

STANDING ORDERS FOR THE BOARD OF DIRECTORS

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1. INTRODUCTION

- 1.1 These Standing Orders regulate the conduct of meetings of the Board of Directors of University Campus of Football Business Limited ("**UCFB**") (the "**Board**").
- 1.2 The Chair of the Board is responsible for ruling on any question of interpretation of these Standing Orders; their ruling is final.
- 1.3 Nothing in these Standing Orders is intended to conflict with UCFB's Articles of Association (the "**Articles**"). In the event of any such conflict, the Articles will take precedence.
- 1.4 Standing Orders 8 (proceedings of meetings) and 10 (Chair's action) will apply (as appropriate) to the operation of the Board's committees.

2. STATEMENT OF PRIMARY RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- 2.1 The Board of Directors of UCFB is its governing body with authority and oversight of all activities and operations of UCFB. Its primary responsibilities, as amended from time to time by the Board, are articulated and set out in a Statement of Primary Responsibilities at [Appendix 1](#) to these Standing Orders.

3. BOARD MEMBERSHIP AND TERM OF OFFICE

- 3.1 The membership of the Board must at all times be consistent with the Articles. The current the current membership of the Board is as set out in [Appendix 2](#).
- 3.2 All members of the Board shall meet the "fit and proper" test for members of the governing body of a registered provider of higher education, as required by the Office for Students ("**OfS**") from time to time. The Board shall ensure that each director's declarations of interest shall be reviewed at least annually and at the same time directors will be asked to confirm in writing that they are still able to affirm their declaration as a "Fit & Proper Person" and that they don't have any additional conflicts of interest to declare.

3.3 In appointing directors, the directors shall seek to ensure that the Board has a balanced skills set with appropriate diversity.

4. **THE CHAIR OF THE BOARD**

4.1 The Chair shall be elected by the Board from amongst its independent members to serve in that office for a period of up to three years, which may be renewed for one further term of up to three years unless under exceptional circumstances a third term of office is approved by the Board.

4.2 The term of office of the Chair will run concurrently with their term of office as a director.

5. **CHIEF EXECUTIVE OFFICER**

5.1 The Board shall appoint a Chief Executive Officer of UCFB, who shall be an ex-officio member of the Board (“**CEO**”). The CEO shall be the chief administrative officer of UCFB and undertake such duties and responsibilities as may be assigned by the Board for the organisation, leadership and management of UCFB from time to time.

5.2 The CEO shall establish and be supported by an Executive Management Team and a Senior Management Team. The composition and terms of reference for which shall be approved by the Board of Directors. The current terms of reference of the Executive Management Team are set out in [Appendix 5](#) and the terms of reference of the Senior Management Team are set out in [Appendix 6](#).

6. **QUORUM**

6.1 In accordance with the Articles, the quorum for a meeting of the Board is two directors, of which at least one shall be an Independent Director (as defined in the Articles).

6.2 A director shall not be counted in the quorum in relation to a resolution on which they are not entitled to vote.

6.3 It is essential for the effective governance of UCFB that directors are able to make regular attendance at meetings of the Board. Failure to maintain regular attendance at meetings of the Board or of a committee of which the director is a member without good cause may lead to the removal of that individual as a director of UCFB.

6.4 If these Standing Orders are suspended in accordance with section 10.1 and business is conducted at an inquorate meeting of the Board, the Chair shall act on behalf of the Board to approve urgent business only. All other decisions shall be reported to the next meeting of Board for confirmation.

7. **FREQUENCY AND PLACE OF MEETINGS OF THE BOARD**

7.1 The Board shall normally meet at least four times in each academic year or more frequently, if required.

7.2 Notices of meetings shall be given in accordance with the Articles and shall be issued, together with the agenda and copies of all papers and documents referred to in the agenda paper, to every member of the Board ideally at least 3 working days but not later than 24 hours prior to the day on which the meeting is to take place with appropriate time for reading.

7.3 Meetings may take place in person or by videoconference and if all the members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

8. **PROCEEDINGS AT MEETINGS OF THE BOARD**

8.1 The Chair of the Board is responsible for the orderly conduct of meetings and may vary the order of agenda items so as to give precedence to any business of special importance, or urgency.

- 8.2 Each item of business for consideration at a meeting will normally be supported by a written paper. Papers to be considered at a meeting shall normally be circulated with the agenda; tabled papers or matters raised by a member of the Board at the meeting will only be allowed at the Chair's discretion.
- 8.3 In order to protect the interests of UCFB, its students and staff, and subject to the provisions of data protection laws and the Freedom of Information Act, certain items of business may be deemed to be confidential or operationally or commercially sensitive by the Chair. Discussion of confidential business and circulation of confidential material is normally restricted to members of the Board. Any material deemed to be confidential (which could include agenda items, reports, minutes or papers) will not be published.
- 8.4 Confidential documents will be clearly marked as such and identified in the minutes.
- 8.5 All meetings of the Board shall be minuted and the minutes shall be confirmed at the next scheduled meeting of the Board or relevant committee.
- 8.6 The Chair may exclude any of the documents (or redact parts of such documents) referred to above from publication or inspection, if they contain or refer to named individuals, reserved business, business marked as confidential in the agenda or any other matter which, in the opinion of the Chair is deemed confidential or operationally or commercially sensitive.
- 8.7 A written resolution (including one by electronic means, such as e-mail) signed by all members of the Board shall be as valid and effectual as if it had been passed at a duly-convened meeting of the Board.

9. **BUSINESS OF BOARD MEETINGS**

- 9.1 The following matters will be included on the agenda and considered at every meeting of the Board as standing business:
- 9.1.1 Minutes of previous meeting(s) and matters arising from those minutes;
 - 9.1.2 Directors' declarations of conflicts of interest;
 - 9.1.3 Minutes and reports from the committees of the Board;
 - 9.1.4 Report from the Chair, including any Chair's Action taken since the date of the last meeting;
 - 9.1.5 CEO's report;
 - 9.1.6 The Corporate Risk Register; and
 - 9.1.7 Regulatory matters including correspondence from the Office for Students.
- 9.2 In addition, the following items should be considered during the year:
- 9.2.1 Annual Accounts;
 - 9.2.2 Annual budget and financial forecasts (including financial forecasts required to be submitted to the Office for Students);
 - 9.2.3 Review of the membership and the effectiveness of the Board and its committees; and
 - 9.2.4 Approval of UCFB's Access and Participation Plan.

10. **CHAIR'S ACTION**

- 10.1 The Chair of the Board shall have delegated powers to act on the behalf of the Board between scheduled meetings. Chair's action is authorised where the matter involves:
- 10.1.1 items of routine business that would not normally merit discussion at a meeting of the Board;
 - 10.1.2 matters relating to the implementation of decisions that have already been approved by the Board; and

10.1.3 any issue which, in the view of the Chair, is too urgent and important for consideration to be deferred until the next scheduled meeting of the Board, especially where any lack of timely action could damage the interests of UCFB.

10.2 Where the Chair has exercised their delegated authority to act on behalf of the Board, a report on the action taken, along with any background documents, will be made to the next scheduled meeting of the Board when the Chair will explain the reason action was taken.

11. **COMMITTEE STRUCTURE AND DELEGATION**

11.1 The Board may delegate any of its powers to any committee, to the Chair of the Board, or to the CEO and may confer the right of sub-delegation upon any such committee or persons upon such terms and conditions as the Board sees fit.

11.2 As part of the governance and decision-making structures of UCFB, the Board has established the **Academic Board**, the terms of reference for which are set out in [Appendix 4](#).

11.3 Paragraph 11.1 shall not apply to the following matters, which are reserved to the Board and may not be delegated:

11.3.1 changes to the Articles (subject to shareholder approval);

11.3.2 appointment or removal of the CEO and their nomination to the Office for Students (“**OfS**”) as the Accountable Officer of UCFB;

11.3.3 appointment and removal of members of the Board;

11.3.4 the determination of the educational character of UCFB or the approval of UCFB’s strategy, business plans and key performance indicators;

11.3.5 approval of the audited accounts, financial forecasts, financial statements and annual budget of UCFB and its investment strategy;

11.3.6 approval of UCFB’s tuition fee strategy, Student Protection Plan and Access and Participation Plan;

11.3.7 appointment of UCFB’s bankers, internal and external auditors and other professional advisers;

11.3.8 approval of borrowing and related external funding arrangements, and the details of their terms;

11.3.9 approval of the creation or dissolution of any subsidiary of UCFB; and

11.3.10 delegation of specified Board powers.

11.4 The structure of the Board’s committees and the membership and terms of reference of each committee will be agreed and monitored by the Board and will be updated annually. Persons who are neither students, staff nor directors of UCFB may also be appointed by the Board to membership of any such committee. The current committee structure of UCFB is as set out in [Appendix 3](#).

12. **SUSPENSION OF STANDING ORDERS**

In cases of urgency, any Standing Order may be suspended at any meeting of Board or relevant committee if two-thirds of the members present, and voting shall so decide. The suspension shall affect only business transacted at that meeting of the Board or relevant committee.

Appendix 1

Statement of Primary Responsibilities of the Board

All matters not delegated to the CEO, the Chair or to a committee are reserved to the Board. In exercising its powers the Board of Directors shall:

- 1) Safeguard the good name and values of UCFB and be collectively responsible and accountable for the activities of UCFB and for approving all final decisions on matters within its remit.
- 2) Approve the mission and strategic vision of UCFB, its long-term academic and business plans and key performance indicators, and to ensure that these meet the interest of stakeholders.
- 3) Oversee and monitor the management of the finances, accounts, investments, property, business and all affairs whatsoever of UCFB including:
 - ensuring the solvency of the company and safeguarding its assets;
 - approving the financial strategy;
 - approving annual operating plans and budgets which should reflect the company's strategic plan;
 - receiving and approving annual accounts (audited financial statements);
 - ensuring the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment;
 - monitoring the performance and effectiveness of the Board and its committees.
- 4) Be UCFB's legal authority and, as such, ensure that systems are in place for meeting all of UCFB's legal obligation, including those arising from contracts and other legal commitments made in UCFB's name.
- 5) To conduct its business in accordance with the Office for Students' ("OfS") public interest governance principles and best practice in higher education corporate governance.
- 6) To ensure UCFB's compliance with all of its conditions of registration and with the OfS's accounts direction including nominating to the OfS a senior officer as the 'accountable officer' who has the responsibilities set out by the OfS for an accountable officer from time to time; approving returns required by the OfS and being responsible for the interactions between UCFB and the OfS and its designated bodies.
- 7) Have oversight of and agree the educational and other strategies of UCFB and to receive and test assurance that UCFB's academic governance is adequate and effective through the oversight of the Academic Board.
- 8) Have ultimate authority for the provision of courses of instruction and to provide facilities for study and the advancement of knowledge.
- 9) Ensure, including through the receipt of regular and timely reports from the Academic Board, that students are provided with an excellent student experience to allow them to achieve their full potential and complete their studies.
- 10) Refer to the Academic Board any matter coming before the Board which the Board considers to have academic implications and which has not been previously considered by the Academic Board, subject to the Board's overall oversight of academic governance.
- 11) Ensure the existence and integrity of risk management (including academic and non-financial risk), control and governance systems and monitoring of these.
- 12) To arrange for the preparation of financial statements for each financial period which give a true and fair view of the state of affairs of UCFB and of the surplus or deficit of UCFB for that period

- 13) Approve UCFB human resources and employment policy ensuring that pay and conditions of employment are properly determined and implemented for all categories of employee.
- 14) Appoint and set the terms and conditions for the Chief Executive Officer.
- 15) Ensure that systems are in place to promote equality and diversity of opportunity for staff and students.
- 16) Ensure that UCFB has a written statement of policy on health and safety, and arrangements for the implementation of that policy.
- 17) From time to time to make, amend or revoke Regulations; provided that notice of an intention to propose any amendment to or revocation of the existing Regulations or the making of any new Regulations shall have been given in the notice calling the relevant meeting.
- 18) Have oversight of, and be directly accountable for, the performance of the activities of UCFB ensuring compliance with its regulators.
- 19) Regularly monitor its own effectiveness and the performance against its planned strategies and operational targets.

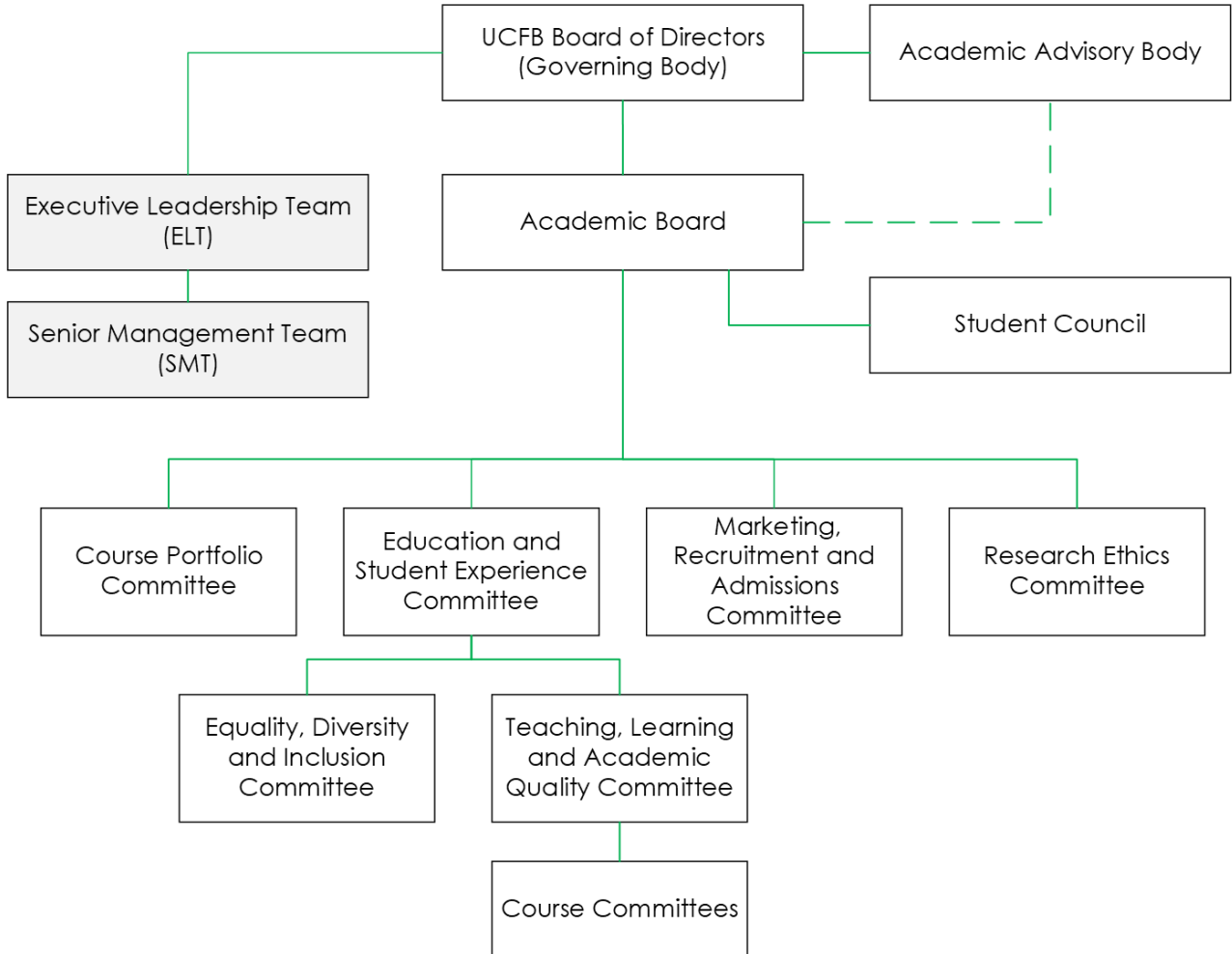
Appendix 2

Membership of University Campus of Football Business Limited Board of Directors

Prof. Martyn Jones	Chair and independent director
John Davies	Chief Operating Officer
Brendan Flood	Chief Executive Officer
Sharona Friedman	President of GIS
Dr Steven Quigley	Independent director

Appendix 3

Governance Structure



Appendix 4

UCFB/GIS Academic Board (AB)

Frequency: 3x per academic year

Reports to: Board of Directors (Governing Body)

Terms of Reference

The Academic Board is established as a standing sub-committee of the Board of Directors (Governing Body) of UCFB|GIS for the purposes of and with the powers set out below. These terms of reference are approved by resolution of the Academic Governing Body.

The Academic Board has principle oversight of academic matters and receives reports, considers feedback and data, reviews and approves academic policy and make recommendations to the Governing Body in relation to matters concerning academic standards, quality and governance.

Throughout, the Academic Board retains responsibility for the matters noted below, but may delegate activities and authorities to its sub-committees, e.g.

- Education & Student Experience Committee;
- Course Portfolio Committee;
- Teaching & Learning and Academic Quality Committee;
- Marketing, Recruitment & Admissions Committee; and
- Research Ethics Committee.

Subject to compliance with the regulations of its validating partners, the Academic Board has institutional responsibility for:

- All academic matters relating to scholarship, teaching and learning, research, courses and student experience including:
 - Agreeing and setting the UCFB Academic Calendar;
 - The Academic Development Plan and related action plan(s);
 - Criteria for the admission of students;
 - Policies and procedures for assessment and examination of the academic performance of students;
 - Content of the curriculum;
 - Academic standards and the quality of learning opportunities;
 - Student representation, engagement, retention and success; and
 - Receiving regular reports on courses and submission of courses to the relevant validating partner for the purposes of (re)validation.
- Considering the development of the academic activities of the institution and the resources required to support them.
- Providing advice and guidance to the Governing Body with regard to developments and/or initiatives arising in the wider (HE) sector that impacts on strategic or operational aspects of the institution. Identifying and disseminating effective practice.
- Ensuring institutional strategy, policy and approach is in line with external reference points and meets UK requirements in relation to academic standards, quality of learning opportunities and any related regulatory requirements (e.g. Office for

Students (OfS) registration conditions and principles of consumer law in Higher Education (Competition and Markets Authority).

- To monitor the implementation and effectiveness of the (validating partners) General Regulations and Academic Regulations and, where appropriate, liaise with validating partners where clarification is sought and/or variations suggested.
- Providing advice to the Governing Body with regard to the above and all academic aspects of the institution's collaborative arrangements with its validating partner(s).

The Academic Board may also approve honorary awards on behalf of UCFB and establish a panel in order to advise it on such awards,

Reporting Requirements:

- Admissions metrics.
- Reports on non-standard entry/APL/RPL.
- Student assessment and progression.
- Student engagement and retention.
- Student registration status (withdrawals, suspensions, interruptions, etc.).
- Course development, proposals and suspensions.
- Escalated complaints, OIA, legal and other proceedings update.
- Employability outcomes (incl. Graduate Outcomes).
- Academic misconduct report.
- Course modification update.
- External Examiner – Institutional Responses and overall report.
- Minutes of sub-committees.

Composition

Academic Dean and Dean, Manchester	Chair
Faculty Dean and Dean, Wembley	Ex-Officio Member
President (GIS)	Ex-Officio Member
Executive Dean and Director of Education Strategy and Transformation	Ex-Officio Member
Director of Sport and Dean, Global	Ex-Officio Member
Director of Student and Academic Services	Ex-Officio Member
Deputy Dean Teaching and Learning	Ex-Officio Member
Deputy Dean Scholarships and Knowledge Transfer	Ex-Officio Member
Student Union President (Manchester)	Ex-Officio Member
Student Union President (Wembley)	Ex-Officio Member
Course Leaders (1 x UG)	Elected Member
Course Leaders (1 x PG)	Elected Member
Student Representative (Postgraduate)	Elected Member
Chair of Marketing, Recruitment and Admissions Committee	Co-opted Member
Head of Student Support	Co-opted Member
Validating Body Link Tutors	Validating Partner Representative
Head of Academic Quality	Officer

Appendix 5

Executive Leadership Team

TERMS OF REFERENCE

Purpose

- The Executive Leadership Team (ELT) is the body charged with delivering the Institution's strategy.
- Its membership brings together the executive leaders of the academic and professional services to collectively manage overall performance whilst being individually responsible for implementing the Institution's strategy as it relates to their cognate area.
- Members of the ELT are to act according to the principles of cabinet responsibility.
- The decisions taken by ELT are binding upon its members and are communicated in an open, timely and transparent way to staff, students and relevant Institutional committees.
- ELT is to be informed in its decision making by the policies and procedures of its validating partner and the wider regulatory environment.

1.0 Membership

The key areas across the business that need to be represented are:

Executive Dean and Director of Education Strategy and Transformation (Chair)
Manchester academic delivery (UG focus)
Wembley academic delivery (UG focus)
Global academic delivery (PG focus)
Student and Academic Services
Property and Facilities
Finance
HR
Technology and Change
Marketing and Recruitment
Global Operations and Sports Industry (GIS Focus)
UCFB Board of Directors (Advisor)
UCFB Board of Directors (Advisor)

2.0 Normally in Attendance

Secretary - Lucia Jordan

3.0 Quorum

ELT shall be quorate with at least 50% of the members present to include the Chair. At least two academic representatives should be present.

4.0 Frequency of Meetings

Monday - Bi Weekly

5.0 Terms of Reference

5.1 Planning

- 5.1.1 Monitor and implement the Institution's strategy as agreed by the Board and any requisite operational plans.
- 5.1.2 Deliver performance against the institutional level KPIs as contained in the Academic Plan.
- 5.1.3 Lead, or delegate as appropriate to sub-committees or steering groups, the management of projects.
- 5.1.4 To monitor the organisation's strategic risks.

5.2 Students

- 5.2.1 Have oversight of and look to improve the student experience and student outcomes continuously.
- 5.2.2 Have oversight of student recruitment.

5.3 Academic performance

- 5.3.1 Monitor academic performance against agreed levels and ensure they are achieved.

5.4 People

- 5.4.1 Develop and instil a culture of leadership, management, and engagement.

5.5 Governance

- 5.5.1 Assure the Board as to the maintenance of standards and the provision of a quality HE experience.
- 5.5.2 Ensure legislative, regulatory and validating partner requirements are met.
- 5.5.3 Maintain an understanding of the external HEI environment and the Institution's position within it.

Appendix 6

University Campus of Football Business Ltd – Senior Management Team (SMT)

TERMS OF REFERENCE

Purpose

- The Senior Management Team (SMT) is the body charged with supporting the Executive Leadership Team (ELT) in furthering the strategic aims and operation of the Institution through their respective leadership roles.
- Its membership brings together the heads of the academic and professional services to collectively ensure effective communication of decisions made by ELT and for ELT to be able to consult with SMT on matters where it sees fit.
- Recommendations can be made by SMT for ELT's consideration.
- SMT is to take instruction and direction from ELT and provide updates and escalate reports to ELT as necessary.

1.0 Composition

Both the Chair and Vice-Chairs will be drawn from academic delivery representatives on ELT in the first instance. The Vice-Chairs will assume the duties of the SMT Chair if for any reason the SMT Chair is unavailable or unable to perform the role.

A Vice Chair will be elected by the members of SMT to support the Chair to meet the Terms of Reference as detailed above. This could include chairing any working groups/sub groups that are convened by SMT for example.

The key areas across the business that need to be represented are;

Faculty Dean and Dean, Wembley (Chair)
Executive Dean and Director of Education Strategy and Transformation (Vice Chair)
Academic Dean and Dean, Manchester (Vice Chair)
Head of Student Support
Senior Employability and Career Planning Manager
Head of Academic Quality
Head of Global Events and GIS Operations
Head of Admissions
Head of Global Marketing and Communications
Head of IT (Technology Change)
Deputy Dean (Scholarship & Knowledge Transfer)
Deputy Dean (Teaching and Learning)
Deputy Dean (Learning Development)
Assistant Head (UG - Wembley)
Assistant Head (UG - Manchester)
Assistant Head (UG - Manchester)
Head of Professional Education
Director of Student and Academic Services

Head of Facilities Management
Head of Campus Growth and Capital Projects
Finance Manager
Head of UCFB Student Recruitment
Head of Project Delivery
Head of Recruitment (GIS)
Financial Reporting Accountant
Group Accountant

2.0 Normally in Attendance

Secretary - Executive Assistant

3.0 Quorum

Minimum of one third in attendance to include Chair or Deputy Chair.
 Nominations may be put forward in the absence of a committee member.
 Student Representatives will attend by request

4.0 Frequency of Meetings

Fortnightly meetings to coincide with ELT meetings with the option to instate a meeting weekly or as frequently as business needs dictate.

5.0 Terms of Reference

5.1 Planning

- 5.1.1 To receive, input and discuss reports from ELT.
- 5.1.2 To receive reports and presentations from its membership, as agreed or requested by the Chair.

5.2 Students

- 5.2.1 Look to improve the student experience and student outcomes continuously by feeding expert advice and guidance on this matter to ELT via the Chair.
- 5.2.2 To receive, input and discuss reports concerning 'student voice'.
- 5.2.3 To receive input from applicants and alumni.

5.3 Performance

- 5.3.1 Deliver performance against the institutional level KPIs as contained in the Academic Plan and report on this to ELT.
- 5.3.2 Agree and deliver actions required to ensure compliance with relevant legislative, regulatory and validating partner requirements.
- 5.3.3 Agree and deliver actions required to operationalise ELT decisions, as required.

5.4 People

- 5.4.1 Develop and instil a culture of leadership, management, and engagement.

5.5 Governance

- 5.5.1 Assure the Board, the Academic Board and the Academic Governing Body as to the maintenance of standards and the provision of a quality HE experience and feed to ELT if action is required.
- 5.5.2 Ensure legislative, regulatory and validating partner requirements are met and feed to ELT if action is required.
- 5.5.3 Maintain an understanding of the external HEI environment and the Institution's position within it.
- 5.5.4 To further the development of academic quality and standards across UCFB, feeding actions and guidance as necessary to ELT.'