



ICON College of Technology and Management

ICON College of Technology and Management Ltd: Governance Manual

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Introduction

ICON College is committed to high standards of corporate governance in order to operate effectively as a Company, meet the regulatory requirements of the Office for Students (OfS) and achieve the best possible outcomes for its students.

ICON College of Technology and Management Ltd is governed by the Board of Directors which is also the Board of Governance of the College.

Corporate governance benchmarking

The College aims to meet good practice standards of Company governance by conforming to guidance for unlisted companies which contains the following elements:

Recommended practice	College practice
Shareholders should establish an appropriate constitutional and governance framework.	A new governance framework was put in place in 2020, including a Memorandum of Association, revised Articles, new Bye Laws and a new Governance Manual.
Every Company should strive to establish an effective board.	The role of the Board is clear in that it sets the strategic direction and monitors performance; ensures sustainability; ensures that legal and regulatory obligations are met; and assures itself that the whole student experience, including the quality and standards of tuition, gives value for fee paying students. The Board adopted a new Statement of Primary Responsibilities in 2020.
The size and composition of the board should reflect the scale and complexity of the Company's activities.	The Company enlarged and diversified its Board in 2019/20 including resolving to appoint an independent Chair. The Chair designate is now a non-executive director and will take up her role as Chair at the start of academic year 2020/21. The nominations process is informed by an assessment of the skills and expertise needed for the Board to be diverse and effective. The nominations process for the Board, Academic Board and committees also reflects a deliberate intention to recruit external expertise into the College's corporate and academic governance.
The board should meet sufficiently regularly to discharge its duties; and be supplied in a timely manner with appropriate information.	From 2020, the Board will meet five to six times per year plus additional meetings as issues arise. An interim Secretary has been appointed and recruitment is under way for a permanent postholder who will ensure that non-executive members, in particular, have the information needed to discharge their duties.
Levels of remuneration should be sufficient to attract, retain and motivate executives and non-executives.	The remuneration of non-executive directors is negotiated individually during the nominations process. The remuneration of the College's two Executive Directors is reviewed and agreed annually by the non-executive directors. The College will disclose information on remuneration, as necessary, in line with the accounts direction of the Office for Students.
The board is responsible for risk oversight and should maintain a sound system of internal control.	The Board has delegated responsibility for the operation of an effective system of internal control to the Managing Director. The Audit Committee is charged with reviewing internal control and risk management and providing an annual opinion on these matters to the Board.
There should be a dialogue between the board and the shareholders based on a mutual understanding of objectives.	The Company's two shareholders are executive Company Directors.

All Directors should receive induction on joining the board and should regularly update and refresh their skills and knowledge.	The Secretary when appointed will compile an induction and training programme for Company Directors and external members of Board committees and the Academic Board.
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The HE Code of Governance

The College also aims to adhere to the primary elements of higher education governance as set out in the Higher Education Code of Governance:

Primary element	College practice
The governing body is unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit.	The Board is the undisputed governing body of the Company and the College. Certain responsibilities are delegated to senior officers, committees and the Academic Board as specified in the scheme of delegation.
The governing body protects institutional reputation by being assured that clear regulations, policies and procedures that adhere to legislative and regulatory requirements are in place, ethical in nature, and followed.	The Board has approved academic and corporate policies and procedures that are to be found in the Governance and Quality Assurance and Enhancement manuals. These include a code of ethics.
The governing body ensures institutional sustainability by working with the Executive to set the institutional mission and strategy. In addition, it needs to be assured that appropriate steps are being taken to deliver them and that there are effective systems of control and risk management.	The Board and the Management Board work together and have overlapping membership. The Managing Director is specifically charged with ensuring effective internal control.
The governing body receives assurance that academic governance is effective by working with the Academic Board as specified in its governing instruments.	The Board has established the Academic Board and delegated to it the responsibility for providing assurance about academic quality and standards. The Academic Board, working with the Principal, has established an academic governance infrastructure embracing committees, groups, roles, policies and procedures that give a firm foundation for effective academic operations. In all of this students are represented and involved.
The governing body works with the Executive to be assured that effective control and due diligence take place in relation to institutionally significant external activities.	Not applicable to the College at this time.
The governing body must promote equality and diversity throughout the institution, including in relation to its own operation.	The Board is committed to equality and diversity and recognises that its own membership needs to reflect this. The College's approach to student recruitment is non-discriminatory and aims to positively provide opportunities for all who are qualified.
The governing body must ensure that governance structures and processes are fit	The Board commissioned external advice on its governance in 2019 and will repeat this exercise every two years. The Board

for purpose by referencing them against recognised standards of good practice.	benchmarks its governance against best practice for unlisted companies and against the HE Code of Governance.
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The public interest governance principles

The College is required as a condition of registration to comply with the public interest governance principles of the Office for Students:

Principle	College practice
<p>Academic freedom: Academic staff at an English higher education provider have freedom within the law:</p> <ul style="list-style-type: none"> to question and test received wisdom; and to put forward new ideas and controversial or unpopular opinions <p>without placing themselves in jeopardy of losing their jobs or privileges they may have at the provider.</p>	<p>The College has a policy on Academic Freedom that is included in the Governance and Quality Assurance manuals.</p>
<p>Accountability: The provider operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English higher education provider.</p>	<p>The College adopted a Code of Ethics in 2020 and this is included in the Governance Manual.</p> <p>The College will produce and publish full financial statements from financial year 2018/19.</p> <p>The College will from March 2020 publish on its website the full minutes of its Academic Board and redacted versions of the minutes of the Board and its committees.</p>
<p>Student engagement: The governing body ensures that all students have opportunities to engage with the governance of the provider, and that this allows for a range of perspectives to have influence.</p>	<p>Students are represented at module level and above and on all committees leading up to and including the Academic Board. An elected student observer will also be invited to attend the Board from the start of academic year 2020/21 except for reserved matters (e.g., commercial in confidence and staffing matters).</p>
<p>Academic governance: The governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent).</p>	<p>The Principal produces an annual report and this report and the work of the Academic Board, chaired by the Principal, provides the Board with the assurance that is needed to provide its annual opinion on academic quality and submit it to the OfS. From academic year 2019/20 this will be augmented by an Academic Board annual assurance report.</p>
<p>Risk management: The provider operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the provider's operations, and its ability to</p>	<p>The Board has delegated to the Managing Director responsibility for internal control, risk management and financial sustainability. The Board has also approved policies and procedures to support effective internal control, etc.</p>

continue to comply with all of its conditions of registration.	The Audit Committee provides advice and assurance to the Board on internal control and risk management.
Value for money: The governing body ensures that there are adequate and effective arrangements in place to provide transparency about value for money for all students and (where a provider has access to the student support system or to grant funding) for taxpayers.	The College has a student VFM statement which is published on the College website. The Board is establishing an Audit Committee with a remit to ensure, including through internal audit and a new policy on the use of grant funding, regularity, propriety and value for money in the use of grant funding.
Freedom of speech: The governing body takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the provider.	The College has a policy on Academic Freedom that is included in the Governance and Quality Assurance and Enhancement manuals.
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 the provider.	The Board is made up of four directors, two executive and two non-executive. The non-executive members have been recruited because their skills and experience complement those of the executive directors. The non-executive directors are appointed for a four year term which can be renewed once. There are pen pictures of the directors in the Governance Manual.
Fit and proper: Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons.	The Governance Manual and the Articles set out the requirements for directors to demonstrate that they are fit and proper persons to be involved with the governance of a registered higher education provider. This includes an annual self-declaration procedure.
Independent members of the governing body: There must be 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. For providers with large governing bodies, or more complex legal forms, additional independent members may be appropriate.	The College has two external and independent members of the Board. Their appointment is for four years, renewable once. Their recruitment took into account the Board's needs for skills and diversity.
Regularity, propriety and value for money: The governing body 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.	The College has introduced a corporate governance and internal control statement into its financial statements for the first time for the period 2018/19. This will be augmented in future years to make specific reference to the use of grant funding. The Board has resolved to appoint an Audit Committee, a chair is in place and other members are being identified so that it will be operational in time to oversee the use of grant funding. The terms of reference include to provide assurance to the Board on the use of grant funding covering the use of funds, propriety and value for money. The Audit

	<p>Committee will also oversee the appointment of the College's first internal audit provision, the scope of which will explicitly include grant funding.</p> <p>The Board has adopted a policy and procedure on the use of grant income to ensure that the total amount of funding is used for the purpose intended – largely in support of the Access and Participation Plan. The procedure also clarifies for staff the requirements on propriety and on the achievement of value for money.</p>
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1 Memorandum and Articles of Association

The Companies Act 2006

Company Limited by Shares

Written Special Resolution

ICON College of Technology and Management Ltd

Company number 04903429

Adoption of new Articles of Association

By a written resolution dated 20 February 2020 the shareholders of the Company agreed to the following special resolution:

That the regulations set out in the document attached hereto be adopted as the articles of association of the Company in substitution for all existing articles of association of the Company.

Signed



Directors and Shareholders: Azizur Rahman



Professor Nurun Nabi

Dated 20/02/2020

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1 In the articles, unless the context requires otherwise:

- “articles” means the Company’s articles of association;
- “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- “chair” has the meaning given in article 12;
- “chair of the meeting” has the meaning given in article 39;
- “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;
- “director” means a director of the Company, and includes any person occupying the position of director, by whatever name called;
- “distribution recipient” has the meaning given in article 31;
- “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
- “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
- “fully paid” in relation to a share, means that the nominal value and any premium to be paid to the Company in respect of that share have been paid to the Company;
- “hard copy form” has the meaning given in section 1168 of the Companies Act 2006;
- “holder” in relation to shares means the person whose name is entered in the register of
 - members as the holder of the shares;
- “instrument” means a document in hard copy form;
- “ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;
- “paid” means paid or credited as paid;
- “participate”, in relation to a directors’ meeting, has the meaning given in article 10;
- “proxy notice” has the meaning given in article 45;
- “shareholder” means a person who is the holder of a share;
- “shares” means shares in the Company;
- “special resolution” has the meaning given in section 283 of the Companies Act 2006;
- “subsidiary” has the meaning given in section 1159 of the Companies Act 2006;
- “transmittee” means a person entitled to a share by reason of the death or bankruptcy of a

- shareholder or otherwise by operation of law; and
- “writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

Liability of members

3 The liability of the members is limited to the amount, if any, unpaid on the shares held by them.

PART 2

DIRECTORS

DIRECTORS’ POWERS AND RESPONSIBILITIES

Directors’ general authority

4 Subject to the articles, the directors are responsible for the management of the Company’s business, for which purpose they may exercise all the powers of the Company.

5 There will be two executive directors and two or more non-executive directors. The non-executive directors will have the limited authorities prescribed in their terms of reference.

Shareholders’ reserve power

6 (i) The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(ii) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

(iii) All shareholders are entitled to inspect records of minutes of board meetings and copies of all shareholders’ written resolutions. They are also entitled to receive notice of general meetings and copies of the Company’s report and accounts.

Directors may delegate

7 (i) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions; as they think fit.

(ii) If the directors so specify, any such delegation may authorise further delegation of the directors’ powers by any person to whom they are delegated.

(iii) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

(iv) The directors may prescribe Bye Laws for the governance and management of the Company.

Committees

8 (i) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

- (ii) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

9 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.

Unanimous decisions

10 (i) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(ii) Such a decision may take the form of a resolution in writing, including by electronic means, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(iii) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(iv) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

11 (i) Any executive director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the College secretary to give such notice.

(ii) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(iii) Notice of a directors' meeting must be given to each director, but need not be in writing.

(iv) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

12 (i) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the articles, and

(b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(ii) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(iii) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

13 (i) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(ii) The quorum for directors' meetings is three including two executive directors.

(iii) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—

(a) to appoint further directors, or

(b) to call a general meeting so as to enable the shareholders to appoint further directors.

Chairing of directors' meetings

14 (i) The directors shall elect a director, preferably a non-executive director, as chair for their meetings.

(ii) The directors may terminate the chair's appointment at any time.

(iii) If the chair is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint an alternative director to chair it.

Casting vote

15 (i) If the numbers of votes for and against a proposal are equal, the chair or other director chairing the meeting has a casting vote.

(ii) This does not apply if, in accordance with the articles, the chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

16 (i) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(ii) But if paragraph iii, below applies, a director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.

(iii) This paragraph applies when—

(a) the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(iv) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for shares or other securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(v) For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

(vi) Subject to paragraph vii, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair whose ruling in relation to any director other than the chair is to be final and conclusive.

(vii) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

17 The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

Directors' discretion to make further rules

18 Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

19 (i) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

- (a) by a shareholders' majority decision
- (b) by ordinary resolution,

(ii) In any case where, as a result of death, the Company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director.

(iii) For the purposes of paragraph ii, where two or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder.

(iv) The shareholders may terminate, by a special resolution, a non-executive director at any time.

Termination of director's appointment

20 A person ceases to be a director as soon as—

- (i) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (ii) a bankruptcy order is made against that person;
- (iii) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (iv) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

Directors' remuneration

21 (i) Directors may undertake any services for the Company that the directors decide.

(ii) Directors are entitled to such remuneration as the directors determine—

- (a) for their services to the Company as directors, and
- (b) for any other service which they undertake for the Company.

(iii) Subject to the articles, a director's remuneration may—

- (a) take any form, and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.

(iv) Unless the directors decide otherwise, directors' remuneration accrues from day to day.

(v) Unless the directors decide otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

Directors' expenses

22 The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

- (i) meetings of directors or committees of directors,
- (ii) general meetings, or

(iii) separate meetings of the holders of any class of shares or of debentures of the Company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

PART 3
SHARES AND DISTRIBUTIONS
SHARES

All shares to be fully paid up

23 (i) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue.

(ii) This does not apply to shares taken on the formation of the Company by the subscribers to the Company's memorandum.

Powers to issue different classes of share

24 (i) Subject to the articles, but without prejudice to the rights attached to any existing share, the Company may issue shares with such rights or restrictions as may be determined by ordinary resolution.

(ii) The Company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the Company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.

Company not bound by less than absolute interests

25 Except as required by law, no person is to be recognised by the Company as holding any share upon any trust, and except as otherwise required by law or the articles, the Company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

Share certificates

26 (i) The Company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.

(ii) Every certificate must specify—

- (a) in respect of how many shares, of what class, it is issued;
- (b) the nominal value of those shares;
- (c) that the shares are fully paid; and
- (d) any distinguishing numbers assigned to them.

(iii) No certificate may be issued in respect of shares of more than one class.

(iv) If more than one person holds a share, only one certificate may be issued in respect of it.

(v) Certificates must be executed in accordance with the Companies Acts and paragraph 54, below.

Replacement share certificates

27 (i) If a certificate issued in respect of a shareholder's shares is—

- (a) damaged or defaced, or
- (b) said to be lost, stolen or destroyed, that shareholder is entitled to be issued with a replacement certificate in respect of the same shares.

(ii) A shareholder exercising the right to be issued with such a replacement certificate—

- (a) may at the same time exercise the right to be issued with a single certificate or separate certificates;
- (b) must return the certificate which is to be replaced to the Company if it is damaged or defaced; and

(c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

Share transfers

28 (i) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.

(ii) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.

(iii) The Company may retain any instrument of transfer which is registered.

(iv) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.

(v) The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

Transmission of shares

29 (i) If title to a share passes to a transmittee, the Company may only recognise the transmittee as having any title to that share.

(ii) A transmittee who produces such evidence of entitlement to shares as the directors may properly require—

(a) may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and

(b) subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had.

(iii) But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

Exercise of transmittees' rights

30 (i) Transmittees who wish to become the holders of shares to which they have become entitled must notify the Company in writing of that wish.

(ii) If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it.

(iii) Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

Transmittees bound by prior notices

31 If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of members.

DIVIDENDS AND OTHER DISTRIBUTIONS

Procedure for declaring dividends

32 (i) The Company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.

(ii) A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.

(iii) No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.

(iv) Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.

(v) If the Company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears.

(vi) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

(vii) If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

Payment of dividends and other distributions

33 (i) Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means—

(a) transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide; or

(b) any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.

(ii) In the articles, "the distribution recipient" means, in respect of a share in respect of which a dividend or other sum is payable—

(a) the holder of the share; or

(b) if the share has two or more joint holders, whichever of them is named first in the register of members; or

(c) if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

No interest on distributions

34 The Company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by—

(i) the terms on which the share was issued, or

(ii) the provisions of another agreement between the holder of that share and the Company.

Unclaimed distributions

35 (i) All dividends or other sums which are—

(a) payable in respect of shares, and

(b) unclaimed after having been declared or become payable, may be invested or otherwise made use of by the directors for the benefit of the Company until claimed.

(ii) The payment of any such dividend or other sum into a separate account does not make the Company a trustee in respect of it.

(iii) If—

(a) twelve years have passed from the date on which a dividend or other sum became due for payment, and

(b) the distribution recipient has not claimed it, the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the Company.

Non-cash distributions

36 (i) Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any Company).

- (ii) For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution—
 - (a) fixing the value of any assets;
 - (b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and
 - (c) vesting any assets in trustees.

Waiver of distributions

- 37 Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the Company notice in writing to that effect, but if—
- (i) the share has more than one holder, or
 - (ii) more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise, the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

CAPITALISATION OF PROFITS

Authority to capitalise and appropriation of capitalised sums

- 38 (i) Subject to the articles, the directors may, if they are so authorised by an ordinary resolution—
- (a) decide to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the Company's share premium account or capital redemption reserve; and
 - (b) appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.
- (ii) Capitalised sums must be applied—
- (a) on behalf of the persons entitled, and
 - (b) in the same proportions as a dividend would have been distributed to them.
- (iii) Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.
- (iv) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the Company which are then allotted credited as fully paid to the persons entitled or as they may direct.
- (v) Subject to the articles the directors may—
- (a) apply capitalised sums in accordance with paragraphs iii and iv partly in one way and partly in another;
 - (b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
 - (c) authorise any person to enter into an agreement with the Company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

PART 4
DECISION-MAKING BY SHAREHOLDERS
ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

39 (i) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(ii) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(iii) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

(iv) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(v) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Quorum for general meetings

40 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

41 (i) If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so.

(ii) If the directors have not appointed a chair, or if the chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

(a) the directors present, or

(b) (if no directors are present), the meeting,
must appoint a director or shareholder to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.

(iii) The person chairing a meeting in accordance with this article is referred to as "the chair of the meeting".

Attendance and speaking by directors and non-shareholders

42 (i) Directors may attend and speak at general meetings, whether or not they are shareholders.

(ii) The chair of the meeting may permit other persons who are not—

(a) shareholders of the Company, or

(b) otherwise entitled to exercise the rights of shareholders in relation to general meetings, to attend and speak at a general meeting.

Adjournment

43 (i) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.

- if—
- (ii) The chair of the meeting may adjourn a general meeting at which a quorum is present
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
 - (iii) The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
 - (iv) When adjourning a general meeting, the chair of the meeting must—
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
 - (v) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
 - (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
 - (vi) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting: general

44 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

Errors and disputes

45 (i) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(ii) Any such objection must be referred to the chair of the meeting, whose decision is final.

Poll votes

46 (i) A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(ii) A poll may be demanded by—

- (a) the chair of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.

(iii) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the chair of the meeting consents to the withdrawal.

(iv) Polls must be taken immediately and in such manner as the chair of the meeting directs.

Content of proxy notices

47 (i) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—

- (a) states the name and address of the shareholder appointing the proxy;

- (b) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (ii) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (iii) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (iv) Unless a proxy notice indicates otherwise, it must be treated as—
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

48 (i) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.

(ii) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(iii) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(iv) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Amendments to resolutions

49 (i) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—

(a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

(ii) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(iii) If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 5

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

50 (i) Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.

(ii) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(iii) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Directors' authority

51 A document is executed by the Company by signature in accordance with the following provisions. A document is validly executed by a Company if it is signed on behalf of the Company—

- (i) by two authorised signatories (directors of the Company), or
- (ii) by a director of the Company in the presence of a witness who attests the signature.

No right to inspect accounts and other records

52 Except as provided by law or authorised by the directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a shareholder.

Provision for employees on cessation of business

53 The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

- 54 (i) Subject to paragraph ii, a relevant director of the Company or an associated Company may be indemnified out of the Company's assets against—
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company,
 - (b) any liability incurred by that director in connection with the activities of the Company or an associated Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that director as an officer of the Company or an associated Company.
- (ii) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (iii) In this article—
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a "relevant director" means any director or former director of the Company or an associated Company.

Insurance

55 (i) The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

(ii) In this article—

- (a) a "relevant director" means any director or former director of the Company or an associated Company,

- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Company, any associated Company or any pension fund or employees’ share scheme of the Company or associated Company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

PART 6

COMMITTEES

56 The Board of Governance is the governing body of the College for the purposes of designation by the Department of Education or Office for Students as a higher education provider and is also known as the board of governance.

57 (i) The directors shall, using their powers under the Companies Act, establish and thereafter maintain various boards and committees to assist and support the College Principal and/or directors in the governance and management of the Company and in upholding the relevant public interest governance principles as prescribed by the Office for Students, awarding bodies and other regulatory bodies.

(ii) The various boards and committees will be prescribed in the Bye Laws and will include:

- (a) Management Board
- (b) Academic Board
- (c) Finance Committee
- (d) Audit Committee.

2 Bye Laws

ICON College of Technology and Management Ltd – management and governance

ICON College is governed by the Board of Governance made up of two executive and two non-executive directors. The senior officers are the Managing Director and the Principal. The Management Board is the senior management team comprising the two senior officers, the vice-principals and the heads of department.

The Board is supported in its work by a Finance Committee and an Audit Committee. The Board has delegated responsibility for academic oversight to its Academic Board.

The governance and management arrangements are summarized in the College's Bye Laws and reflected in the governance and management structure charts.

Bye Laws

2.1 Board of Directors/Board of Governance

2.1.1 Membership

The membership of the Board of Governance of ICON College of Technology and Management shall comprise the directors appointed under the Articles of Association. There will be a minimum of four directors and two of these shall be executive directors. The non-executive directors' term of office shall be four years, renewable for a maximum of two terms.

2.1.2 The office bearers shall be:

- a. Chair (preferably a non-executive director)
- b. Executive Director: Managing Director, responsible for Company affairs and administration
- c. Executive Director: Principal, responsible for all academic operations

2.1.3 Governance

The Memorandum and Articles of Association shall be the governing document for the College.

2.1.4 Duties of the Board of Governance

The Board of Governance shall be the highest decision-making body in respect of policy-making, management and resource mobilisation and be responsible for:

2.1.5 The overall governance and supervision of the College

2.1.6 Fulfilling the legal and financial requirements as directors as specified by Companies House and the Office for Students.

2.1.7 Approval and amendments of Bye-Laws, Governance Manual, Quality Assurance and Enhancement Manual and other documents for institutional governance and management.

2.1.8 Acting as the sole arbiter in all matters relating to the College

2.1.9 The approval of the budget the strategic plan and College financial statements.

2.1.10 Appointing the Principal and for deciding upon the terms and conditions of his/her office.

2.1.11 All residual powers, including powers to delegate any of its powers to a committee or any of the office bearers.

2.1.12 Appointing the College Secretary.

2.1.13 The two executive directors will act co-operatively as the senior managers (Principal and Managing Director) for all academic and non-academic matters respectively. They may take decisions on daily urgent operational matters and report to the relevant board/committees for their approval.

2.1.14 The two senior managers can recruit jointly all academic and non-academic staff following the due processes.

2.2 Company Directors and senior managers

Interim Chair and Principal

Professor Nurun Nabi, BCom (Hons) First Class, M.Com First Class (University of Chittagong) MBA (Henley at Oxon), PhD (London Guildhall University), Cert. in SBM (Harvard), FInstLM, MPDSE, has over 43 years of experience as an academic, researcher, senior manager and a proven track record of leading and managing at an alternative provider since 2003. He chaired the College's Board of Governance from 2008 to 2016 and has been chairing Academic Board since 2004. He has attended more than 30 International and national conferences viz, Global Drucker Forum, THE Conferences, Going Global by British Council, QAA annual conferences and workshops, Hefce and OfS conferences workshops. He is also the member of Peter Drucker Society Europe.

Managing Director

Azizur Rahman, B. Sc (E & E Engineering), PGD in Digital Systems Design, MCSE, is an IT Specialist. He is a Microsoft Certified Systems Engineer and has many years of work experience in the sector. Aziz has a considerable teaching experience both in vocational IT training and higher education. He is a co-founder and Director of ICON College and has been working as the Managing Director and Director of Admissions since 2003. He is also the Accountable Officer to Office for Students (OfS) for ICON College.

Chair designate and non-executive director

Dr Cynthia White BA PhD (Lond) has seminal experience in developing university level teaching and research programmes, in academic planning and resource allocation., and in widening access to higher education. As the founding Head of the Department of Sociology and Director of Access and Community Liaison at London Guildhall University, she designed and led an innovative programme facilitating and supporting HE participation for mature, female and BAME students, disabled students, and those qualified through work experience. Her Department was commissioned by the Department of Employment to research participation by under-represented groups (including young, white males) via the Government's experimental Career Development Loans scheme.

Audit Committee chair and non-executive director

Andreea Deac, LLB (Business Law), LLM & LPC is a professional business consultant specialized in the UK's Tax system, more specifically in Corporation Tax, Income Tax, VAT and Capital Gain Tax. Provable track of solving Tax matters investigations for Self-Employers and Companies for over 6 years. Andreea has gained Accountancy qualifications awarded by the Association of Accounting Technician as well as Bachelor degree in Business Law from the London Metropolitan University followed by a Masters in Law (LLM) and Professional Legal Practice from the University of Law in London. Founder and owner of Lexarox Accounts, a London based accounting Company serving over 200 companies and 800 Self-employed individuals across the England and Wales. She has previously trained with CEA Legal P.C. in New York focusing on U.S. Business and Immigration Law. She has also served in UK political party executive committees.

2.3 Statement of Primary Responsibilities

Statement of Primary Responsibilities

The Board of Governance of ICON College is also the Board of Governance. As a limited Company and a registered HE provider the directors have adopted, with effect from 20 February 2020, the following Statement of Primary Responsibilities, drawing on the model in the HE Code of Governance. The Board's responsibilities are:

1. To approve the mission and strategic vision of the College, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of shareholders, students and other stakeholders.
2. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the College against the plans and approved key performance indicators, which will be – where possible and appropriate – benchmarked against other comparable institutions.
3. To delegate authority to the Managing Director for the corporate, financial, estate and human resource management of the institution; and to the Principal for all academic affairs. To establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the Managing Director and Principal.
4. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.
5. To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
6. To conduct its business in accordance with best practice in corporate governance and with the College's Code of Ethics.
7. To safeguard the good name and values of the College.
8. To appoint the Managing Director and Principal, and to put in place suitable arrangements for monitoring their performance.
9. To appoint a Secretary to the governing body.
10. To be the employing authority for all staff in the College and to be responsible for establishing a human resources strategy.
11. To be the principal financial and business authority of the College, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the institution's assets.
12. To be the College's legal authority and, as such, to ensure that systems are in place for meeting all the College's legal obligations, including those arising from contracts and other legal commitments made in the institution's name.
13. To receive assurance that adequate provision has been made for the general welfare of students.

14. To ensure that the College's constitution (Articles and Bye Laws) is followed at all times and that appropriate advice is available to enable this to happen.

2.4 Management Board (MB)

a. Membership

The Board of Governance will appoint the Management Board. It will consist of the following:

- i) Managing Director (Chair)
- ii) Principal
- iii) Vice Principals
- iv) Heads of Department
- v) Other officers as agreed between the Principal and the Managing Director.

b. Functions/Duties

- i. The MB shall meet monthly during the academic year and as and when necessary to oversee all College operational matters.
- ii. The MB will ensure that adequate resources are provided to support all academic and non-academic activities in the College.
- iii. The MB will review the performance and progress and advise the Board of Governance on the use of resources
- iv. The MB will ensure implementation of the decisions of the Board of Governance.
- v. The MB will bring forward business strategies including updates to the strategic plan for consideration by the Board of Governance.
- vi. Any amendments to these bye-laws may be recommended by the MB for approval of the Board of Governance.
- vii. The MB will ensure College policies are being implemented including those concerning Health and Safety, Prevent, Employment matters, and Equality and Diversity.
- viii. Minutes of the MB meetings will be circulated to of the Board of Govern.

2.5 Academic Board (AcB)

2.5.1 Purpose

AcB has the responsibility to oversee the management of academic standards and quality of teaching and learning for all courses and for ensuring that the requirements of the College and its awarding bodies are fulfilled. Its minutes are received by the Board of Governance.

2.5.2 Membership

- a. The Principal (*Chair*)
- b. Vice Principals
- c. Two external members with academic expertise
- d. All Heads of Department/Faculty
- e. Managing Director
- f. Two members of the teaching staff (one full time, one part time; elected by teaching staff)
- g. One student representative (elected by the student body)

2.5.3 Terms of Reference

AcB has the responsibility to:

- a. produce a comprehensive annual report providing the evidence for the quality, enhancement and standards of education provided by the College
- b. monitor progress with the College strategic plan
- c. receive a brief summary of the work of the HoDs Committee, the Assessment Boards, the Academic Misconduct Committee, the Student Affairs Committee, the Teaching and Learning Resources Committee
- d. monitor student progression and achievement and require action to improve where it is deemed not satisfactory
- e. oversee and monitor the effective operation of the College's quality assurance policies & procedures and approve changes where necessary
- f. oversee College preparations for external reviews and evaluate reports from external bodies
- g. review and revise the Quality Assurance and Enhancement Manual (QAEM)
- h. drive the College's Enhancement Strategy
- i. oversee the College's Course review schedule
- j. oversee Course approval and re-approval processes
- k. consider any proposed Course modifications
- l. approve and monitor the College's Teaching, Learning and Assessment Strategy
- m. make recommendations to the MB on resource issues
- n. oversee the Internal verification (IV) process and arbitrate any action needed
- o. oversee staff development
- p. monitor the updating of all College Course specifications
- q. oversee production of the Student Handbook and other College literature as required
- r. receive and consider implications of publications by external bodies including the UK Quality Code for Higher Education, and Pearson and Ofqual requirements
- s. maintain a mapping of the College's quality assurance policies against external expectations
- t. receive and consider the College annual report.

2.5.4 Frequency of meetings

At least 4 per year

2.5.5 Quoracy and decision-making procedure

Chair and six voting members. AcB and its sub-committees are deliberative committees. Therefore, their decisions are made by consensus.

2.5.6 Reporting Lines

3.6.1 The Academic Board is a committee of the Board of Governance

3.6.2 The following are sub-committees of AcB:

- a. Student Affairs Committee
- b. Heads of Department Committee
- c. Teaching, Learning and Resources Committee
- d. Misconduct Committee
- e. Assessment Boards

f. Widening Participation Committee

2.6 Finance Committee

The Board of Governance shall appoint the Finance Committee, consisting of the following members:

- a. Managing Director
- b. One non-executive director,
- c. One co-opted member who shall be the Chair
- d. The Principal is eligible to attend

Functions/duties

The Finance Committee shall meet at least twice a year and:

- a. oversee the management of financial resources.
- b. finalise the budget and present it to the Board of Governance for approval
- c. receive financial reports and monitor income and expenditure against approved budgets
- d. receive long term financial forecasts and advise the Board of Governance on long term financial sustainability.

2.7 Audit Committee

The BoG shall appoint an Audit Committee to assist and advise the Directors on matters relating to audit, internal control and risk.

Functions/Duties

- The Committee will assist the Board of Governance on audit matters by:
 - a. Advising on risk management and reviewing the risk register.
 - b. Reviewing the performance of the Company auditor and recommending re-appointment if appropriate.
 - c. Determining financial policies.
 - d. Reviewing the draft financial statements and any issues arising.
 - e. Monitoring the internal control system and recommending any actions for improvement
 - f. Advising the Board on internal audit and overseeing internal audit appointments and work.
 - g. Providing assurance to the Board on the use of grant funding covering the use of funds, propriety and value for money.
 - h. Advising on student value for money
 - i. Overseeing the College's approach to fraud and irregularity.
 - j. Providing assurance to the Board that the College will ensure regularity, propriety and value for money.
- The membership of the Audit Committee shall comprise:
 - a. Chair – non-executive
 - b. Two co-opted members
 - c. The Principal and Managing Director will be eligible to attend.
- The Committee will meet three times per year. Further meetings may be necessary from time to time.

2.8 Principal

2.8.1 Principal

The Principal is the Chief Academic Officer, Chair of Academic Board, Chair of Prevent Lead Team, Pearson Quality Nominee and is Line Manager of the Vice- Principals, Examinations Officer and librarian. The Principal will delegate some of the role and responsibilities to Vice-Principals as appropriate in consultation with the other senior manager (Managing Director).

The Principal's responsibilities include:

- a. To foster and maintain a clear vision for the future of the College that reflects its educational mission and where practicable to widen the opportunities for such experience in the community
- b. To ensure that the College curriculum is academically and financially viable and consistent with College objectives, funding, learner recruitment targets and measures for success
- c. To ensure that College adheres to its stated values and mission
- d. To ensure the corporate mission and strategic direction of the College is clear, understood and embraced by staff and students
- e. To focus the College's efforts on raising the quality of education to generate year on year improvements in results
- f. To empower students to be pro-active participants in their learning and to use student feedback to support quality improvement
- g. To ensure the learning, pastoral and social environment for all students is one of high standards of behaviour, respect, safety and fairness
- h. To ensure that the College curriculum is delivered in a manner which is coherent, effective and efficient
- i. To ensure that processes to ensure the quality of teaching, learning and assessment are rigorous and provide a robust basis for improvement
- j. To ensure the College is well placed to meet the requirements of the awarding organisation (Pearson) and expectations, quality agencies such Quality Assurance Agency (QAA)
- k. To inspire staff to perform to the highest levels of their ability and that teaching staff demonstrate high ambitions for their students
- l. To ensure that staff are properly qualified, motivated and encouraged to obtain the best possible results from students
- m. To ensure that demanding targets are set and achieved throughout the organisation, where quality and performance are monitored rigorously
- n. To ensure that the College complies with current Health and Safety At Work Act 1974
- o. To ensure that internal communications within the College are effective
- p. To Liaise with the Colleges' awarding organisation(s)
- q. To convene and Chair AcB
- r. To act as a Pearson BTEC Quality Nominee
- s. To oversee the process of certificate claim and registering students on Pearson website

2.8.2 Other responsibilities:

- a. To exercise overall responsibility, in conjunction with the Heads of Department and Examinations Office for the preparation of teaching

timetables

- b. To ensure the provision of staff development activities, both internal and external, which facilitate academic development and delivery
- c. In conjunction with the relevant Head of Department, to conduct staff induction processes
- d. To act as Academic Tutor and Internal Verifier
- e. To oversee the College's compliance with Prevent requirements.

2.9 Managing Director

2.9.1 Managing Director and Director of Admissions

The Managing Director is the Chief Administrative Officer, Chair of Management Board and the Accountable Officer to OfS.

The Managing Director (MD) manages the following sections: Student Counselling and Careers, Marketing, Compliance, Finance, Student Attendance, Monitoring and Reporting, Admissions and Enrolment and IT Support. Responsibilities include:

- a. As the College's Accountable Officer, is responsible for ensuring compliance with the requirements of the Office for Students
- b. Overseeing the implementation of the strategic plan and reporting to the Board of Governance on performance
- c. Managing the overall operations of the Company including effective management of human resources, the estate, data and management information systems
- d. Ensuring that the College remains financially sustainable
- e. Ensuring an effective system of internal control and risk management
- f. Designing, implementing and monitoring an effective recruitment strategy
- g. Overseeing all aspects of the admissions process including:
 - operational planning and development
 - compliance with accreditation requirements
 - liaison with SLC
 - the implementation of policies and procedures relating to student recruitment
 - recruitment of agents and ensuring continuing agent compliance with regulatory body requirements
 - general admissions and enrolment advice to prospective students
 - final decision-making authority on student matters
 - staff development activities, both internal and external, which facilitate the administrative and compliance activities of the College.

2.10 Chair and Secretary

2.10.1 The Board of Governance will elect a Chair who will be preferably a non-executive director.

2.10.2 The Chair will be responsible for Board leadership in pursuit of shareholder interests, the pursuit of Company goals and compliance with OfS and other regulatory requirements.

2.10.3 The Chair will work with the executive directors and Secretary to ensure that agendas address essential requirements, that meetings are held when needed and that the Board of Governance is informed by timely and reliable reports and data.

- 2.10.4 The Chair will ensure that decisions reflect collective views and that the interest of students are given due priority.
- 2.10.5 The Chair will support Board of Governance' and committee members by ensuring they have adequate induction and training and that they are subject to appropriate performance appraisal.
- 2.10.6 The Board of Governance will appoint a College Secretary who will be a member of staff line managed by the Principal but with right of access to the Chair of the Board of Governance and the Managing Director. The duties will be:
- a. To ensure compliance with corporate governance and other financial and legal regulations;
 - b. To ensure compliance with OfS regulatory requirements;
 - c. To manage shareholder administration and communication; and
 - d. To provide strategic advice to the Company's Board of Governance
 - e. To manage Board and committee meetings, including agendas, papers and minutes.

2.11 Office for Students

The College's business is to provide higher education in England as a provider approved by and registered with the Office for Students. The College complies with all of the requirements of the Office for Students and is committed to the public interest governance principles:

Principle
<p>Academic freedom: Academic staff at an English higher education provider have freedom within the law:</p> <ul style="list-style-type: none"> • 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 at the provider.
<p>Accountability: The provider operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English higher education provider.</p>
<p>Student engagement: The governing body ensures that all students have opportunities to engage with the governance of the provider, and that this allows for a range of perspectives to have influence.</p>
<p>Academic governance: The governing body receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent).</p>
<p>Risk management: The provider operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the provider's operations, and its ability to continue to comply with all of its conditions of registration.</p>
<p>Value for money: The governing body ensures that there are adequate and effective arrangements in place to provide transparency about value for money for all students and (where a provider has access to the student support system or to grant funding) for taxpayers.</p>

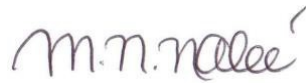
Freedom of speech: The governing body takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the provider.

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 the provider.

Fit and proper: Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons.

These Bye Laws were approved by the Board of Governance on 16 March 2020

Signed:



Professor Nurun Nabi (Interim Chair, Board of Governance)

3 Scheme of delegation

ICON COLLEGE OF TECHNOLOGY AND MANAGEMENT LTD

Scheme of delegation

Introduction

The Board of Governance has agreed this Scheme of Delegation, established as a formal schedule that distinguishes between matters reserved exclusively for directors' approval or decision and matters delegated to individuals and committees.

While the scheme identifies that certain powers are delegated to specific committees or individual officeholders, any committee or officeholder might decide that a particular issue requires to be ratified by a higher level of authority.

Financial Responsibilities Delegated to Individuals

Budget

- Approval of financial forecasts to OfS: Board on advice from Finance Committee
- Approval of annual budget: Board on advice from Finance Committee
- Approval of in-year budget variances: Managing Director subject to reporting to Finance Committee

Financial commitments

All financial commitments are to be jointly approved by the Managing Director and Principal. This includes:

- Purchasing
- Contracting
- Staff appointments
- Partnerships
- Expenditure related to grant funding from OfS.

Acquisitions or appointments in excess of £50,000 have also to be considered by the Finance Committee.

Delegation of non-financial responsibilities

		Board	Academic Board	Finance Committee	Audit Committee	Management Board
	Governance and management Governance and management are generally the responsibility of the Board of Governance and its committees, supported by the Principal and Managing Director.					
1	Articles of Association - approval	Not delegated				
2	Bye Laws – approval	Not delegated				
3	Appointment of Directors and Company Secretary	Not delegated				
4	Appointment of the College Principal	Not delegated				
5	Appointment of independent members of Finance and Audit Committees			Delegated responsibility	Delegated responsibility	
6	Approval of Scheme of Delegation	Not delegated				
7	Approval of terms of Reference of the BoG committees	Not delegated				
8	Approval of the terms of Reference of the AcB subcommittees		Delegated responsibility			
9	Approval of the College's mission, strategic vision, strategic plan, long term academic and business plans	Not delegated		Advice to BoG		Recommend to BoG

		Board	Academic Board	Finance Committee	Audit Committee	Management Board
	and key performance indicators (KPI's).					
10	Approval of senior management and governance arrangements and structure	Not delegated			Advice to BoG	Advice to BoG
11	Strategic oversight and performance monitoring	Not delegated		Advice to BoG	Advice to BoG	Delegated responsibility and duty to report to BoG
12	Provision of clear, reliable data and information to students and external bodies	Not delegated		Advice to BoG	Advice to BoG	Delegated responsibility to MD, Principal and MB
	Academic matters Academic matters are generally the responsibility of the Principal and the Academic Board					
13	Assessing the effectiveness of the Academic Board		Self-evaluation and report to BoG			
13	The determination and periodic review of the educational character of the institution and the oversight of its activities;	Not delegated	Advice to BoG			Advice to BoG
14	Approving the quality strategy of the institution		Delegated responsibility			
15	The organisation, direction and management of academic staff;					Delegated to Principal and MB

		Board	Academic Board	Finance Committee	Audit Committee	Management Board
16	Maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.		Delegated to AcB			
17	To provide assurance on quality, enhancement and standards.		Delegated to AcB			
18	Responsible for matters relating to teaching, courses, criteria of admission of students, policies and procedures of assessments and provision relating to expulsion of students.		Delegated to AcB			
19	The quality of student engagement and experience and that all students have opportunities to engage with all levels of the College and have opportunities to share a range of perspectives to have influence on the academic and non-academic matters.		Delegated to AcB			
20	Review and action on reports from external quality and accreditation bodies		Delegated to AcB			

		Board	Academic Board	Finance Committee	Audit Committee	Management Board
	<p>Finance</p> <p>Financial management is generally the responsibility of the Managing Director with advice to the BoG from the Finance Committee</p>					
21	Approving the financial strategy, including the annual capital programme, capital expenditure, investment policy, annual budgets, borrowing strategy and limits and disposal of assets.	Not delegated		Advice to BoG		Delegated responsibility to MD and MB for implementation and reporting
22	Assessing the adequacy of the corporate risk register and ensuring effective risk mitigating arrangements.				Advise on and monitor the arrangements	Delegated responsibility to MD and MB for implementation and reporting
23	Appointing the auditor, and responding to the external audit opinion on the financial statements and any relevant control issues raised by the auditor.	Appointment of the auditor not delegated		Delegated responsibility to oversee audit process and advise BoG	Advice to BoG	Delegated responsibility to address control issues.
24	Ensuring the Company operates transparently and accountably and has the values appropriate to be recognised as an English higher education provider.	Not delegated			Advice to BoG	
25	Confirming that the College				Advice to BoG	

		Board	Academic Board	Finance Committee	Audit Committee	Management Board
	publicises clear information about its arrangements for securing value for money including, in a value for money statement, data about the sources of its income and the way that its income is used.					Delegated responsibility
26	Providing guarantees and indemnities in the College's name to banks and other institutions	Not delegated		Advice to BoG		
27	Significant expenditure outside agreed budgets			Approval and/or inform BoG		
28	Compliance with the Higher Education Remuneration Code published by the CUC	Not delegated		Advice to BoG	Advise the BoG	
29	Approving the internal audit plan				Recommend to Board	
30	Ensuring grant income is used for the purposes intend, properly and achieves VFM	Policy set by Board of Governance			Provision of assurance	Delegated responsibility to comply with College policy.

4 Code of ethics

ICON College of Technology and Management Ltd

Code of Ethics

Introduction

ICON College is committed to expanding access to higher education to individuals from those sections of the community historically unrepresented in the sector. This commitment to widening participation is reflected in the demography of the student body. The College is proud of the fact that the vast majority of students are mature, many of whom have been out of education for a considerable period of time; some are from black and minority ethnic communities and come from lower socio-economic backgrounds. The College encourages student creativity, entrepreneurship and innovation in their studies, thus giving our graduates enhanced employment opportunities in a global world.

This Code of Ethics demonstrates to our internal and external stakeholders how we strive to conduct ourselves in a proper manner with students as the focus of our efforts. It is also designed to remind College, directors, committee members, managers and staff of the principles underpinning our work.

The Code has been adopted by the College Board of Governance and promulgated in a set of staff briefings.

Teaching and learning

ICON College:

- Strives to ensure high quality tuition and fair and rigorous assessments.
- Supports academic freedom within the law.
- Does not tolerate academic misconduct including plagiarism.
- Has an effective and fair student complaints procedure.
- Encourages staff to engage in scholarship and develop their expertise.

Overall student experience

ICON College:

- Recognises a duty of care to students and expects students to respect the College and its staff, and to fulfil their learning obligations.
- Operates a transparent and fair recruitment process.
- Provides students and potential students with complete and reliable information about the College and its courses.
- Provides appropriate and individualised support to students who need it.
- Strives to give students a complete higher education experience, not simply a programme of tuition
- Does not allow bullying or harassment of its students or by its students.
- Requires students to comply with the College's rules and regulations.

Business and the community

ICON College:

- Endeavours to maintain the respect of the organisations it deals with including contractors, partners and regulatory bodies
- Honours fully the terms of all contracts and the terms of trade agreed with its suppliers.
- Operates a conflict of interest procedure that ensures all interests are declared and effectively managed.
- Seeks ways in which to engage with and support the Tower Hamlets community.
- Respects the traditions and cultures among the College's diverse community of staff and students, and those of the countries we engage with for recruitment and other purposes.

Leadership and governance

ICON College:

- Is committed to high standards of corporate governance, benchmarked against good practice guidelines for companies and higher education institutions.
- Strives to meet all of the legal and regulatory obligations placed on companies and registered higher education providers including ensuring grant funding is used as intended.
- Manages its operations in a socially and environmentally responsible manner.

College management

ICON College:

- Employs a management team who are all committed to the College's overall ethos.
- Develops its mission and strategy in a consultative manner.
- Manages its finances and resources to ensure sustainability in the interests of the Company and students.
- Deals with its staff in a fair and respectful manner, including encouraging their personal development and operating an equitable system of remuneration.
- Is committed to equal opportunities and does not tolerate discrimination on the grounds of race, religion, political belief, colour, gender, age, marital status, disability and sexual orientation.
- Does not tolerate harassment or bullying of, or by, its staff.
- Expects staff to respect confidentiality.
- Does not permit staff to accept money, gifts or hospitality except modest tokens that are customary in higher education.

5 Conflict of interest policy

ICON College of Technology and Management Ltd

Policy on directors & senior manager interests

1. Policy

- 1.1 ICON College is a limited Company. It is an independent higher education provider but unlike conventional universities and colleges it is not a charitable body but in the interests of students it aims wherever possible to meet the same governance requirements that are expected of traditional universities and colleges.
- 1.2 Requirements on Company Directors are that Directors are expected to act in the interests of the Company; to declare any outside interests that could impact on the Company; and to avoid any personal or familial connections and business that could compromise the Company's interests.
- 1.3 Guidance for *university governors* in the HE Code of Governance states that members of governing bodies should act and be perceived to act impartially, and not be influenced in their role as governors by social or business relationships. Good practice requires that a member of a governing body who has a pecuniary, family or other personal interest in any matter under discussion at any meeting of the governing body or one of its committees at which he/she is present shall, as soon as practicable, disclose the fact of his/her interest to the meeting and shall withdraw from that part of the meeting. Institutions are also expected to maintain and keep up to date a register of external interests.
- 1.4 The College Board comprises two shareholder executive directors and two to three non-executive directors. The College policy is that all directors must act in the interest of the Company and avoid actual and potential conflicts of interest where possible. The Board must act honestly, ethically and transparently, and declare both actual and perceived interests and take appropriate action to manage any conflict.
- 1.5 This policy also extends to co-opted members of the Finance and Audit committees and to senior managers.

2. Duty of directors

2.1 The directors have a legal duty to act in the Company's best interests when making decisions. A director may be unable to comply with this requirement if they have a personal or other interest in a matter which requires them to make a decision. Such interests may occur for example, if a director's duty or loyalty to another person or organisation competes with their duty to ICON College.

2.2 Directors who fail to declare interests may risk having decisions overturned, and may be removed from the Board.

3 How an interest might cause a conflict

- 3.1 A director or senior manager's interest may cause a conflict if the situation is one that:
- (a) prevents, may prevent, or may give a perception that it prevents an individual's ability to make an unbiased decision in the performance of their duties as a director or senior manager;

- (b) where an individual promotes or pursues, or may be perceived as promoting or pursuing, their own interests ahead of those of the College;
- (c) where an individual uses, or may be perceived as using their position with the College, College resources, the College's name or reputation, for personal gain or purposes which are not in the interests of the College or which may damage the College's reputation;
- (d) where an individual's professional position means the individual cannot act in certain circumstances.

3.2 A conflict of interest can be both perceived or actual. Its existence does not necessarily arise due to unethical or unlawful behaviour, it may just be a coming together of circumstances.

For example:

- A director participates in a decision at a committee but fails to declare that his Company has tendered for the service in question;
- A director is asked to undertake a piece of work by the College;
- A director participates in a discussion at a meeting which identifies a new opportunity. The director then takes the opportunity for personal gain which should have been an opportunity for the College.

3.3 The important matter is not how the conflict arose, but what impact this conflict may have or be perceived to have.

3.4 It is essential that actual or potential conflicts of interest are brought to the attention of the College Secretary so that a determination can be made as to what action should be taken to manage the conflict or if appropriate, avoid the conflict.

4. How to disclose a conflict

4.1 Directors or senior managers must declare an interest as soon as they become aware of any possibility that their personal or wider interests could influence their decision-making.

4.2 The Board manages declaration of interests in two ways:

- (a) Standing item on each committee's agenda asking directors and committee members to declare any interest in any business on the agenda;
- (b) Completion of an annual declaration of interest return administered by the College Secretary (see below).

4.3 Directors must not do any work, enter into any transaction or do anything else that may be affected by the interest unless approval has been given by the College Secretary and Chair of the Board/Committee and, where necessary, suitable mitigations have been put in place.

5. How might the interest be managed?

5.1 Action can be taken to manage an interest. This matter will be considered by the Chair of the Board/Committee and the College Secretary. They will make an assessment of the risk the interest presents and advise accordingly. The following courses of action may be decided:

- **Avoidance:** the interest, perceived or actual, could be avoided, for example the individual

resigns from a particular committee;

- **Disclosure:** disclosing the conflict to all parties involved and being transparent may allow the issue to go ahead.
- **Stepping back:** stepping back may be appropriate, for example, the individual concerned leaves the meeting when the item is discussed
- **Refusal:** in some circumstances refusing to act may avoid the conflict.

This list is non-exhaustive and it may be possible to combine a number of the above actions to appropriately manage an interest.

6. Payments to directors

6.1 Directors are remunerated for their role on the Board.

6.2 Expenses may be claimed for reasonable costs that allow directors and senior managers to carry out their duties. They should be agreed in advance with the Managing Director of the College.

6.3 Expense claims must be supported by bills or receipts. Expenses may be claimed for the following in connection with the execution of governor duties:

- Mileage claims
- Hotel accommodation/travel expenses

6.4 Expenses which are excessive and/or which do not relate to College activities will not be paid.

6.5 The total amount of annual expenses paid to directors will be published in the College's annual financial statements.

Annual declaration of interest form

I declare that I hold the following personal and/or pecuniary interest(s):

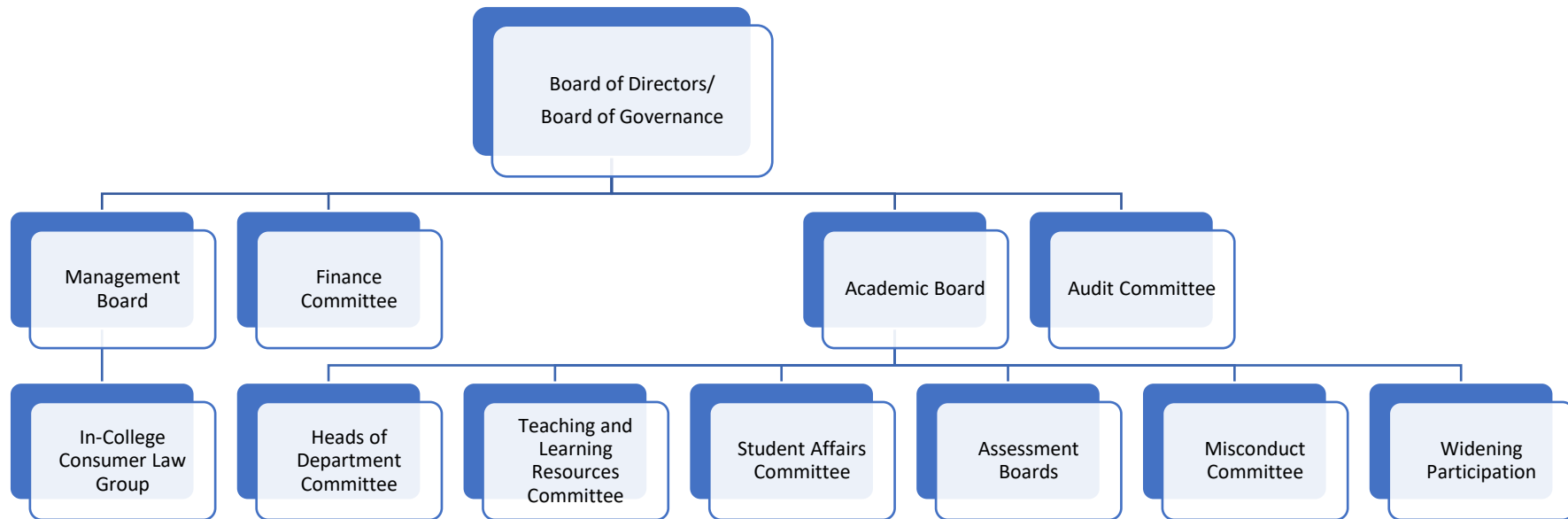
Interests	Please provide details of the interest
Current employment	
Businesses (of which I am a partner or sole proprietor)	
Company Directorships – details of all companies of which I am a director	
Charity trusteeships – details of all companies of which I am a trustee	
Membership of professional bodies, membership organisations, public bodies or special interest groups of which I am a member and have a position of general control or management	
Gifts or hospitality offered to you by external bodies while acting in your position as a director/senior manager of ICON College and whether this was declined or accepted in the last 12 months	
Any other potential personal or family conflict	

To the best of my knowledge the information supplied above is correct and complete. I understand that it is my responsibility to declare any conflict of interest/loyalty, business or personal that relates directly or indirectly, to myself or any relation in any contract, proposed contract or other matter when present at a meeting at the College where such contract or matter comes under consideration. I understand that I must withdraw from any meeting during the discussion of such contract or matter and must not vote in respect of it.

I agree to review and update this declaration annually and give consent for the information provided to be used in accordance with the College's conflicts of interest policy.

Signed:	
Date:	

6 Senior Committee Structure



7 Fit and proper persons policy

ICON College of Technology and Management Ltd

Policy on fit and proper requirements for Company Directors

Introduction

ICON College requires its Company Directors to be 'fit and proper' persons in order to serve on the College Board. The Office for Students also requires members of the governing body of a registered HE provider to satisfy their fit and proper persons requirements

The requirements

A fit and proper person:

- a. Is of good character.
- b. Has the qualifications, competence, skills and experience that are necessary for their role.
- c. 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.
- 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.

Indicators

The following are indicators that a person may not be a fit and proper person:

- a. Disqualification from acting as a Company Director, or from acting as a charity trustee, as set out in the Company Directors Disqualification Act 1986 or the Charities Act 2011.
- b. Conviction of a criminal offence anywhere in the world
- c. Subject of any adverse finding in civil proceedings, where relevant, including but not limited to bankruptcy or equivalent proceedings (in the last three years).
- d. Subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies.
- e. Involvement in any abuse of the tax systems.
- f. Involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated.
- g. Involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection.
- h. Dismissal from a position of trust or similar.
- i. Involvement with a higher education provider that has had its registration refused or revoked by the Office for Students or has had similar action taken against it by another regulator (this includes, but is not limited to, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position, etc.).

Disclosure

Where one of these indicators does apply the College needs to be aware and has to notify the Office for Students who will determine whether the matter:

- a. Is relevant to the individual's role.

- b. Has been appropriately addressed by the College.
- c. Affects the College's registered status.

Based on reasonable enquiries by the provider in which individuals are asked to disclose all relevant matters that occurred in the UK and/or in a foreign jurisdiction neither the College nor the Office for Students would expect individuals to disclose matters that are 'spent' under the Rehabilitation of Offenders Act 1974, but they may do so if they wish; particular consideration will be given to offences of dishonesty, fraud, financial crime or an offence under legislation relating to higher education, further education and charities, whether or not in the UK.

Declaration

Before being appointed to the College Board, individuals will be expected to complete the declaration below and the College Secretary will also arrange for each Board member to renew their declaration on an annual basis.

I declare that I am a fit and proper person for the position of Non-Executive Director at ICON College as per the following terms:

- 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 following are indicators that a person may not be a fit and proper person:

- disqualification from acting as a Company Director, or from acting as a charity trustee, as set out in the Company Directors Disqualification Act 1986 or the Charities Act 2011
- conviction of a criminal offence anywhere in the world subject of any adverse finding in civil proceedings, where relevant, including, but not limited to bankruptcy or equivalent proceedings (in the last three years)
- subject of any adverse findings in any disciplinary proceedings by any regulatory authorities or professional bodies
- involvement in any abuse of the tax systems
- involvement with any entity that has been refused registration to carry out a trade or has had that registration terminated
- involvement in a business that has gone into insolvency, liquidation or administration while the person has been connected with that organisation or within one year of that connection;
- dismissal from a position of trust or similar
- involvement with a higher education provider that has had its registration refused or revoked by the OfS or has had similar action taken against it by another regulator (this includes, but is not limited to, serving on a board/governing body, having voting rights, being a significant shareholder/owner, serving in a senior position, etc.)

8 Equal opportunities policy

ICON College of Technology and Management is committed to conform to the requirements of the:

- Equal Pay Act (1970)
- Sex Discrimination Act (1975)
- Race Relations Act (1978)
- Disability Discrimination Act (2005)
- Equality Act (2010)

The College whole-heartedly supports the principle of equal opportunities in staff, students and trainee recruitment, advice, guidance and employment. It opposes all forms of unlawful and unfair discrimination on the grounds of colour, race, age, ethnic, or national origin, gender, sexual orientation, marital status, political or religious affiliation and disability.

We believe that it is in our organisation's and our students' best interests, as well as all of those who work with us, to ensure that all human resources, talents, skills and abilities which are available throughout the community are fully considered when recruiting staff students and trainees and when employment opportunities arise.

To this end, we are committed, wherever practicable and within the framework of the law, to be an equal opportunity employer, and will ensure that no employee's job applications receive less favourable treatment than another's on the grounds of principle of equal opportunities.

Every possible step will be taken to ensure that individuals are treated equally and fairly and that decisions on recruitment, selection, training, promotion and career management of staff, students and trainees, are based solely on objective, job-related criteria.

Action to implement the policy

In order to put this policy of equal opportunities into practice in the day-to-day operation of the college, we will:

- Maintain an action plan containing explicit, measurable and achievable objectives.
- Provide training and guidance for our recruitment consultants and those involved in management and personnel practices.
- Examine and keep under review procedures for recruitment, selection, promotion and training.
- Develop mechanisms for resolving grievances about alleged unfair discrimination or harassment.
- Identify any scope for using lawful positive action for training and encouragement, and, where possible, implement the necessary arrangements.
- Review and, if necessary, revise the policy on a regular basis. Senior managers fully support this policy statement. All employees, agents and students are responsible for playing their part in achieving its objectives.

Particular assessment requirements

The college recognises that it must provide open access to BTEC qualifications for students who may be eligible for particular assessment adjustment by reason of disability, illness, injury or indisposition.

In the case of students with disabilities or difficulties, steps will be taken to undertake reasonable adjustment to assessment instruments, so that the student may access the assessment. In addition, special consideration will be given to students who, during an assessment, are disadvantaged due to illness, injury or adverse circumstances beyond their control.

The college will take appropriate steps in such cases in line with the current recommendations of Pearson policy.

9 Financial rules and regulations

ICON College of Technology and Management Ltd

Financial Rules and Procedures

Financial Policy

1. The Company Directors are responsible for:
 - Acting in the interests of shareholders
 - Ensuring students and taxpayers receive value for money
 - Ensuring grant income is used for the purposes intended and properly.
 - Safeguarding the assets of the Company
 - Preventing fraud
 - Avoiding mistakes
 - Keeping financial records in accordance with the Articles and Bye Laws and relevant legislation (e.g. Companies Acts).
 - Preparing Annual Accounts in accordance with the Articles and Office for Students requirements.
 - All aspects of Risk Management
2. To enable the Board to carry out these responsibilities, the Financial Procedures detailed below must be followed at all times by all directors, senior managers and staff.
3. A copy of this policy and procedures will be given to all directors on their appointment to the Board, and to all relevant staff.
4. The policy and procedures will be reviewed by the Board and revised as necessary.

Financial Procedures

1. Organisational Information

- a) Our Financial Year runs from 1 October to 30 September
- b) Name of Bankers: HSBC
- c) Name of Auditor: Reddy Siddiqui LLP

2. Bank Accounts

- a) All bank accounts must be in the name of the Company.
- b) No account may ever be opened in the name of an individual or individuals.
- c) New accounts may only be opened by a decision of the Board of Governance, which must be minuted.
- d) Changes to the bank mandate may only be made by a decision of the Board, which must be minuted.
- e) All cheques must be signed by two signatories: Principal and Managing Director.
- f) The signatories are responsible for examining the cheque for accuracy and completeness.
- g) All BACS Transfers must be authorised by two signatories: Principal and Managing Director.

- h) The signatories are responsible for examining the payment documentation (purchase invoice etc) prior to signing the cheque or authorising a BACS Transfer.
- i) Blank cheques must **not** be signed by both signatories.

3. Signatories to the accounts:

i) Name: Mr Azizur Rahman

Role/Job Title: Managing Director

ii) Name: Professor Nurun Nabi

Role/Job Title: Principal

4. Annual Budget

- a) An annual budget, setting out the College's financial plan for the year, will be prepared so that the Board – advised by the Finance Committee - can approve it before the start of each financial year.
- b) The draft budget will be prepared by the Principal and Managing Director, supported by the College's external accountancy service.

5. Financial Reports

- a) A financial report will be prepared for every Finance Committee meeting.
- b) The financial report will consist of management accounts showing progress against the budget. Progress on expenditure against grant income from OfS will be reported separately.
- c) Each Financial Report will be circulated to all Finance Committee members and discussed at the following committee meeting.
- d) The reports will be prepared by the Principal and Managing Director, supported by the College's external accountancy service.

6. Accounting and other financial records

- a) The organisation maintains a computerised accounting system which records:
 - All monies received and banked
 - Cheque payments, BACS Transfers and other amounts paid from the bank accounts
- b) Every transaction will be entered into the accounting records and will include:
 - The date of the transaction
 - The name of the person money was received from or paid to and the full amount
 - A brief description of why the money was received or paid
 - An analysis of each amount under its relevant budget heading, where applicable
- c) All documents relating to receipts and payments will be filed in the month they are input into the system
- d) A regular backup copy of the books of account will be taken and stored securely.

7. Authorisation and Payment

- a) All normal purchases are procured from regular approved suppliers.
- b) New or exceptional purchase, or new suppliers, must be approved by the Principal and Managing Director.

- c) No staff member may authorise payment to themselves, their partner or relatives.
- d) The College's internal accountant is responsible for ensuring that invoices are matched and checked against the purchase order, where applicable, before payment is authorised.
- e) All goods received must be signed for, checked and referred to the ordering department.
- f) Before payment is made by the College's internal accountant, it must be authorised by the Principal and Managing Director.
- g) All payments must be entered in the ledger system only after being authorised.

8. Payroll

- a) All employees (including sessional and part time employees) must be asked to complete the relevant PAYE form/s before they receive any payment.
- b) All staff changes and changes to terms and conditions of employment must be authorised by the Managing Director and Principal.

9. Insurance

- a) Appropriate Insurance policies will be maintained to cover:
 - Employer's Liability
 - Public Liability
 - Contents
- b) An inventory of all physical assets (purchase price over £500 per item) of the organisation will be kept and regularly updated.

10. This Financial Policy, and the Financial Procedures detailed above were agreed and minuted at a meeting of the Board of Governance on 16 March 2020

10 Student value for money statement

Student value for money statement 2019/20

Introduction

ICON College is committed to providing its students with full value for money in return for the fees paid. This statement, which is to be updated annually, explains how student fees are used and how the College demonstrates the value to students.

Student fees

Student fees are currently capped at £6,165 a year, and students can take out a loan to cover the cost. Fee loans are only repaid when a graduate is earning above a certain amount, currently £25,725. The actual amount a student will pay for their course will therefore depend on how much they earn after graduating. After allowing for retained earnings and provision for future investment, all of the College's income in the year was applied for educational purposes, directly or indirectly.

Student value

The real test of value for money is whether students derive direct benefit from their time at the College. Our data tells us that:

- The quality of tuition is high. In 2019 the College was awarded Silver in the Teaching Excellence Framework. This means that we deliver high-quality teaching, learning and outcomes for our students, and consistently exceed "rigorous national quality requirements" for higher education in the UK.
- In 2018, the Quality Assurance Agency for Higher Education reviewed provision at the College and concluded that the quality of student learning opportunities meets UK expectations.
- The 2019 National Student Survey shows that 90% of students expressed overall satisfaction with the College compared to the national average of 84%.
- In the last year for which we have complete data, 73% of students that we enrolled passed their assessments and achieved their qualification.
- To date no students have complained to the Office of the Independent Adjudicator for Higher Education about their experience at ICON College.
- Each student has Personal tutor for the duration of the study.
- Students are offered Counselling Service through Private Therapy Clinic which is private Company for the duration of six sessions free of charge.

Conclusion

Students at ICON College will find their fees employed effectively to provide a worthwhile student experience and there is data to support this conclusion.

11 Board and committee standing orders

DRAFT (To be reviewed and completed by College Secretary upon appointment in 2020 and approved by the Board)

STANDING ORDERS OF THE BOARD AND COMMITTEES

Introduction

1 The membership and terms of reference of the College Board are derived from, and determined in accordance with, the Memorandum and Articles of Government. This is further clarified through the Bye Laws agreed by the Board. These Standing Orders regulate the conduct of meetings of the Board and its Finance and Audit committees.

2 The Chair of a meeting, on the advice of the Secretary, is responsible for ruling on any question of interpretation of the Standing Orders. His or her ruling is final.

Meetings

3 Ordinary meetings of the Board will be held at least once per term and not less than five times in each year. The Audit Committee will normally meet three times per year. Ordinary meetings of the Finance Committee will be held at least two times per year. An annual schedule of meetings for the coming year will be drawn up by the Secretary for approval at the final Board meeting of the year.

4 In general the Board meets every two months except during the summer vacation. Supplementary meetings of the Board or its committees may be held at any time by common consent of members.

5 Emergency meetings of the Board or its committees will be convened by the Secretary at the request of the Chair or Managing Director. An emergency meeting of the Board will also be convened by the Secretary on receipt of a written request from at least two non-executive directors. Emergency meetings will be held within fourteen clear days of receipt of the request and shall transact only the business specified.

Chair

6 The Chair of the Board is elected by the directors for an initial period of three years.

7 The Chairs and members of Board committees are approved by the Board.

8 In the absence of the Chair the members present shall choose one of their number to preside at the meeting.

Officers in Attendance

9 The Managing Director and Principal are full members of the Board. The Vice-Principal(s) and other staff nominated by the Managing Director or Principal may attend and speak at meetings of the Board of Governance and will report on issues as required/determined by the Board.

10 Other appropriate officers of the College, as identified in the Terms of Reference, will attend and report to the committees of the Board.

Alternates and Proxies

11 Members of the Board of Governance are not permitted to send alternates to meetings nor to appoint proxies to act on their behalf at meetings but subject to the Articles may exceptionally appoint a proxy vote in relation to specific decisions.

Observers

12 One student, properly elected from the student body for a period of one year, is entitled to attend and observe Board meetings and, at the discretion of the Chair, may take part in discussions but not decision making. The student observer will be required to withdraw when reserved business is discussed. Reserved business includes matters that are commercial in confidence and matters relating to individual members of staff.

Quorum

13 The quorum for meetings of the Board is two with at least one being a non-executive director. Unless otherwise specified in Terms of Reference, the quorum for meetings of Board Committees shall be two.

14 In the event that a meeting is not quorate fifteen minutes from the scheduled start time, or becomes inquorate during a meeting, the Chair may either ask the members present to proceed as a working group to advise on matters of urgent business or adjourn the meeting to a subsequent meeting.

Notice of Meeting

15 Notice of meetings with an agenda and accompanying papers will be sent out by the Secretary (or nominated deputy) at least seven clear days before meetings are scheduled or three days in the case of Emergency meetings.

16 To ensure that all Directors are kept up-to-date on the workings of various committees, they will receive papers for all Board committees. This will be via electronic access/circulation of documents.

Attendance at meetings

17 All members are expected to attend the meetings of the Board and the committees of which they are members. Members who are unable to attend for good and sufficient reason should send their apologies at the earliest possible time.

18 Directors who have been absent from Board or committee meetings for a period of twelve months without prior approval from the Chair of the Board, or who are considered to be unable or unfit to discharge the functions of a member of the Board or committee, may be asked to resign.

Agendas and Papers

19 Agendas are compiled by the Secretary and approved by the Chair of the Board or committee. Any member of the Board or committee may propose items for the agenda to the Secretary, after consultation with the Managing Director or Principal, giving at least ten working days' notice from the date of the meeting in question.

20 The majority of agenda items will be supported by a brief written report which will be circulated with the agenda. Tabled papers will only be allowed in exceptional circumstances and at the Chair's discretion.

21 For the efficiency of business, agendas are divided into three sections:

Section A: Matters for note/approval not likely to require significant discussion.

Section B: Substantive matters for discussion and, where appropriate, resolution.

Section C: Matters for report/information only

Section D: Reserved business.

Reserved Business

22 In order to protect the interests of the Company and the College, its students and its staff, and subject to the provisions of the Data Protection Act and Freedom of Information Act, certain items of business may be declared to be confidential and/or reserved.

23 Discussion of reserved and confidential business and circulation of confidential documents are normally restricted to members of the Board or committee. Copies of such documents will not be published within the College or externally.

24 Reserved business normally refers to matters concerning details of individual students or members of staff. In addition, the Chair, on the advice of the Secretary, may decide that the student observer should not receive reserved documents and will be required to withdraw from discussion of such items.

25 Confidential and reserved documents will be clearly marked as such and identified on the agenda. The Secretary is responsible for maintaining a schedule of confidential and reserved documents. This schedule will be reviewed annually to determine whether any documents can be made public at that stage.

Conduct of Meetings

26 The Chair is responsible for the orderly conduct of the meeting and is entitled to the co-operation of members in ensuring the fair, effective and expeditious transaction of business and the observance of the courtesies of debate. When speaking, members and those in attendance, should address the Chair.

27 The Chairs of Board committees present the minutes of committee meetings to the Board. This is recognized as good practice.

28 It is the practice of the Board and its committees to reach decisions by consensus. Votes are rarely taken. Where a vote is deemed necessary by the Chair, a decision will be taken by simple majority with the Chair holding a second, casting vote to be used where there is an equal division of votes. The numbers voting for and against and any abstentions will be recorded in the minutes.

29 The Board and its committees will undertake a periodic self-evaluation and a formal evaluation will be undertaken at five year intervals. The results of the formal evaluation will be published on the College website and shared with the Office for Students.

Collective responsibility

30 Any decision of the Board and its committees, however determined, is a decision taken by the directors collectively and each individual director is expected to stand by it whether or not he/she was present at the meeting when the decision was taken.

Limitation of Business

31 Any matter raised by a member which is not specified in the agenda may be referred by the Chair for discussion at a subsequent meeting. Substantial items may not be raised by members under 'Any other Business'.

Minutes

32 The Secretary is responsible for the production of the minutes of meetings, normally within three working days of the meeting. These may be circulated once they have been approved by the Chair. The Chair and Managing Director will review the minutes and redact any confidential or reserved matters prior to the minutes being published on the College website.

33 The Secretary is responsible for maintaining an archive of all documentation in relation to meetings and for the publication of minutes – subject to the preceding paragraph - once they have been approved at the next ordinary meeting.

Transacting business between meetings

34 From time to time, issues arise between meetings which require an urgent, formal decision. The Chair of the Board and Chairs of committees, in conjunction with the Managing Director and Principal, are empowered to take Chair's action on business arising between meetings where it would not be expedient to delay until the next meeting. Where such a matter is foreseen, the Board or committee may resolve to delegate it to the Chair for action.

35 Chair's action should only be used exceptionally in the manner described above and should never be used to substitute for discussion at a properly constituted meeting. In determining whether Chair's action is appropriate, the Chair will consider calling an Emergency Meeting of the Board or committee and, where the timescale prevents this, will consider other means of consulting with members – including by telephone or email - wherever possible. Such discussions and decisions will be properly minuted.

36 Any Chair's action taken will be reported to the next ordinary meeting of the Board or committee.

Conduct of Governors

37 Members of the Board shall not be bound in their speaking by mandates given to them by other bodies or persons.

38 The College has a conflict of interest policy and procedure. A register of members' interests shall be maintained and published by the Clerk. Any director having pecuniary, family or other personal interest in a matter to be discussed at a meeting shall declare it and may not take part in the consideration of the matter. At the discretion of the Chair, they may be required to withdraw from the meeting for that item.

39 Correspondence received by directors from individuals concerning any aspect of governance should be referred to the Secretary. Non-executive directors may not conduct any form of business on behalf of the College without the agreement of the Chair of the Board and the Managing Director.

40 All Board members are privy to important and sometimes sensitive information in relation to the College and its business and may be approached by members of the media. Any such approach should be referred to the Managing Director.

41 In carrying out their role, any non-executive director wishing to meet with a member of staff of the College is requested to advise the Secretary in advance and identify the purpose of the meeting.

Suspension of Standing Orders

42 In cases of urgency, any one or more of these standing orders may, on resolution of the Board or committee, be suspended. The suspension of standing orders applies only to the meeting at which it is passed.

Variation and Revocation of Standing Orders

43 These standing orders may only be varied or revoked by the Board at a properly constituted meeting.

Approval

44 This set of standing orders was approved at the Board meeting of 16 March 2020

12 Academic Freedom

Statement on Academic Freedom and Freedom of Speech

The Counter Terrorism and Security Act 2015, section 26 places a duty on Higher Education amongst others, to 'have due regard to the need to prevent people being drawn into terrorism'

Furthermore, section 31 of the act requires that in meeting the section 26 duty, institutions must have;

- Particular regard to the duty to ensure freedom of speech
- Particular regard to the importance of academic freedom.

The College has developed this statement to demonstrate its commitment to promote Academic Freedom and Freedom of Speech within the law for its members of staff, students and external speakers who make use of College facilities.

In order to promote this commitment, the College will not deny any registered student, employee of the College, or any individual or body of persons invited onto College premises, on any grounds relating to their beliefs, views or policies, except insofar as their expression of such beliefs, views or policies shall be unlawful.

Where it is reasonably anticipated that their expression of such beliefs, views or policies shall be unlawful, the College will prevent access to its premises.

The College commits to not restricting debate or deliberation simply because the views being expressed may be considered unwise or offensive, and therefore expects any registered student, employee of the College, or any individual or body of persons invited onto College premises, to show commitment to the same principle by not obstructing or interfering with the rights of others to express views with which they may disagree.

Further information

For further information about the College's governance and this Governance Manual please contact the College Secretary.

This Manual was approved by the Board of Governance on 16 March 2020.