

College of Legal Practice Limited

Company No: 11734212

Corporate Governance Code

Adopted 22 May 2019

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A. GOVERNANCE OVERVIEW

1.1 Corporate Governance Code

This Corporate Governance Code explains the College of Legal Practice Limited's (the Company's) commitment to corporate governance. It is not an "all inclusive" document and should be read as a broad expression of principles and internal governance rules. The Board of Directors ("the Board") maintains and requires that management maintains, the highest level of corporate ethics.

The Company is a private company limited by shares and a wholly owned subsidiary of Col Hold Co Pty Limited (which is a member of the College of Law Australia (a registered Australian charity) group of companies ("the College of Law Group"). As an unlisted company, the Company is not required to comply with the UK Corporate Governance Code published by the Financial Reporting Council but in compiling this Charter, the Board has adopted many of the key principles of the Code, in addition to drawing from the CUC Higher Education Code of Governance (Revised June 2018)(as applicable to a non-charitable higher education provider) and the Public Interest Governance Principles (OfS).

This Corporate Governance Code also recognises the legal and compliance responsibilities of the College of Law Group.

The Board shall comprise:

- a non-executive chair;
- the Chief Executive of the College of Law Group ("the Group Director"); and
- such other executive and non-executive directors as may be appointed by Col Hold Co Pty Limited from time to time.

The Board shall be supported in its function by the Company Secretary of the College of Law Group (the "Group Company Secretary") who shall monitor compliance with and provide guidance to the Board on their compliance with this Corporate Governance Code, taking advice from UK advisers on compliance with UK Company Law, as may be required from time to time.

There shall be a Senior Executive comprising the Interim Chief Executive and the Director of Development and such other individuals as may be appointed by the Board and designated as members of the Senior Executive from time to time and to whom the Board shall delegate the day to day operations of the Company.

The Board will review this Corporate Governance Code on an annual basis and make such changes as are appropriate.

1.2 The Company's Articles of Association

The Company's Articles of Association ("the Articles") are the Company's key governance document. The Board ensures it and the Company complies with the provisions of the Articles.

B. RISK MANAGEMENT

2.1 Risk Reporting

The Company is committed to high standards in Risk Management.

The Senior Executive is charged with implementing an appropriate risk management framework including a Risk Register which is monitored by the Audit, Risk and Compliance Committee (once established) and approved by the Board. Aspects of this process may be delegated.

Risk reporting is a standing Agenda item at meetings of the Senior Executive. The Senior Executive reports to the Board at each Board meeting on any significant risk matters. Once established, such reporting shall also be integrated into the work of the Audit, Risk and Compliance Committee.

Once established, and in line with the provisions of their Terms of Reference, the Audit, Risk and Compliance Committee will review and report to the Board on the Company's ongoing risk management program.

C. THE BOARD

3 THE ROLE OF THE BOARD

3.1 Board Accountabilities

The UK *Companies Act 2006* clearly establishes that the Board is ultimately responsible for all matters relating to the running of the Company.

The Board is ultimately responsible under the Articles for the management of the business of the Company and to do all things necessary in order to carry out the objectives of the Company.

It delegates management functions in general to the Senior Executive and to select senior managers for specific purposes and it is the role of the Senior Executive and other delegates to manage the Company in accordance with the directions of the Board.

It also authorises the Programme Committee to oversee all curriculum, academic policy and quality matters, while retaining ultimate authority in those areas.

3.2 Board Functions and responsibilities

Without intending to limit the general role of the Board referred to above, the specific or principal functions and responsibilities will include:

- (a) Promoting ethical and responsible decision making;
- (b) Monitoring compliance with all relevant laws, tax obligations, regulations, accounting standards and significant Company policies;
- (c) Acting as an interface between the Company and stakeholders;
- (d) Setting the goals of the Company, including short, medium and long term objectives;
- (e) Providing the overall strategic direction of the Company;
- (f) Approving all policies governing the operations of the Company;
- (g) Appointing and approving the terms and conditions of the appointment of the members of the Senior Executive;
- (h) Reviewing and providing feedback on the performance of the Senior Executive and other selected executive Directors;
- (i) Approving the terms of appointment and/or removal of the Company Secretary (if one is appointed);
- (j) Developing Board and Executive management and succession planning;
- (k) Ensuring a clear relationship between performance and remuneration of the Senior Executive;
- (l) Conducting its business in accordance with best practice in higher education corporate governance;
- (m) Establishing and determining the powers and functions of the committees of the Board;
- (n) Approving major operating plans, including, but not limited to, the Annual Business Plan, the three-year Strategic Plan, the five-year forecast, the overall Risk Management and Compliance Strategy, the Programme Plan, and the IT Plan;
- (o) Approving the annual Budget and monitoring the operating and financial performance of the company;
- (p) Approving and monitoring capital management and investment strategies;
- (q) Approving all joint ventures and/or acquisitions;
- (r) Receiving assurance that adequate provision has been made for the general welfare of students;
- (s) Overseeing the development, review and compliance with policies and practices on legal and regulatory requirements including without limitation the Higher Education Prevent Duty in England, Health and Safety, Data Protection.
- (t) Taking such steps as are reasonably practicable to ensure that freedom of speech within the law is secured across the Company.
- (u) Reviewing the progress and performance of the Company in meeting its objectives including reporting the outcomes of quarterly, half-yearly and annual reviews;

- (v) Ensuring that in accordance with the Articles, Programme staff while engaged in research or teaching have freedom within the law to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or privileges they may have within the Company; and
- (w) Overseeing the integrity of the accounting and corporate financial reporting systems.

3.3 The Role of the Senior Executive

The Board will carry out its functions by operating with and through the Senior Executive and by delegating specific powers and responsibilities as contained in section 19, "Role of the Senior Executive".

4 BOARD STRUCTURE

4.1 General Principles

The Company's Board is structured to add value. Good governance principles require independence, transparency and flexibility.

The Board is also cognizant of its corporate social responsibility including the principles of diversity and will incorporate such principles in its policies as they are developed over time.

The Board considers the current Directors have an appropriate mix of skills to enable the Board to effectively discharge its responsibilities.

The Board will maintain under regular review the effectiveness of the composition of the Board, from time to time, in order to comply with the relevant legislation, regulations and standards which impact on the field of higher education and to meet best practice principles associated with corporate governance more generally and realistic criteria for skills required on the Board at a particular time or for a particular purpose. The Board will ensure that its size, composition, diversity, skills mix, and terms of office of the Directors remains at all times appropriate for the nature, scale and complexity of the Company.

In accordance with good governance practice and anticipation of the Company's registration as an Approved provider with the English higher education regulator, the Office for Students, the Board will at all times ensure that all Directors, the Senior Executive and other employees of the Company with senior management responsibilities, and any other individuals exercising control or significant influence over the Company, are fit and proper persons.

A fit and proper person is a person which is:

- (a) is of good character,
- (b) has the qualifications, competence, skills and experience which are necessary for their role
- (c) is able by reason of their health, after reasonable adjustments are made, to perform properly the tasks of the office or position for which they are appointed; and
- (d) 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.

All Directors must have the following:

- A deep commitment to the Company's values and objectives
- Availability (time to devote to the Company and no conflicts of interest)
- Board governance insight and preferably some experience
- Financial Literacy
- Strategic imagination
- Collaborative and collegiate boardroom style

In compliance with the requirements of a provider registered with the Office for Students, the Board shall ensure that its size, composition, diversity, skills mix, and terms of office are

appropriate for the nature, scale and complexity of the Company's business including, without limitation, the ability to assess trends and risks in the legal services education market.

4.2 Vacation of Office

It is envisaged that the Directors will remain on the Board until required to vacate the office pursuant to the Company's Articles¹. The terms and conditions for Directors are contained in their respective letters of appointment.

If it is necessary to appoint a Director for shorter periods of time to reflect necessary expertise or skills on the Board, it is anticipated that this situation will be clearly identified in the relevant Director's letter of appointment.

5 COMMITTEES

5.1 Generally

The Board will as soon as reasonably practicable establish the following committees, all of which will act in advisory capacity only:

- (a) Audit, Risk & Compliance Committee
- (b) Programme Committee
- (c) Nominations & Governance Committee
- (d) Remuneration Committee

Each Committee is established under the Company's Articles and shall comprise at least one Director and shall have terms of reference approved from time to time by the Board. A copy of the current terms of reference are appended at Appendix 1.

These Committees are established in order to improve Board efficacy and to facilitate concentrated skill and effort in certain areas. However, these Committees do not abrogate any Directors from their responsibilities. Directors are entitled to attend any Committee meeting.

6 BOARD MEETINGS

6.1 Generally

The Board meetings and agenda are fundamental governance processes. The Board meeting is critical as it is the main opportunity for Directors to:

- (a) obtain and exchange information with senior managers;
- (b) obtain and exchange information with each other; and
- (c) make decisions.

The Board meeting agenda is important as it shapes the information flow and subsequent discussion.

6.2 Meeting Frequency

Unless otherwise agreed, the Board will meet at least four times per year. This will include an Annual Planning/Strategy meeting. A schedule of the meeting dates will be approved at the start of each year.

Alternatively, a Board meeting can be convened under the Articles when a Director so requests. In such situations, at least seven days' written notice of a meeting must be given unless it is an emergency meeting.

Meetings will be convened face to face, by teleconference or video conferencing link.

6.3 Attendees

Attendees will comprise all the Directors and the Group Company Secretary. In addition, senior managers scheduled to give presentations and other parties needing decisions to be taken by

¹ Article 7.1 of the Company's Articles

the Board will be invited for the whole or any relevant part of the meeting. Similarly, the Chair or a majority of Directors may request the attendance at any meeting of the Board any person who, in their opinion, may be able to assist the Board in any matter under consideration.

6.4 Quorum

Two Directors will constitute a quorum at a meeting of Directors.

6.5 Conduct of Meetings

The Chair will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. As such, the Chair will:

- (a) enquire of Directors at the commencement of each meeting whether they have any interest that needs to be declared;
- (b) ensure that all Directors are heard;
- (c) retain sufficient control to ensure that the authority of the Chair is recognised. This may require a degree of formality to be reintroduced when it is required to make progress;
- (d) take care that the decisions are properly understood and well recorded; and
- (e) ensure that the decisions and debate are completed with a formal resolution recording the conclusions reached.

In the case of an equality of votes, the Chair has a casting vote in addition to a deliberative vote.

7 BOARD AGENDA AND PAPERS

7.1 Agenda Format

An agenda will be prepared for each Board and Committee meeting. The Board meeting agenda will be established through the agency of executive staff, guided by the Board of Directors, including meeting administration matters, items of special business, business reports, general business and any other such items as deemed necessary for the Board.

The standing business at meetings of the Board shall include considering:

- Minutes and reports from any sub-committees reports from executive officers;
- The Corporate Risk Register;
- Financial performance;
- Applications and enrolled student numbers;
- Outcomes of reviews from external agencies; and
- Regulatory matters including correspondence from the Office for Students or other regulatory bodies;

7.2 Board Papers

The Senior Executive and the Group Company Secretary are responsible for the preparation and circulation of Board Papers.

All Board Papers will be circulated to Directors to arrive a minimum of six days before the Board meeting by electronic means. Hard copies will be made available upon request.

No papers requiring consideration or decision can be tabled at the Board meeting, except with the approval of the Chair or by resolution of the Board. Papers including presentations to be tabled at the Board meeting need to be brought to the attention of the Group Company Secretary at least one day prior to the Board meeting.

Papers should clearly identify by reference to a draft resolution whether they are information papers or decision papers. Therefore, decision papers should commence with the recommended resolution.

Lengthy submissions and reports shall contain a brief 1-2 page executive summary.

8 BOARD MINUTES

8.1 In General

Minutes of the previous meeting, together with minutes of any committee meeting requiring report to the Board, will be included in final draft form with the Board papers for noting and adoption.

8.2 Matters to Be Recorded

Minutes will contain a brief reference to relevant Board Papers tabled plus the official resolution adopted by the Directors.

All decisions will be recorded in the minutes by means of a formal resolution.

Where the draft resolution as recommended in the Board Papers is not adopted then a summary of the reasons for the alternative course of action is noted in the minutes.

Similarly, other significant points raised by Directors but not covered in the papers are to be noted.

8.3 Adoption of Minutes

Minutes will be prepared in draft form by the Group Company Secretary and provided to the Chair within the week following the meeting. Once the draft minutes have been approved by the Chair, the Group Company Secretary will circulate the draft minutes to all Directors for their review and comment.

At the Senior Executive's discretion, an extract or elaboration of the minutes may be circulated for the purposes of communicating decisions within the organisation.

Once the minutes have been adopted by the Board they cannot be amended. Once adopted, the Minutes will be signed by the Chair and retained in the Company's Minute Book.

8.4 Records Maintenance

The Group Company Secretary will maintain a complete set of Board Papers and Minutes of Board Meetings at the College of Law Group's head office. These papers are maintained both for the Company as a whole and the Directors individually.

In addition, the Company's Statutory Registers as required by the *Companies Act 2006* will be maintained at the Company's registered office. Such Registers comprise:

- the register of members
- the register of directors
- the register of people with significant control (the PSC register)
- the register of directors' residential addresses, and
- the register of secretaries

9 STRATEGY DEVELOPMENT

9.1 Corporate Strategy Document(s)

Corporate Strategy documents and plans will be updated and approved by the Board each year and will ensure that the Company plans are in line with its financial model and that the Company will have sufficient financial resources to fulfil the conditions of the Office of Students to: -

- be financially viable;
- financially sustainable;
- have the necessary financial resources to provide and fully deliver the courses as it has advertised and as it has contracted to deliver them; and
- have the necessary financial resources to continue to comply with all conditions of its registration

The Board will involve the Senior Executive in the development by it of all strategy documents and financial plans of the Company and which will be subject to the formal approval of the Board.

D. BOARD DIRECTORS

10 DIRECTOR PROTECTION

10.1 General Principles

As a general rule, a Director has three key areas of protection:

- (a) the right to information;
- (b) the right to be indemnified out of the assets of the Company for specific risks of being a Director; and
- (c) the benefit of insurance against specific risks of being a Director.

As a matter of policy, the following provisions in relation to Director protection will apply.

10.2 Information Seeking Protocol

Directors will adhere to the following protocol when seeking information:

- (a) Approach the Senior Executive to request the required data;
- (b) If the data is not forthcoming, approach the Chair; and
- (c) If a resolution is still not forthcoming, write a letter to all Board members and the Senior Executive detailing the information required, purpose of the information, and who the Director intends to approach in order to obtain the information;

10.3 Access to Board Papers and Legal Advice

The complete set of Board Papers are held at the Company's head office.

If Directors have not maintained a complete set of Board papers, Directors are entitled to access the papers for the period when they were a Director on request, even if they have ceased to be Directors.

All documentation containing or seeking legal advice will clearly state that the legal advice is intended to be available to and for the benefit of both the Company and to the Directors in their personal capacities.

10.4 Insurance

The Company will provide each Director with a copy of its Directors' & Officers ("D&O") insurance policy and any changes to that policy from time to time.

The Company will maintain ensure that each Director is covered by D&O insurance for the duration of their appointment as a Director and for a further period of seven years from the date at which they ceased to be a Director.

11 BOARD EVALUATION

After the first two years and then at least every four years thereafter, the Board will conduct an evaluation of its performance. The objective of this evaluation is to provide best practice corporate governance to the Company (and, if the Company is registered with the Office for Students, evaluate whether the Company is complying with its Regulatory Framework including the public interest governance principles). Such a review can be:

- (a) qualitative, quantitative or a mixture of both;
- (b) formal or informal;
- (c) concentrated on reviewing the Board as a whole or Directors individually;
- (d) self-administered, administered by the Chair/fellow Directors or administered by an independent expert; or
- (e) focussed internally on the Directors or involve the wider body of corporate stakeholders including, but not limited to, customers, suppliers, employees and the community.

The findings of this review will be tabled at the first meeting after the review occurs.

The Chair will action this evaluation, obtaining any assistance required. It is envisaged that all relevant findings will be acted upon and modifications made to this Corporate Governance Code.

12 DIRECTOR REMUNERATION

Directors' remuneration will be reviewed annually. However, it is not necessarily the case that fees will change annually.

13 DIRECTOR DEVELOPMENT

In order to continually improve Board performance, all Directors are encouraged to undergo continuing professional development as Directors.

Specifically, where skills gaps are identified, Directors will be provided with resources and training to address them.

Directors are also encouraged to undertake self-development where appropriate.

14 DIRECTOR INDUCTION

New Directors will undergo an induction program. New Directors will meet and be involved in interactive sessions with the Senior Executive providing insight into the Company's operations and expectations surrounding their role. Information conveyed to the new Directors will include (without limitation):

- (a) the Company's vision and mission;
- (b) the Company's Articles; and
- (c) this Corporate Governance Code.

E. ROLES AND RESPONSIBILITIES

15 THE ROLE OF INDIVIDUAL DIRECTORS

15.1 Directors' General Roles

Directors have the ultimate responsibility for the overall successful operations of the Company. Directors will be expected to perform their duties, whether statutory, fiduciary or common-law, faithfully, efficiently and diligently to a standard commensurate with both the functions of the role and their knowledge, skills and experience. In line with other companies, their duties relate to:

- (a) Acting in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to -
 - (i) the likely consequences of any decision in the long term,
 - (ii) the interests of the Company's employees,
 - (iii) the need to foster the Company's business relationships with suppliers, customers and others,
 - (iv) the impact of the Company's operations on the community and the environment,
 - (v) the desirability of the Company maintaining a reputation for high standards of business conduct, and
 - (vi) the need to act fairly as between members of the Company²;
- (b) financial operations and solvency;
- (c) all matters as prescribed by legislation including, but not limited to, workplace, health & safety and the environment;

² S172(1) of the *Companies Act 2006*

- (d) all major policy issues including, but not limited to, industrial relations and quality assurance, and the strategic direction of the Company;
- (e) the approval of plans of all kinds and reports about the performance of the Company against those plans.

15.2 Advice and Contacts

(a) The Advisory Role

It is recognized that a key component of the duties of a Director is the provision of a sounding board for Senior Executive's ideas and challenges.

In recognition that the Senior Executive–board relationship is critical to effective corporate governance, Directors of the Company should provide frank and honest advice to the Senior Executive.

Similarly, all advice should be constructive in nature and provided in a positive manner.

Where appropriate, Directors should recommend possible alternative advisors if they do not feel adequately trained to assist.

(b) Contacts

Directors of the Company are also expected, where appropriate, to employ business contacts in furthering the interests of the Company.

Similarly, Directors are expected to actively promote the organisation in external interactions.

15.3 Directors' Code of Conduct

In accordance with legal requirements and agreed ethical standards, Directors, without detracting from or limiting the legal duties and obligations of Directors, will:

- (a) owe a fiduciary duty to the Company as a whole;
- (b) use the powers of the office for a proper purpose;
- (c) discharge their duties in good faith and honesty;
- (d) act with the level of skill, care and diligence expected of a Director of a major company;
- (e) demonstrate commercial reasonableness in their decisions;
- (f) act for the benefit of the Company;
- (g) not make improper use of information gained through their position as a Director;
- (h) not take improper advantage of the position of Director;
- (i) not allow personal interests, or the interest of any associated person, to conflict with the interests of the Company;
- (j) make reasonable enquiries to ensure that the Company is operating efficiently, effectively and legally towards achieving its goals;
- (k) undertake diligent analysis of all proposals placed before the Board;
- (l) not direct any enquiries about Company matters through Company staff but only the Chair and/or Senior Executive, with the exception of administrative or corporate governance matters which can be directed to the Group Company Secretary;
- (m) represent the Company on external committees, working parties, consultations, conferences and other forums if nominated to do so by the Board, however should a Director cease to hold office then such representation will cease at the time the Directors ceases to hold office or earlier if the Chair so decides;
- (n) not engage in conduct likely to bring discredit upon the Company;
- (o) not commit the resources of the Company nor direct staff to commit resources of the Company without the written authority of the Senior Executive or if such resources are financial, without written resolution of the Board;
- (p) not speak to any media outlets about any Company matters or other associated matters unless delegated authority by the Chair or Senior Executive. Such delegation will outline the basis for which a Director may speak to a media outlet.

- (q) give of their specific expertise generously to the Company; and
- (r) comply with the spirit, as well as the letter, of the law and with the principles of this Corporate Governance Code.

15.4 Expectations of Directors in Board Process

A Director shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board.

Directors are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, fully canvass all aspects of any issue confronting the Company and cast their vote of any resolution according to their own decision.

However, outside the boardroom, Directors will support the letter and spirit of Board decisions in discussions with joint venture partners, suppliers, customers, staff and other parties.

Directors will keep confidential Board discussions and deliberations. Similarly, all confidential information received by a Director in the course of the exercise of the Director's duties remains the property of the Company. It is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information is provided, or is required by law.

15.5 Register of Directors' Interests

Directors must:

- (a) Disclose to the Board actual or potential conflicts of interest which may exist or might reasonably be thought to exist between the interests of the Director and the interests of any other parties in carrying out the activities of the Company; and
- (b) At the request of the Board, within seven days or such further period as may be allowed, take such steps as are necessary and reasonable to remove any conflict of interest referred to above.

If a Director cannot or is unwilling to remove a conflict of interest as required, then the Director must absent herself or himself from the room when discussing matters about which the conflict relates. This entry and exit should be minuted.

However, during a Board Meeting if the Board decide unanimously after discussions (without the conflicted Director present) the nature and extent of the Director's interest should not disqualify the Director, then that Director can take part in discussions and voting involving the conflicting interests. This decision of the Board should be minuted.

Directors will indicate to the Chair any potential conflict of interest situation as soon as it arises³ and in accordance with the *Companies Act 2006*⁴.

These requirements will also apply to all senior officers of the Company.

The Company will maintain a Register of Director's Interests.

16 THE ROLE OF THE CHAIR

16.1 Generally

The Chair's role is a key one within the Company. The Chair utilises experience, skills and leadership abilities to facilitate the governance processes.

16.2 Specific Chair Roles

In common with the Chair of most companies, the Chair will:

- (a) chair Board meetings;

³ Article 5.8.1 of the Company's Articles

⁴ s171 to 177 of the *Companies Act 2006*

- (b) establish the agenda for Board meetings in consultation with the Senior Executive;
- (c) be the spokesperson for the Company at any Annual or Extraordinary General Meetings and in the reporting of performance and profit figures. The Senior Executive shall undertake all other public relations activities;
- (d) be the major point of contact between the Board and the Senior Executive;
- (e) be kept fully informed of current events by the Senior Executive on all matters which may be of interest to Directors;
- (f) regularly review with the Senior Executive and such other senior Officers as the Senior Executive recommends, progress on important initiatives and significant issues facing the Company;
- (g) provide mentoring for the members of the Senior Executive;
- (h) chair evaluation processes through nominated Review Committees;
- (i) commence the annual process of Board and Director evaluation; and
- (j) in accordance with article 5.7.1 of the Articles, the Chair has a casting vote.

16.3 Conflict of Interest

As with all Directors, the Chair is not entitled to vote or participate in the deliberations on any matter in which she or he has a personal interest unless there is compliance with the conflict of interest provisions contained in section 16 of this Corporate Governance Code.

16.4 Chair's Action

The Board has determined that the Chair shall have delegated powers to act on its behalf between scheduled meetings of the Board as detailed in this Corporate Governance Code. Chair's action is authorised where the matter involves:

- (a) Items of routine business that would not normally merit discussion at a meeting of the Board;
- (b) Matters relating to the implementation of decisions that have already been approved by the Board; and
- (c) Any issue which, in the view of the Chair, is too urgent and important for consideration to be deferred until the next scheduled meeting of the Board, especially where any lack of timely action could damage the interests of the Company.

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

17 THE ROLE OF THE COMPANY SECRETARY

17.1 Role of the Company Secretary

As a private company, the Company does not need to have a company secretary. If a Company Secretary is appointed (on such terms and conditions as the Senior Executive and the Board determine), they shall be charged with facilitating the Company's corporate governance processes (in support of the Group Company Secretary) and providing general advice to Directors in relation to the compliance of those processes with the requirements of the Articles and the *Companies Act 2006*. In so doing, the Company Secretary is accountable to the Board for the efficient and effective administration of its policies, processes and procedures.

The Group Company Secretary shall support the Board by:

- (a) administering the Company's Compliance Management System and taking all reasonable steps to ensure the Company's legislative obligations are identified. It is the responsibility of the relevant manager to ensure the Company's specific legislative obligations are met;
- (b) ensuring that the Agenda and Board Papers are prepared and forwarded to Directors at least six days before the Board meeting;
- (c) recording, maintaining and distributing the minutes of all Board and Board sub-committee meetings as required;
- (d) preparing for and attending all Annual and Extraordinary General Meetings of the Company;

- (e) recording, maintaining and distributing the minutes of all Annual and Extraordinary General Meetings of the Company;
- (f) providing advice of a general nature to Directors about corporate governance principles and individual Director liability; and
- (g) subject to provisions for shorter notice of a Board meeting as per the Articles, notifying the Directors in writing at least seven (7) days in advance of a meeting of the Board.

18 THE ROLE OF THE SENIOR EXECUTIVE

18.1 Accountabilities

The Senior Executive is appointed by the Board.

The Senior Executive are the officers of the Company ultimately responsible for the overall performance of the Company within its vision and mission and for the detailed operational management of the Company in accordance with the strategy, policies and programs approved by the Board. The Senior Executive is accountable for ensuring that the Company achieves the goal endorsed by the Board in plans approved by it from time to time.

Beneath these main accountabilities, the Senior Executive has specific accountabilities to the Board for:

- (a) the Board's business agenda and its development;
- (b) strategic planning;
- (c) internal organisation, management and development including special projects notified by him or delegated to him from time to time; and
- (d) external relations, including stakeholder liaison and marketing.

18.2 Functions

The Senior Executive's functions and responsibilities will include:

- (a) developing, with the Board, a consensus for the Company's vision and direction;
- (b) constructing, with the management team, programs to implement this vision;
- (c) negotiating the terms and conditions of appointment of senior executives for Board approval;
- (d) appointing the senior management team;
- (e) endorsing the terms and conditions of appointment of all other staff members;
- (f) providing strong leadership to, and effective management of, the Company in order to:
 - encourage cooperation and teamwork;
 - build and maintain staff morale at a high level; and
 - build and maintain a strong sense of staff identity with, and a sense of allegiance to, the Company
- (g) ensuring a safe workplace for all personnel;
- (h) carrying out the day-to-day management of the Company;
- (i) forming other committees and working parties from time to time to assist in the orderly conduct and operation of the Company; and
- (j) keeping the Board informed, at an appropriate level, of all activities of the Company.

18.3 Delegations

The Senior Executive is formally delegated by the Board to authorise all expenditures as approved in the budget, subject to the following exceptions:

- (i) All Senior Executive compensation, outside of normal remuneration, must be authorised by the Remuneration Committee, once established and otherwise by the Chair; and
- (ii) All business related expenses paid to the Senior Executive must be authorised or ratified by the Chair.

19 EVALUATION OF THE SENIOR EXECUTIVE

19.1 Generally

The members of the Senior Executive are the key employees of the Company. As such, a special relationship exists between the Senior Executive and the Board. The goals of the evaluation of the Senior Executive are:

- (a) to provide a forum for full and frank exchange of views about performance;
- (b) to identify areas where that performance might be improved;
- (c) to review salary by reference to key performance objectives; and
- (d) to establish a set of concrete performance targets to form the basis of the next review.

19.2 Review Processes

The Senior Executive's evaluation is undertaken by a Committee appointed by the Chair after consultation with the Board.

The Senior Executive's evaluation will utilise both quantitative and qualitative measures. It will occur annually with the results tabled for discussion at the next succeeding Board meeting. At this time the Chair in consultation with the Senior Executive, discuss and agree goals (both quantitative and qualitative) for the upcoming year.

The Senior Executive will prepare a self-analysis commentary for the Committee based on performance objectives for the previous year and will meet with the Committee to discuss it.

19.3 Counsel and Advice to the Senior Executive

A key component of the duties of a Director is providing a sounding board for the Senior Executive's ideas and proposals.

Where appropriate, Directors should recommend possible alternative advisers if they do not feel adequately trained to assist.

20 DIRECTORS' AUTHORITIES AND DELEGATIONS

20.1 Generally

Directors are responsible for any delegations of their responsibilities with regard to corporate operations. As such, they decide as a Board what Company matters are delegated to either specific Directors or to management. In addition, they outline what controls are in place to oversee the operation of these delegated powers.

As a consequence, individual Directors have no individual authority to participate in the day-to-day management of the Company. The exception to this principle occurs where the Board through resolution explicitly delegates an authority to a Director individually. Additionally, it is recognised that all executive Directors will carry significant delegated authority by virtue of their management position as outlined in a relevant Board resolution.

The Board may delegate any of its powers to any committee, to the Chair, or to the Senior Executive and may confer the right of sub-delegation upon any such committee or persons upon such terms and conditions as the Board sees fit provided always that the Board shall not delegate any of the following matters:

- the determination of the educational character of the Company
- the approval of the annual forecasts of income and expenditure;
- the approval of the final accounts;
- ensuring the solvency and sustainability of the Company and the safeguarding of its assets;
- the appointment of the Senior Executive; and
- the appointment or dismissal of the external and / or internal auditors.

The Board shall determine the membership, functions and terms of reference of any such committee.

Any committee so established may establish sub-committees and determine their membership and functions. Persons who are not Directors of a committee may be appointed by the committee to membership of any such sub-committee.

Where the Board delegates any of its powers under the Articles, the committee, the Chair or Senior Executive (as the case may be) to whom the power or powers have been delegated shall report to the Board on any exercise of such a power or powers.

As such delegations are implemented by the passing of a resolution or the Board or the executing a relevant instrument of delegation. Full documentation of all instruments of delegation will be maintained by the Group Company Secretary.

Similarly, committees and their members require specific delegations from the Board as a whole and these will be contained in each committee's respective Terms of Reference.

20.2 Decision Making Process

The decision making process and delegations of a Board are fundamental to the corporate governance process.

The decision making process of the Board is set out in the Company's Articles. Questions arising at the Board meeting are decided by a majority of votes. In the event of an equality of votes, the Chair has a casting vote.

20.3 Decisions Requiring Board Approval

Within the Board functions described in 4.2 the following decisions must be referred to the Board for approval:

- (a) acquiring or selling shares of the Company (noting the parent company's rights under the Articles);
- (b) acquiring, selling or otherwise disposing of property of the Company;
- (c) founding, acquiring or selling subsidiaries of or any company within the Company, participating in other companies or dissolving or selling the Company's participating in other companies, including project joint ventures;
- (d) acquiring or selling patent rights, rights in registered trademarks, licences or other intellectual property rights of the Company;
- (e) founding, dissolving or relocating branch offices or other offices, plants and facilities;
- (f) starting new business activities, terminating existing business activities or initiating major changes to the field of the Company's business activities;
- (g) approving and/or altering the annual business plan (including financial planning) for the Company or any part of the Company;
- (h) taking or granting loans, including without limitation, the placing of credit orders, issuing of promissory notes or loans against IOUs;
- (i) granting securities of any type;
- (j) granting loans to any of the Company's officers or employees and taking over guarantees for such officers and employees;
- (k) determining the balance sheet strategy for the Company or any part of the Company;
- (l) entering into agreements for recurring, voluntary, or additional social benefits, superannuation agreements or agreements for general wage and salary increases;
- (m) determining the total amount of bonuses and gratuities for the Company's Officers and employees;
- (n) determining the appointment, termination, prolongation of employment or amendment to conditions of employment of members of the Board of Directors; and
- (o) granting or revoking a power of attorney or limited authority to sign and/or act on behalf of the Company.

F. MONITORING**21 FINANCIAL MONITORING****21.1 Generally**

A fundamental function of the Board is to monitor the performance and compliance of the organisation. With this general principal in mind, the Board is charged with monitoring both financial and non-financial Key Performance Indicators (KPIs).

21.2 Financial KPIs

The Board will closely follow:

- (a) cash reserves;
- (b) balance sheet;
- (c) profitability;
- (d) cash flows;
- (e) revenue and expenditure by cost centre

21.3 Non-financial KPIs

In addition to the financial reporting, the Board will observe Key Performance Indicators relevant to non-financial operations of the Company:

- (a) stakeholder satisfaction and reputation measures;
- (b) client satisfaction particularly with respect to:

- quality of teaching
- design and program of learning activities
- currency and accuracy of materials
- relevance of subject matter
- level of client service
- value for money
- economy, efficiency and effectiveness for the student and for the taxpayer

- (c) staff satisfaction;
- (d) student satisfaction
- (e) business case including:

- client base
- market share
- new business growth

These Key Performance Indicators will, where possible, be benchmarked for industry comparison of the Company's performance.

G. G: INTRA-GROUP REPORTING**22 REPORTING TO PARENT COMPANY**

22.1 The minutes of each Board Meeting shall be circulated to the College of Law Group within [14] days of any meeting of the Board.

22.2 Any Group Director shall be entitled to disclose to any member of the College of Law Group (and to any of their professional advisers) such information concerning the Company as they may think fit.

Appendix 1

Committee Terms of Reference

Audit, Risk and Compliance Committee Terms of Reference

Meets: Minimum of twice a year

Reports to: The Board of Directors

1. COMPOSITION & MEMBERSHIP:

- 1.1 The membership of the Audit, Risk and Compliance Committee shall be appointed by the College of Legal Practice Limited Board ('the Board') and shall consist of no less than two independent members, of which at least one shall be a Non-Executive Director and at least one shall have expertise in financial or accounting matters.
- 1.2 The Board shall, upon the recommendation of the Nominations and Governance Committee, seek to appoint to the Audit, Risk and Compliance Committee such other members as it may consider appropriate from time to time to enable the Audit, Risk and Compliance Committee to discharge its duties (as set out in paragraph 3).
- 1.3 Unless otherwise determined by the Board, a quorum shall consist of two members of the Audit, Risk and Compliance Committee.
- 1.4 Terms of office shall be three years, renewable for a three further years.
- 1.5 Any Board member (including those who are not members of the Audit, Risk and Compliance Committee) and the Senior Executive may attend a meeting of the Audit, Risk and Compliance Committee, by invitation.
- 1.6 The Chair of the Audit, Risk and Compliance Committee will be appointed by the Board from amongst the Non-Executive Directors, upon the recommendation of the Nominations and Governance Committee.
- 1.7 The Committee will meet as often as the Committee members deem necessary in order to undertake and fulfil their role effectively. However, it is intended that the Committee will normally meet at least bi-annually and the schedule of meetings will be agreed in advance. The scheduled meetings will be set at dates to enable the draft annual financial statements to be reviewed prior to presentation to the Board. The external auditor may request a meeting if they consider that one is necessary.
- 1.8 In exceptional circumstances, business outside of the standard meeting schedule will be circulated electronically to the membership for consideration and/or signed off by Chair's Action.

2. RESPONSIBILITIES:

- 2.1 The Audit, Risk and Compliance Committee will monitor the current areas of greatest strategic, business, operational, financial and compliance risk along with risk management and mitigation strategies and ensure management is effectively embedding risk management into the culture of CoLP.
- 1.2 The Audit, Risk and Compliance Committee will need to satisfy itself that effective systems of accounting and internal control (including management control systems and policies and internal audit) are established and maintained to identify and manage the issues in 2.1 above.

- 1.3 The Audit, Risk and Compliance Committee shall, on behalf of the Board, ensure that there are adequate and effective arrangements in place to provide transparency about value for money for students and, where appropriate, for taxpayers, and will advise the Board of all matters relating to value for money.
- 2.4 The Audit, Risk and Compliance Committee will report annually to the Board on the adequacy and effectiveness of the Company's risk management, control and governance arrangements, and the management and quality assurance of data.
- 2.5 The Audit, Risk and Compliance Committee is authorised to obtain appropriate external legal and other professional advice in order to fulfil its responsibility to the Board.
- 2.6 The Audit, Risk and Compliance Committee is authorised to investigate on behalf of the Board anything that threatens or adversely affects the accomplishment of the Company's aims and objectives, its assets, the reliability of all records and information, and its compliance with all relevant laws, regulations, policies and its governing instruments.

3. MAIN DUTIES:

- 3.1 To recommend to the Board a framework of effective audit coverage, having reviewed the internal and external audit processes and triangulating with management's representations.
- 3.2 To oversee compliance with all legal and regulatory matters including (without limitation): -
 - 3.2.1 health and safety;
 - 3.2.2 the protection of personal data and cyber security; and
 - 3.2.3 consumer protection law.
- 3.3 In preparation for and following registration as an Approved provider with the Office for Students, to oversee and report to the Board on compliance by the Company with its initial and ongoing conditions of registration, including (without limitation) monitoring: -
 - 3.3.1 its financial sustainability and viability;
 - 3.3.2 the appropriateness, adequacy and effectiveness of its management and governance arrangements;
 - 3.3.3 its observance of the public interest governance principles; and
 - 3.3.4 the appropriateness, adequacy and effectiveness of the Company's student protection plan.
- 3.4 To advise the Board on the minimum and optimum level of internal and external audit arrangements.
- 3.5 To ensure that regular audits are carried out in the following areas: legal, risk, financial (including statutory annual audits, VAT and PAYE), health & safety, investments and insurance, IT and GDPR.
- 3.6 To monitor internal and external audit reviews and advise the Board accordingly.
- 3.7 To ensure a financial reporting system founded on a sound system of risk management and control is in place to enable the Chief Executive Officer to give a written declaration to the Board (at least annually) in respect of the financial statements as a matter of good Corporate Governance.

- 3.8 To review the annual financial statements, any other financial information to be released to third parties and all other sections of the annual report before submission to the Board, in light of applicable legislative and reporting requirements.
- 3.9 To investigate on behalf of the Board any financial or administrative matters which may put the Company at risk.
- 3.10 To examine reports on special investigations and to advise senior management on any additional or alternative steps to be taken.
- 3.11 To consider the appropriateness of executive action following internal audit reviews and to advise senior management on any additional or alternative steps to be taken.
- 3.12 To ensure that there is coordination and good working relationships between internal audit, external audit and any other review bodies that have been set up.
- 3.13 To ensure the appropriateness of the IT Infrastructure and systems, data quality and regulatory compliance.
- 3.14 To receive and consider the Company Risk Register.
- 3.15 To monitor developments and changes in the law relating to the responsibilities and liabilities of the Board and to monitor and review the extent to which the Board is meeting its obligations.
- 3.16 To monitor developments and changes in the various legislation, industry standards, regulations and rules which relate generally to the Company's business operations and to monitor and review the extent to which the Company is complying with such legislation, industry standards, regulations and rules.
- 3.17 To provide minutes of all Audit, Risk and Compliance Committee meetings for consideration at Board meetings.

Internal & External Auditors:

- 3.18 To determine the frequency of tendering for external auditing services.
- 3.19 To consider tenders for the external auditing services and recommend to the Board which firm should carry out the annual external audit of the Company's statutory accounts.
- 3.20 To scrutinise and advise the Board on the contents of the draft audit report and of any management letter that the auditors may wish to present to the Board, and to formulate for the Board's use any written representations that may be needed by the auditors in connection with the Company's statutory accounts or any other financial statements.
- 3.21 To discuss with the external auditors any problems or reservations arising from the draft external audit report and draft management letter, reporting relevant issues back to the Board, and advising the Board accordingly.
- 3.22 To review the performance of the Company's auditors and advise the Board on any changes that ought to be made to their terms of engagement.
- 3.23 To consider tenders for the internal auditing services and recommend to the Board which firm should carry out the internal audit.
- 3.24 To discuss the resources available to the Internal Audit function and appropriate reporting requirements to the Audit, Risk and Compliance Committee.
- 3.25 To obtain any necessary external professional advice to enable the Audit, Risk and Compliance Committee to carry out its responsibilities more effectively.

**Programme Committee
Terms of Reference**

Meets: Minimum of three times a year

Reports to: The Board of Directors

1. COMPOSITION & MEMBERSHIP:

- 1.1. The membership of the Programme Committee shall be appointed by the College of Legal Practice Limited Board ('the Board') and it shall consist of no less than two independent members, of which at least one shall be a Non-Executive Director.
- 1.2. The Board shall, upon the recommendation of the Nominations and Governance Committee, seek to appoint to the Programme Committee:-
 - a person, not being an officer or employee of the Company, of high standing in the legal services sector;
 - a representative of the student body who may be either a current student or a recent graduate of the Company or its parent, the College of Law; and
 - such other members to the Programme Committee as it may consider appropriate from time to time to enable the Programme Committee to discharge its duties (as set out in paragraph J).
- 1.3. Unless otherwise determined by the Board, a quorum shall consist of two members of the Programme Committee.
- 1.4. Terms of office shall be three years, renewable for three further years provided that in the case of any student member, the term of office shall be one year, renewable for one further term of one year.
- 1.5. The Chair of the Programme Committee will be appointed by the Board and shall be a person of high standing with in-depth knowledge of the standards and requirements of the broader legal education sector.
- 1.6. The Chief Academic Officer of the parent company Academic Board shall be a member of the Programme Committee.
- 1.7. Any Board member may attend a meeting of the Programme Committee, including those who are not members of the Programme Committee, by invitation.
- 1.8. In exceptional circumstances, business outside of the standard meeting schedule will be circulated electronically to the membership for consideration and/or signed off by Chair's Action.

2. RESPONSIBILITIES:

- 2.1. The Programme Committee has delegated authority from the Board to ensure the maintenance of academic standards of the Company, and to advise the Senior Executive and the Board on all academic matters.

3. MAIN DUTIES:

- 3.1. To keep under review, the quality of the education provided by the Company.
- 3.2. To advise the Board on any matter regarding curriculum, programmes, academic policy and quality, including:

- a) programme and course approval and review
 - b) future committees or panels;
 - c) teaching and learning;
 - d) research and scholarship;
 - e) staffing;
 - f) student outcomes;
 - g) academic quality and risk.
- 3.3. It is expected that regular reports will be received on matters to be defined by the Programme Committee but will normally include:
- a) academic risk reports/reviews
 - b) programme and academic quality reports/reviews
 - c) compliance reports and certifications
 - d) external audit updates and reports
 - e) business unit reports
 - f) academic operational group reports
- 3.4. To provide an annual report on quality and standards to the Board, such report to include a summary of comments made by any external examiners.
- 3.5. To receive copies of all external reports on the quality and standards of Company programmes, including reports from the Office for Students' designated quality body, the Quality Assurance Agency ("QAA").
- 3.6. To approve the Company's submissions to the QAA for Quality and Standards Review and other external quality assurance engagements and to review outcomes.
- 3.7. To approve, keep under review and monitor the effectiveness of all programme and academic policies and procedures including but not limited to those related to curriculum development and review, admissions, learning and teaching, student support, student progression, quality assurance, and all other policies related to the assurance of standards and quality.
- 3.8. To approve, keep under review and monitor the effectiveness of policies and procedures related to access and participation.
- 3.9. To approve and keep under review entry requirements for all the Company courses.
- 3.10. To consider annually a report on the outcomes from examinations and commission actions to address any issues identified and ensure that effective monitoring arrangements are in place.
- 3.11. To review and agree annually the Company's key performance indicators for its programmes, including but not limited to enrolment, retention, progression, achievement and outcomes from student surveys.
- 3.12. To review annually the Company's performance against the agreed key performance indicators and to commission actions as appropriate to address any issues arising and ensure effective monitoring arrangements are in place.
- 3.13. To advise the Board on all matters relating to academic freedom and freedom of speech.
- 3.14. To consider reports on the management of, and outcomes from, student surveys.
- 3.15. To keep the Board informed on trends in the higher education sector including updates on best practice and published guidance on academic quality assurance and standards.

- 3.16. The Programme Committee may request that the identified lead academic officer establishes operational groups to ensure it full fulfils its terms of reference as the College's programmes grow, these may include groups on:
- a) Programme & Course Approval
 - b) Course Review
 - c) Course Management
 - d) Assessment Review
 - e) Research & Scholarship
 - f) Curriculum Development
 - g) Appeals & External Appeals

**Nominations and Governance Committee
Terms of Reference**

Meets: Minimum of twice a year

Reports to: The Board of Directors

1. COMPOSITION & MEMBERSHIP:

1.1 The membership of the Nominations and Governance Committee shall be appointed by the College of Legal Practice Limited Board ('the Board') and shall consist of no less than 2 members, including: -

1.1.1 the Chair of the Board of Directors (ex officio) and

1.1.2 one other Non-Executive Director.

1.2 The Board shall also seek to appoint to the Nominations and Governance Committee: -

1.2.1 a representative of the student body who may be either a current student or a recent graduate of the Company or its parent, the College of Law; and

1.2.2 such other members as it may consider appropriate from time to time to enable the Nominations and Governance Committee to discharge its duties (as set out in paragraph 3).

1.3 A member of the Senior Executive may be in attendance at meetings of the Nominations and Governance Committee, upon invitation.

1.4 Terms of office for non ex-officio members shall be three years, renewable for three further years provided that in the case of any student member, the term of office shall be one year, renewable for one further term of one year.

1.5 Unless otherwise determined by the Board, a quorum shall consist of two members of the Nominations and Governance Committee.

1.6 The Chair of the Nominations and Governance Committee will be appointed by the Board.

1.7 In exceptional circumstances, business outside of the standard meeting schedule will be circulated electronically to the membership for consideration and/or signed off by Chair's Action.

2. RESPONSIBILITIES:

1.1 The Nominations and Governance Committee will be responsible for advising: -

1.1.1 the Company's parent, the College of Law as to the membership of the Board; and

1.1.2 the Board on the membership of its committees as well as the operation and effectiveness of the Company's governance arrangements.

1.2 Equality and diversity shall be considered in all aspects of its discussion and decision making.

1.3 The Nominations and Governance Committee is authorised to obtain appropriate external legal and other professional advice in order to fulfil its responsibilities.

2. MAIN DUTIES:

- 2.1 To oversee plans for orderly succession of appointments to the Board, its committees and of senior management, in order to maintain an appropriate balance of skills and experience;
- 2.2 To search for and consider nominations for the membership of the Board and its committees with a view to ensuring equality and diversity;
- 2.3 To recommend suitable candidates to the Board for recommendation to, in the case of Directors, the member of the Company for appointment;
- 2.4 To review procedures for appointments from time to time and make recommendations to Council on amendments to the procedures for appointments;
- 2.5 To review and recommend remuneration, incentives and rewards for Directors and Senior Executive;
- 2.6 To recommend the Chair of each Committee of the Board;
- 2.7 To make recommendation to Council as to the operation and effective discharge of the College's corporate and academic governance activities;
- 2.8 To a make recommendation to Council on developments and good practice in governance having due regard to sector guidelines;
- 2.9 To undertake and implement reviews of the effectiveness of the Company's governance arrangements;
- 2.10 To make recommendation to the Board in respect of any required revisions to the Company's Article of Association;
- 2.11 To make recommendation to the Board on the establishment and disestablishment of committees as well as the terms of reference and composition of committees;
- 2.12 To monitor and report to the Board on the Company's compliance with the Office for Students' public interest governance principles.