UCFB

University Campus of Football Business Limited
Company Number 07440042

STANDING ORDERS FOR THE BOARD OF DIRECTORS

Version Control Statement

Version	4.1
Document title	Standing Orders for the Board of Directors
Approved date	5 November 2026
Approved by	Board of Directors
Date for review	August 2027
Amendments	See pages 11-16

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 to ensure that they can effectively

discharge their responsibilities, represent their staff and students and foster better-informed, more inclusive decision-making.

4. THE CHAIR AND DEPUTY CHAIR OF THE BOARD

4.1 The Chair and Deputy 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 and Deputy 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 and the Senior Management Team are set out in the Academic Committee Handbook.

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 Dean of Education and Student

Experience, Dean of Education Faculty and Resources and Dean of Education and Knowledge Exchange 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 the Academic Committee Handbook.

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 the creation or dissolution of any subsidiary of UCFB; and

14.3.9 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.

16. **REPORTING MECHANISM**

After each meeting of the Board of Directors, the COO must provide a written report to the UCFB Holding Ltd in an agreed format.

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.

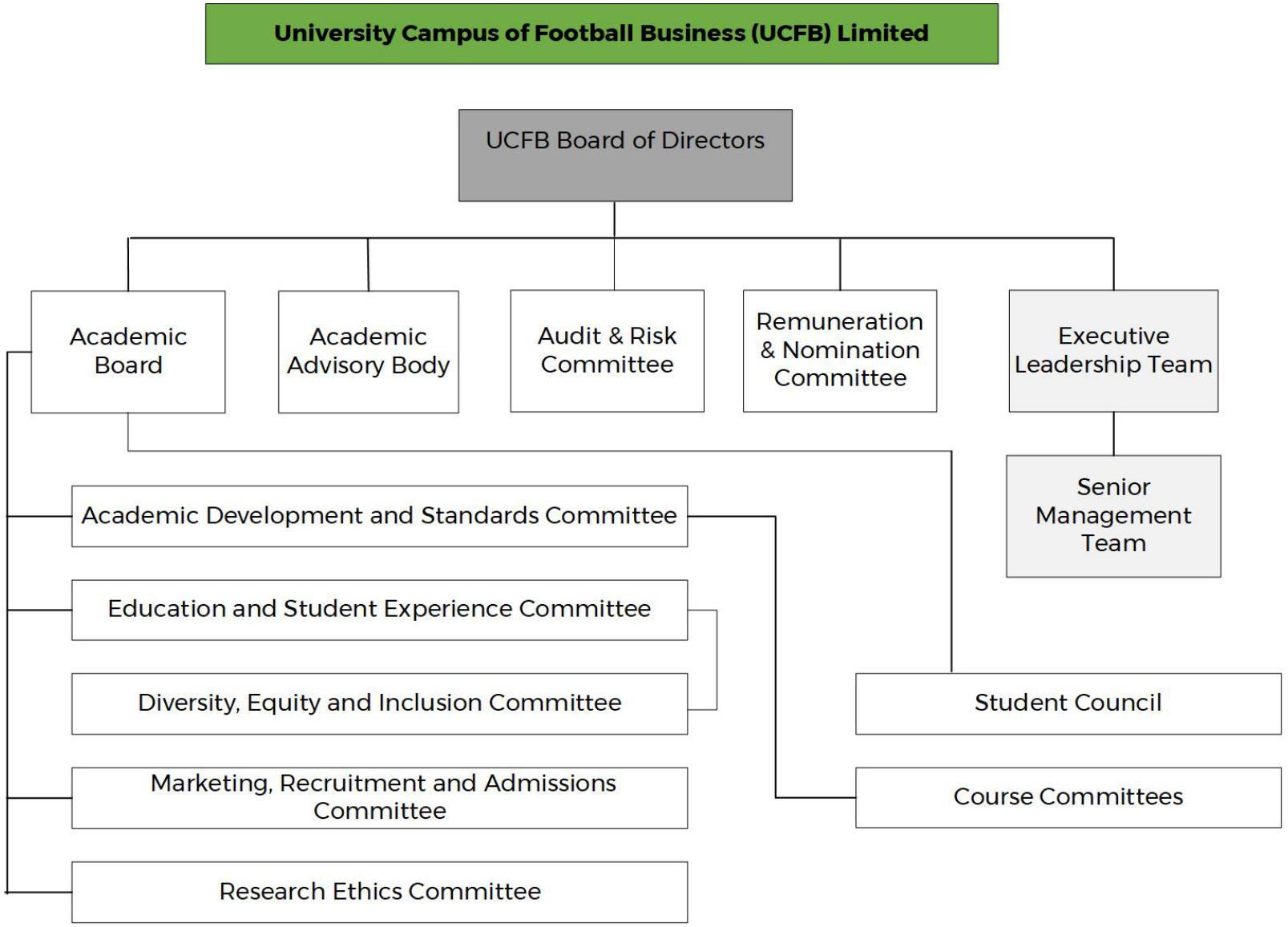
20) The Board of Directors retains oversight of the Honorary Fellowship Awards process and has delegated responsibility for decision-making to the Honorary Fellowship Award Panel, including the approval of awards and the establishment of the Panel itself.

Appendix 2 Membership of University Campus of Football Business Limited

Board of Directors

Professor Martyn Jones	Chair and Independent Director
John Davies	Chief Operating Officer
Brendan Flood	Chief Executive Officer
Professor Chris Maguire	Independent Non-Executive Director
Dr Steven Quigley	Deputy Chair, Co-opted Non-Executive Director
Sarah Ray	Co-opted Non-Executive Director
Professor Rob Wilson	Provost, Ex-Officio Member

Appendix 3


University Campus of Football Business (UCFB) Limited
UCFB Board of Directors
Academic Board
Academic Advisory Body
Audit & Risk Committee
Remuneration & Nomination Committee
Executive Leadership Team
Senior Management Team
Academic Development and Standards Committee
Education and Student Experience Committee
Diversity, Equity and Inclusion Committee
Marketing, Recruitment and Admissions Committee
Research Ethics Committee
Student Council
Course Committees

Amendments to Standing Orders

Version	3.0		
Document title	Standing Orders for the Board of Directors		
Approved date	20 October 2026		
Approved by	Board of Directors		
Date for review	August 2027		
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

	• Updates to align with MBO and Phase 2:
	  ○ 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
	Point 3: removal of duplicated words 'the current' **Point 3:** removal of 'as' ***Point 14, page 8*:** edit to formatting.	21 November 2024	Board of Directors

	Amendments made as follows: **Appendix 4, para 1:** removal of 'Governing Body' and replaced with 'Board'. **Appendix 4, 2nd paragraph:** 's' added to the word 'makes', **Appendix 4:., first bullet list:** committees reordered to alphabetical **Appendix 4:** removal of 'courses' to be replaced with 'higher education curriculum'. **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'. **Appendix 4, point 3:** replacing 'Governing Body' with 'Board of Directors' and removal of (HE) and replacing with 'Higher Education'. **Appendix 4, point 6:** replacing 'Governing Body' with 'Board of Directors'. **Appendix 4, Reporting Requirements:** added 'E' to APL & RPL acronym.		

	Appendix 4, Composition: amendment to title of members and addition of Deputy Deans, as Ex-Officio Member. **Appendix 5, Membership:** change to title. **Appendix 6, Composition:** Title updates. **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. **Appendix 6, Purpose**, bullet point 2: added the word 'leads' to 'heads/leads'. Added to 1st sentence 'that the decisions and directives of'. Removed, 'effective communication of decisions made by' Added 'are actioned (planned, implemented and reviewed) to enable the institution to realise its vision'. **Appendix 6, Purpose**, bullet point 3, removed: Recommendations can be made by SMT for ELT's consideration. Amended bullet point 4 to become bullet 3: Added the words		

	'provided by ELT, regularly updating' Removed: 'from ELT and provide updates and escalate'. Added, 'and escalating reports to ELT as required'. **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. **Appendix 6, 4.0:** 4.0, Frequency of meetings, amended from Fortnightly to Monthly. **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.		
	Point 6.1: added, "The relevant committee of the Board of Directors" **and removed** "Board of Directors Nomination	22nd July 2025	Board of Directors

	and Remuneration Sub-Committee"		
	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" **and added**: "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".	22nd July 2025	Board of Directors
	Point 12.1.3: added "to include Academic Board"	22nd July 2025	Board of Directors
	Point 14.3.2: **reworded** "appointment or removal of the CEO and their nomination to the Office for Students ("OfS") as the Accountable Officer of UCFB" **to** "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"	22nd July 2025	Board of Directors
	Point 3.3: the words "to ensure that they can effectively discharge their responsibilities, represent their staff and	16th October 2025	Board of Directors

	students and foster better-informed, more inclusive decision-making" have been added.		
	Point 4: the words "and Deputy Chair" added into the title	16th October 2025	Board of Directors
	Point 4.1 and Point 4.2: the words "an Deputy Chair" added.	16th October 2025	Board of Directors
	Point 8.1: role title updates.	16th October 2025	Board of Directors
	Point 16: additional point added to provide information on the Reporting Mechanisms to the Holding Board.	16th October 2025	Board of Directors
	Point 14.3.8: deleted	12th November 2025	Chair's Action
	Appendix 2: names updated: addition of Professor Chris Maguire, Professor Rob Wilson, and updated Sarah Tudor to Saray Ray.	20th October 2026	Board of Directors
	Appendix 3: a new governance structure diagram added, It removes the term 'sub-committee' from Audit & Risk and from Remuneration & Nominations.	20th October 2026	Board of Directors
	Appendix 4, 5 & 6: removed from Standing Orders and a link provided to all Terms of Reference in the Academic Committee Handbook.	20th October 2026	Board of Directors
	Appendix 2: removed a shareholder director from membership, as	5th November 2026	Board of Directors

	approved by the Board via Chair's action		