



**Governance Handbook**  
**Metanoia Institute**

## Version Control

Document title: <b>Governance Handbook</b>		No of pages: <b>57</b>
Version Number: <b>1</b>	Date first published: <b>June 2025</b>	
Approved by: <b>Board of Trustees</b>	Last review date: <b>-</b>	
Date originally approved: <b>N/A</b>	Due for next review: <b>June 2028 or sooner</b>	

## Contents

Section 1: Overview.....	4
Introduction .....	4
Governance Structure Diagram .....	5
Governance Calendar .....	6
Section 2: Governance Framework .....	8
Introduction .....	8
Core Principles .....	9
The Framework.....	11
Board of Trustees (BoT) Statement of Primary Responsibilities .....	11
Accountability (CUC Element 1) .....	12
Sustainability (CUC Element 2) .....	12
Reputation (CUC Element 3).....	13
Inclusion and Diversity (CUC Element 4).....	13
Effectiveness (CUC Element 5).....	13
Engagement (CUC Element 6).....	14
The Sub-Committees of the Board of Trustees .....	15
Executive Committee .....	15
Academic Board .....	16
Risk Management.....	16
Section 3: Terms of Reference and Memberships .....	18
<b>Board of Trustees</b> .....	19
<b>Audit and Risk Sub-Committee (ARSC)</b> .....	21
<b>Finance Sub-Committee (FSC)</b> .....	23
<b>Staffing and Remuneration Sub-Committee (SARSC)</b> .....	25
<b>Nominations Committee</b> .....	27
<b>Academic Board (AcBo)</b> .....	31
<b>Executive Committee (Exec)</b> .....	29
<b>Education Committee</b> .....	33

<b>Ethics Committee .....</b>	<b>36</b>
<b>Joint Staff and Student Committee .....</b>	<b>38</b>
<b>Equality, Diversity &amp; Inclusion (EDI) Committee .....</b>	<b>40</b>
<b>Module Boards .....</b>	<b>42</b>
<b>Programme Boards .....</b>	<b>44</b>
<b>Programme Approval and Review Committee .....</b>	<b>46</b>
<b>Boards of Studies .....</b>	<b>48</b>
<b>Policy Review Group.....</b>	<b>50</b>
<b>Student Fees, Funding and Hardship Committee .....</b>	<b>52</b>

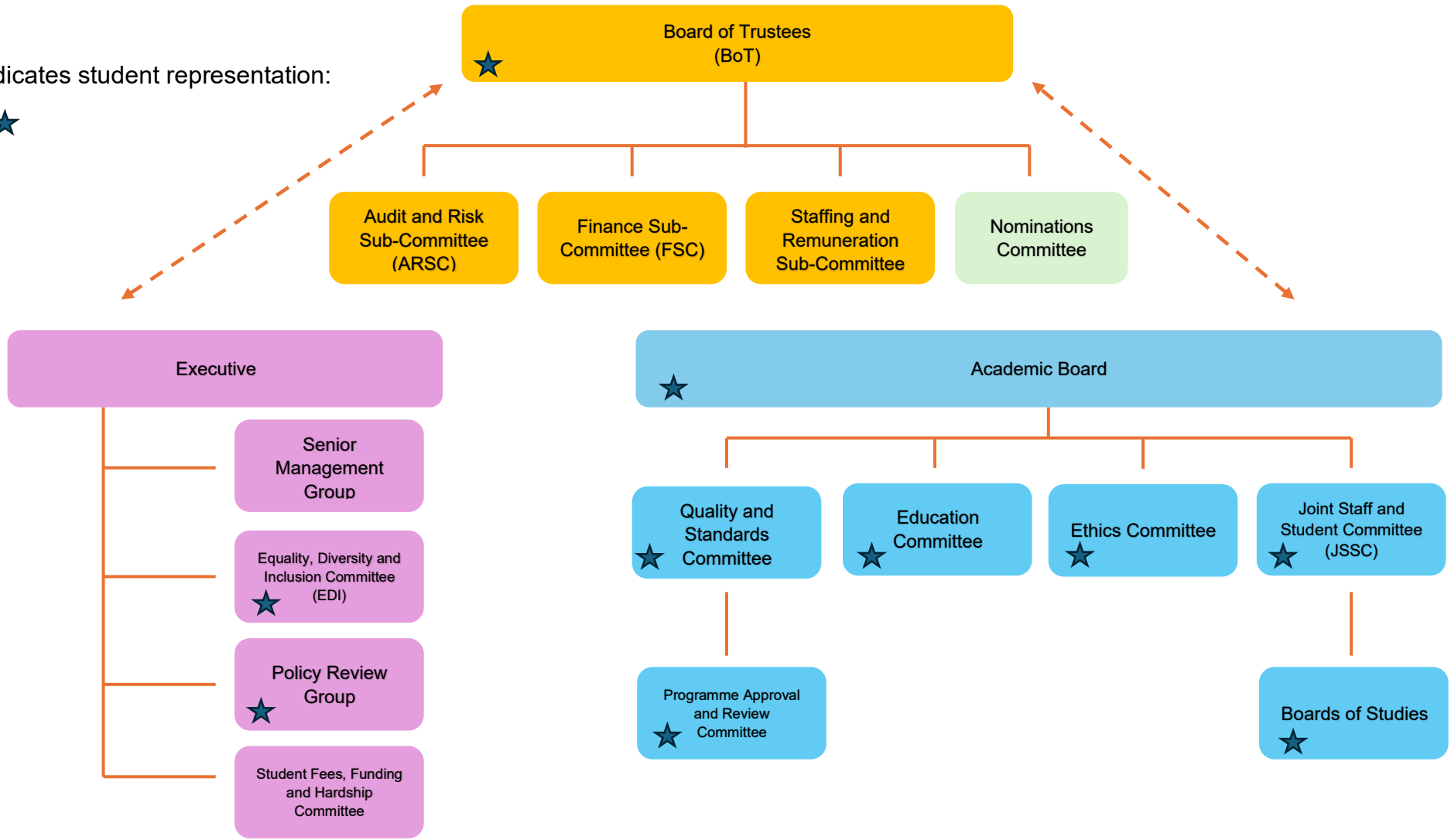
## Section 1: Overview

### Introduction

1. This document outlines the way in which Metanoia Institute governs itself. The governance structure has been developed in order that the Institute can assure itself and its stakeholders that students' interests are protected and safeguarded, that we have a clear process for critical reflection and iterative improvement, and that we are compliant with statutory and regulatory requirements.

# Governance Structure Diagram

Indicates student representation:



## Governance Calendar

The following diagram of the academic year shows the approximate positioning of key meetings in the year. The diagram is **indicative** and for ease of reference does not include **all** Executive and Academic Board sub-committees.

Month	Board & Sub Committees	Executive & Sub-Committees	Academic Board & Sub-Committees
-------	------------------------	----------------------------	---------------------------------

October		Exec	
			JSSC
			EdCo
November	FSC/ARSC/SARSC	Exec	
			AcBo
	BoT	SMG	
December		Exec	
January		Exec	JSSC
		SMG	
			EdCo
February		Exec	
	FSC/ARSC/SARSC		
	BoT	SMG	
March		Exec/EDI	
		SMG	
April		EDI	Ethco
		Exec	
			JSSC
May			EdCo
	FSC/ARSC/SARSC	Exec/EDI	
			AcBo

	BoT	SMG	
<b>June</b>		EDI	EthCo
		Exec	JSSC
		SMG	EdCo
<b>July</b>		EDI	AcBo
	FSC/ARSC/SARSC	Exec	
<b>August</b>	BoT	SMG	
		Exec	
		SMG	
<b>September</b>			
		Exec	
		SMG	

Abbreviations – in alphabetical order

- AcBo – Academic Board
- ARSC – Audit and Risk Sub-Committee
- BoT – Board of Trustees
- EDI – Equality, Diversity and Inclusion Committee
- EdCo – Education Committee
- EthCo – Ethics Committee
- Exec – Executive Committee
- FSC – Finance Sub-Committee
- JSSC – Joint Staff and Student Committee
- SARSC – Staffing and Remuneration Sub-Committee
- SMG – Senior Management Group

## Section 2: Governance Framework

### Introduction

1. The contribution of good governance to long-term organisational sustainability and success is widely recognised and is evident in the growing expectations and demands placed on governing bodies. This framework has been developed to support MI in the delivery of high standards of governance across the institution informed by sector best practice.
2. The Metanoia Institute (**MI or The Institute**) is an independent provider of Higher Education and CPD training courses. Its vision is to lead the way in therapy education and training, cultivating an outstanding, culturally responsive, and highly skilled psychological workforce. MI aims to transcend barriers, making therapy accessible to every corner of society, using its influence to create impactful and positive change.
3. MI is registered with the OfS in the 'Registered (fee cap)' category. It is also a registered charity. It aspires to be an exemplar of good governance in the Higher Education (**HE**) Sector. The Government, specifically through the Office for Students (**OfS**), sets the regulatory framework within which all HE providers, whether private or public, operate. They do this to safeguard the interests of students and ensure effective use of public funds.
4. As a private company and registered Charity, to safeguard the interests of a range of stakeholders including students and the taxpayer, an appropriate set of governance principles has been adopted by MI. The governance principles are based on the Committee of University Chairs' Higher Education Code of Governance (**CUC Code**) and informed by key regulatory requirements and external sources of good practice, including:
  - The OfS Regulatory Framework requirement that providers uphold the public interest governance principles applicable to them – Ongoing Condition of Registration E1.
  - The Charity Commission's regulatory requirements, and the Charity Code of Governance.
  - The Corporate Code of Governance (FRC, Financial Reporting Council)
5. MI's approach to governance is designed to integrate the above approaches to governance. Metanoia seeks to address its chosen approach through the principle of '**comply or explain**'. **See Appendix 2 for a quick guide** to areas of the CUC Code which the Institute is unable to comply with, along with the rationale.

## Core Principles

1. In order to support the implementation of effective governance MI recognises the value of a clear set of principles that reflect the culture and values of the organisation and underpin this governance framework. Good governance requires more than the development of processes, since it is built on strong relationships, honest dialogue and mutual respect.
2. MI also recognises that it is necessary to focus on the provision of **high-quality** higher education which commands public confidence and protects the reputation of the UK system.
3. MI has adopted the '**Nolan Principles of Public Life**', which provide an ethical framework for the personal behaviour of senior staff within the institute and Trustees on the Board of Trustees and its subcommittees. These are: **Selflessness; Integrity; Objectivity; Accountability; Openness; Honesty; and Leadership**. These are codified in the Trustee Code of Conduct.
4. The MI Governing body commits to the public interest governance principles applicable to it as set out in Annex B of the OfS Regulatory Framework<sup>1</sup>:
  - I. **Academic freedom:** Staff at Metanoia have freedom within the law:
    - a. to question and test received wisdom; and
    - b. to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or privileges they may have at Metanoia.
  - II. **Accountability:** Metanoia operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English higher education provider.
  - III. **Student engagement:** Metanoia's governing body ensures that all students have opportunities to engage with the governance of Metanoia, and that this allows for a range of perspectives to have influence.
  - IV. **Academic governance:** The Board of Trustees receives and tests assurance that academic governance is adequate and effective through explicit protocols with the Academic Board.
  - V. **Risk management:** Metanoia operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of its operations, and its ability to continue to comply with all of its conditions of registration.
  - VI. **Value for money:** The Board of Trustees ensures that there are adequate and effective arrangements in place to provide transparency about value for money for all students and for taxpayers.
  - VII. **Freedom of speech:** The Board of Trustees takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured at Metanoia.

---

<sup>1</sup> [Securing student success: Regulatory framework for higher education in England](#)

- VIII. Governing body:** The size, composition, diversity, skills mix, and terms of office of the governing body is appropriate for the nature, scale and complexity of Metanoia.
- IX. Fit and proper:** Members of the Board of Trustees, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons<sup>2</sup>
5. As a body in receipt of financial support from the OfS and UKRI the governing body of Metanoia must also commit to the following:
- X. Independent members of the governing body:** There is at least one external member of the governing body who is independent of the provider, and whose term of office is normally limited to a maximum of three terms of three years or two terms of four years. **The Board of Trustees has a majority of independent members, including the Chair.**<sup>3</sup>
- XI. Regularity, propriety and value for money:** The Board of Trustees ensures that there are adequate and effective arrangements in place to ensure public funds are managed appropriately, in line with the conditions of grant and the principles of regularity, propriety and value for money, and to protect the interests of taxpayers and other stakeholders. This also applies to any funds passed to another entity for the provision of facilities or learning and teaching, or for research to be undertaken.
6. In addition to the above principles which form a regulatory condition of the HE sector, the CUC Code (2020) sets out six key values that underpin sound higher education governance and which Metanoia have adopted:
- **Integrity:** transparency, accountability, honesty, freedom of speech and academic freedom.
  - **Sustainability:** financial and environmental.
  - **Inclusivity:** equality, diversity, accessibility, participation and fair outcomes for all.
  - **Excellence:** high-quality research, scholarship and teaching.
  - **Innovation and growth:** social, economic and cultural.

---

<sup>2</sup> To test whether a potential candidate for a Trustee role or similar is 'Fit and Proper', the institute uses the definition provided in the OfS Regulatory Framework Annex B Notes on Fit and Proper persons that defines a fit and proper person thus: *'...is of good character • has the qualifications, competence, skills and experience that are necessary for their role; • is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed • has not been responsible for, been privy to, contributed to, or facilitated any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated'*. The full document can be accessed here: [Securing student success: Regulatory framework for higher education in England](#)

<sup>3</sup> By independent we mean, reflecting the OfS definition in [Annex B: Public interest governance principles of the Regulatory Framework](#), a member who is not a current employee of the provider, nor a current student, with no close personal, professional or financial relationship with the institute or its senior staff that could create a conflict of interest.

- **Community:** public service, citizenship, collegiality, collaboration.

These are the founding values of the Institute's governance at Board level and are fully reflected throughout the governance framework as well as within the Institute's Mission, Values and Strategy.

## The Framework

1. The Metanoia Institute is a limited company (Reg No 2918520) and a registered Charity (1050175). It has no subsidiary companies and is a single entity. The Institute is regulated as a company by Companies House; as a charity by the Charity Commission for England and Wales; and as a provider of higher education in England by the Office for Students.
2. The governance of the institution is implemented in the form of a network of relevant executive and deliberative functions, ultimately accountable to the Board of Trustees (BoT).
3. The BoT, as MI's Governing Body, is unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit and providing overall leadership of the institution. The BoT has overall responsibility for setting the strategic direction of Metanoia in line with the Institute's governing documents.

## Board of Trustees (BoT) Statement of Primary Responsibilities

4. BoT's **Statement of Primary Responsibilities** below sets out the role of the Board of Trustees in fulfilling the Institute's Mission and Vision:
  - To determine of the educational character and mission of the Institute and be responsible the strategic oversight of its activities;
  - To ensure effective and accountable leadership, including appointment and appraisal of the CEO as the Head of the Institution.
  - To ensure the effective and efficient use of resources to safeguard the Institute's assets and the solvency of the Institute
  - To ensure that processes are in place to monitor and evaluate effectiveness against approved Strategic Plans and Key Performance Indicators.
  - To approve annual estimates of income and expenditure.
  - To safeguard the good name and values of the institute.

- To oversee institutional performance, including student outcomes, access and participation, and quality assurance.
  - To ensure compliance with legal, regulatory, and ethical obligations, including OfS conditions of registration.
  - To conduct its business in accordance with good practice in higher education corporate governance, the OfS public interest principles, and the principles of public life drawn up by the Committee on Standards in Public Life.
  - To protect the interests of current and future students.
  - To uphold academic freedom, freedom of speech, and the standards of English higher education provision.
  - To promote equality, equity, diversity, and inclusion.
  - To maintain effective risk management and control systems.
  - To ensure governance structures are in place which are effective, transparent, and hold management to account.
  - To ensure that the Institute's Articles of Association and Articles of Government are adhered to at all times, and that appropriate advice is available to enable this to happen.
5. How the BoT meets these responsibilities is **set out below in direct reference to the Six Elements of the CUC Code**:

### Accountability (CUC Element 1)

- i) The BoT provides oversight and review of the Institute, including stakeholder and student interest. The BoT protects institutional reputation by assuring itself that clear regulations, policies and procedures that adhere to legislative and regulatory requirements are in place. The Institute recognises the need for accountability at an institutional level and is committed to operating openly, honestly, accountably and with integrity and demonstrating the values appropriate to be recognised as an English higher education provider. To do this it has adopted a Trustee Code of Conduct among other measures.

### Sustainability (CUC Element 2)

- ii) It ensures institutional sustainability by approving the institutional mission and strategy, as recommended by Executive. In addition, it takes

appropriate steps to support the operational delivery of the strategy and mission with effective systems of control and risk management through its Audit and Risk Sub-Committee.

- iii) In ensuring the sustainability of the institution, the BoT actively seeks and receives assurance that delivery of the institutional strategy is in line with legislative and regulatory requirements, institutional values, policies and procedures.
- iv) In exercising its oversight of the policy and procedure frameworks of the Institute, the BoT ensures that the principles of Academic Freedom and Freedom of Speech are clearly articulated, understood and consistently applied across the Institute, principally through approval and engagement with the Institute's policy on Freedom of Speech and Academic Freedom.

### Reputation (CUC Element 3)

- v) The BoT safeguards and promotes institutional reputation and autonomy by operating in accordance with the values and principles outlined in the introductory section above, sector agreed good practice, and the principles of public life, through the application of this governance handbook, the Trustees Code of Conduct, the Conflict of Interest Policy and the wider policy framework as well as the associated systems of monitoring and control.

### Inclusion and Diversity (CUC Element 4)

- vi) The BoT promotes equality, diversity and inclusion throughout the institution, including in its own operation, and ensures that governance structures and processes are fit for purpose by referencing them against recognised standards of good practice. It does this chiefly by receiving annual reports as set out in its Schedule of Business and taking relevant action to address concerns.
- vii) BoT effectiveness reviews, the BoT appraisal systems and regular BoT Skills Audits, are also key mechanisms for assessing the equality, diversity and functional effectiveness of the BoT and relevant committees.
- viii) MI seeks to ensure that the balance of skills and experience on the BoT is appropriate to the requirements of the business, balancing the need for expertise against an unwieldy scale of representation.

### Effectiveness (CUC Element 5)

- ix) The BoT embraces the principle that there should be a clear differentiation of responsibilities at the head of the company between the strategic oversight provided by the BoT and the running of the company's business, and that no single individual should have unfettered powers of decision-making.
- x) To this effect, the BoT is organised as follows:
  - o All of Metanoia's Trustees are independent of the Institute, including an independent Chair, with the exception of the Student Trustee.
  - o The BoT meets at least 4 times per year and, among other duties, considers reports from its Committees and the Academic Board;
  - o The terms for appointment and termination of Trustees and their powers and responsibilities are set out in the Institute's Articles of Association, the Articles of Government and relevant legislation.
  - o The normal term of appointment of Trustees is an initial term of 4 years, which is renewable thereafter if required (see limitations as set out in the Articles of Government).

## Engagement (CUC Element 6)

- xi) The BoT promotes a collegiate, collaborative and cooperative approach to liaison with students, staff and other stakeholders and ensures that interactions are guided by the values, ethics and culture of the institution as outlined in the introduction to this governance framework document.
- xii) There is student representation at all levels of the Institute's governance structure in relation to Academic Governance. The Governance Diagram shows the committees on which there is student representation, and this is regularly reviewed.
- xiii) The student voice is articulated at the BoT through the input of appointed Student Trustees. A maximum of two Student Trustees are appointed annually. The appointed Student Trustee(s) attend(s) and vote(s) as if a member at all meetings of the Trustees other than in relation to Student Trustee Excluded Matters, which are formally agreed with the BoT in its annual **Schedule of Business (Appendix 3)**.
- xiv) Student engagement is supplemented by the presence of the Chair of the Academic Board (in attendance on the MI BoT), along with annual reports on student satisfaction, achievement and student experience matters that form a part of the BoT's Schedule of Business.
- xv) BoT members also encourage dialogue between Academic Board and the BoT by visiting Academic Board meetings from time to time. As agreed with the Chair.

## The Sub-Committees of the Board of Trustees

6. The BoT works within the committee structure to ensure that effective control and due diligence take place in relation to institutionally significant activities. In order to conduct this important work, BoT has established **sub-committees** in the form of the Academic Board (AcBo), and Executive Committee (Exec), an Audit and Risk Sub-Committee (ARSC), a Finance Sub-Committee (FSC), and a Staffing and Remuneration Sub-Committee.
7. The Board of Trustees has established a **Nominations Committee** which meets annually, The Nominations Committee provides advice to the Board of Governors on the **appointment** of new members, terms of office, BoT skills balance and diversity, BoT **succession planning** and skills refreshment, and other matters relevant to Board of Governors' membership and vacancies.
8. **ARSC** supports the BoT by approving and overseeing the Institute's **Risk Management** framework (see paragraphs 19-24 below). While accountability for the management of risk resides with the BoT, the responsibility for oversight of institutional risk management including risk appetite and mitigations frameworks is delegated to ARSC. The other sub-committees of BoT are responsible for oversight of risk in their respective areas of delegated authority. ARSC is also responsible for reviewing **arrangements for external (and internal) audit**.
9. **FSC** is charged with providing advice and assistance on all matters concerning the Institute finances, reviewing the Financial Regulations on behalf of the BoT and taking a key role in supporting BoT to ensure the Institute **is financially sustainable** and delivering **Value for Money**.
10. **SARSC** is responsible for the stewardship of the People and Culture strategy of the Institute and remuneration of senior staff.
11. ARSC, FSC and SARSC prepare annual reports covering their activities and outcomes for the attention of BoT and minutes of the sub-committees are regularly scrutinised at quarterly BoT meetings.
12. The overall framework for governance, (including an appropriate Scheme of Delegation) is approved by the BoT as referenced in the Institute's **Articles of Association and Articles of Government**, published on the Institute website. The Articles of Government specify those matters that are reserved for the BoT.
13. A detailed **Scheme of Delegation** is reviewed every three years by Board members and is included in Appendix 1 below.

## Executive Committee

14. The **Executive Committee**, comprising senior academic and professional services representatives, is responsible for **implementing** the MI strategy by focusing on the **operational management** of the organisation. It is supported by its own committees and groups which consider and implement **operational and management** policies and procedures.
15. Executive is supported by a network of sub-groups and committees which have delegated responsibility for the following areas:
  - a. Institutional policy review;
  - b. Functional leadership reviewing the management of marketing and communications, operations and estates and other key areas;
  - c. Student fees, funding and hardship
  - d. Equity, Diversity and Inclusion;

## Academic Board

16. The **Academic Board** is supported by academic sub-committees which consider and implement **academic** regulations, policies and procedures. It is responsible for the planning, development, operation and monitoring of the academic work of the Institute and providing assurance that **academic governance** is effective. The Academic Board's primary duties are to oversee academic standards, the quality of all courses within the Institute, and the student learning experience.
17. The role of the Academic Board is to ensure academic and educational decisions are made properly and transparently and in the interests of key academic and educational stakeholders (e.g. students, awarding bodies).
18. Detailed terms of reference, memberships and other terms of all committees, including the Board of Trustees and all sub-Committees are included below.

## Risk Management

19. Effective risk management is essential to effective governance, enabling a provider to anticipate, assess, and respond to potential threats and opportunities. It involves identifying risks that could impact strategic and operational objectives, evaluating their likelihood and potential impact, and implementing controls or mitigation strategies.
20. Metanoia's Risk Management Policy [INSERT LINK], details our risk management framework which supports informed decision-making, promotes accountability, and helps safeguard the Institute's assets, reputation, and long-term sustainability.
21. Metanoia operates a three-tier system of risk management as per the below:  
Tier 1: the Board of Trustees and Audit and Risk Committee

Tier 2: Executive Committee

Tier 3: Senior Management and Functional Lead

22. BoT is ultimately responsible for ensuring that an effective risk management framework is embedded at all levels in the Metanoia, covering all aspects of business and academic activity.
23. ARSC provides the necessary assurance and recommendations that will enable BoT to consider and approve the Institutional Strategic Risk Register and risk appetite.
24. Executive receives regular reports on risk management from the Head of Governance and Compliance (HoGC), who oversees the implementation and operation of the risk management framework on behalf of Executive; Executive provides regular reports to Audit Committee on key areas of risk.

## Section 3: Terms of Reference and Memberships

### Definitions

25. There are various categories of committee membership:
  - a. *Member* - has voting rights for decision making purposes.
  - b. *In attendance* – not a formal voting member for the purposes of decision making.
  - c. *Ex officio* – indicates an individual who is a member by virtue of their role. Membership is automatically changed when the post-holder changes. Ex officio members remain appointed for as long as they remain in post.
  - d. *Nominee* – indicates a person whose membership has been determined or formally approved by another person, senior committee, or group.
  - e. *Co-opted* – indicates a person appointed as an additional member in a personal capacity, often on a short-term basis, and usually because there is a need for that person's specific expertise.
  - f. *Observer* – a visitor from another committee or internal decision-making body or function, normally invited by the Chair, with a view to sharing good-practice and/or improving communication between Committees.
  
26. Roles and Responsibilities of Members are as follows:
  - a. **The Chair** is responsible for leading a committee, setting the agenda, facilitating discussions, and ensuring that decisions are made effectively and that any conflicts of interest are effectively managed;
  - b. **Committee Members** are expected to attend meetings regularly, contribute actively to discussions, and represent the views of their respective areas of Metanoia. They are also responsible for communicating decisions and recommendations to their teams as appropriate.
  - c. **In attendance** members can still give their views and engage actively in discussion.
  - d. **Servicing Officers** support the Chair to ensure the effective and efficient running of the Committee, including supporting scheduling, and by circulating papers in good time. They also ensure that accurate and timely minutes of meetings are taken, and that actions are tracked and closed off when completed.
  
27. Further guidance and supporting documents can be obtained by writing to [governance@metanoia.ac.uk](mailto:governance@metanoia.ac.uk)

# Board of Trustees

## Purpose

The Board of Trustees (BoT) is the senior body acting with legal and strategic/operational accountability for Metanoia Institute. The various authorities and actions pertaining to the Board of Trustees are detailed in two formal documents: the Institute's Articles of Association and the Articles of Government.

## Terms of Reference

1. To be responsible for corporate governance, particularly as regards:
  - Companies' legislation
  - Charities legislation
  - Employment legislation
  - Equal opportunities legislation
  - Health and safety legislation
  - Data Protection legislation
  - Human Rights legislation
  - Finance and Insurance legislation
  - Other legislation as it is introduced by Government
  - Grant/service agreements
2. To be responsible for corporate performance monitoring:
  - To ensure proper procedures are in place for monitoring services.
  - To evaluate the work of the Institute, especially progress towards objectives and contractual targets/outcomes.
3. To be responsible for the determination of the educational character and mission of the Institute and for the strategic oversight of its Academic activities, including the monitoring of effective academic governance.
4. To be responsible for corporate financial stewardship:
  - To receive regular financial reports (quarterly);
  - To ensure that there is sufficient money to meet financial obligations;
  - To ensure that records, systems and practices are in place;
  - To ensure that annual accounts are drawn up and audited.
5. To participate in the recruitment of, and to participate in the on-going management, appraisal and support of, the Chief Executive Officer.

## Membership

Trustees/Governors (minimum of 3)  
Student Trustee (voting member except for reserved items)

**Term of Office:**

The tenure of the Board of Trustees independent members shall be for a period of four years in the first instance, normally with a maximum of eight years' service (see Articles of Government).

The tenure of the Student Trustee is for one year, renewable for a further year if the student remains in study, at the discretion of the Board of Trustees.

Chief Executive Officer (In attendance)  
Head of Governance and Compliance (Company Secretary, in attendance)  
Director of Finance (In attendance)  
Executive Officer (Servicing Officer, in attendance)  
Director of Education (By invitation)  
Chair, Clinical Ethics Committee (By invitation)  
Other staff members with specialist knowledge (By invitation)

Quorum

3 Trustees, including the Chair or Vice-Chair.

Frequency

The MI Board meets at least four times per annum as a minimum, with more frequent meetings as required.

Review of Terms

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice.

## **Audit and Risk Sub-Committee (ARSC)**

### Purpose

It is the role of the Audit Committee to advise and assist the Board of Trustees in respect of the entire assurance and control environment of the institution.

### Terms of Reference

1. Monitor the effectiveness of the risk management framework, (including academic risk), culture, control and governance arrangements.
2. Satisfy itself that suitable arrangements are in place to ensure the sustainability of the institution and to promote economy, efficiency and effectiveness (Value for Money, VFM).
3. The Audit and Risk Sub-Committee is responsible to the Board of Trustees in discharging its responsibilities for monitoring the integrity of the Institute's financial statements, the effectiveness of financial controls with regard to internal risk assessment and the performance and objectivity of external auditors.
4. Audit and Risk Committee shall be responsible for the appointment of external auditors and the Audit fee.
5. Audit Committee will normally meet with the external auditors in November to discuss the scope and nature of an audit.
6. To discuss with external audit the Management Letter and management responses.
7. Audit and Risk Sub-Committee will review the annual financial statements before they are signed off.
8. To advise the BoT on the minimum and optimum level of internal and external audit arrangements, and to appoint and review the internal auditors' audit, if such an audit is undertaken, along with the risk assessment, promoting co-ordination between internal and external auditors.
9. To monitor annually the performance and effectiveness of external (and as relevant internal) auditing.
10. Monitor other relevant sources of assurance, for example other external reviews or external special reports and monitor steps taken.
11. Satisfy itself that effective arrangements are in place to ensure appropriate and accurate data returns are made to external stakeholders and regulatory bodies.

### Membership

The Committee shall consist of three members of the Board of Trustees, and will be chaired by one independent member with recent and relevant experience in finance, accounting or auditing. Members should not have significant interests in the institution.

In attendance:

The Director of Finance

CEO

Internal and/or external auditors as required

**Term of Office:**

The members of the Committee shall serve for a period of four years and are eligible for re-election.

The Committee may co-opt members they consider may assist in the work of the Committee.

**Quorum**

A quorum shall consist of at least 2 members of the Committee.

**Frequency**

The Sub-Committee shall meet four times a year.

**Reporting**

Minutes of the Sub-Committee will be made available to the Board of Trustees quarterly.

**Review of Terms**

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice.

## Finance Sub-Committee (FSC)

### Purpose

In accordance with the Articles of Government the Board of Trustees has established a Finance Sub-Committee is to assist the Board of Trustees in fulfilling their responsibilities and in discharging their duties diligently and efficiently.

### Terms of Reference

1. To oversee Metanoia Institute's financial reporting process, including the internal control structure and procedures for financial reporting and monitoring the integrity and appropriateness of the financial statements.
2. To monitor and review projected levels of income and expenditure across each Faculty and the whole Institute;
3. To ensure an effective framework is in place to review performance against budget;
4. To recommend improvements to accounting policies, systems and procedures.
5. The Board of Trustees delegates authority to the Finance Committee to ensure:
  - The Institute's funds are used in accordance with the constitution and Board decisions;
  - Contractual agreements and obligations or major expenditures are clearly identified and reported upon;
  - Alternative sources and means of funding are being explored, and where required, make the appropriate recommendations to the Board of Trustees;
  - Statutory and Management Financial Accounts are prepared and reports submitted timely;
  - Adequate tax strategy & policies are in place and the tax affairs of the Institute are up to date;
  - The Institute maintains adequate controls over its assets and, where appropriate, make recommendations to the Board of Trustees on the position with regard to the Institute's major capital expenditures;
  - Adequate treasury strategies, policies and procedures are in place.
  - Approve Bad-Debt write-off in line within the limits outlined in the Financial Regulations.

(See Scheme of Delegation in Appendix 1 and the Financial Regulations for more detail on delegated authorities).
6. The Committee will advise on:
  - Investments, reserves, borrowing facilities, loans, overdrafts and other forms of indebtedness;
  - Financial policy issues (i.e. policy on training fees and other charges, staff expenses and financial implications of new developments);
  - Major contractual obligations.
7. The Committee shall ensure that:
  - An annual budget process is undertaken;

- Budgets are reviewed and presented to the Board of Trustees for approval.
8. The Committee shall:
- Ensure that regular forecasting reporting is performed;
  - Ensure that the Board of Trustees receives regular reports on the Institute's financial position;
  - Review and present quarterly, half-yearly and end-of-year financial management reports to the Board of Trustees.
  - Review and endorse the annual financial statements before these are approved by the Board of Trustees;

### Membership

Trustees (minimum of 3)  
Chief Executive Officer (In attendance)  
Head of Finance (In attendance)  
Executive Officer (Servicing officer, in attendance)  
Other staff members by invitation

#### **The membership shall not include:**

Staff or Student Governors

The Committee may co-opt members they consider may assist in the work of the Committee.

#### **Term of office**

The members of the Committee shall serve for a period of four years and are eligible for re-election.

### Quorum

2 Trustees, including the Chair or Vice-Chair

### Frequency

Quarterly

### Reporting

The Finance Sub-Committee will report to the Board of Trustees.

### Review of Terms

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice.

## Staffing and Remuneration Sub-Committee (SARSC)

### Purpose

The SARSC provides strategic advice and oversight on people and culture, and remuneration matters at the institute to the Board of Trustees. SARSC oversees and supports policies and practice in relation to Human Resource functions and makes proposals to the Board of Trustees for implementation. The Board of Trustees delegates to the Committee full powers to act on its behalf and in its name in all matters relating to the terms and conditions of service and the emoluments of the holders of 'Executive' posts as defined in the Articles of Association. The Committee is not authorised to make decisions on those issues which are properly the responsibility of the full Board of Trustees – see the scheme of delegation in Appendix 1 for further detail of delegated authorities.

### Terms of Reference

1. To monitor progress against the People and Culture Strategy and its implementation plan KPIs.
2. Reviewing terms and conditions of employment including remuneration, benefits and salary structure for senior staff.
3. To advise on remuneration and contractual terms for senior post holders based on recommendations from the Chair of the Board and CEO.
4. To receive assurance from the CEO on the performance management framework for senior post holders, including how performance is assessed and acted upon.
5. To advise on any proposals for major changes to the remuneration of all other staff including pay, pension and benefits and to ensure that conditions of service comply with the requirements of employment law, including equal opportunity legislation.
6. Agreeing the strategic approach to contracts and staffing arrangements.
7. To consider the public interest and the safeguarding of public funds alongside the interests of the institution when considering all forms of payment, reward and severance to the staff within its remit.
8. To review ex-gratia and settlement payments over £30,000 and all redundancy payments. ensuring the proper calculation and scrutiny of termination payments to senior post holders.
9. To review once a year its own performance and terms of reference to ensure it is operating at maximum effectiveness.
10. To monitor strategic risks relevant to the work of the Committee and the extent to which value for money is achieved within the areas under the Committee's oversight.
11. To receive assurance on succession planning arrangements for senior roles and overall workforce planning.

### Membership

The SARSC composition must include the Chair of the Board of Trustees (Ex Officio), though the Chair of the Board shall not be eligible to chair the committee.

Trustees (minimum of 3)  
Chief Executive Officer (In attendance)  
Director of People and Culture (in attendance)  
Head of Governance and Compliance (in attendance)  
Executive Officer (Servicing Officer, in attendance)

**Term of office:**

The members of the Committee shall serve for a period of four years and are eligible for re-election.

Quorum

2 Trustees, including the Chair.

Frequency

Quarterly.

Reporting

The Staffing and Remuneration Sub-Committee will report to the Board of Trustees on an annual basis and minutes of the SARSC will be made available to the BoT quarterly.

Review of Terms

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice.

# Nominations Committee

## Purpose

The Nominations Committee is established to ensure that the charity has a transparent, fair, and effective process for selecting and appointing individuals to key positions within the organisation, including trustees and senior management. The committee ensures that appointments are made based on merit and in line with Metanoia Institute's mission, values, and strategic objectives.

## Terms of Reference

The committee is responsible for:

- Reviewing the composition and structure of the governing body (Board of Trustees) to ensure it has the right mix of skills, experience, and diversity.
- Identifying and recommending individuals for election or appointment to the Board of Trustees (BoT).
- Conducting periodic reviews of Board effectiveness and recommending any necessary changes.
- Ensuring diversity and inclusion are considered in recruitment and appointment processes.
- Assessing the needs of the charity to ensure BoT has the skills and knowledge to effectively govern the Institute.
- Approving the recruitment process for the selection of new trustees or senior management.
- Making recommendations to the BoT regarding the appointment or removal of trustees
- Seeking external advice, where necessary, to support the recruitment and selection process.

## Membership

### **At least three members**

Chair of the Board of Trustees (*Ex officio*, Chair)

2 x Trustees

CEO as Head of Institution (*Ex officio*)

### **In attendance:**

Head of Governance and Compliance (Company Secretary)

Servicing officer

The Committee may, from time to time, invite other individuals to attend meetings, such as senior staff or external advisors, but they will not have voting rights.

Members of the Nominations Committee are appointed by the Board of Trustees and serve for a **term of two years**, which may be extended for an additional term, subject to the approval of the Board.

### Quorum

2 members including at least one trustee. Decisions made at committee meetings will be taken by a **simple majority vote**.

### Frequency

The Nominations Committee will meet at least **once per year**, or more frequently as required.

### Reporting

The committee will report to the Board of Trustees (BoT) on its activities and decisions. Key recommendations will be formally presented to the BoT for approval and final decisions on appointment will be taken by the BoT.

### Review of Terms

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice.

## Executive Committee (Exec)

### Purpose

The Executive Committee is responsible for the strategic and financial management of the Institute. The Committee ensures that the institution's vision, mission, and strategic objectives are achieved, aligning with external regulatory requirements and internal policies. It is responsible for enacting the decisions of the Board of Trustees

### Terms of Reference

1. To Oversee, and report to the Board of Trustees for approval/assurance, as required:
2. Strategic Planning and Implementation: Lead the formulation and review of the institution's overall strategy, ensuring it aligns with the Institute's core purpose, vision, and values, and approve related plans to support the strategic objectives.
3. Policy Development: Approve major policies and plans related to financial and administrative operations to secure the institute's defined objectives.
4. Review major academic policies for strategic and financial alignment.
5. Financial Oversight: Ensure financial sustainability by overseeing the institution's financial strategy, including the approval of departmental budgets, monitoring financial performance, and guiding resource allocation to support strategic priorities.
6. Risk Management: Oversee the development of a risk management framework, regularly reviewing risks and ensuring appropriate mitigation strategies are in place. Ensure the institution is prepared to effectively manage crises, safeguarding its reputation and continuity.
7. Performance Monitoring: Review and monitor key performance indicators (KPIs) and progress towards strategic objectives.
8. External Engagement and Partnerships: Oversee the development of strategic relationships with external stakeholders to enhance the institution's reputation and influence.
9. Compliance and Governance: Ensure the institute's governance structures, policies, and practices uphold good governance principles, including accountability and transparency, and ensure compliance with all legal, regulatory, and statutory requirements, such as those set by the Office for Students (OfS) .
10. Institutional Development: Oversee implementation of operational initiatives that enhance the Institute's reputation, academic quality, and research profile.
11. Academic Portfolio and Resource Approval: Evaluate and approve the institution's academic portfolio, ensuring programs align with strategic objectives and meet quality standards. Ensure that adequate resources are available to support the delivery of academic programs and maintain high standards of education.
12. Strategic Advice to the Chief Executive: Provide strategic advice on academic planning and other key initiatives, assisting the Chief Executive in making informed decisions on strategic priorities.

## Membership

Chief Executive Officer  
Director of Education  
Director of Clinical Training  
Director of Finance  
Director of People and Culture  
Head of Governance and Compliance  
Other senior academic and administrative leaders as required

## Quorum

A quorum shall consist of the Chair (Chief Executive Officer) and at least 2 other members.

## Frequency

The Executive Committee shall meet monthly or as required.

## Reporting

The Executive Committee reports to the Board of Trustees and provides regular updates on strategic progress.

## Review of Terms

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice, as well as ensuring they align with the Institute's strategic priorities.

## Academic Board (AcBo)

### Purpose

Academic Board is Metanoia Institute's principal academic authority and is accountable to the Board of Trustees for setting and maintaining academic standards and assuring and enhancing academic quality through established reporting and assurance mechanisms.

Academic Board may establish and disestablish such committees as it considers necessary for the purpose of enabling it to carry out its responsibilities; the composition of any such committee and the terms on which they hold and/or vacate office shall be determined by Academic Board.

### Terms of Reference

1. To consider all general issues relating to the research, scholarship, teaching and learning at Metanoia Institute including, but not limited to:
  - the criteria for the admission of students;
  - the appointment and removal of internal and external examiners;
  - the development of the academic portfolio;
  - the content of the curriculum;
  - academic standards and the validation and review of courses;
  - policies and procedures for assessment and examination of the academic performance of students;
  - and the expulsion of students for academic reasons.
  - any other matter that may be referred to the Academic Board by the Board of Trustees.
2. To lead the development of the Education Strategy and the associated implementation plan, the academic activities of Metanoia Institute and the resources needed to support them; to advise the Board of Trustees on these matters.
3. To lead on the development of Research strategies and implementation plans.
4. To keep under review the academic plans of the Institute as set out in the aims and objectives agreed by the Board of Trustees and reported on annually by the Chief Executive.
5. To approve the procedures for the award of qualifications and academic titles.
6. To receive timely reports from its constituent sub-committees, and to approve the decisions and actions of same.

### Membership

Chair (*Ex officio*) – Chief Executive Officer

Chair of Education Committee (*Ex officio*) – Director of Education

Head of Governance and Compliance (*Ex officio*)

External Member (Vacancy, Maximum 2)

Chair of Ethics Committee (*ex officio*) – Director of Clinical Training.  
Chair of Joint Staff-Student Committee (*ex officio*) – Director of Education  
Chair of Programme Assessment Board (*ex officio*) – Academic Registrar  
Associate Directors of Education (*ex officio*)  
Quality and Standards Support Manager (*ex officio*)  
Heads of Programme x3 (3-year term)  
Support Staff Representative x 1 (nominee of Chair)  
Student Representatives x 2 (UG/PG minimum)

### **In attendance**

Academic Governance Officer (Servicing Officer)

A member of the Board of Trustees shall normally attend once a year as an observer to support the Board in discharging its duties.

### Quorum

66% of members including the Chair.

### Frequency

Quarterly, however, additional meetings may be called by the Chair as and when deemed necessary.

### Reporting

The minutes of the Committee shall be made available to the Board of Trustees on a quarterly basis, and the Committee will produce an annual Education Report to be shared with the Board of Trustees.

### Review of Terms

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice.

# Education Committee

## Purpose

Education Committee is accountable to Academic Board for providing guidance on matters of learning and teaching, and quality assurance and enhancement. Education Committee is responsible for ensuring that Metanoia courses follow and make progress against approved policies and procedures relating to Learning, Teaching and Assessment, and that regulatory requirements in relation to Quality and Standards are met. The Committee is also responsible for ensuring that good practice in Learning and Teaching and Quality and Standards informs the iterative enhancement of the Student Experience.

These terms of reference (ToRs) set out the responsibilities and duties for which the committee will be held accountable as well as the authority delegated to it. The terms of reference are set, owned, and subject to review by Academic Board

## Terms of Reference

### Learning, Teaching and Assessment

1. To monitor and review strategies and KPIs related to Learning, Teaching and Assessment across the Institute with a view to enhancing the student experience.
2. To develop learning, teaching and assessment policies and procedures with reference to external sources of good practice and legal and regulatory requirements, with a view to enhancing the student experience, and to monitoring their effective implementation.
3. To develop processes and oversee implementation for ensuring that research and scholarship appropriately underpin and inform learning and teaching and are considered in programme design.
4. To monitor the effectiveness of teaching delivery and support its enhancement
5. To advise Academic Board on good practice relating to the enhancement and assurance of teaching delivery and to recommend policies and procedures relating to effectiveness of teaching delivery for Academic Board to approve.
6. To oversee research activity carried out by staff and students, and to support integration of research and teaching activity across the institute.
7. To regularly monitor and review the processes and procedures relating to peer development and review for teaching staff.

### Quality and Standards

1. To oversee the development, implementation and review of the Institute's quality assurance and enhancement policies and procedures and the regulatory framework for all academic provision and modes of delivery across the Institution.
2. To monitor internal and external validations and the programme development and review process and associated policies and procedures, through the Programme Approval and Review Committee (PARC).
3. To consider annual and periodic performance data (with reference to both internal and external benchmarks) including data from Module and Programme Boards and to recommend action plans for addressing key quality and standards concerns for approval to Academic Board.
4. To consider data on student satisfaction (with reference to both internal and external benchmarks) and recommend quality enhancement approaches to Academic Board for approval.
5. To ensure that all provision is clearly mapped to the applicable qualifications and subject benchmarks, and to ensure that all programme documentation is accurate and up-to-date before approving its forwarding to the appropriate awarding body/Committee for approval.
6. To monitor policies and procedures relating to externality and to approve the appointment of External Examiners.
7. To ensure appropriate and effective frameworks are in place to support student satisfaction and engagement with the student voice.

### Membership

Director of Education, Chair (*ex officio*)

Chair of Academic Board (*ex officio*)

Chair of PARC (*ex officio*)

External Member

Associate Director of Education UG (*ex officio*)

Associate Director of Education PGT (*ex officio*)

Academic Registrar (*ex officio*)

Programme representatives x 3 (UG/PG/PGT)

Director of Clinical Training (*ex officio*)

Quality and Standards Support Manager (*ex officio*)

Clinic Manager (*ex officio*)

Head of Operations (*ex officio*)

Librarian (*ex officio*)

Academic Coordinator Team Lead (*ex officio*)

Student Wellbeing and Disability Coordinator (*ex officio*)

Student reps x 3

In attendance:

Academic Governance Officer (Servicing Officer)

Head of Governance and Compliance

### Quorum

50% of members plus one.

### Reporting

Responsibility for reporting shall rest with the Chair. The Committee will report quarterly to Academic Board.

### Review of Terms

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice, as well as ensuring they align with the Institute's strategic priorities.

# Ethics Committee

## Purpose

As a sub-committee of Academic Board, Ethics Committee works on behalf of Academic Board and, ultimately, the Institute's Board of Trustees to oversee all ethical aspects of academic and training programmes and their delivery, as well as all aspects of clinical practice carried out by, or on behalf of the Institute, its staff and its students.

## Terms of Reference

On behalf of Academic Board, Ethics Committee works to:

1. Ensure that teaching and learning, research, and clinical activity meets the ethical expectations of the Institute and adheres to the principles set out in the Institute's codes of ethics.
2. Ensure that learning and teaching, research, and clinical activity meets the ethical expectations of relevant Professional, Statutory and Regulatory Bodies (PSRBs) and, where applicable, of partner and accrediting bodies.

### Research projects

3. To provide oversight, audit and ratification of programme level ethical approval decisions for student research projects.
4. To receive and consider staff and alumni research projects for ethical approval.

### Allegations of unethical conduct in clinical practice

5. To oversee the implementation, review, and development of the Institute's Clinical Ethics Complaints Policy and Procedure.
6. Via the Chair, to administer allegations of breaches of the Institute's codes of clinical ethics received via the formal Complaints and Professional Conduct Procedure. This includes the appointment of Enquiry and Assessment Panels, where necessary Adjudication Panels, where necessary Appeals Panels, and, where necessary Re-Admissions Panels.

### Fitness to Practice

7. Oversee the implementation, delivery and development of the Institute's Fitness to Study Policy and Procedure and Fitness to Practice.
8. Via the Chair, to administer allegations of alleged breaches of Fitness to Practice considered under the Complaints and Professional Conduct Procedure.

### Chair's authority regarding ethics concerns and complaints

9. The Institute's pathways for considering alleged breaches of the Institute's Code of Ethics designates specific responsibilities to the Chair of Ethics Committee.
10. Acting on behalf of the Committee, the Chair is responsible for administering the Ethics Complaints and Professional Conduct Procedure

## Membership

Director of Clinical Training (*ex officio*, Chair)  
Chair of Academic Board (*ex officio*)  
4 x Senior staff representatives  
Student reps x2  
Independent Members x3

In attendance:  
Academic Governance Officer (Servicing Officer)  
Head of Governance and Compliance

## Quorum

The quorum is 50% members plus one, to include the Chair. All members, including Student Representatives and independent members count towards the quorum.

## Reporting

Ethics Committee is a sub-committee of Academic Board to which it formally reports. In relation to decisions on research proposals, Ethics Committee is expected to act independently, free from bias and undue influence.

## Review of Terms

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice, as well as ensuring they align with the Institute's strategic priorities.

# Joint Staff and Student Committee

## Purpose

Joint Staff Student Committee is accountable to Academic Board for assuring and enhancing the quality of the student experience at Metanoia Institute.

## Terms of Reference

1. To lead the development of the Student Engagement Strategy for approval by Academic Board and to drive and monitor its implementation.
2. To consider the results of student surveys; to interrogate any highlighted issues; and to develop, implement and monitor any action plans arising.
3. To consider all formal and informal student feedback; to interrogate any highlighted issues; and to develop, implement and monitor any action plans arising.
4. To receive, for information, all Boards of Study minutes.
5. To receive, for information, External Examiners Reports and responses for all programmes.
6. To receive, for information, Annual Monitoring Reports and action plans for all programmes.
7. To oversee the development, implementation and review of the Institute's learning environment.
8. To oversee the development, implementation and review of the Institute's health & safety, administration and student support-related policies and procedures.

## Membership

Director of Education (Chair)  
Associate Director Education UG and PGR  
Associate Director Education PGT  
Head of Programme representative x 3  
Support staff representative x 3  
Quality and Standards Support Manager  
Academic Registrar or nominee representative  
Course Student Reps (all invited), minimum 3 for quorum.  
Librarian  
Head of Operations or nominee representative  
Clinical Services Manager or nominee  
Head of Marketing and Communications or nominee representative

In attendance: Academic Governance Officer (Servicing Officer)

### Quorum

50% + 1 of members, and a minimum of three student reps.

### Reporting

Minutes of the meetings shall be made available quarterly to the Academic Board. Responsibility for reporting shall rest with the Chair.

### Review of Terms

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice, as well as ensuring they align with the Institute's strategic priorities.

# Equality, Diversity & Inclusion (EDI) Committee

## Purpose

The Equality, Diversity and Inclusion Committee is responsible, on behalf of Executive Committee, for providing advice and guidance on matters pertaining to Diversity, Equality and Inclusion, and monitoring compliance with relevant legislation and good practice. It provides assurance to the Metanoia Institute Board of Trustees through Executive with regards to EDI matters in line with external and internal frameworks and compliance requirements.

## Terms of Reference

The key responsibilities of the Committee are:

1. In its first year, the Committee will drive the implementation of the Culture Review with a particular focus on identifying EDI training needs within the Metanoia community and recommending targeted initiatives to the Executive for approval.
2. Provide assurance to the Board of Trustees regarding the Institute's compliance with relevant areas of legislation and regulatory compliance that relate to EDI;
3. Report to the Executive quarterly and annually to the Board of Trustees on the assurance of the quality and standards of the Institute's approach to EDI matters;
4. Monitor, evaluate, report and make recommendations on Metanoia's Equality, Diversity and Inclusion policies and processes;
5. Consider implications for EDI flowing from the Institute's strategies, policies and practices to appropriate bodies where sought;
6. Monitor and evaluate progress against any relevant institutional KPIs relating to EDI;
7. Review and make recommendations to the Executive on how Equality, Diversity and Inclusion are being monitored;
8. Disseminate good practice in relation to matters of Equality, Diversity and Inclusion and provide leadership on EDI institutional objectives;
9. Monitor and support organisational and cultural change in relation to Diversity, Equality and Inclusion.

## Membership

The EDI committee is made up of academic and support staff and student representatives as follows:

- Director of People and Culture or a Nominee of Executive (Chair)
- **Academic and Support Staff Members**
- Head of Marketing and Communications – ex officio
- Head of Operations – ex officio
- Associate Director of Education (UG) - ex officio
- Academic Registrar – ex officio

- 3 x Head of Programmes (UG/PGT/PGR) – ex officio
- **Executive Nominees from staff body x 3** (*when identifying the individual members Executive will have due regard to ensuring that a diverse range of voices across the Institute's community are represented*):
  - Academic Lecturer
  - Wellbeing and Disability Coordinator
  - Academic Coordinator Team Lead
- **Student Representatives x 3** (*taken from the pre-existing pool of trained student representatives*):
  - Student Representative Doctorate
  - Student Representative Postgraduate Programmes
  - Student Representative Undergraduate Programmes

The Chair will normally serve for three years, and their term can be renewed subject to the approval of Executive Committee. Student representatives shall serve for one year, but their term can be renewed thereafter with Executive agreement.

*Ex officio* staff shall serve for as long as they remain in their posts.

Staff Representatives nominated by Executive shall serve for a period of a year, but their term can be renewed thereafter with Executive agreement.

### Quorum

66% of members including either the Chair or Vice-Chair.

### Frequency

Quarterly, however, additional meetings may be called by the Chair as and when deemed necessary.

### Reporting

EDI Committee reports to the Executive Committee and produces an annual report for the Board of Trustees. Responsibility for reporting shall rest with the Chair.

### Review of Terms

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice, as well as ensuring they align with the Institute's strategic priorities.

## Module Boards

### Purpose

Metanoia Institute's Module Boards derive their authority from and are accountable to Academic Board for the assessment and achievement of all students on a group of taught programmes that have been aligned to that Board.

### Terms of Reference

1. To determine, with the External Examiner(s) at the start of the academic year what the body of evidence to be reviewed for the Module(s) aligned to the board will comprise of.
2. To receive and ratify final component marks and module grades for students on programmes aligned to this board, thus awarding credit for each module to students that have demonstrated achievement of the learning outcomes of those modules.
3. To agree reassessment requirements in the case of failure, including compensation.
4. To be responsible for the academic standards of modules, including reviewing trends in outcomes for students over time.
5. To receive comments from External Examiners on the quality and standards of the module in relation to national standards and frameworks and comment on the reasonable comparability of standards achieved at other UK providers with whom the External Examiner has experience.

### Membership

Associate Director of Education or senior nominee (Chair) – a member of Metanoia Institute who is not directly responsible for the module(s) to be assessed  
Head of Programme responsible for the module(s) to be assessed  
Tutor or nominee x 1 per module to be assessed  
Servicing Officer (Academic Coordinator of module(s) to be assessed)

### Quorum

50% + 1 of membership including the Chair and Head of Programme and excluding members in attendance.

### Frequency

Tri-Annual

### *Reporting Mechanism*

Minutes of Module Boards will be received by the Programme Board on a meeting-by-meeting basis.

### *Review of Terms*

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice, as well as ensuring they align with the Institute's strategic priorities.

# Programme Boards

## Purpose

Metanoia Institute's Programme Boards are derived from Middlesex University's regulations and are accountable to Academic Board for the assessment, progression and achievement of all students on a group of taught programmes that have been aligned to that Board.

## Terms of Reference

1. To remind programme teams and external examiners alike what their duties and responsibilities are with regards to policies and regulations with the External Examiner(s) at the start of the academic year what the body of evidence to be reviewed for the programme(s) aligned to the board will comprise of.
2. To receive and ratify all module grades for those students on programmes aligned to this board who are being considered for progression to the next academic stage and to decide on the progression and academic standing of those students based on the grades presented and the progression rules for the programme as applied with rigour, fairness and equity.
3. To receive and ratify the overall profile of students on programmes aligned to this board who are being considered for a qualification or progression, and to decide on the qualification and classification based on the grades presented and the classification rules for the programme (e.g. UG/PGT).
4. To agree where necessary, the termination of registration or exit award.
5. Within the context of assessments and outcomes, to ensure that academic standards are maintained. The Assessment Board should interrogate outcome and progression data to look for trends.
6. To receive comments from External Examiners on the quality and standards of the programmes in relation to national standards and frameworks and comment on the reasonable comparability of standards achieved at other UK providers with whom the EE has experience.
7. To make recommendations to the Education Committee and Middlesex University on changes to the regulations and procedures governing the academic standing of students.
8. To make enhancement recommendations to the Education Committee and Middlesex University, within approved regulations, of the form and nature of assessments and reassessments for all programmes considered by the board.
9. To receive outcomes from Appeal/Mitigation/Misconduct Panels and relevant Complaints and make recommendations to the Education Committee/Academic Board as relevant in respect of their findings.

## Membership

Director of Education or senior nominee (Chair) -A member of Metanoia Institute staff with sufficient knowledge and independence who is not directly responsible for the programme(s) to be assessed

Chair of Academic Board – ex officio

Chairs of Module Boards, Associate Directors – ex officio

Heads of Programme, senior lecturer or nominee x1 per programme to be assessed

External Examiners as per programme requirements

University Link Tutor

### **In attendance**

Academic Coordinators x 1 per programme to be assessed)

Servicing officer Registry

### Quorum

50% + 1 of membership including the Chair and University Link Tutor and excluding members in attendance.

### Frequency

Tri-Annual

### Reporting Mechanism

Minutes of Assessment Boards will be received by Education Committee on behalf of Academic Board on a meeting-by-meeting basis.

### Review of Terms

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice, as well as ensuring they align with the Institute's strategic priorities.

# Programme Approval and Review Committee

## Purpose

Programme Approval and Review Committee (PARC) is a sub-committee of Education Committee, itself a sub-committee of Academic Board. Terms of reference are set, owned and subject to review by Education Committee, subject to ratification by Academic Board. The Committee is responsible for the monitoring and effective application of the programme approval and modification procedures.

## Terms of Reference

1. As a sub-committee of Education Committee, PARC works on behalf of Education Committee to consider the approval and re-approval of programmes and the approval of changes to programmes to ensure:
  - i. The appropriate setting (where appropriate) and maintenance of programme academic standards.
  - ii. The academic quality of programmes.
  - iii. The meeting of external PSRB expectations.
  - iv. The accuracy of programme information.
  - v. The assurance of the above.
2. PARC makes recommendations to Education Committee on the above matters of academic quality and standards for consideration of Education Committee.
3. For all MI approved programmes, PARC has responsibility for:
  - a. The setting, maintenance and assurance of academic standards.
  - b. The quality, enhancement and assurance of learning opportunities.
  - c. The quality of information provided to students and the wider public.
  - d. The setting of programme entry requirements.
4. For MI approved programmes accredited by Professional, Statutory and Regulatory Bodies (PSRBs), responsibility for meeting the requirements and expectations of those bodies.
5. For programmes validated by a partner institution, responsibility for:
  - a. Programme development and submission of the programme to the validating body for (re)validation.
  - b. The periodic review of programmes prior to re/validation.
  - c. The meeting of validating body expectations of programme delivery, enhancement and quality assurance.

- d. The meeting of validating body expectations for information provided to students and the wider public.
- e. The setting of programme entry requirements.

### Membership

Head of Governance and Compliance – Chair  
Quality Standards and Support Manager  
Academic Registrar  
Student Wellbeing Team representative  
Director of Clinical Training nominated Clinical Training Representative  
Associate Director Education x 2  
HoP representatives x 2  
EDI Committee Chair or nominee  
Student representatives x 3

### Quorum

50% + 1 of membership including the Chair

### Frequency

The PARC will meet quarterly in advance of Education Committee but Education Committee can adjust the frequency of meetings to suit the volume of business as it sees fit.

### Reporting Mechanism

The PARC will report quarterly to Education Committee. Responsibility for reporting will rest with the Chair.

### Review of Terms

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice, as well as ensuring they align with the Institute's strategic priorities.

# Boards of Studies

## Purpose

Boards of studies provide a formal communication channel between students and staff to discuss the quality of the course and seek views on student experience. Boards of Study are accountable to the Joint Staff Student Committee for assuring and enhancing the quality of the student experience at the programme level.

The Boards of studies are also responsible for approving the annual course monitoring report and any relevant action plan, and for monitoring its implementation. Any modifications to a course, must be received by the Boards of studies.

## Terms of Reference

Specifically, the Boards of Studies will:

- provide a forum in which students can express their views about the management of the course, and the content, delivery and assessment and to ensure that the implementation of any identified actions is tracked
- identify and formally recognize areas of innovation and good practice to be noted by the Education Committee
- to consider Annual Monitoring Reports and any associated action plans arising from these.
- consider student survey (including NSS and Internal Satisfaction Survey) and module feedback outcomes
- receive the External Examiner Report and identify responsibilities for actions to be taken
- review proposals for modification of the course structure and noting implementation arrangements for modifications.

## Membership

Head of Programme (Chair)  
Student Representatives – minimum one per cohort  
University Link Tutor  
Head of Operations or nominee  
Staff Representatives (Module leaders) x 2

## Quorum

At least 50% of the membership to include the chair.

### Reporting

Minutes of the meetings will be provided on a quarterly basis to the Joint Staff and Student Committee.

### Review of Terms

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice, as well as ensuring they align with the Institute's strategic priorities.

# Policy Review Group

## Purpose

The Policy Review Group (PRG) is established to review, assess, and recommend updates to the policies and procedures of MI across both academic and operational arms of the institutional governance structure. The group ensures that institutional policies remain compliant with current legal, regulatory, and sector standards, and reflect best practices. It reports to the Executive Committee, which in turn reports to the Board of Trustees.

## Terms of Reference

The main objectives of the Policy Review Group are to:

- Ensure that the institution's policies are fit for purpose, legally compliant, and aligned with strategic goals.
- Provide recommendations for the introduction, amendment, or removal of policies and propose necessary amendments to policies in response to feedback or changes in regulations.
- Coordinate the institutional Annual Policy Review process and hear reports from relevant policy review sub-groups.
- Engage with relevant stakeholders (staff, students, unions, etc.) to gather input on policy reviews where appropriate.
- Monitor the effectiveness of existing policies and procedures and assess the impact of policies on staff, students, and other stakeholders.
- Ensure policies reflect the principles of fairness, inclusivity, and transparency.
- Facilitate cross-departmental collaboration in the development and review of policies.
- Develop a framework for policy governance, including procedures for ongoing monitoring, review, and feedback loops.

## Membership

Head of Governance and Compliance (Chair) – *Ex officio*.

Representatives from key academic and professional services areas to include:

Director of Education or academic team nominee

Academic Registrar

Director of People and Culture or nominee

Director of Finance or nominee

Head of Operations

Clinical Training Representative

Quality Standards and Support Manager (Servicing Officer)

EDI Committee Chair or EDI Committee nominee

Student representatives 3 maximum (as relevant UG/PG/PGR)

### Quorum

50% of members, plus one to include the Chair.

### Frequency

The group will meet at least three times a year or more frequently as required and dependant on strategic priorities.

### Reporting

Responsibility for reporting shall rest with the Chair. The Policy Review Group will report quarterly to the Executive Committee and prepare an annual policy roll-over report for the Executive in Q3 or 4, in time for the start of the Academic Year.

### Review of Terms

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice, as well as ensuring they align with the Institute's strategic priorities.

# Student Fees, Funding and Hardship Committee

## Purpose

The Student Fees, Funding and Hardship Committee is established to oversee and make decisions regarding:

- The allocation of student scholarships and bursaries;
- Consideration of full or partial fee refund requests (e.g. as a result of early withdrawal);
- Consideration of restitution payments as a result of complaints and appeals processes;
- Assessment of student hardship applications for financial assistance.

The Committee ensures decisions are made fairly, transparently, and in alignment with institutional policies and available resources.

## Terms of Reference

1. Review and assess applications for scholarships and financial aid in accordance with approved and published eligibility criteria;
2. Determine the outcomes of student hardship fund applications and monitor annual data on applications;
3. Evaluate and decide upon requests for tuition fee refunds or waivers, including complaints and/or appeals where a recommendation has been made by a relevant Panel or the OIA;
4. Ensure decisions are made equitably, with due consideration to confidentiality, policy compliance, and student circumstances.
5. Monitor trends in hardship and funding needs, and make recommendations to relevant departments for policy or budgetary changes, with a particular focus on equality, diversity and inclusion impacts.
6. Maintain appropriate records of decisions and report summary data to Executive as required.

## Membership

Director of Finance – Chair (*Ex officio*)  
Director of Education or nominee  
Academic Registrar or nominee  
Student support team representative  
Finance Officer – servicing officer

## Quorum

A minimum of three members, to include the Chair.

### Frequency

The group will meet at least three times a year or more frequently as required and dependant on strategic priorities.

### Reporting

Responsibility for reporting shall rest with the Chair. The Committee will report quarterly to the Executive Committee.

### Review of Terms

The Terms of Reference shall be reviewed annually to ensure relevance and alignment with legal and regulatory requirements and sector best practice, as well as aligning with the Institute's Strategic Priorities.

# Appendix 1 Scheme of Delegation

## Introduction

- 1.1 This scheme of delegation seeks to record where authority rests within the Institute for particular types of decisions made in the name of or on behalf of the Institute. It should be read in conjunction with the Articles of Association and Articles of Government, along with the Board Terms of Reference. No such scheme can be absolutely comprehensive, but, in addition to explicitly locating the locus of authority for specific categories of decision, the scheme also forms a frame of reference through which questions about other types of decision may be resolved. Questions should be referred to the Head of Governance and Compliance.
- 1.2 The order of precedence, in the event of any conflict between the Institute's governing documents, is as follows:
  - i. Articles of Association (revised 2023)
  - ii. Articles of Government (revised 2025)
  - iii. Scheme of Delegation;
  - iv. Institute Regulations;
  - v. Institute Policies.
- 1.3 The powers and responsibilities of the Board of Trustees (the governing body of the institution), the Academic Board, and the CEO (Accountable Officer) are as set out in the above referenced documents and the Institute's constitution permits the delegation of powers and responsibilities to other bodies or individuals. While authority and responsibility can be delegated where appropriate, accountability remains with the body or individual making the delegation.
- 1.4 The Scheme will normally be reviewed every four years, or at such other frequency as may be required. However, it is intended to act as a "live" document and any proposed changes should be reported to the Company Secretary (the Head of Governance and Compliance). Nothing in this document prevents the Board of Trustees from adjusting its delegation arrangements, in particular instances or generally, where it considers it appropriate to do so, subject to the requirements of the Articles of Association and the Articles of Government.
- 1.5 For the purposes of this Scheme of Delegation:
  - i. Board means the Board of Trustees, unless otherwise stated;
  - ii. Executive means the members of the Executive Committee of the Institute, including the CEO
  - iii. References to specific bodies and individual posts include successor titles to those bodies and posts, as amended from time-to-time.
- 1.6 The following abbreviations are used in this Scheme of Delegation:
  - Academic Board (AcBo)
  - Audit and Risk Sub-Committee (ARSC)

- Board of Trustees (BoT)
- Director of Finance (DoF)
- Director of Education (DoE)
- Director of People and Culture (DoPC)
- Director of Clinical Training (DoCT)
- Head of Governance and Compliance (HoGC)
- Executive Committee (Exec)
- Education Committee (EdCo)
- Ethics Committee (EthCo)
- Finance Sub-Committee (FSC)
- Staffing and Remuneration Sub-Committee (SARSC)
- Senior Management Group (SMG)
- Chief Executive (CEO)

**Non-delegable Responsibilities of the Board of Trustees** *(see paragraph 4.2 of the Articles of Government)*

1.7 The Following are non-delegable responsibilities of the Board of Trustees:

- The determination of the education character and mission of the Institute;
- The approval of the annual estimates of income and expenditure;
- The responsibility for ensuring the solvency of the Institute and for safeguarding its assets;
- The appointment or dismissal of the Chief Executive, Executive members and the Secretary to the Board;
- The varying or revoking of the Articles of Government or Articles of Association, including amendments to this Scheme of Delegation.

1.8 As the academic authority of the Institute, the Academic Board is responsible to the Board of Trustees for academic governance through the Chair, and specifically for regulating, in accordance with the Quality Handbook (or equivalent as updated from time to time), the admission of students; the curriculum and assessment; the maintenance and enhancement of academic standards; and the award of degrees and other qualifications, together with our Degree Awarding Body. Operational responsibility for these matters may in general be delegated (as illustrated below).

1.9 The Chief Executive is responsible to the Board within the framework laid down by the MI Governance Framework and the Articles of Association and Government as Accountable Officer to the Office for Students, the Institute's Financial Regulations, and this Scheme of Delegation – for the operational management of all aspects of the Institute's work in collaboration with the Executive. The CEO may delegate – and in practice has delegated – responsibility for specific aspects of the Institute's management to members of the Executive and functional leads but retains ultimate responsibility for their work.

- 1.10 Functional Leads are responsible to the Director of Education – and ultimately to the CEO of the Institute – for the leadership and overall management of their respective departments in accordance with their role profiles and the policies and Financial Regulations of the Institute. They may delegate responsibility for specific aspects of department management to tutors, visiting tutors and their direct reports, but retain ultimate responsibility for the management of their departments.
- 1.11 The Finance department is responsible to the Director of Finance – and ultimately to the CEO of the Institute – for the leadership and overall management of this department in accordance with their role profiles and the policies and Financial Regulations of the Institute. The Director of Finance reports to the Executive Committee, to Audit and Risk Sub-Committee, and to the Finance Sub-Committee on a quarterly basis.
- 1.12 Management are responsible to the Board of Trustees (through the Executive and the CEO) for the leadership and overall management of the Institutes services (Finance, Operations and People and Culture etc.) in accordance with their role profiles and the policies and Financial Regulations of the Institute. They may delegate responsibility for specific aspects of service management to Functional Leads but retain ultimate responsibility for the management of their service groups.
- 1.13 For any financial decisions, reference should be made to the Financial Regulations, annually reviewed and approved by the Board of Trustees.
- 1.14 Except as otherwise provided, individuals and bodies in whom authority is vested by this Scheme of Delegation may sub-delegate to others provided that such sub-delegation is consistent with the MI regulations and recorded and reported to the relevant corporate service (for example, Finance in respect of financial authority levels).
- 1.15 The CEO, as the Head of the Institute, has full delegated authority for all day-to-day operations, staffing decisions, internal policy implementation, and financial approvals within the scope of the agreed strategy and budget.
- 1.16 The CEO, as Accountable Officer, is responsible for the operational delivery of all OfS conditions of registration and related regulatory compliance, including but not limited to: statutory data returns, Student Protection Plan, TEF or REF external submissions, and consumer protection.

## **Scheme of Delegation**

### **Governance, Management and Control**

	<b>Final Authority (Approving)</b>	<b>Delegated Authority (Recommending)</b>	<b>Consulted or Informed</b>
Appointment and termination of membership of the Board of Trustees	BoT	-	-
Appointment of the Secretary to the Board of Trustees	BoT	-	-
Amendments to Articles of Association	BoT	-	ARSC (C)
Approval of policies in respect of Board of Trustees membership, terms of office, attendance and performance	BoT	-	-
Approval of the establishment or disestablishment and terms of reference for committees of the Academic Board	CEO (Chair of AcBo)	AcBo	HoGC (C)
Monitoring and evaluation of the effectiveness of the Board of Trustees	BoT	-	HoGC (C)
Monitoring the Institute's Register of Interest	BoT	ARSC	HoGC(C)
Approval of changes to this scheme of delegation	BoT	-	HoGC (C)
Interpretation of this Scheme of Delegation	HoGC	-	-

### Strategic Planning

	<b>Final Authority (Approving)</b>	<b>Delegated Authority (Recommending)</b>	<b>Consulted or Informed</b>
Approval of overall strategy and strategic plan	BoT	Exec	-
Ensuring processes are in place to monitor and evaluate performance and effectiveness of the Institute against the strategic plan	BoT	Exec	-
Approval and Monitoring of Sub-strategies (Education, MarComms, People and Culture, Enterprise and Innovation)	Exec	Directors and relevant Functional Leads	BoT (I)
Approving financial plan	BoT	FSC	Exec (C)
Monitoring performance against the financial plan and the annual budget	BoT	FSC	Exec (C)
Ensuring that the Institute seeks to achieve value for money in its activities	BoT	FSC, ARSC	Exec (C)

### Financial Stewardship

	<b>Final Authority (Approving)</b>	<b>Delegated Authority (Recommending)</b>	<b>Consulted or Informed</b>
Ensuring the solvency of the Institute, including safeguarding of assets	BoT	FSC	DoF, CEO (C)
Approval of annual budget and financial strategy including key financial objectives, targets and associated KPIs	BoT	FSC	DoF, CEO (C)
Appointment of bankers, opening of bank accounts and designation of bank account signatories	BoT	FSC, ARSC	DoF, CEO (C)
Approval of the Annual Report and Financial statements	BoT	ARSC	FSC (C)
Approval of the submission of the Annual Financial Return to OfS	Accountable Officer (CEO)	HoGC/ DoF	FSC, ARSC, BoT (I)

Exercising overall responsibility for the Institute's assets, property and estate	BoT	FSC	-
Ensuring that funds provided by the Office for Students (OfS) are used in accordance with OfS terms and conditions of funding	BoT	FSC, ARSC	Exec (C)
Approval of the Institute's financial portfolio of investments of funds on a medium and long-term basis	BoT	FSC	Exec (C)
Approval of the Institute's capital expenditure plan, and investment appraisal and review the progress against such plans	BoT	FSC	Exec (C)
Approval of the Institute's Financial Regulations	BoT	FSC	CEO (C)
Approving large-scale or significant changes to Institute Management Structures	SARSC	Exec	BoT (C)

### *Audit and Risk Management*

	<b>Final Authority (Approving)</b>	<b>Delegated Authority (Recommending)</b>	<b>Consulted or Informed</b>
Appointment of Auditors	BoT	ARSC	Exec (C)
Establishing and monitoring systems of control and accountability, including financial and operational controls, risk management policies and strategies	BoT	ARSC	Exec
Safeguarding the good name and values of the Institute	BoT	-	-
Regular review of internal audit arrangements, if in place, and as relevant appointment and removal of the internal auditors	ARSC	DoF	BoT (C)
Ensuring effective arrangements for the management of statutory and regulatory data returns	ARSC	-	Exec (C)

### *Operations and Health and Safety*

	<b>Final Authority (Approving)</b>	<b>Delegated Authority (Recommending)</b>	<b>Consulted or Informed</b>
Ensuring the fulfilment of legal requirements regarding the health and safety of staff, students and third parties on Institute owned or operated premises	BoT	Exec/AcBo	-
Approval of policies pertaining to health and safety and operational matters	BoT	Exec	AcBo (C)
Monitoring the implementation of policies pertaining to health and safety and operational matters	SARSC	Exec	BoT (I)
Approval of policies relating to institutional operational matters covering both staff and students, including Sexual Harassment and Misconduct, Data Protection and other similar matters	Exec	Any	SARSC, BoT (I)

Approval of the EDI Strategy and associated policies and procedures	Exec	EDI	BoT (I), SARSC (I), ARSC (I) , AcBo (C)
---	------	-----	---

### Employment and Staffing

	Final Authority (Approving)	Delegated Authority (Recommending)	Consulted or Informed
Approval of main features of terms and conditions of employment	SARSC	Exec	BoT (C)
Appointment of casual (non- contracted) staff	CEO	DoPC	Relevant Functional Leads (C)
Authority to terminate an employment contract	CEO	DoPC	Relevant Functional Leads (C)
Approval of Annual Pay Rise	BoT	SARSC	-
Overtime payments	CEO	DoF, DoPC	Relevant Functional Leads (C)
Approval of early retirement	CEO	DoPC, DoF	Relevant Functional Leads (C)

### Property, Transactions and Capital Projects

	Final Authority (Approving)	Delegated Authority (Recommending)	Consulted or Informed
Approval of Estates strategy and capital programme	BoT	FSC	DoF, Exec (C)
Acquisition, construction, refurbishment and disposal of buildings (and acquisition and disposal of land)	BoT	FSC	DoF, Exec (C)
Leasing of properties	BoT	FSC	Exec (C)

### Academic

	Final Authority (Approving)	Delegated Authority (Recommending)	Consulted or Informed
Admissions policy	Exec	-	AcBo (C)
Monitoring the delivery of academic quality through reports from the Academic Board on the activities of the Academic Board	BoT	AcBo	-
Reviewing at least annually a monitoring report on Academic Quality and Standards (Education Report)	BoT	AcBo	Exec (I), EdCo (C)
Ensuring Academic Board's approach to enhancement of the student experience is robust and aligned with strategy	Exec	AcBo	EdCo (C)
Ensuring on the basis of reports from the Academic Board that the standards of awards delivered by the Institute have been appropriately set and maintained	BoT	AcBo	EdCo (C)
Approval of new programmes of study	Exec	AcBo	EdCo (C)
Approve, monitor and review academic regulations and policies, including those relating to the assessment of students	AcBo	EdCo	Degree Awarding Body (I) Exec (I) JSSC (C)

			EthCo (C as relevant) EDI (C)
Approval of processes for the conferment and rescinding of awards	AcBo	EdCo	Degree Awarding Body (C)
Approval of tuition fees	BoT	FSC	Exec (C)
Approval of external submissions for TEF and REF if applicable	Exec	AcBo	BoT (I)
To ensure adequate provision for the general welfare of students	BoT	Exec	AcBo (C)
Determination of appeals by students	DoE	Registrar – through an Appeals Panel	Heads of Programme, CEO (I)
Determination of Fitness to Practice and Appeals against Fitness to Practice	CEO	Chair of Ethics Committee	Heads of Programme (I)
Determination of cases of Academic Misconduct	CEO	Registrar through Academic Misconduct Panel	Heads of Programme (I)
Award of bursaries and scholarships	Exec	Student Fees, Funding and Hardship Committee	Registrar (C), Heads of Programme (I)
Exclusion for academic reasons	CEO	Registrar through Academic Misconduct Panel	Heads of Programme (C & I)
Exclusion for disciplinary reasons	CEO	Registrar through Misconduct Panel	Heads of Programme (C&I)
Approval, monitoring and reviewing a Student Protection Plan to protect the interests of students in the event that the Institute has to change or close a course, withdraw from an area of activity, or exit the higher education market	BoT	Exec	AcBo (I), Validating Partner (I), ARSC (C),

### Financial Transactions

	Final Authority (Approving)	Delegated Authority (Recommending)	Consulted or Informed
Bids and tendering	Exec	DoF	BoT, FSC (C)
Approval / Dissolution of subsidiary companies	BoT	FSC	Exec (C)
Borrowing	BoT	FSC	Exec (C)

### Legal Matters

	Final Authority (Approving)	Delegated Authority (Recommending)	Consulted or Informed
Locking the Institute into budgeted contractual commitments	Exec	-	SMG (C)
Ensuring that systems are in place for meeting all the Institute's legal obligations, including those arising from contracts and other legal commitments made in the institution's name	BoT	ARSC, SARSC, FSC	Exec, AcBo (C)

Acting as trustee for any property, legacy, endowment, bequest or gift in support of the work of the Institute	BoT	FSC	CEO, DoF (C)
Ensuring that the Institutes Governance Documents including the Articles of Association and Articles of Government are followed at all times and that appropriate advice is taken to enable this to happen	BoT	HoGC	Exec (C)
Approval of the creation and winding-up of any Institute subsidiary company	BoT	FSC	-
Making new, amending or repealing the Instrument and Articles of Government	BoT	HoGC	Exec (C)
Signing of contracts and deeds of any nature	See Financial Regulations. Normally, actions of this nature require the signature of any two delegates of the BoT	-	-
Agreeing Institute insurance levels and scope, including assurance of the effectiveness of those arrangements	ARSC	Exec	FSC (C), BoT (I)
Ensuring that systems are in place for meeting all the Institutes regulatory obligations	BoT	ARSC	Exec, AcBo (C)

## Appendix 2

### CUC Compliance – Quick Guide

A list of key areas where the institute has identified partial or non-compliance with the CUC Code, and provides an explanation for the approach currently being taken.

CUC Requirement	Level of Compliance (Full/Partial/Non Compliant)	Explain
All members of the governing body (including students and staff members) share the same legal responsibilities and obligations as other members, so no one can be routinely excluded from discussions. All members have a duty to record and declare any conflicts of interest.	Partial	The Articles of Association indicate that the student trustee shall be entitled to attend and vote <b>as if a member</b> at all meetings, other than in relation to student trustee excluded matters. While the Student Trustee. The Student Trustee is not routinely excluded from discussions but some matters, (for example staffing or disciplinary matters).
Governing bodies must, as far as practicable, conduct their affairs in an open and transparent manner. This includes publishing accurate information on the use of public funding, value for money and other performance information on their websites, as well as any other information that supports regulatory compliance and accountability to all stakeholders.	Partial	The Board of Trustees conducts its affairs in an open and transparent manner, with the minutes of BoT meetings published online. Redaction is kept to a minimum and used only in instances where there is a commercial or related sensitivity, or otherwise as required by legal obligations.
The governing body must take practical steps to ensure that the Students' Union or association operates in a fair, democratic, accountable and financially sustainable manner.	Not compliant - comply or explain	The Articles of Association actively refer to the absence of a student association, predicated on the small size of the institute and the nature of its student body made largely of post-graduate students. There is a Student Trustee on the Board of Trustees, but no student association has been formed. Work on developing and setting up the association has been started and will be informed by this element from the outset and any constitutional documents approved directly by the Board of Trustees. Student representation is actively engaged across all levels of decision making at the Institute.
If a governing body decides it is appropriate to remunerate governing body members and this is permitted in its constitution, it must ensure that payments are commensurate with the duties carried out, are reported in the audited financial statements, are consistent with charity and employment law, and reflect the institution's values and ethos.	N/A	Per its Articles of Association and Articles of Government Metanoia's Trustees are Charity Trustees and cannot be remunerated. Reasonable expenses are settled in line with financial policies.

<p>The governing body also needs to consider the benefits of appointing a Senior Independent Governor (SIG) or equivalent role and explain the rationale for decisions made in this regard. Their role is seen in other sectors as an important aid to good governance; to help advise the Chair, to be an intermediary for other Board members and to help facilitate an annual appraisal of the Chair. The role of the SIG is different to the Deputy Chair, who should be part of the leadership of the Board and deputise for the Chair as well as take on specific duties which are assigned to them. The SIG should be a voice and a sounding board for other governors to sense-check the effectiveness of the governance arrangements, and to formally lead the appraisal of the Chair (and the Deputy Chair).</p>	<p>Not compliant - comply or explain</p>	<p>We do not currently have a Senior Independent Governor identified among the Trustees - as a registered charity and per our Articles of Association and Government we have a Board of Trustees who are entirely independent. To date it has not been considered practicable to ensure that one of the Trustees apart from the Chair be appointed as Senior. We do however have a Vice-Chair. This will be regularly reviewed and reconsidered by the Board.</p>
--	--	---

## POLICY COVER

**Section 1 - to be completed by policy proposer and forwarded to Committee Servicing Officer.**

<b>Policy Title:</b>	Governance Handbook
<b>Author:</b>	Head of Governance and Compliance
<b>Rationale:</b> <i>Outline the purpose of the policy, and its scope e.g. credit-bearing provision</i>	Codifying the institute's Governance Framework, Terms of Reference and Memberships of the BoT and its sub-committees, defining a formal scheme of delegation for the institute's business.
<b>Consultation undertaken:</b> <i>List all groups and/or committees where consultation was undertaken e.g. students, administration, external advisor, QSC, etc.</i>	The Handbook codifies existing practice with some enhancements to Terms of Reference as recommended by the governance review.
<b>Resource implication:</b> <i>Outline the potential financial, human and technological resource implication of the policy</i>	None

## DOCUMENT CONTROL

**Section 2 - to be completed by receiving committee.**

<b>Recommending committee:</b>	Executive
<b>Approving Committee:</b>	Board of Trustees

<b>Approved:</b>		<b>Date for adoption:</b>	
------------------	--	---------------------------	--

<b>Version and document Code:</b>	V. 1	<b>Date for review:</b>	
-----------------------------------	------	-------------------------	--