

UCFB

University Campus of Football Business Limited
Company Number 07440042

STANDING ORDERS FOR THE BOARD OF DIRECTORS

Version Control Statement

Version	2.2
Document title	Standing Orders for the Board of Directors
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Approved by	Board of Directors
Date for review	1 st October 2025
Amendments	See pages 19-23

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 11 (proceedings of meetings) and 13 (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 membership of the Board is 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 Leadership 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 Leadership Team are set out in [Appendix 5](#) and the terms of reference of the Senior Management Team are set out in [Appendix 6](#).

6. **INDEPENDENT DIRECTORS**

6.1 Independent directors are appointed on the basis of an identified skill need and the ongoing succession planning requirements of the Board of Directors' membership. The Chair and the Governance Manager and Clerk to the Board of Directors maintains a skills matrix . The relevant committee of the Board of Directors is responsible for reviewing the range of skills, experience and diversity of independent Directors in the context of the needs of the Board and its committees at that time.

6.2 Independent Directors are appointed for an initial 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. The maximum total tenure of any independent director shall be nine years.

7. **CO-OPTING MEMBERS**

7.1 In some circumstances, it may be appropriate for the Board of Directors to co-opt an individual with particular expertise, skills and experience to be a member of one or more of the Board of Director's meetings. Co-opted members do not normally have voting rights on the Board unless that right is granted by the Board.

7.2 Co-opted members are appointed under the same conditions as an independent Director. Co-opted members are appointed for an initial term of up to three years and may be appointed for a further term of up to three years unless under exceptional circumstances a third term of office is approved by the Board.

8. **OFFICERS OF THE INSTITUTION**

8.1 The Provost is an ex-officio member of the Board of Directors and some committees of the Board for as long as they hold office. The Academic Dean and Faculty Dean will attend and speak at meetings of the Board and will report on issues pertinent to the Board, as required or determined by the Board.

9. QUORUM

- 9.1 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).
- 9.2 A director shall not be counted in the quorum in relation to a resolution on which they are not entitled to vote.
- 9.3 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.
- 9.4 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.

10. FREQUENCY AND PLACE OF MEETINGS OF THE BOARD

- 10.1 The Board shall normally meet at least four times in each academic year or more frequently, if required.
- 10.2 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.
- 10.3 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.

11. PROCEEDINGS AT MEETINGS OF THE BOARD

- 11.1 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.
- 11.2 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.
- 11.3 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.
- 11.4 Where Directors have concerns about the operation of the Board or the management of the Board that cannot be resolved, their concerns should be recorded in the Board minutes.

- 11.5 Confidential documents will be clearly marked as such and identified in the minutes.
- 11.6 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.
- 11.7 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.
- 11.8 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.

12. **BUSINESS OF BOARD MEETINGS**

- 12.1 The following matters will be included on the agenda and considered at every meeting of the Board as standing business:
 - 12.1.1 Minutes of previous meeting(s) and matters arising from those minutes;
 - 12.1.2 Directors' declarations of conflicts of interest;
 - 12.1.3 Minutes and reports from the committees of the Board; to include Academic Board;
 - 12.1.4 Report from the Chair, including any Chair's Action taken since the date of the last meeting;
 - 12.1.5 CEO's report;
 - 12.1.6 The Corporate Risk Register; and
 - 12.1.7 Regulatory matters including correspondence from the Office for Students.
- 12.2 In addition, the following items should be considered during the year:
 - 12.2.1 Annual Accounts;
 - 12.2.2 Annual budget and financial forecasts (including financial forecasts required to be submitted to the Office for Students);
 - 12.2.3 Review of the membership and the effectiveness of the Board and its committees; and
 - 12.2.4 Approval of UCFB's Access and Participation Plan.

13. **CHAIR'S ACTION**

- 13.1 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:
 - 13.1.1 items of routine business that would not normally merit discussion at a meeting of the Board;
 - 13.1.2 matters relating to the implementation of decisions that have already been approved by the Board; and
 - 13.1.3 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.

- 13.2 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.

14. **COMMITTEE STRUCTURE AND DELEGATION**

- 14.1 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.

- 14.2 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](#).

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

- 14.3.1 changes to the Articles (subject to shareholder approval);
- 14.3.2 appointment or removal of the CEO, and the Board's nomination of an individual to the Office for Students ("OfS") as the Accountable Officer at UCFB;
- 14.3.3 appointment and removal of members of the Board;
- 14.3.4 the determination of the educational character of UCFB or the approval of UCFB's strategy, business plans and key performance indicators;
- 14.3.5 approval of the audited accounts, financial forecasts, financial statements and annual budget of UCFB and its investment strategy;
- 14.3.6 approval of UCFB's tuition fee strategy, Student Protection Plan and Access and Participation Plan;
- 14.3.7 appointment of UCFB's bankers, internal and external auditors and other professional advisers;
- 14.3.8 approval of borrowing and related external funding arrangements, and the details of their terms;
- 14.3.9 approval of the creation or dissolution of any subsidiary of UCFB; and
- 14.3.10 delegation of specified Board powers.

- 14.4 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](#).

15. **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 educational character, and 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 institution'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

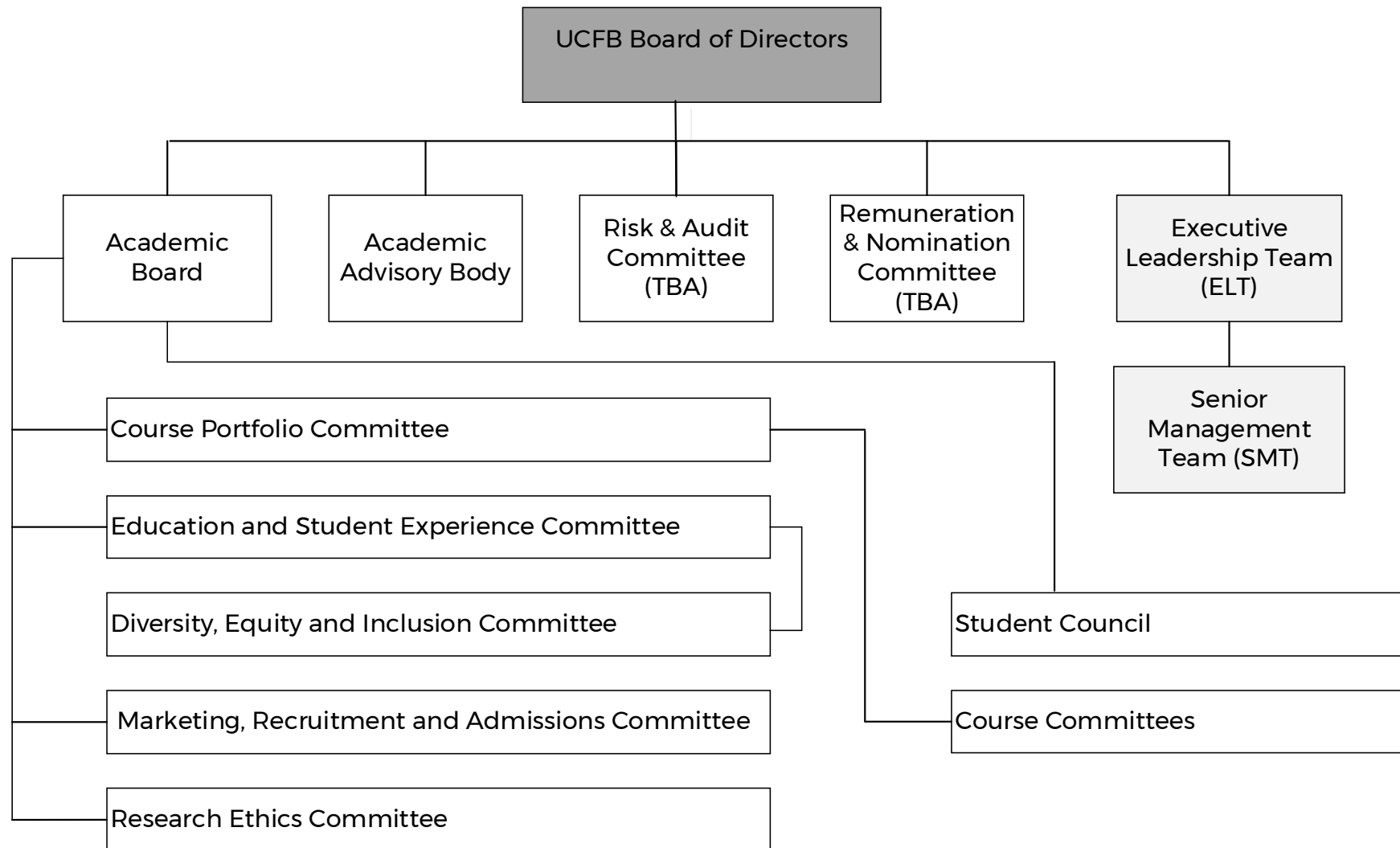
considered by the Academic Board, subject to the Board's overall oversight of academic governance.

- 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.
- 20) The Board of Directors retains oversight of the Honorary Fellowship Awards process and has delegated responsibility for decision-making to the Honorary Fellowship Award Panel, including the approval of awards and the establishment of the Panel itself.

Appendix 2 Membership of University Campus of Football Business Limited
Board of Directors

Prof. Martyn Jones	Chair and Independent Director
John Banaszkiewicz	Non-Independent Director
John Davies	Chief Operating Officer
Brendan Flood	Chief Executive Officer
Dr Steven Quigley	Independent Director
Sarah Tudor	Ex-officio Director

University Campus of Football Business (UCFB) Limited



Appendix 4

UCFB 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 for the purposes of and with the powers set out below. These terms of reference are approved by resolution of the Academic Board

The Academic Board has principle oversight of academic matters and receives reports, considers feedback and data, reviews and approves academic policy and makes 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.

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

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

1. All academic matters relating to scholarship, teaching and learning, research, higher education curriculum, and student experience including:
 - Agreeing and setting the UCFB Academic Committee Calendar;
 - Agreeing and setting the UCFB Academic Committee Schedule of Business;
 - The Course Portfolio Plans 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 awarding partner for the purposes of approval, accreditation, review, and (major and minor) modification.

2. Considering the development of the academic activities of the institution and the resources required to support them.
3. Providing advice and guidance to the Board of Directors with regard to developments and/or initiatives arising in the wider (Higher Education sector that impacts on strategic or operational aspects of the institution. Identifying and disseminating effective practice.
4. 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).
5. To monitor the implementation and effectiveness of the (awarding partners) General Regulations and Academic Regulations and, where appropriate, liaise with awarding partners where clarification is sought and/or variations suggested.
6. Providing advice to the Board of Directors with regard to the above and all academic aspects of the institution's collaborative arrangements with its awarding partner(s).

Reporting Requirements:

- Admissions metrics.
- Reports on non-standard entry/AP(E)L/RP(E)L.
- 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

Dean, Manchester and Academic Dean	Chair
Dean Wembley and Faculty Dean	Ex-Officio Member
Director of Education Strategy and Transformation	Ex-Officio Member
Director of Student and Academic Services	Ex-Officio Member
Associate Dean Learning and Teaching	Ex-Officio Member

Associate Dean Knowledge Exchange and Research	Ex-Officio Member
Deputy Dean Manchester, Sports Coaching and Performance	Ex-Officio Member
Deputy Dean Wembley, Sports Media and Communications	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
Awarding Body Academic Link Tutors	Awarding Partner Representative
Head of Academic Quality	Officer

Appendix 5

Terms of Reference

Executive Leadership Team (ELT)

Reports to: Board of Directors (Governing Body)

Frequency: Bi-Weekly (Monday)

Membership:

Chair

Provost

Sarah Tudor (Chair)

Ex-Officio

UCFB Board of Directors

Director of Student and Academic Services

Chief Executive Officer

Dean, Manchester and Academic Dean

Director of Human Resources

Director of Finance

Director of Transformation, Technology, Facilities & Sport

Director of Global Student Recruitment

Dean, Wembley and Faculty Dean

John Davies

Katie Drapes

Brendan Flood

Dr Gerald Griggs (Vice-Chair)

Natasha Hazlewood

Rob Marsh

Lee Preston

Nick Wilkinson

Arlo Wood

Officer

Executive Assistant

Lucia Jordan

Purpose

The Executive Leadership Team (ELT) is UCFB's senior executive management body and has responsibility for all aspects of the institution's strategy, operation and management within the authority delegated by the Board of Directors. Chaired by the Provost, its purpose is to support and advise the Chief Executive Officer (CEO) in the performance of their duties as the Institution's CEO. It is responsible for developing and leading the strategic planning process in consultation with the Board of Directors and for the effective management of UCFB, including agreeing core UCFB policies.

Terms of Reference

1. To assist and advise the CEO in discharging their role as CEO of UCFB.
2. To assist and advise the CEO on the organisation, direction and management of UCFB and its staff.
3. To formulate, plan and oversee the implementation of UCFB's strategy, policies and procedures.
4. To monitor the implementation of UCFB's strategy, ensuring that targets and KPIs are being met:

5. To ensure the effective implementation of UCFB's policies and procedures in relation to compliance, risk management and internal control, with particular reference to directives and regulations from the regulator and/or awarding partner.
6. To manage risk and monitor the external environment and undertake scenario-planning and horizon scanning on activities with a likely or known impact on UCFB and its ability to deliver the institutional strategy.
7. To oversee and implement budget-setting processes and ensure the efficient allocation of UCFB resources and sustainability.
8. To ensure that close communications are maintained with Academic Board so that academic matters are considered in the work of the Executive Leadership Team.
9. To monitor and advise on the effectiveness and coherence of academic and student services in relation to student experience.
10. To consider and approve major institutional projects and ensure adequate arrangements are in place for monitoring their implementation.
11. To delegate responsibility for strategic programme management, aspects of policy and operational planning and decision-making to other relevant UCFB committees and bodies in accordance with the responsibilities of those committees and bodies.
13. To exemplify value-led leadership behaviours, always striving to improve our culture and create an inclusive environment for our students, colleagues and stakeholders.
14. To approve UCFB's diversity, equity and inclusion plan and objectives.
15. ELT may escalate matters to the Board of Directors as appropriate. Where the responsibilities referred to above are functions delegated by the Board, any decisions will be referred to the Board or relevant Committee, as appropriate, in line with the Articles of Association.
16. Chair's action may be used in exceptional circumstances where a decision is required urgently, and it is not possible to consult ELT members by correspondence. In such cases, the Chair may take a decision on any matter within ELT's delegated authority.

Reporting Requirements:

The Executive Leadership Team will report on its activities and make recommendations (costed where necessary) to the Board of Directors and to Academic Board as appropriate, including summaries of both discussions and recommendations.

Any decisions made by correspondence or Chair's action must be reported at the next ELT meeting, where they shall be noted in the agenda as having been determined and their resolution recorded in the minutes.

Appendix 6

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. Further to this, SMT will, in collaboration with relevant governance committees facilitate the implementation of operational changes and ensure that these changes are effectively integrated into the institution's ongoing operations.
 - Its membership brings together the heads/leads of the academic and professional services to collectively ensure that the decisions and directives of ELT are actioned (planned, implemented and reviewed) to enable the institution to realise its vision.
 - SMT is to take instruction and direction provided by ELT, regularly updating and escalating reports to ELT as required.
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1.0 Membership

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

A Deputy-Chair will be elected by the members of SMT to support the Chair to meet the Terms of Reference as detailed above.

SMT will conduct its activities through KPI focussed working groups/task and finish groups as required. Each sanctioned group will ordinarily be chaired by an SMT member.

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

Group Financial Controller
Head of Student Support
Dean - Wembley Campus (Faculty Dean)
Head of Academic Quality
Head of Events
Head of Facilities Management

Head of UCFB Student Recruitment
Head of Admissions
Head of IT (Technology Change)
Head of Business Transformation
Dean - Manchester Campus (Academic Dean)
Deputy Dean
Head of Campus Growth and Capital Projects
Senior Employability and Career Planning Manager
Executive Dean and Director of Education Strategy and Transformation
Head of Student Administration
Deputy Dean
Head of Global Marketing and Communications

2.0 Normally in Attendance

Executive Assistant to the Executive Board
Assistant HR Business Partner

3.0 Quorum

Minimum of one third in attendance to include Chair or Vice-Chair.

Nominations may be put forward in the absence of a committee member.
Student Representatives will attend by request

4.0 Frequency of Meetings

Monthly meetings to coincide with ELT meetings with the option to instate a meeting weekly or as frequently as the institution 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.

5.1.3 To maintain an institution calendar of events ensuring functional oversight of operational events occurring within the institution.

5.2 Students

- 5.2.1 Lead systematic improvements to the student experience and student outcomes, with regular progress updates provided to ELT through the Chair. SMT will actively collaborate with the relevant governance committees to facilitate the implementation of operational changes aimed at enhancing the student experience and improving student outcomes. This includes providing guidance, resources, and oversight to ensure that changes are effectively integrated into the institution's ongoing operations.
- 5.2.2 Receive, review, and discuss reports related to the "student voice" and lead efforts to systematically enhance it. SMT will actively collaborate with the relevant governance committees to facilitate the implementation of operational changes aimed at enhancing the 'student voice'. This includes providing guidance, resources, and oversight to ensure that changes are effectively integrated into the institution's operations.
- 5.2.3 To receive input from applicants and alumni.

5.3 Performance

- 5.3.1 Ensure the institution meets its key performance indicators (KPIs) by implementing, managing, and monitoring various KPI-focused working groups and task and finish groups. SMT will oversee and authorise these groups to track and report on progress to the ELT.
- 5.3.2 Agree and deliver actions required to ensure compliance with relevant legislative, regulatory and awarding 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 UCFB Board of Directors (Governing Body), as to the maintenance of standards and the provision of a quality HE experience. This is to be achieved through the collaborative work with ELT, by reporting progress made with operations and escalating matters to ELT as required.
- 5.5.2 Ensure legislative, regulatory and validating partner requirements are met, in collaboration with relevant governance committees to facilitate the implementation of operational changes and ensure that these changes are effectively integrated into the institution's ongoing operations. Report progress to ELT as required.
- 5.5.3 Maintain an understanding of the external HEI environment and the Institution's position within it. This will be driven through contributions

made by members (departmental leads) updates on developments within their respective sector which may impact on the operation of the institution, and where deemed necessary SMT will ensure that key updates are disseminated throughout the institution as appropriate

- 5.5.4 To further the development of academic quality and standards across UCFB, feeding actions and guidance as necessary to ELT. This is to be achieved in collaboration with relevant governance committees to facilitate the implementation of operational changes and ensure that these changes are effectively integrated into the institution's ongoing operations. Report progress to ELT as required.

Amendments to Standing Orders

Version	2.2		
Document title	Standing Orders for the Board of Directors		
Approved date	22 nd July 2025		
Approved by	Board of Directors		
Date for review	14 th October 2025		
Amendments since approval	Detail of revision	Date of revision	Revision approved by
	Update to Appendix 5	4 May 2023	Board of Directors
	Update to Appendix 4	27 June 2023	Board of Directors
	Update to 1.2 removing reference to Registrar and updates to Appendices	12 October 2023	Board of Directors
	Update to Appendix 2 and 3	08 November 2023	Board of Directors
	Inclusion of membership of Board of Directors	06 December 2023	Board of Directors
	<ul style="list-style-type: none"> • Updates to align with MBO and Phase 2: <ul style="list-style-type: none"> ○ membership of Board of Directors; ○ trading name from 'UCFB GIS' to 'UCFB' ○ membership of BoD sub-committees • Updated Academic Board ToR to include all sub-committees • Revised references to 'validating' body to 'awarding' body. 	30 April 2024	Board of Directors
	Addition of new item 8.4 and updating of nomenclature to align with outcomes of UCFB Governance Review and CUC good practice.	10 July 2024	Board of Directors
Amendments since approval	<p>Point 3: removal of duplicated words 'the current'</p> <p>Point 3: removal of 'as'</p> <p>Point 14, page 8: edit to formatting.</p> <p><i>Amendments made as follows:</i></p>	21 November 2024	Board of Directors

<p>Appendix 4, para 1: removal of 'Governing Body' and replaced with 'Board'.</p> <p>Appendix 4, 2nd paragraph: 's' added to the word 'makes',</p> <p>Appendix 4., first bullet list: committees reordered to alphabetical</p> <p>Appendix 4: removal of 'courses' to be replaced with 'higher education curriculum'.</p> <p>Appendix 4, 2nd bullet point list: 1st bullet: Addition of 'Committee'. 2nd bullet: Addition of 'agreeing and settling the UCFB Committee Schedule of Business' and removal of 'development plan and related action plan(s)'. 3rd bullet: this is a new addition. Proposal to publish summary of meetings if not full set of minutes. 9th bullet: added 'approval, accreditation, review and (major and minor) modification'.</p> <p>Appendix 4, point 3: replacing 'Governing Body' with 'Board of Directors' and removal of (HE) and replacing with 'Higher Education'.</p> <p>Appendix 4, point 6: replacing 'Governing Body' with 'Board of Directors'.</p> <p>Appendix 4, Reporting Requirements: added 'E' to APL & RPL acronym.</p> <p>Appendix 4, Composition:</p>		
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	<p>amendment to title of members and addition of Deputy Deans, as Ex-Officio Member.</p> <p>Appendix 5, Membership: change to title.</p> <p>Appendix 6, Composition: Title updates.</p> <p>Appendix 6, Purpose, bullet point 1, added: Further to this, SMT will, in collaboration with relevant governance committees facilitate the implementation of operational changes and ensure that these changes are effectively integrated into the institution's ongoing operations.</p> <p>Appendix 6, Purpose, bullet point 2: added the word 'leads' to 'heads/leads'.</p> <p>Added to 1st sentence 'that the decisions and directives of'.</p> <p>Removed, 'effective communication of decisions made by'</p> <p>Added 'are actioned (planned, implemented and reviewed) to enable the institution to realise its vision'.</p> <p>Appendix 6, Purpose, bullet point 3, removed: Recommendations can be made by SMT for ELT's consideration.</p> <p>Amended bullet point 4 to become bullet 3: Added the words 'provided by ELT, regularly updating'</p>	
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Amendments since approval	<p>Removed: 'from ELT and provide updates and escalate'. Added, 'and escalating reports to ELT as required'.</p> <p>Appendix 6, 1.0: the word 'Composition' deleted and replaced with 'Membership'. Appendix 6, 1.0: 2nd paragraph: 'Vice' replaced with 'Deputy' Appendix 6, 1.0: added a 3rd paragraph: 'SMT will conduct its activities through KPI focused working groups/task and finish groups as required. Each sanctioned group will ordinarily be chaired by an SMT member.</p> <p>Appendix 6, 4.0: 4.0, Frequency of meetings, amended from Fortnightly to Monthly.</p> <p>Appendix 6, 5.0: added: 5.1.3: To maintain an institution calendar of events ensuring functional oversight of operational events occurring within the institution. Appendix 6, 5.2, 5.3, 5.5, 5.5.2, 5.5.3 & 5.5.4 significant additions, available to view here.</p>		
	Point 6.1: added, "The relevant committee of the Board of Directors" and removed "Board of Directors Nomination and Remuneration Sub-Committee"	22 nd July 2025	Board of Directors

<p>Point 7.1: replaced “of one, or more, of the Board of Director’s meeting. The co-opted member will not have voting rights on the Board, and is ineligible to serve as Chair of the Board”</p> <p>and added:</p> <p>“of one or more of the Board of Director’s meetings. Co-opted members do not normally have voting rights on the Board unless that right is granted by the Board”.</p>	22 nd July 2025	Board of Directors
<p>Point 12.1.3: added</p> <p>“to include Academic Board”</p>	22 nd July 2025	Board of Directors
<p>Point 14.3.2: reworded</p> <p>“appointment or removal of the CEO and their nomination to the Office for Students (“OfS”) as the Accountable Officer of UCFB”</p> <p>to</p> <p>“appointment or removal of the CEO, and the Board’s nomination of an individual to the Office for Students (“OfS”) as the Accountable Officer at UCFB”</p>	22 nd July 2025	Board of Directors