



Code of Governance Policy

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Person Responsible: Vice-Chancellor

Approved By: Governing Board

For Information To: Executive Board

FORWARD:

ISBM University [India] London has adopted the Higher Education Code of Governance to deliver the highest standards of governance across the University.

By adopting this Code of Governance, the University would like to provide assurance to students and stakeholders that the Governing Board is committed to the highest level of governance and leadership. This Code forms part of the University's governing instruments, which also include the Memorandum and Articles of Association, company policies and organisational objectives.

The Code will be reviewed every three years to ensure it remains fit for purpose.

VALUES:

At the heart of the University's HE delivery are the following core values:

- **Integrity:** Transparency, accountability, honesty, freedom of speech and academic freedom.
- **Sustainability:** Financial and environmental.
- **Inclusivity:** Equality, diversity, accessibility, participation and fair outcomes for all.
- **Excellence:** High-quality research, scholarship and teaching.
- **Innovation & Growth:** Social, economic and cultural.
- **Community:** Public service, citizenship, collegiality and collaboration.

OBJECTIVES:

In addition to these values, the Code is underpinned by objectives to meet the challenges of sustainability, growth and change:

- Determine, drive and deliver the University's mission and success in a sustainable way (financial, social and environmental).
- Protect and promote the collective student interest and the importance of a high-quality student experience
- Ensure student outcomes reflect good social, economic and environmental value.
- Effectively manage opportunities and mitigate risks to protect the reputation of the University, ensuring financial sustainability and accountability for public funding.
- Promote and develop a positive culture, which supports ethical behaviour and equal, diverse and inclusive practices.
- Promote excellence in learning, teaching and research, monitoring organisational and Governing Board performance.
- Publish accurate and transparent information, which is widely accessible.
- Lead by example, being flexible and adaptable to create a resilient future.
- Ensure arrangements are in place for meaningful engagement with staff, students and stakeholders locally, regionally and nationally.

THE SIX PRIMARY ELEMENTS OF HIGHER EDUCATION GOVERNANCE

ISBM University [India] London adheres to the six primary elements of the Higher Education Code of Governance that embody the core values, assist in delivering the objectives and provide the basis for good governance.

1) Accountability.

The Governing Board is collectively responsible and accountable for organisational activities, approving all final decisions on matters of fundamental concern within its remit.

2) Sustainability.

Working with the Executive Board, the Governing Board sets the mission, strategic direction, overall aims and values of the University. In ensuring the sustainability of the University, the Governing Board actively seeks and receives assurance that delivery of the strategic plan is in line with legislative and regulatory requirements, organisational values, policies and procedures and that there are effective systems of control and risk management in place.

3) Reputation.

The Governing Board safeguards and promotes organisational reputation and autonomy by operating in accordance with the values that underpin this Code, its various elements and the principles of public life.

4) Equality, Inclusivity and Diversity.

The Governing Board promotes a positive culture, which supports ethical behaviour, equality, inclusivity and diversity across the organisation, including in the Governing Board's own operation and composition. This includes ensuring under-representation and differences in outcomes are challenged and, where practicable, corrective action is taken to ensure fair outcomes for all.

5) Effectiveness.

The Governing Board ensures that the University's governance structures and processes are robust, effective and agile by scrutinising and evaluating governance performance against this Code and recognised standards of good practice.

6) Engagement.

The Governing Board understands the University's various stakeholders, nationally and locally, and are assured that appropriate and meaningful engagement takes place to allow stakeholder views to be considered and reflected in relevant decision-making processes.

ELEMENT 1 – ACCOUNTABILITY

The Governing Board is collectively responsible and accountable for the University's activities, approving all final decisions on matters of fundamental concern within its remit. They have overall responsibility for all decisions that might have significant reputational implications for the University's sustainability. It is responsible for ensuring that the University:

- a)** Meets all legal and regulatory requirements imposed on it as a corporate body through the Companies Act.
- b)** Complies with its instruments of governance such as the Memorandum and Articles of Association.
- c)** Meets the requirements in respect of public funding, including income from the Student Loan Company.

Members of the Governing Board must discharge their duties in line with the accepted standards of behaviour in public life and the values in this Code, accepting individual and collective accountability for the affairs of the University.

All members of the Governing Board share the same legal responsibilities and obligations as other members, so no one can be routinely excluded from discussions. All members have a duty to record and declare any conflicts of interest and conduct their affairs in an open and transparent manner.

The Governing Board will publish accurate information on the use of public funding, value for money and other performance information that supports regulatory compliance and accountability on the University website.

There is a clear separation of roles and responsibilities between the Governing Board and the Executive Board with delegated authorities to the Vice-Chancellor and all other Boards and Committees.

ELEMENT 2 - SUSTAINABILITY

Working with the Executive Board, the Governing Board sets the mission, strategic direction, overall aims and values. In ensuring the sustainability of the University, the Governing Board actively seeks and receives assurance that delivery of the strategic plan is in line with legislative and regulatory requirements, the organisational values, policies and procedures and that there are effective systems of control and risk management in place.

The Governing Board is responsible for the University's mission, character and reputation and therefore sets the values and standards that underpin the University's strategy and operation. It formally approves the strategic plan and ensures strategies facilitate the following:

- Enough financial, physical, human and information resources to support the University's aims and objectives; meet academic standards; protect the collective student interest; ensure effective delivery and meet any regulatory or funding commitments, including the need to demonstrate value for money.
- Effective arrangements in place for the management of information which meet ethical standards, Freedom of Information requirements and other legislation on the use and protection of data.
- Arrangements in place to ensure that all forms of resources are used in a sustainable, secure and effective manner which supports institutional success (financial, social and environmental).
- Policies and procedures are in place, which support the delivery of the University's strategy in an environmentally sustainable way.

The Governing Board receives twice yearly, reliable and adequate information to monitor and evaluate performance against the strategic plan. The Governing Board's role is to have oversight of performance and constructively challenge it, encourage quality enhancement, maintain and raise standards, celebrate achievements and learn from difficulties.

The Governing Board needs to understand the external environment and, along with the Executive Board, identify, understand and manage risk appetite and strategic risks and opportunities for the University.

The Governing Board must actively seek and receive assurance that academic governance is robust and effective and provide assurance on academic standards together with the integrity of academic qualifications. The Governing Board will work with the Academic Board to maintain standards and continuously improve quality. It will also seek reassurance that specific academic risks such as those involving partnerships and collaboration, recruitment and retention, data provision, quality assurance and research integrity, are being effectively managed.

The Governing Board needs assurance that the University is meeting the conditions of funding as set by regulatory and funding bodies and other major institutional funders. These include:

- The need to use funds in line with the principles of regularity, propriety and value for money.
- Robust systems of financial control and governance.
- Assurances on social, financial and environmental objectives, e.g. those which support a sustainable environment, the widening of access and participation and civic engagement.

Furthermore, the Governing Board also needs assurances that:

- The University's values are practised throughout the organisation.
- The collective interest of current and future students drives decision making, growth and innovation throughout the University.
- There is sufficient management freedom and organisational autonomy.
- The University has considered and taken appropriate actions to mitigate the impact of any risks to students' continuation of study e.g. the closure of a course, campus or location, the discontinuation of a discipline etc.

- There is an effective and proactive system of risk management in place by which risks are rigorously assessed, understood and effectively managed across the University.
- High-quality and robust data is produced and managed to meet all relevant legal and regulatory requirements.
- Effective control and due diligence take places in relation to organisationally significant external activities, for example commercial transactions, collaborations with HEIs in other countries etc.
- Commercial transactions conform to the requirements of charity law and regulation.

The Governing Board understands and respects the responsibility to maintain, promote and protect the principle of academic freedom; the ability within the law to question and test received wisdom and uphold freedom of speech; and for all staff to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or privileges.

Effective remuneration of all staff is an important part of ensuring the University's organisational sustainability, meeting regulatory requirements and protecting the University's reputation. The Governing Board should provide assurance on the extent of the University's compliance with The Higher Education Senior Staff Remuneration Code and ensure that no one is responsible for determining or influencing their own remuneration.

The Governing Board is responsible for ensuring the engagement of an external audit company in line with the regulations of the Companies Act. They will consider and, where necessary, act upon an annual audit report from the Audit Committee incorporating recommendations by the external auditors and approve the audited annual financial statements.

ELEMENT 3 - REPUTATION

The Governing Board safeguards and promotes the University's reputation and autonomy by operating in accordance with the values that underpin this Code, its various elements and the principles of public life.

Members of the Governing Board must always act ethically in line with the principles of public life (the Nolan principles) and in the interests of the University, its students and other stakeholders. This applies whether the Board members are elected, nominated or appointed. If a Governing Board member falls short of these standards, they must be dealt with in accordance with the University's constitution and Code of Conduct.

Members of the Governing Board need to act and be perceived to act, impartially and not be influenced by social or business relationships. Members of the Governing Board will maintain, check and publish a register of the interests of members and senior staff. A member who has a professional, pecuniary, family or other personal interest in any matter under discussion which may be seen to conflict with the best interests of must also disclose the interest in advance of any discussion on the topic. A member does not have a pecuniary interest merely because they are a member of staff or a student.

In protecting institutional reputation and autonomy, the Governing Board must ensure that its decision-making processes and those of the institution are ethical and free of any undue pressures from external interest groups, including donors, alumni, corporate sponsors and political interest groups.

If an individual member of the Governing Board has a view that is not consistent with the collective view of the Governing Board, they should abide by the principle of collective decision making and avoid putting specific interests or personal views before those of the organisation. Individually, they must not make any agreement for which they do not have authority. Breaches will be taken very seriously and be dealt with in accordance with the University's governing documents and Code of Conduct.

The Governing Board must take practical steps to ensure that the students' representation group e.g. Student Union, operates in a fair, democratic, accountable and financially sustainable manner. It assures that there is a transparent, effective and published process for making and handling a complaint or raising a concern, and that any internal or external complaints or concerns are handled impartially, constructively and, in the case of student complaints, in accordance with any requirements of the Office of the Independent Adjudicator for Higher Education. The Governing Board also ensures there is an effective process in place for investigating disclosures under whistleblowing legislation.

ELEMENT 4 - INCLUSION AND DIVERSITY

The Governing Board promotes a positive culture which supports ethical behaviour, equality, inclusivity and diversity across the University, including in the Governing Board's own operation and composition.

Diversity in this context does not just mean protected characteristics, it includes a diversity of voice, attitude and experience. It is a means of ensuring that under-representation and differences in outcomes are challenged and, where practicable, followed by a course of corrective action that ensures fair outcomes for all.

The University is required by law to comply with equality and diversity legislation, and the Governing Board are legally responsible for ensuring the University's compliance. The Governing Board ensure that there are arrangements in place to:

- Eliminate unlawful discrimination, harassment and victimisation.
- Advance equality of opportunity between people who share and those who do not share a protected characteristic.
- Foster good relations between people who share and those who do not share a protected characteristic.
- Promote an inclusive culture.

The Governing Board reviews and reports on the University's approach to equality, inclusivity and diversity. Each year the Governing Board reviews an annual equality monitoring report produced by Student Services, setting out work done by the University during the year, identifying the achievement of agreed objectives and summarising data on equality, inclusivity and diversity. The report considers any significant differential educational outcomes by protected groups and includes an Equality Impact Assessment and proposals for widening participation in and increasing access to HE.

The Governing Board routinely reflects on its own composition and consider ways it can encourage diversity in all its forms, thus leading by example. This includes consideration of the impact of decisions on equality, diversity and inclusion.

ELEMENT 5 - EFFECTIVENESS

The Governing Board ensures that governance structures and processes are robust, effective and agile by scrutinising and evaluating governance performance against this Code and recognised standards of good practice.

The Governing Board has the appropriate balance of skills, experience, diverse backgrounds, independence and knowledge to make informed decisions. The size and composition of the Governing Board reflects the nature, scale and complexity of the University.

The Governing Board has a committee sub-structure which supports its effective operation (please refer to Organisational Boards and Committees organogram). The Governing Board has a culture where all members can question intelligently, debate constructively, challenge rigorously, decide dispassionately and be sensitive to the views of others both inside and outside Governing Board meetings and reflects the articulated values and culture of the University.

The Governing Board focuses on strategic risks and emerging opportunities for the University and has flexibility to respond to these quickly and effectively. It has suitable arrangements for the continuation of business in the absence of the Chair. Arrangements for a Deputy Chair (nominated member) are noted within the University's governing instruments.

The Governing Board uses a formal process of due diligence checks to ensure that its members are fit and proper persons. It also has the power and process to remove any of its members from office if a member breaches the terms of their appointment.

The Nominations Committee provides advice to the Governing Board on terms of office, the perceived skills balance required on the Governing Board, succession planning and skills refreshment. Normally, final decisions on appointment are taken by the Governing Board.

In making decisions about terms of office, the Governing Board ensures there is a planned and progressive refreshing of membership, this includes evaluating the performance of Governing Board members. The terms of office for Board members is not more than nine years (either two terms of four years or three terms of three years) unless there is exceptional justification.

Members of the Governing Board receive induction, updates and development which supports understanding of their role and changes in their operating environment. The Nominations Committee assists the Governing Board to undertake a robust review of governance effectiveness every three years and provides a mechanism to focus on improvement and chart progress towards achieving any outstanding actions arising from the last effectiveness review.

ELEMENT 6 - ENGAGEMENT

The Governing Board understands the various stakeholders of the University both locally and nationally. They are assured that appropriate and meaningful engagement takes place to allow stakeholder views to be considered (especially students and staff) and reflected in relevant decision-making processes.

The Governing Board ensures the activities of the University are in the interests of students and other stakeholders. Donations, partnerships and similar activities must not inappropriately influence the University's independence, mission or academic integrity. Therefore, the governance processes and structures are clearly visible to staff and students who have opportunities to engage with the governance of the University, should they choose.

The Governing Board receives assurance from the sub-Boards and Committees of regular, effective two-way communication with students, staff and other stakeholders, and must be advised of any major issues arising.

The Governing Board promotes and ensures the social, cultural, economic and environmental impact of the University and ensures that organisational success and achievements are reported to stakeholders. The Governing Board also ensures that relevant stakeholders are advised of any material changes, adverse or other, in policy or circumstance.

The Governing Board promotes an academic, collaborative and cooperative approach to liaison with students, staff and other stakeholders and ensures that interactions are guided by the values, ethics and culture of the University. Where the University may enter a partnership or working arrangement with another Higher Education Institute or organisation, the Governing Board will seek a clear understanding from the Executive Board of the benefits and risks of the partnership. They will also need to be satisfied that there are effective governance and risk management arrangements in place to support the partnership.

The Governing Board seeks to ensure that the University is accessible and relevant to its local communities and is open to, and engages with, the local communities in identifying their role in delivering public/community benefit and economic, civic duties, cultural and social growth. This objective relates closely to the University's vision of serving the public good.