisory boards or panels to provide expert input on specific matters.

8.2 Advisory boards will operate under written terms of reference approved by the Board, specifying:

(i) Scope and purpose.
(ii) Membership and expertise required.
(iii) Duration and reporting arrangements.

Section 9: Financial Thresholds and Approval

9.1 Expenditure on external advice or advisory boards must be managed within agreed financial limits:

(i) Up to £10,000 may be authorised by the Chair.
(ii) Any expenditure above this threshold requires prior written approval of the Board.

9.2 All costs will be reported to the Board and included in the governance budget.

Section 10: Accessibility and Alternative Formats

10.1 If you need this policy in a different format, contact quality@lcca.ac.uk. We can normally provide large print / an accessible Word version / other agreed formats and will discuss anything else you need.

Section 11: Appendices

Appendix	Title
A	Board of Directors
B	Audit and Risk Committee
C	Academic Standards and Quality Committee
D	Remuneration and Nominations Committee
E	Policy Framework
F	Code of Conduct for Directors
G	Directors’ Duties - Companies Act 2006

Appendix A: Board of Directors

11.1 Membership and Terms of Reference

The LCCA Board of Directors serves as the ‘Governing Body’ of the institution, as defined by section 85 of the Higher Education and Research Act (HERA), reflected in the Office for Students (“OfS”) Condition E2 Condition of Registration.

11.2 Purpose of the Board of Directors

The Board has corporate responsibility for financial sustainability, risk assessment and management, and the policies relating to equality and diversity, health and safety and corporate ethics. The purpose of the Board is to effectively deliver the duties set out in Section 5 below.

11.3 Overarching Authority of the Board

The Board maintains oversight and ultimate responsibility for the affairs of LCCA, including the decision-making powers of the various committees of the Board and senior leadership team. The Board’s decision-making authority is reserved unless decisions are delegated to committees, senior leadership, or staff in accordance with LCCA’s Governance Framework and Terms of Reference. Even where authority is delegated, the Board retains overarching oversight over decisions taken by LCCA’s committees and staff members.

11.4 Duties of the Board of Directors

The duties of the Board of Directors are to:

11.4.1 The members of the Board shall discharge these duties in compliance with the Code of Conduct set out in Appendix F.

11.4.2 Determine LCCA’s vision, mission and strategy, its academic character, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of internal and external stakeholders and regulators;

11.4.3 Consider and review all matters of financial strategy and policy and keep under review the long-term financial sustainability of LCCA, including overall borrowing position and requirements, monitoring the financial position and future prospects of LCCA to ensure that it can meet its commitments and strategic objectives;

11.4.4 Ensure that proper books of account are kept, to approve the annual budget and financial statements (which shall be prepared in accordance with the OfS Accounts Direction) and to have overall responsibility for LCCA’s assets, property and estate;

11.4.5 Scrutinise the annual budget, financial forecasts and operational plan prepared by LCCA’s executive team and to review management accounts and monitor performance against the financial and resource objectives approved in LCCA’s plans and budgets.

11.4.6 Ensure that systems are in place for meeting all LCCA’s legal obligations, including (once registered) compliance with all OfS Conditions of Registration, those arising from contracts, and other legal commitments made in LCCA’s name;

11.4.7 Determine LCCA’s investment policy, including risk appetite, investment parameters and ethical policy;

11.4.8 Monitor and evaluate the performance and effectiveness of LCCA against its academic and business plans and approved key performance indicators;

11.4.9 Determine LCCA’s approach to risk and ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest;

11.4.10 Review the performance of the Managing Director and monitor the effectiveness of LCCA's executive team;

11.4.11 Review and determine the remuneration, benefits and conditions of employment for members of LCCA's executive team;

11.4.12 Ensure that LCCA's equality and diversity duties are appropriately discharged;

11.4.13 Receive and review from the Academic Standards and Quality Committee regular and timely reports giving an opinion on how effectively LCCA is assuring:

11.4.14 the monitoring, maintaining and protection of academic standards;

11.4.15 the quality of the student experience and student outcomes;

11.4.16 the adequacy of the provision for the general welfare of students; and

11.4.17 compliance with the OfS B conditions of registration.

11.4.18 Receive and review an annual report on academic assurance from the Academic Standards and Quality Committee which includes an opinion on LCCA's academic assurance and academic risk management. (This report should also be shared with the Audit and Risk Committee for an opinion on the effectiveness of academic internal controls and risk management.)

11.4.19 The members of the Board shall discharge these duties in compliance with the Code of Conduct set out in Appendix F.

11.5 Constitution and membership

The Board of Directors shall consist of not less than four with all members of the Board being statutory company directors listed at Companies House.

The Board shall comprise:

11.6 Appointed Members

11.6.1 Chair

11.6.2 At least one independent member, who has significant experience of strategic and commercial leadership within higher education or a similar environment.

11.6.3 At least one additional director appointed by the Ordinary shareholders.

11.7 Ex Officio Members

11.7.1 Managing Director (and accountable officer)

11.7.2 The Managing Director shall appoint a Clerk to service and ensure the smooth operation of the meetings of the Board and Board Committees.

11.8 Quoracy

The quorum for Board meetings may be fixed from time to time by a decision of the Board, but it must be at least three, including at least one independent director and at least one director appointed by the Ordinary shareholders.

11.9 Meeting Frequency

The Board will generally meet 10 times a year (not during August or December), and as a minimum shall meet at least 5 times a year.

11.10 Reporting

The Board's terms of reference will be reviewed on an annual basis. Changes may be made at other times as required with a more thorough review carried out periodically. The Board is required to approve any changes to the terms of reference.

The Board will undertake its own governance effectiveness review annually, with an external review at least once every 3 years. The Board will raise matters of effectiveness informally at the end of each meeting.

Appendix B: Audit and Risk Committee

Membership and Terms of Reference

The LCCA Board of Directors has established a committee known as the Audit and Risk Committee (‘**ARC’**).

Purpose of the Audit and Risk Committee

The purpose of the ARC is to advise and support the Board and the Office for Students (‘OfS’) Accountable Officer by giving them independent assurance as to the effectiveness of LCCA’s internal control, corporate governance, risk management and value for money (‘VFM’) systems and processes. The ARC will report on these matters as may be required by the Board or as determined by the ARC including on a formal basis annually. In particular, the ARC will review LCCA's audited accounts, including the Directors’ and Strategic Reports and any Governance or similar Statement to be included in such accounts, including the assessment of principal risks and emerging risks, and the viability statement. The ARC shall make recommendations to the Board in relation to these matters prior to the accounts being approved by the Board.

Except where explicitly delegated otherwise, the ARC does not make binding decisions in its own right. The ARC’s purpose is to assist the Board and the Accountable Officer in discharging their responsibilities.

Authority of the Audit and Risk Committee

In discharging its duties, the ARC is authorised by the Board to:

11.10.1 Investigate any activity within its terms of reference or referred to it by the Board and is authorised to seek any information it needs from:

- (i) any LCCA employee, and all employees are directed to co-operate with any request made by the Committee;
- (ii) Internal and external auditors.
- (iii) meet privately with internal and external auditors (which is shall do at least once annually), without management present, to discuss any matters of concern; and
- (iv) obtain independent professional advice and to secure the attendance at its meetings of advisers with relevant experience and expertise if it considers this necessary, normally in consultation with the Chair. However, it may not incur direct expenditure in this respect in excess of £10,000 without the prior written approval of the Board.

Terms of Reference of the Committee

The responsibilities of the ARC are to consider and advise the Board and the Accountable Officer on the adequacy and effectiveness of, and good practice in, corporate governance, risk management (including academic risk), internal control arrangements, compliance with the conditions of registration of the OfS including value for money (‘**VFM’**) within LCCA through monitoring and/or reviewing:

11.10.2 The effectiveness of the mechanisms (principles and approach) adopted by LCCA for the assessment and management of its own current and future risks.

11.10.3 Periodic reports from the Accountable Officer, any internal auditor, the Group General Legal Counsel and the Clerk to the Board on LCCA's corporate governance arrangements, decision making procedures and any contentious matters.

11.10.4 The robustness of the operation of LCCA's risk framework in assessing and managing risk and internal control issues associated with LCCA funded and/or regulated institutions and related bodies.

11.10.5 The appointment and terms of reference of the external auditors, the audit fee, the provision of any non-audit services by the external auditors, and any questions of their resignation or dismissal.

11.10.6 The performance and effectiveness of the external and internal auditors, including any matters affecting their independence and objectivity.

11.10.7 The scope, resourcing and effectiveness of LCCA's internal auditing activities.

11.10.8 LCCA's accounting policies and annual financial statements, the Auditor's management letter and any LCCA response, and any Governance Statement.

11.10.9 The strategy and planned activity, on an annual basis, of internal and external audit designed to (inter alia) assess the systems operated by LCCA to achieve effective internal control and risk management.

11.10.10 The progress against the planned programme of internal and external audit activity, including non-audit services provided where appropriate. An update on progress and results will be provided at each meeting.

11.10.11 Management's responsiveness to addressing control weaknesses and non-compliance with laws, regulation and internal policies and other weaknesses identified as a result of the company's internal auditing activities and by the External Auditor;

11.10.12 Any relevant communications from the OfS, the Department of Education (or any successor Department) or other parts of the Government, including any response.

11.10.13 Formal assurances given by LCCA management relating to the corporate governance requirements for the company, and summary information about corporate governance reporting in the higher education ("HE") sector. This includes receiving regular reports on how risk is reviewed and managed across LCCA.

11.10.14 LCCA's procedures for preventing and detecting fraud.

11.10.15 LCCA's procedures for preventing and detecting money laundering.

11.10.16 LCCA's procedures for the prevention of bribery.

11.10.17 Reports on non-compliance, investigations into and subsequent actions arising from suspected fraud, money laundering, bribery of other irregularities or losses within LCCA, the adequacy of speaking up arrangements at LCCA.

11.10.18 The policies and arrangements in place at LCCA for the handling of complaints and public interest disclosures (whistleblowing) made to LCCA.

11.10.19 Processes and assurances relating to arrangements for (i) cyber and information security and assurance and (ii) data protection.

11.10.20 New accounting and auditing standards.

11.10.21 Provide advice to the Board on such financial, governance, risk or control issues as the Board requests from time to time.

11.10.22 Recommending to the Board of Directors the co-opting of external members, if specific expertise is required and not available within the Committee's current membership.

11.10.23 Recommending actions to the Board of Directors if there are serious concerns that could affect future financial and/or non-financial corporate sustainability and viability.

11.10.24 Constructively challenging, where and when appropriate, executive decisions to ensure that these are the best possible and achieve VFM in the light of the available evidence.

11.10.25 Carry out and report on the periodic effectiveness review of the LCCA Board in line with current governance good practice.

The ARC will:

11.10.26 provide a formal annual assurance statement to the Board and the OfS Accountable Officer, confirming the adequacy and effectiveness of audit, risk management, internal control, and value for money arrangements; and

11.10.27 track and implement recommendations arising from effectiveness reviews, reporting progress to the Board.

Constitution and membership

The ARC's membership, including its Chair, is appointed by the Board and consists of a majority of members with no executive responsibility for the management of LCCA. The Chair of the Committee must be independent, with no executive responsibility for the management of LCCA. The Chair of the Board may not be a member of the ARC. There shall be not less than three (3) members of the ARC.

The ARC's membership should reflect a balance of skills and experience, including a member with recent and relevant experience in finance, accounting or auditing, as well as a member with a current understanding of the issues facing the HE sector. Subject to the explicit handling of conflicts of interest, members with a direct connection to the HE sector are considered independent for the purposes of the ARC's membership.

The Board may, if it considers it necessary or desirable, co-opt, for a specified period of time, advisers or specialists with particular expertise to the membership of the Committee.

Members are normally appointed for a period of three years and can be re-appointed by the Board for up to two further three-year terms subject to satisfactory appraisal by the Chair of the ARC. The ARC will maintain a succession plan for its membership, reviewed annually, to ensure continuity of skills, experience, and independence.

In the absence of the Chair, an independent Board member will chair the meeting. If it is considered that the Chair has a conflict of interest, then an independent Board member will chair all or part of the meeting.

Quoracy

Committee meetings will be considered quorate if at least two members are present, including at least one independent member.

Meeting frequency and reporting

The ARC will meet at least four times a year on a quarterly cycle, and shall report to the Board on its activities and findings after each meeting through the circulation of its minutes and recommendations to the Board for consideration.

A summary of the ARC's activities and key findings will be included in LCCA's annual governance statement, supporting transparency and accountability to stakeholders.

The ARC will conduct an annual self-assessment of its effectiveness, including a review of skills, independence, and compliance with its terms of reference. Outcomes will be reported to the Board and inform future development.

Appendix C: Academic Standards and Quality Committee

Responsibilities of the Committee

The Academic Standards and Quality Committee ("**ASQC**") is a committee of the Board of Directors and has delegated responsibility for:

11.10.28 academic provision,
11.10.29 quality and standards of awards;
11.10.30 quality enhancements; and
11.10.31 academic governance.
11.10.32 It is also responsible for the above with respect to any academic partnership which LCCA may have with third party education providers.

The ASQC is responsible for supporting the Board of Directors to ensure LCCA's compliance with the Office for Students academic conditions of registration (in particular Condition B).

ASQC approves academic polices, oversees academic portfolios, curriculum design and review in accordance with regulatory requirements on behalf of the Board of Directors. ASQC evaluates the performance of LCCA's programmes, student recruitment, student performance, teaching quality, research, and staff development. It ensures access to education, academic fairness, and integrity. ASQC oversees strategic planning and resource allocation, fostering a culture of continuous improvement.

Composition of the Committee

Chair: Independent non-executive director	Secretary: Academic Registrar
Managing Director	Executive Dean
Chief Academic Officer – UK Colleges Division	Two co-opted members of the ASQC with an academic background

It is the responsibility of all members of the committee to maintain confidentiality unless information is to be appropriately shared with other members of the represented teams when authorised to do so.

Authority of the Committee

In discharging its duties, the ASQC is authorised by the Board to:

investigate, or cause to be investigated, any activity within the ASQC's terms of reference.
obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Chair. However, it may not incur direct expenditure in this respect in excess of £10,000 without the prior written approval of the Board.

Terms of Reference of the Committee

ASQC is responsible for the effective maintenance of LCCA's academic quality and standards. In maintaining quality standards ASQC's responsibilities include:

11.10.33 Establishing, maintaining, and providing assurance to the Board of Directors on LCCA's academic quality and standards.

11.10.34 Advising the Chair and Managing Director of LCCA, and the Board of Directors on the development of LCCA's academic activities.

11.10.35 Considering and reviewing LCCA's academic strategy and recommending this for approval by the Board of Directors, ensuring it is aligned with the organisation's strategic plan, and monitoring progress against academic strategic objectives.

11.10.36 Developing, approving and keeping under review academic frameworks and regulations relating to courses studied at LCCA.

11.10.37 Ensuring compliance with the requirements of partner validating and awarding bodies.

11.10.38 Establishing, approving and keeping under review policies and procedures on matters relating to the admission of students, teaching delivery, curriculum content, assessment, examination of the academic performance of students, external examiners, subject to the requirements of partners and that of any external bodies.

11.10.39 Keeping under review LCCA's portfolio of courses and, as appropriate, recommending to the Board of Directors the closure of subject areas.

11.10.40 Keeping under review the student's complaints procedures, implementation and review through the Student Engagement and Quality Standards Committee.

11.10.41 Establishing and approving policies for the management of risk to academic standards and quality, and to receive regular reports on academic standards, quality, and status of risks.

11.10.42 Having oversight of student satisfaction and outcomes (B3), and to keep under review the comparative satisfaction and outcomes rates for distinct groups.

11.10.43 Receiving reports as appropriate from executive academic boards and committees.

11.10.44 Keeping under review Equality, Diversity and Inclusion actions and impacts.

11.10.45 Establishing regular arrangements for the review of the Board's terms of reference and composition and effectiveness and making recommendations to the Board of Directors to approve amendments to the same.

11.10.46 Monitoring LCCA's approach to promoting freedom of speech and academic freedom, and to annually review the policy in relation to these.

11.10.47 Advising on such other matters as the Board of Directors at LCCA may refer to the ASQC and providing regular reports to the Board of Directors on the discharge of its responsibilities.

Accountabilities

The ASQC is responsible for supporting the Board of Directors in relation to the ongoing compliance by LCCA with the Office for Students' Conditions of Registration, with particular focus on Conditions A, B, C and E.

A: Access and participation making education accessible
B: Quality experience, resources, support, standards, and positive outcomes for students.
C: Protecting student's interests.
E: Effective governance under E7 academic.

Meeting Frequency, Quoracy and Reporting

The ASQC will meet at least four times per year on a quarterly cycle. The quorum for the meetings will be 50% of existing members (rounded up to the nearest whole number) and must include:

11.10.48 the Chair;
11.10.49 the Chief Academic Officer – UK Colleges Division; and
11.10.50 at least one independent member in addition to the Chair.

The ASQC will report into the Board of Directors, providing minutes and a verbal update from the Chair after each meeting and providing an annual written report and such other reports as may be requested by the Board of Directors from time to time.

Any changes to planned ASQC meetings will be at the request of the Chair and notice given to all members no less than one week before the meeting.

Where quoracy is not met, formal decisions cannot be taken. Any outstanding business which is non urgent will be moved to the following ASQC.

Urgent decisions can be made via correspondence and approved through a Chair's action. All members, apart from the Secretary, will have one vote per item.

The term of office for appointed members will be three years, renewable twice (subject to satisfactory performance). All proposed appointments will be followed with confirmation of appointment by ASQC and be reviewed annually to evaluate effectiveness. Additional external members may be appointed by LCCA's Board of Directors for such term of office as it shall consider appropriate, up to a period of three years, renewable twice. ASQC will maintain a succession plan for its membership, reviewed annually, to ensure continuity of skills, experience.

The Secretary of the Board will support the Chair in the efficient conduct of the committee's business. Minutes from the meeting will be prepared and shared amongst members for the next ASQC meeting to approve. All approved and related papers will be retained by the Secretariat for a period of at least six years.

The terms of reference for the ASQC will be reviewed annually by the Board of Directors, following consultation with the ASQC.

The ASQC will conduct an annual self-assessment of its effectiveness, including a review of skills, independence, and compliance with its terms of reference. Outcomes will be reported to the Board and inform future development. ASQC will raise matters of effectiveness informally at the end of each meeting.

Appendix D: Remuneration and Nominations Committee

Membership and Terms of Reference

The LCCA Board of Directors has established a permanent standing committee known as the Remuneration and Nominations Committee (the 'RNC').

Purpose of the Committee

The RNC's purpose is:

11.10.51 to support the Board in ensuring non-executive directors and senior staff are appropriately rewarded in terms of their recruitment and retention through a process that reflects LCCA seeking to be a 'good employer' and also having due regard to sector guidance on remuneration; and

11.10.52 to support and advise the Board on good practice in terms of nomination, selection, induction and renewal of Non-Executive Board members, on the appointment of senior executive officers, on succession planning and overall Board effectiveness;

11.10.53 Noting that the Board of Directors serves as the 'Board' as defined in section 85 of the Higher Education and Research Act ('HERA'), reflected in the Office for Students Condition of Registration.

Authority of the Committee

In discharging its duties, the RNC is authorised by the Board to:

Investigate, or cause to be investigated, any activity within the RNC's terms of reference.
Obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary, normally in consultation with the Chair. However, it may not incur direct expenditure in this respect in excess of £10,000 without the prior written approval of the Board.

Remuneration Duties

To advise the Board on the framework and policy of remuneration for employees of LCCA, and in particular:

11.10.54 Annual pay review oversight (excluding executive):
11.10.55 To receive proposals from the executive regarding pay reviews for LCCA staff.
11.10.56 To recommend to the Board changes in the remuneration as a result of receiving these proposals.

Executive pay oversight:

11.10.57 Annually, to review the remuneration of the executive and recommend changes to the Board.
11.10.58 To recommend to the Board remuneration packages for new appointees to the executive team.

11.10.59 To use appropriate comparative executive remuneration information when determining executive remuneration and benefits.

11.10.60 Annual performance incentives (for senior managers and executives where appropriate):

11.10.61 To translate the annual development plan into a set of management performance incentives for the senior staff;

11.10.62 To receive reports on the performance of senior staff against those objectives and to recommend the resulting incentive payments to the Board;

11.10.63 To ensure that failure is not rewarded and that the duty to mitigate loss is fully recognised.

11.10.64 Termination

11.10.65 To ensure that contractual terms on termination, and any payments made, are fair to the individual and the company.

11.10.66 Pensions and Benefits

11.10.67 To advise the Board on the policy for, and scope of, pension arrangements within LCCA.

11.10.68 To oversee any major changes in employee benefits structures across the company.

11.10.69 To review and advise the Board on the policy for authorising claims for expenses from the Managing Director.

11.10.70 Disclosure i.e. ensuring that all provisions regarding disclosure or remuneration, bonus payments and pensions are fulfilled.

11.10.71 Annually to review fees paid to non-executive members of the Board's Committees and to recommend to the Board any proposed changes.

11.10.72 Annually to provide a report to the Board on its decisions and its operations.

11.10.73 To be exclusively responsible for establishing selection criteria, appointing and setting terms of reference for any remuneration consultants who advise the Committee. However, it may not incur direct expenditure in this respect in excess of £10,000 without the prior approval of the Board.

Nomination Duties

The Nomination duties of the RNC are to:

11.10.74 Regularly review the structure, size, composition, skills and experience of the Board and make recommendations to the Board with regard to any adjustments considered necessary.

11.10.75 When it is agreed that an appointment to the Board should be made, prepare a description of the skills and experience required for the particular appointment including, in the case of the proposed appointment of a new Chair of the Board or a non-executive director, an assessment of the time commitment required.

11.10.76 Lead a selection process that shall be formal, rigorous and transparent, and be responsible for identifying, reviewing and recommending to the Board candidates for appointment, whether as executive or non-executive directors.

11.10.77 Ensure that all Directors, on joining the Board, undergo an appropriate induction programme.

11.10.78 Regularly consider succession planning for Directors and other senior executives, taking account of the challenges and opportunities facing LCCA, and ensuring that there is an appropriate portfolio of skills and experience within the company and on the Board.

11.10.79 Make recommendations to the Board regarding the renewal of the terms of office of non-executive directors and the continuation (or not), in service of any Director at any time.

11.10.80 Make recommendations to the Board with regard to suitable candidates for the membership of Board Committees;

11.10.81 Establish the policy for executive directors becoming non-executive directors of other companies and monitor its implementation;
11.10.82 Lead on and oversee the process of conducting effectiveness reviews of the Board and its committees

Constitution and membership

The RNC is a standing committee of the LCCA Board.

Appointments to the RNC are made by the Board with the approval of the shareholder-nominated Directors.

The RNC will be chaired by either an independent non-executive Director member or, alternatively, a member of the Board with no executive responsibility for the management of LCCA.

The RNC's membership, including its Chair, is appointed by the Board and consists of:
The Chair of the Board.

One independent non-executive Director or, alternatively, one shareholder-nominated Director
Committee members will cease to be a member of the RNC if they:

11.10.83 resign from the RNC; or
11.10.84 are requested to cease to be a member of the RNC by the Board.

Meeting Frequency, Quoracy and Attendance

The RNC will meet at least four times per year on a quarterly cycle. The meeting timetable, set following consultation with members by the Clerk, may subsequently be varied by the Chair following, if practicable, consultation with members by the Clerk. The Chair may call an additional meeting of the Committee at any time if they think it necessary.

Only members of the RNC have a right to attend meetings.

The RNC can invite other staff to attend for all or part of each meeting.

The quorum is two members, including the independent non-executive Director or, alternatively, one shareholder-nominated Director or member of the Board with no executive responsibility for the management of LCCA.

No member of the RNC shall be in attendance whilst their own remuneration (non-executive or executive) is being discussed.

The RNC is serviced by the Clerk to the Board, or its nominee, who will attend all meetings and will minute the Committee's transactions.

Reporting and reviews of effectiveness

Meetings shall be minuted and the draft minutes circulated to members of the Committee as soon as possible after the meeting.

The RNC’s terms of reference will be reviewed on an annual basis. Changes may be made at other times as required with a more thorough review carried out periodically. The Board will be asked to approve any changes to the terms of reference.

The RNC will conduct an annual self-assessment of its effectiveness, including a review of skills, independence, and compliance with its terms of reference. Outcomes will be reported to the Board and inform future development. The Committee will raise matters of effectiveness informally at the end of each meeting.

Disclosure of interests

Each member of the RNC shall disclose to the RNC:

11.10.85 the nature of any direct or indirect, actual or potential, interest in any proposed transaction or arrangement with LCCA; and

11.10.86 any direct or indirect, actual or potential, conflict with the interests of LCCA arising in relation to any business of the RNC.

Any such member shall abstain from voting on resolutions that relate to such an interest or conflict. They shall also recuse themselves from all discussions on such matters, unless otherwise authorised by the Board.

Appendix E: Policy Framework

	Name of Policy	Approval Reserved to the Board	Recommendation by/consultation with	Delegated Authority for approval given to
Governance				
	Conflicts of Interest Policy (Non-Academic)	X	N/A	N/A
	Fit and Proper Person Policy	X	N/A	N/A
	Reportable Events Policy		Director of Quality and Standards	ARC
	Staff Whistleblowing Policy		HR Director	ARC
Finance				
	Anti-Corruption and Bribery Policy		HR Director	ARC
	Fraud Risk Management Policy		Finance Director	ARC
Students				
	LCCA Student Complaints Policy		Executive Dean	ASQC
	Student Whistleblowing Policy		Executive Dean	ARC
	Refund and Compensation Policy		Finance Director	ASQC
	Code of Practice on Freedom of Speech		Executive Dean	ASQC

Appendix F: Code of Conduct for Directors

This Code of Conduct ("**Code**") outlines the standards of conduct each member of the board of directors of LCCA, being LCCA's governing body (the "**Board**"), agrees to abide by through their role as directors. It applies to all directors, including executive, non-executive and independent directors. It is designed to provide an overarching principles-based framework for director conduct and to align with the expectations of Condition E7 of the Office for Students' ("**OfS**") Conditions of Registration.

This Code sits alongside LCCA's constitutional documents and governance policies and procedures. In particular, this Code should be read in conjunction with the Articles of Association, Corporate Governance Framework, Conflicts of Interest Policy, Fit and Proper Person Policy and Board and Committee Terms of Reference.

This Code will be reviewed by the Board annually.

Please note: Whilst members of the Board's Committees ("**Committee Members**") may not necessarily be directors of the Company, this Code applies to them as if they were and where "director" is used in this policy that term includes Committee Members.

Part A: Duties and Responsibilities

We will:

11.10.87 understand our role and responsibilities as strategic leaders and decision makers of LCCA;
11.10.88 comply with our duties as directors of LCCA pursuant to the Companies Act 2006 and as set out in Appendix A of this Code;
11.10.89 be responsible for ensuring compliance by LCCA;
11.10.90 comply with our role and responsibilities as set out in the Corporate Governance Framework and Board and Committee Terms of Reference;
11.10.91 prescribe and record any delegation of authority, while observing that the Board as a whole remains accountable for any delegated decision making;
11.10.92 ensure that all Board declarations and forms are complete and up to date, including the Fit and Proper Persons and Conflicts of Interest Declarations;
11.10.93 follow LCCA's additional policies and procedures, and other requirements set out in legislation and statutory guidance;
11.10.94 take decisions as a collective Board and make decisions which are informed by the needs of LCCA's key stakeholders (including students and staff);
11.10.95 ensure that we receive and test assurance that academic governance is adequate and effective through arrangements put in place with our Academic Standards and Quality Committee;
11.10.96 ensure that there are adequate and effective arrangements in place to provide transparency about value for money for all students and for taxpayers; and
11.10.97 take such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within LCCA.

Part B: Effective and committed governance

We will:

11.10.98 endeavour to attend all Board and Committee meetings where possible and provide advance notice for non-attendance;
11.10.99 review Board and Committee papers in advance of meetings and ensure we are adequately prepared to contribute at meetings;
11.10.100 participate in training (including induction training) and development to promote effective governance and address any skills gaps;
11.10.101 support and strengthen the senior leadership team by raising constructive questions and providing feedback;
11.10.102 actively promote and support the standards of conduct set out in this Code and challenge contrary behaviour;
11.10.103 ensure that students are afforded the opportunity to engage with the governance of LCCA, allowing for a range of perspectives to have influence; and
11.10.104 promote equity and diversity at LCCA, including at Board level.

Part C: Identify and manage risks

We will:

11.10.105 work as a Board to actively identify and manage risks to LCCA;
11.10.106 manage LCCA's finances with integrity and transparency, and comply with LCCA's requirements regarding procurement of goods and services;
11.10.107 understand that LCCA's financial management and decision making will be carefully scrutinised and audited;
11.10.108 comply with the requirements of the Bribery Act 2010 and refrain from accepting bribes; and
11.10.109 ensure that LCCA's information security processes and data protection policy are complied with and security risks are promptly identified, reported and managed.

Part D: Confidentiality

We will:

11.10.110 observe confidentiality in relation to information privy to us as Board and/or Committee members; and
11.10.111 not publicly disclose information regarding sensitive or commercial matters involving LCCA, information about named individuals (such as staff and students), or details regarding fellow directors, unless legally required to do so.

Part E: Conflicts of Interest

We will:

11.10.112 not act or take decisions to gain financial or other material benefits for ourselves, our family, or our friends;
11.10.113 annually complete a Declaration of Interests form with our potential conflicts of interest and loyalty and keep this form up to date as changes arise;
11.10.114 comply with the requirements in the Conflicts of Interest Policy to declare and manage conflicts of interest and loyalty in decision making, including at meetings; and
11.10.115 ensure that LCCA's Board and Committee meeting minutes contain an accurate declaration of interests in relation to matters discussed at the meeting.

Part F: Regulatory Compliance

We:

11.10.116 agree to notify the OfS of any change of which it becomes aware which affects the accuracy of the information contained in LCCA's entry in its Register;
11.10.117 accept responsibility for the interactions between LCCA and the OfS and its designated bodies;
11.10.118 will ensure LCCA's compliance with all of its conditions of registration and with the OfS's accounts direction;
11.10.119 will nominate to the OfS a senior officer of LCCA as the 'accountable officer' who has the responsibilities set out by the OfS for an accountable officer from time to time;
11.10.120 appoint a chair of the Board and arrange to notify the OfS in relation to any changes to the individual appointed; and
11.10.121 will take such steps as the OfS reasonably requests to co-operate with any requests for information, monitoring or investigation by the OfS.

Appendix G: Directors' Duties - Companies Act 2006

The key duties of a director are set out in the sections 171 to 177 of the Companies Act 2006.

These are:

11.10.122 **A duty to act within their powers**: Fundamentally, a director must comply with the law and act within their powers in the company's Articles of Association.

11.10.123 **A duty to promote the success of the Company**: This duty is to promote the success of the company for the benefit of its shareholders, taking into account various factors in decision-making, including the long-term consequences of decisions, the interests of employees and stakeholders, the company's impact on the community and environment, and maintaining a reputation for high business standards.

11.10.124 **A duty to exercise independent judgement**: Directors must take decisions without undue influence from third parties (even when relying on advice) and cannot surrender their powers to others.

11.10.125 **A duty to exercise reasonable care, skills and diligence**: A director must take reasonable care to the standard of a reasonable director when administering the company. A director with specialised knowledge (such as accountancy qualifications) is held to the standard of a reasonable director with that specialised knowledge.

11.10.126 **A duty to avoid conflicts of interest**: A director must avoid any situation where they have or can have an interest that directly or indirectly conflicts with or may conflict with the company. This duty is codified in the Conflicts of Interest Policy of LCCA.

11.10.127 **A duty not to accept benefits from third parties**: This duty prevents directors from accepting gifts or inducements from third parties arising from their position as a director.

11.10.128 **A duty to declare an interest in proposed transactions or arrangements**: Directors must declare to the nature and extent of any interest they may have in any transaction or arrangement to which the company is or may be a party.

Document Information	
Document Code	GIC-011
Document Title	Corporate Governance Framework
Document Type	Framework
Version	1.0
Status	Approved
Classification	Public
Approval Body	Board
Date Approved	29 Jun 2026
Effective Date	29 Jun 2026
Review Date	Triennially, or Event-Driven
Executive Owner	Chief Executive Officer
Author(s)	Group Legal
Equality Impact Assessment	Pending
Related Documents	Fraud Risk Management Policy Anti-Bribery and Corruption Policy Board Conflicts of Interest Policy and Declaration Fit and Proper Persons Policy and Declaration
Consulted	Committees or Sub-committees / Legal

Version Control			
Version	**Date**	**Author**	**Summary of Changes**
1.0	29-Jun-2026	Group Legal	Approved