



ICON College of Technology and Management

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 is establishing 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

1. Board of Directors/Board of Governance

1.1 Membership

The membership of the Board of Directors 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.

1.1.1 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

1.2 Governance

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

1.3 Duties of the Board of Directors

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

- 1.3.1 The overall governance and supervision of the College
- 1.3.2 Fulfilling the legal and financial requirements as directors as specified by Companies House and the Office for Students.
- 1.3.3 Approval and amendments of Bye-Laws, Governance Manual, Quality Assurance and Enhancement Manual and other documents for institutional governance and management.
- 1.3.4 Acting as the sole arbiter in all matters relating to the College
- 1.3.5 The approval of the budget the strategic plan and college financial statement.
- 1.3.6 Appointing the Principal and for deciding upon the terms and conditions of his/her office.
- 1.3.7 All residual powers, including powers to delegate any of its powers to a committee or any

of the office bearers.

1.3.8 Appointing the College Secretary.

1.3.9 The two executive directors will act 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.

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

2. Management Board (MB)

2.1 Membership

The BoD/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.

2.2 Functions/Duties

2.2.1 The MB shall meet regularly during the academic year to oversee the operation of the College, approve quality assurance and academic plans, review performance and progress and advise the Board of Directors on the use of resources.

2.2.2 The MB will bring forward business strategies including updates to the strategic plan for consideration by the Board of Directors

2.2.3 The MB will ensure implementation of the decisions of the Board of Directors.

2.2.4 The MB will ensure College policies are being implemented including those concerning Health and Safety, Prevent, employment matters, and equality and diversity.

2.2.5 Any amendments to these bye-laws may be recommended by the MB for approval of the Board of Directors.

2.2.6 Minutes of the MB meetings will be circulated to members of the Board of Directors.

3. Academic Board (AcB)

3.1 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 Directors.

3.2 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)

3.3 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.

3.4 Frequency of meetings

At least 4 per year

3.5 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.

3.6 Reporting Lines

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

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

4. Finance Committee

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

- a. Managing Director
- b. Two non-executive directors, one of whom shall be the Chair
- c. One co-opted member
- d. The Principal is eligible to attend

4.2 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 Directors 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 Directors on long term financial sustainability.

5. Audit Committee

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

5.1 Functions/Duties

5.1.1 The Committee will assist the Board of Directors 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 including, potentially, independent internal audit reviews
- f. Advising on student value for money
- g. Overseeing the College's approach to fraud and irregularity.

5.1.2 The membership of the Audit Committee shall comprise:

- a. Chair – co-opted independent member with audit expertise
- b. Two non-executive directors
- c. The Principal and Managing Director will be eligible to attend.

5.1.3 The Committee will meet three times per year. Further meetings may be necessary from time to time.

5.1.4

6. Principal

6.1 Principal

6.1.1 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 t
- c. hat the College curriculum is academically and financially viable and consistent with College objectives, funding, learner recruitment targets and measures for success
- d. To ensure that College adheres to its stated values and mission
- e. To ensure the corporate mission and strategic direction of the College is clear, understood and embraced by staff and students
- f. To focus the College's efforts on raising the quality of education to generate year on year improvements in results
- g. To empower students to be pro-active participants in their learning and to use student feedback to support quality improvement
- h. To ensure the learning, pastoral and social environment for all students is one of high standards of behaviour, respect, safety and fairness
- i. To ensure that the College curriculum is delivered in a manner which is coherent, effective and efficient
- j. To ensure that processes to ensure the quality of teaching, learning and assessment are rigorous and provide a robust basis for improvement
- k. 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)
- l. To inspire staff to perform to the highest levels of their ability and that teaching staff demonstrate high ambitions for their students
- m. To ensure that staff are properly qualified, motivated and encouraged to obtain the best possible results from students
- n. To ensure that demanding targets are set and achieved throughout the organisation, where quality and performance are monitored rigorously
- o. To ensure that the College complies with current Health and Safety At Work Act 1974
- p. To ensure that internal communications within the College are effective
- q. To Liaise with the Colleges' awarding organisation(s)
- r. To convene and Chair AcB
- s. To act as a Pearson BTEC Quality Nominee
- t. To oversee the process of certificate claim and registering students on Pearson website

6.2 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.

7. Managing Director

7.1 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 Directors 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.

8. Chair and Secretary

- 8.1 The Board of Directors will elect a Chair who will be preferably a non-executive director.
- 8.2 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.
- 8.3 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 Directors is informed by timely and reliable reports and data.
- 8.4 The Chair will ensure that decisions reflect collective views and that the interest of students are given due priority.
- 8.5 The Chair will support Board of Directors' and committee members by ensuring they have adequate induction and training and that they are subject to appropriate performance appraisal.
- 8.6 The Board of Directors 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 Directors 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 Directors
 - e. To manage Board and committee meetings, including agendas, papers and minutes.

9. 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
Academic freedom: Academic staff at an English higher education provider have freedom within the law: <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.
Accountability: The provider operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English higher education provider.
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.

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).
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.
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.
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 BoD/Governance on 20 February 2020



Signed:

Professor Nurun Nabi (Interim Chair, Board of Governance)