



Oakswood College

Empowering Through Education



Oakswood Governance

Terms of Reference and Scheme of Delegation

PROMOTING EXCELLENCE • ENSURING COMPLIANCE
SUPPORTING OUR COMMUNITY



GOVERNANCE



QUALITY



COMPLIANCE



EXCELLENCE



Oakswood College
Empowering Through Education

(Trading name of Oakswood Group Ltd)

Board of Governors

Terms of Reference and Scheme of Delegation

Document Control & Version History

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Related Appendices	Board Committee Terms of Reference; Delegated Authority Matrix; Governance Structure Chart
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Table of Contents

1. Purpose.....	1
2. Authority.....	1
3. Responsibilities of the Board.....	1
4. Matters Reserved for the Board	1
5. Board Committees	1
6. Board Membership	1
7. Appointment, Tenure and Removal	1
8. Conduct and Conflicts of Interest	1
9. Meetings and Quorum	1
10. Governor Development and Effectiveness.....	1
11. Relationship with Executive Management and Academic Board	1
12. Scheme of Delegation.....	1
13. Board Assurance Framework.....	1
14. Review of these Terms of Reference and Scheme of Delegation	1

1. Purpose

The Board of Governors is the supreme governing body of Oakwood College and is collectively responsible for the strategic direction, academic integrity, financial sustainability, and regulatory compliance of the institution.

The Board provides independent oversight to ensure that the College operates in the best interests of its students, staff, stakeholders, and the wider public interest.

2. Authority

The Board of Governors derives its authority from the governing instruments of Oakwood College and operates in accordance with applicable regulatory expectations.

The Board of Governors:

- Determines the institutional mission, strategy, strategic priorities, and long-term objectives.
- Holds ultimate accountability for institutional activities, and statutory and legal regulatory compliance
- Oversees institutional performance and ensures appropriate governance, risk management, and internal control arrangements
- Acts in accordance with good governance practice
- Retains powers that cannot be delegated
- Delegates authority where appropriate through the **Scheme of Delegation contained in this document**

The Board delegates **academic governance authority to the Academic Board**, which is responsible for academic standards, academic quality, and the student academic experience.

3. Responsibilities of the Board

The Board is collectively responsible for the effective governance, strategic oversight, and sustainability of Oakwood College, and has a regulatory duty to ensure the interests of students are protected.

The Board receives academic assurance from the Academic Board regarding the quality of academic provision and student academic experience.

In summary, the Board's areas of responsibility are:

- Strategy and Organisational Sustainability

- Financial Health & Oversight
- Protecting the Interests of Students
- Ensuring that students receive a High-Quality Academic Quality & Standards and Student Experience
- Institutional Risk Management
- Legal, Statutory and Regulatory Compliance
- Ensuring Good Governance and Ethics in the institution

Below can be found details of how the Board meets each of these responsibilities:

Key Responsibility	How the Board meets this responsibility (what it is responsible for)
3.1 Strategy and Organisational Sustainability	<ul style="list-style-type: none"> • Approving the College's mission, strategic plan, and long-term objectives • Setting the long-term academic and business strategy • Monitoring institutional performance against agreed strategic priorities and key performance indicators • Ensuring the long-term sustainability and viability of the institution
3.2 Financial Health and Oversight	<ul style="list-style-type: none"> • Approving the annual budget and financial forecasts • Approving audited financial statements • Ensuring the financial sustainability and solvency of the institution • Approving significant capital expenditure and major investments • Ensuring value for money and effective use of resources
3.3 Protecting the Interests of Students	<ul style="list-style-type: none"> • Protecting the interests of current and prospective students • Ensuring appropriate arrangements are in place for student protection • Receiving assurance from the Academic Board that appropriate arrangements are in place to safeguard and enhance the student's academic experience • Ensuring institutional strategy and resource allocation support high-quality student outcomes • Monitoring arrangements for student engagement and representation • Supported by Academic Board, monitoring outcomes from student cases (eg complaints)
3.4 High-Quality Academic Quality and Standards and Student Experience	<p>Operational oversight of student experience, welfare, and wellbeing is delegated to the Academic Board and its relevant committees, in accordance with the Scheme of Delegation.</p> <p>The Board is responsible for receiving assurance that appropriate academic governance arrangements are in place to safeguard</p>



	<p>academic quality and standards and to ensure a high-quality student experience.</p> <p>The Board will:</p> <ul style="list-style-type: none"> • Receive assurance from the Academic Board regarding academic governance arrangements • Ensure appropriate structures exist to safeguard academic standards and the quality of learning opportunities • Receive assurance regarding assessment, awards, and academic partnerships • Ensure alignment with relevant national quality frameworks and regulatory requirements • Ensure that the Student Voice is facilitated throughout the institution
<p>3.5 Risk Management</p>	<ul style="list-style-type: none"> • Overseeing the institution’s risk management framework • Ensuring effective internal control systems • Monitoring strategic, operational, financial, and academic risks • Ensuring effective audit and assurance arrangements
<p>3.6 Legal, Statutory and Regulatory Compliance</p>	<p>The Board is responsible for ensuring that the College operates in accordance with relevant legal and regulatory requirements, including:</p> <ul style="list-style-type: none"> • Compliance with requirements of the Office for Students • Compliance with consumer protection law and requirements of the Competition and Markets Authority • Compliance with OfS regulatory conditions, including Condition E6 • Compliance with the Higher Education (Freedom of Speech) Act 2023 • Compliance with the Prevent Duty • Ensuring due regard for the Public Sector Equality Duty
<p>3.7 Governance and Ethics</p>	<ul style="list-style-type: none"> • Upholding high standards of governance, integrity, and transparency • Ensuring all governors meet Fit and Proper Persons requirements • Promoting ethical behaviour and institutional values • Ensuring effective governance structures and oversight arrangements

4. Matters Reserved for the Board

The following matters are reserved for the Board and may not be delegated:

- Approval of the **institutional strategy/Strategic Plan**
- Approval of the **annual budget and financial statements, and financial monitoring of the institution**
- Approval of the **Business Continuity Plan**
- Changes to the **Structure of the Board**
- Appointment and removal of **Governors**
- Appointment of the **Chair and Vice-Chair**
- Approval of **Board and Committee Terms of Reference**
- Approval of the **Academic Board Terms of Reference**
- Approval of the **Scheme of Delegation**
- Approval of major institutional decisions involving **significant strategic or financial risk**

5. Board Committees

The Board may establish committees to support the effective discharge of its governance responsibilities.

Board committees:

- Operate under delegated authority from the Board
- Have written **Terms of Reference approved by the Board**
- Provide regular assurance reports to the Board
- Do not exercise executive management authority

The Board currently operates the following committees:

- Audit and Risk Committee
- Finance and Resources Committee
- Operations and Digital Transformation Committee

6. Board Membership

Composition

The Board shall comprise a mix of **External and Internal Governors**, with External Governors forming the majority.

- The **Chair must be an External Governor**
- Committee Chairs should normally be External Governors

The detailed composition of the Board is determined through the **Governor's Recruitment, Selection and Appointment Procedure**.

7. Appointment, Tenure and Removal

Governors are appointed in accordance with the **Board of Governors Recruitment, Selection and Appointment Procedure**.

- Governors normally serve **a term of up to three years**
- A maximum of **two consecutive terms** will normally be served
- In exceptional circumstances, a further **one-year extension** may be approved

Removal or suspension of a Governor shall follow due process in accordance with the **Board of Governors Code of Conduct**.

8. Conduct and Conflicts of Interest

All Governors must:

- Act in the **best interests of the Oakswood College**
- Exercise **independent judgement**
- Declare and manage **conflicts of interest**
- Adhere to the Oakswood College **Board of Governors' Code of Conduct**

A 'Conflicts of Interest Register' is maintained by the College that records interests declared by members of the Board of Governors. 'Declaration of Interests' is a standing agenda item at all Board meetings and takes place prior to the commencement of any business, so that any conflicts can be identified and managed appropriately prior to any discussion or decision-making.

9. Meetings and Quorum

- The Board shall meet **at least four times per academic year**
- Quorum for decision making shall be **50% of members**, including at least one External Governor

- Decisions shall normally be made by **majority vote**
- Minutes of meetings shall be **formally recorded** and **published where appropriate on the College website**, with sensitive information redacted appropriately.

10. Governor Development and Effectiveness

The Board shall ensure:

- Appropriate **induction for all new Governors takes place in accordance with the Board of Governors Induction & Onboarding Procedure**, which shall be facilitated by the Senior Management Team
- That all members demonstrate engagement with ongoing **training and development**
- That an annual **review of Board effectiveness** takes place, to support the Board in identifying areas of strength and areas requiring strengthening or attention, and ensure ongoing fitness for purpose

The following mechanisms are in place to support the Board of Governors to ensure it is operating effectively:

- The Oakwood College Board Skills Matrix
- The Board of Governors Effectiveness Review
- Fit and Proper Persons Policy
- Fit and Proper Person Declaration

11. Relationship with Executive Management and Academic Board

The governance structure of Oakwood College is based on a clear separation between **governance and management** to ensure that there is independent oversight of the operations and management of the College, set and independently assure the strategic direction and plans of the College, and that the College is compliant with its legal, statutory and regulatory obligations and duties.

- **Board of Governors**
 - Sets **overall institutional strategy**, informed by the Executive Management and Academic Board as relevant.
 - Provides **oversight and assurance**
- **Senior Management Team**



- Responsible for **day-to-day operations and institutional management**, including **decisions regarding staff employees** and ensuring those regarding students are made in accordance with the applicable and relevant **student-related policies and procedures**.
- **Academic Board**
- Responsible for the **academic governance of the College, including:**
 - **Learning & Teaching strategy**
 - **the approval of academic and academic-related policies and processes, and**
 - **the majority of student-related policies and procedures** (excepting those requiring approval by the Board of Governors eg Emergency Student Exclusion & Suspension)
- Oversees **academic standards, quality**, and the **student academic experience**
- Operates in a management and advisory capacity, reporting to the Board and making recommendations as appropriate within its remit.

12. Scheme of Delegation

The Board of Governors delegates authority to the Executive Management, Board sub-Committees, and the Academic Board as follows:

Board of Governors	
Board of Governors retains authority over:	
<ul style="list-style-type: none"> • Institutional strategy • Financial sustainability • Governance oversight • Regulatory compliance 	
Board sub-Committees	
<ul style="list-style-type: none"> • Provide oversight and assurance in their respective areas. 	
Audit and Risk Committee	Key Responsibilities: <ul style="list-style-type: none"> • Risk management • Internal control • Audit oversight
Finance and Resources Committee	Key Responsibilities: <ul style="list-style-type: none"> • Financial planning



	<ul style="list-style-type: none"> Budget monitoring Resource allocation
Operations and Digital Transformation Committee	Key Responsibilities: <ul style="list-style-type: none"> Operational performance Estates and infrastructure Digital transformation strategy
Academic Board	
<p>The Academic Board may establish sub-committees to support its work and approve their Terms of Reference. Following are Academic Board sub-committees:</p> <ul style="list-style-type: none"> Student Experience & Welfare Committee Quality & Standards Committee 	Key responsibilities: <ul style="list-style-type: none"> Academic standards Academic quality assurance Programme approval and review Assessment and awards Student academic experience Wider student experience
Senior Management Team (SMT)	
<p>The Senior Management Team carry out the College's executive management and ensure the smooth running of the day-to-day operations of the College</p>	Key responsibilities: <ul style="list-style-type: none"> Day-to-day executive management of the College Operational implementation of strategy Management of staff and institutional resources Keeping the Board of Governors informed and supporting it to ensure the College's legal, statutory and regulatory obligations and duties are met

13. Board Assurance Framework

The Board of Governors operates a structured assurance framework to ensure that it receives sufficient information and evidence to discharge its governance responsibilities effectively.

The Board receives assurance through the following mechanisms as set out in the table below:

ASSURANCE MECHANISM	HOW THIS WORKS IN PRACTICE
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1. Board Sub-Committee Assurance	Board sub-Committees provide formal reports and recommendations to the Board following each meeting. These reports summarise key discussions, risks, decisions, and matters requiring Board attention.
2. Academic Assurance	The Academic Board assures the Board of Governors regarding: <ul style="list-style-type: none"> • Academic standards • Academic quality and enhancement • Programme approval and review • Assessment and awards • The student academic experience This assurance enables the Board to fulfil its responsibilities for academic governance while respecting the Academic Board’s delegated authority.
3. Senior Management Reporting and Liaison	Senior Management provides regular reports to, and liaises with, the Board covering: <ul style="list-style-type: none"> • Institutional performance • Strategic delivery • Student outcomes • Financial performance • Operational risks These reports and liaisons allow the Board to monitor the effective implementation of institutional strategy.
4. Risk and Audit Assurance	The Audit and Risk Committee provide independent oversight of: <ul style="list-style-type: none"> • Institutional risk management • Internal control systems • Internal and external audit findings • Compliance with regulatory requirements This supports the Board in ensuring that the College maintains a robust assurance framework.
5. Regulatory Compliance Monitoring	The Board receives periodic reports confirming compliance with relevant regulatory frameworks, including those of the Office for Students and other applicable legal obligations.
6. Annual Governance Effectiveness Review	The Board undertakes periodic reviews of its own effectiveness to ensure that governance arrangements remain appropriate and effective.

14. Review of these Terms of Reference and Scheme of Delegation

These Terms of Reference and the Scheme of Delegation shall be reviewed:



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- To be reviewed annually
- Earlier if required by regulatory or organisational changes

Any amendments require **formal approval by the Board of Governors.**