

Governance Handbook

2019-20 Edition

Version number	4
Author (role Title)	External Consultant, Academic Governance and Quality
Date created	July-August 2019
Approved by	CE Ltd. Board
Date of next review	Subject to annual review and updating each July

CONTENTS

Introduction to the 2019-20 Edition.....	1
Links to Key Documents.....	2
Part 1: The Governance Structure of Christie’s Education Ltd.	3
1. The Role and Function of Boards and Committees at Christie’s Education Ltd.	3
2. Relationship with the Validating University	4
3. The UK Quality Code for Higher Education	4
4. The Board of Christie’s Education Ltd. and Delegation to the Academic Board and the International Managing Director	4
5. Oversight by the CE Board, and Communications with the Academic Board and the Senior Management Team.....	5
6. Communications between Boards/Committees and Other Groups.....	6
7. Board and Committee Membership and Representation.....	7
8. Co-option	8
9. Terms of Office	8
10. Quoracy	8
11. Board and Committee Decisions and Voting Arrangements	9
12. Chair’s Action.....	9
13. Calendar of Meetings	9
14. Additional or ‘Extraordinary’ Meetings.....	9
15. Board and Committee Papers and Terminology	10
16. Production of Board and Committee Minutes.....	11
17. Access to and Confidentiality of Board and Committee Documents	13
18. Board and Committee Self-Evaluation.....	13
19. Other Useful Guidance.....	13
Part 2: Guidance for Chairs, Secretaries and Members of Boards and Committees .	15
20. Guidance for Chairs	15
21. Guidance for Secretaries	16
22. Guidance for Committee Members	19
Part 3: Christie’s Education Ltd. Governance Structure.....	22
23. CE Governance Structure Diagram.....	22
24. The Board of CE – Statement of Primary Responsibilities of the Board and Delegation of Authority to the Executive.....	22
25. Academic Board Terms of Reference	35

26.	Teaching, Learning and Research Committee Terms of Reference	39
27.	Programme Committee Terms of Reference	41
28.	Examinations Board Terms of Reference.....	43
29.	Student-Staff Forum Terms of Reference.....	44
30.	Visiting Fellowships Committee Terms of Reference.....	46
31.	Extenuating Circumstances Panel Terms of Reference	47
32.	Fitness to Study Case Conference Panel Terms of Reference	47
33.	Academic Misconduct Panel Terms of Reference	48
34.	Academic Appeals Panel Terms of Reference	49
35.	Senior Management Team Terms of Reference	50
36.	All Staff Meeting Terms of Reference	52
37.	Health and Safety Committee Terms of Reference	53
38.	Student Conduct Panel Terms of Reference	55
39.	Disciplinary Appeal Panel Terms of Reference.....	56
40.	Student Complaints Review Panel Terms of Reference	57

Introduction to the 2019-20 Edition

The 2019-20 edition of the Governance Handbook includes two additions to the governance and committee structure:

- a.** A new Visiting Fellowships Committee, reporting to the Academic Board
- b.** The inclusion of the All Staff Meeting in the governance structure, reporting to the Senior Management Team. Previously, these meetings did not form part of the formal governance structure and reporting arrangements.

This edition also contains a number of routine updates and amendments relating to the following:

- 1.** Addition of a new sub-section following this Introduction, listing links to key documents which are relevant to the Governance Handbook
- 2.** The numbering of sub-sections and paragraphs has been revised so that there is a continuous numerical sequence through the document
- 3.** Reorganisation of the former Academic Regulations and Procedures: from September 2019, Sections A to D have been replaced by the new Quality Handbook and Section E has been replaced by the new Assessment Regulations and Procedures (referenced in, for example, the new sub-section which follows this Introduction)
- 4.** Mapping of Christie's Education Ltd. policies, procedures and regulations to the revised UK Quality Code (para 3)
- 5.** Additional clarification re the roles of 'task and finish groups' and 'planning or working groups', with examples (para 6.4)
- 6.** Clarification of the process for election of staff to boards/committees (para 7.5 and 9)
- 7.** Additional information about student involvement in the governance structure (para 7.7)
- 8.** Amendments in the paragraphs on Chair's Action (12.2) and Calendar of Meetings (13)
- 9.** In the Statement of the Primary Responsibilities of the Board of CE, updates to the wording re the Freedom of Speech Policy and Code of Practice (Part 3 of this Handbook)
- 10.** Changes to titles: 'Student Services Officer' changes to 'Student Services and Quality Assurance Officer' and 'Lead Student Representative' changes to 'Student representative' (throughout Part 3).

Links to Key Documents

External documents:

Higher Education and Research Act 2017

<https://www.legislation.gov.uk/ukpga/2017/29/contents>

Office for Students Regulatory Framework (2018)

<https://www.officeforstudents.org.uk/advice-and-guidance/regulation/>

UK Quality Code (2018)

<https://www.qaa.ac.uk/quality-code>

The following Christie's Education documents can be found on Canvas, the Christie's Education VLE:

Academic Appeals Procedures

Academic Freedom Policy

Articles of Association – CE

Assessment Regulations and Procedures (from September 2019, this replaces Section E of the previous Academic Regulations and Procedures)

Fitness to Study Policy and Procedure

Freedom of Speech Policy

Health and Safety Policy

Institutional Strategy – Towards 2025

Key Risk Dashboard

Learning, Teaching and Research Strategy

Quality Handbook (from September 2019, this replaces Sections A to D of the previous Academic Regulations and Procedures)

Student Complaint Procedures

Student Disciplinary Procedures.

UK Quality Code Mapping Exercise 2019

Visiting Fellowships Policy and Procedures

PART 1: THE GOVERNANCE STRUCTURE OF CHRISTIE'S EDUCATION LTD.

1. The Role and Function of Boards and Committees at Christie's Education Ltd.

- 1.1** The governance structure of Christie's Education Ltd. (hereafter CE) is supported and enabled by the boards and committees which meet regularly to consider, discuss and make decisions about the institution's educational and other activities. The boards and committees bring together staff, students and external members, to promote consensus and ownership of decision-making. They combine expertise gathered from across and outside the institution. They help to identify good practice and areas for improvement and can help to stimulate new ways of thinking. Occasionally they may be required to take, or to contribute to, difficult decisions.
- 1.2** The aims of the governance structure and the associated boards and committees of CE are:
- a.** to secure staff and student participation in the development of CE strategy and policy
 - b.** to ensure that staff and students have a voice in CE's deliberative processes
 - c.** to provide a framework for the implementation and monitoring of the Institutional Strategy and sub-strategies.
- 1.3** Each board and committee has a clear role and terms of reference, to ensure that:
- a.** it is distinct from other boards/committees
 - b.** its purpose is clear to all members so that they can work collectively to fulfil the board/committee's role
 - c.** its purpose is clear to the wider staff and student community of CE.
- 1.4** A board or committee is only constituted if its role or purpose requires a formal body to achieve it. A board or committee should not be created if the role or purpose can be achieved by other means; for example, by one or two individuals working together.
- 1.5** Boards and committees should not be 'talking shops'. The agendas for meetings should directly reflect the board/committee's terms of reference, and discussions should focus on matters which are relevant to the business in hand. The Chair and Secretary are responsible for ensuring that board/committee business is appropriately covered at each meeting.
- 1.6** While the board and committee structure is essential to CE's deliberative processes, it is recognised that staff and students have many demands on their time. As a guide, the recommended maximum time for a board or committee meeting is two hours. Occasionally it will be necessary to exceed this, but no meeting should last longer than 2.5 hours.
- 1.7** Guidance for committee chairs, secretaries and members can be found in Part 2 of this Handbook.

2. Relationship with the Validating University

The governance structure of Christie's Education Ltd. is independent of CE's validating university, The Open University. However, the validating university has a number of requirements which CE is expected to meet, including the separation of ownership and financial control from academic authority and decision-making. These are reflected by the governance structure. There are also specific areas on which CE is required to report to its validating university, notably the provision of an annual report on the quality and standards of academic provision. A representative of Open University Validation Partnerships attends meetings of the Academic Board.

3. The UK Quality Code for Higher Education

The Academic Board is responsible for ensuring that CE meets the expectations of the UK Quality Code (UKQC). Other CE bodies may be asked to review aspects of CE's work in the context of particular UKQC expectations, reporting on this to the Academic Board. The revised UKQC and associated advice and guidance were published during 2018. CE has updated the mapping of its policies, procedures and regulations to the revised Core Practices for Standards and Quality and is reviewing the advice and guidance sections of the new UKQC to ensure that it takes account of good practice described therein.

4. The Board of Christie's Education Ltd. and Delegation to the Academic Board and the International Managing Director

NB: This sub-section should be read in conjunction with the diagram of the governance structure and the terms of reference for CE's boards and committees which can be found in Part 3 of this Handbook.

- 4.1** Christie's Education Ltd. is wholly owned by Christie's International plc ('The Christie's Group'). Christie's International plc exercises no academic authority or decision-making; rather, these powers are vested in the Board of Christie's Education Ltd (CE Board).
- 4.2** The Terms of Reference of the CE Board (see Part 3 of this Handbook) set out, as Schedule 1, the primary responsibilities of the Board. These should be read together with, and are subject to, the Company's Articles of Association and applicable law and regulation. The CE Board considers the Primary Responsibilities to be generally unsuitable for delegation and accordingly the matters set out in Schedule 1 are reserved to the CE Board for decision. This does not limit the CE Board's power to specifically authorise a committee or executive to effect a particular decision or matter.
- 4.3** The Board of Christie's Education Ltd. comprises: the International Managing Director of Christie's Education Ltd. (Chair; ex officio); the General Counsel Corporate, Christie's Group (ex officio); the Group Financial Controller, Christie's Group (ex officio); a minimum of two independent non-executive directors (not being employees of The Christie's Group) appointed by the CE Board. There are reporting lines on legal, financial and commercial matters between the Board and Christie's International plc. The terms of reference of the CE Board also set out the terms of delegation to (a) the Academic Board, and (b) the International Managing Director.
- 4.4** The Academic Board is established as the senior academic committee of the CE Board. Its revised membership and terms of reference are set out in Part 3 of this

Handbook as Schedule 2 of the Statement of Primary Responsibilities of the Board of CE. The Academic Board is charged, subject to the powers of the CE Board, with acting as the overarching authority and decision-making body for all matters concerning: academic standards; academic policy; curriculum design and development; the organisation of teaching, assessment and research; and the overall quality of learning opportunities including student welfare. The revised terms of reference of both the CE Board and the Academic Board are explicit that the Academic Board reports to the CE Board on all such matters and, in so doing, is required to assure the Board of the standards and quality of CE's provision, and the adequacy and effectiveness of academic governance. The terms of reference also now state that, to ensure an appropriate flow of information between the Board and the Academic Board, the CE Board itself provides a summary report on its business to each meeting of the Academic Board.

- 4.5** The International Managing Director (IMD), as head of the institution, has delegated authority for the corporate, regulatory, financial, operational and human resource management of CE, with power to do all things necessary and appropriate for the proper conduct of its business, including the power to delegate to committees and other executives as he/she considers appropriate. The CE Board has appointed the IMD as the 'accountable officer' of the institution in accordance with the meaning and responsibilities of that position as determined from time to time by the OfS for registered providers of higher education.
- 4.6** In the revised governance structure, the responsibilities of the Senior Management Team include advising and supporting the International Managing Director about CE's overall strategic direction, the business case for academic developments, the monitoring of operating and financial performance, and resource planning and allocation.

5. Oversight by the CE Board, and Communications with the Academic Board and the Senior Management Team

- 5.1** The Terms of Reference for the CE Board, the Academic Board and the Senior Management Team, which are set out in Part 3 of this Handbook, include a number of protocols which have been designed to ensure an appropriate flow of communication and reporting between these three bodies. Three key examples of these protocols are provided below, underlining the role of the CE Board as the senior authority of the organisation, and its ultimate responsibility for quality and standards. More information about the CE Board's role in the oversight and maintenance of quality and standards is provided in the CE Quality Handbook (Part A, Academic Standards and Quality at CE, and Part C, Monitoring and Evaluation of Quality and Standards).

a. CE Board, Schedule 1 Primary Responsibilities, item 1.1 –

'The Board delegates responsibility for maintaining and enhancing academic quality and standards to its Academic Board but requires the Academic Board to provide it at least annually with evidence to assure itself, and to enable it to give assurance as required to external regulators, of the maintenance of academic quality and standards.'

The Terms of Reference of the CE Board also state that *'In the interests of transparency, and to ensure an appropriate flow of information, the CE*

Board shall provide a summary of its discussions to each meeting of the Academic Board and the Senior Management Team.'

b. Academic Board, Terms of Reference, items 25.2.a-25.2.e –

These set out key duties of the Academic Board, while 25.2.f requires that the Academic Board will *'Provide reports on 25.2.a-25.2.e above to the CE Board, through a standing item(s) on the agenda of CE Board meetings, to assure the CE Board of the standards and quality of CE's provision and the adequacy and effectiveness of academic governance'*. In addition, item 25.2.g requires the Academic Board to *'Produce a summative annual monitoring report on the quality and standards of CE's provision for the consideration of the CE Board and the validating university.'*

Note: The respective roles of the CE Board and the Academic Board in monitoring and evaluation of CE are set out in the CE Quality Handbook, Part C, Monitoring and Evaluation of Quality and Standards.

c. Senior Management Team: duties include –

'Subject to any general or particular direction that may, from time to time, be given by the CE Board, the SMT is charged by the CE Board with acting as the key forum for discussion and decision-making about the operational management of CE

'In carrying out the above, the SMT is required to assist the IMD in his/her role as accountable officer, and to advise him/her in the performance of his/her duties including:

- *'The development and monitoring of strategy, operational plans, policies, procedures and budgets;*
- *'Bringing forward strategic initiatives for consideration by the Academic Board and/or the CE Board; (...)'*

6. Communications between Boards/Committees and Other Groups

- 6.1** To promote the free flow of information and debate, a Chair of a board or committee may recommend or request that a matter discussed by their board/committee should also be considered by another board/committee.
- 6.2** Chairs can also invite non-members to attend meetings and contribute to discussion of specific items of business. For example, the Chair of a Programme Committee may wish to invite a member of the support services team to attend for discussion of a relevant matter relating to resources. See also sub-section 8 on co-option below.
- 6.3** Outside the formal governance structure, groups or teams of staff will meet regularly in order to discuss relevant business. Such meetings are also key forums for communication about institutional issues and developments. To promote the flow of relevant information, team leaders are encouraged to communicate information to relevant board/committee Chairs.
- 6.4** With the exception of the Examinations Board, boards and committees may appoint 'task and finish groups' for specific tasks, and planning or working groups for ongoing areas of work. Examples include the Events Planning Group and the Culture Survey Working Group. Before doing so, agreement must be sought from the chair of the relevant 'parent' board/committee (i.e. the Academic

Board or the Senior Management Team). A task and finish group will comprise a small number of members of the appointing board/committee who are tasked to investigate a specific matter and report back within an agreed timeframe. For example, the Teaching, Learning and Research Committee might appoint such groups to undertake work on specific actions in the Learning, Teaching and Research Strategy. A planning or working group will comprise a number of staff who are relevant to the activity or area of work under discussion. For example, the Events Planning Group comprises staff directly involved in the organisation and marketing of CE events, enabling these to be developed and promoted in a coordinated way.

6.5 In addition to the boards and committees described above and in Part 3 of this Handbook, the following panels will also meet as and when required:

- Extenuating Circumstances Panel (reporting to Academic Board)
- Fitness to Study Case Conference Panel (ditto)
- Academic Misconduct Panel (ditto)
- Academic Appeals Panel (ditto)
- Student Conduct Panel (reporting to Senior Management Team)
- Disciplinary Appeal Panel (ditto)
- Student Complaints Review Panel (ditto)

7. Board and Committee Membership and Representation

Please refer also to Part 2 of this Handbook.

7.1 The membership of boards and committees has been devised to enable the representation of a range of interests appropriate to each board/committee's Terms of Reference.

7.2 Chairs and members of boards/committees are expected to bring their individual experience and expertise to the board/committee's work, and to carry out their roles with due regard to the relevant Terms of Reference, the CE Mission, and institutional strategies and policies.

7.3 Ex officio members, whose place on a board/committee is defined by their role or job function (e.g. Programme Directors, or the Career Services Officer), are expected to represent the interests and concerns of that specific area of CE's operation.

7.4 Members who have been appointed to represent a specific group (e.g. the staff representatives on the Academic Board) are expected to represent the interests and concerns of that specific area of CE and to communicate information back to staff in the area.

7.5 When there is a vacancy on the Academic Board or one of its sub-committees, and it is not an ex-officio role, nominations will be sought by the Director of Registry and Student Services. If more than one nomination is received, the Director of Registry and Student Services will organize an election. Procedures for nominations and elections will follow the normal protocols relating to transparency.

- 7.6** In the interests of efficiency, and with the approval of the International Managing Director, membership of a board/committee may be shared by two members of staff. Where a membership is shared in this way, the two staff will alternate their attendance at meetings.
- 7.7** CE takes deliberate steps to promote the active involvement of students in its governance structure. The Board of CE is keen to be influenced by the views of students: it has agreed for an elected student representative to attend a minimum of one Board meeting each year and for that student to be appropriately briefed for his or her role in this respect. Students are represented on the Academic Board, the Teaching, Learning and Research Committee, and Programme Committees. Student representatives may be invited to attend meetings of the Senior Management Team as necessary, and may also request to attend meetings of this committee when they have substantive business to discuss with the committee. Twice a year, the Director of Registry and Student Services organises a Student-Staff Forum at which matters relating to the student experience are discussed. These meetings result in reports to the Academic Board, with outcomes from discussions feeding into CE's ongoing enhancement activities. A non-executive member of the CE Board attends one meeting of the Student Staff Forum each year.

8. Co-option

- 8.1** Boards and committees may temporarily co-opt additional members from other areas of CE when this is relevant and helpful to board/committee business. Co-option may be to attend a single meeting, a specific agenda item of that meeting, or for a series of meetings, so that the co-opted member may contribute to a particular development.
- 8.2** Co-opted members are identified for their specialist knowledge of a specific area or to represent an aspect of their role or job function within CE. Their temporary attendance at the meetings of that board/committee will end when the specific issue has been resolved. Co-opted members may take a full part in discussions but have no voting rights.
- 8.3** Co-option should be viewed as a useful and efficient way of ensuring the broadest possible range of representation in focused debates, and of obtaining specialist input to specific matters on the agenda.

9. Terms of Office

Board and committee chairs and members whose role is determined by their job function (i.e. who are 'ex officio') continue in the role whilst they hold the relevant appointment. Other staff members serve for a two year period. Re-election for one further two-year term is possible, following the procedures referred to in para. 7.5. Student members serve for the duration of their programme.

10. Quoracy

- 10.1** The quorum of the CE Board is three members of which one must be an independent director.
- 10.2** The quorum of the Academic Board is the Chair (or his/her Deputy, where relevant) plus at least 50% of the academic members.

- 10.3** The quorum of the Examinations Board is the Chair (or his/her Deputy, where relevant) plus at least 50% of the membership of the board, including the External Examiners and the representative of The Open University.
- 10.4** The quorum of other committees is the Chair (or his/her Deputy, where relevant) plus at least 50% of the members.

11. Board and Committee Decisions and Voting Arrangements

- 11.1** It is expected that in an appropriately collegial environment, it should not be necessary for boards/committees to need to make decisions through voting. Effective chairing and discussion should enable consensus to be reached.
- 11.2** Decisions should normally be agreed by a majority of members present. Where the Chair deems it necessary to take a vote in order to determine the majority, this will be conducted by a show of hands. In the case of a tied vote, the Chair will have a second and casting vote.
- 11.3** If a board/committee has any concerns about making a particular decision at a meeting, the decision should be deferred until the Chair has sought advice from either the Chair of Academic Board (for sub-committees of the Academic Board) or the Chair of the Senior Management Team (for sub-committees of the Senior Management Team).

12. Chair's Action

- 12.1** It is permissible for a Chair to take decisions about board/committee business between meetings of the board/committee, if the matter concerned cannot wait until the next meeting and/or the Chair deems it unnecessary to convene an Extraordinary Meeting. This is known as 'Chair's Action'.
- 12.2** Where a decision is taken or an action is initiated through Chair's Action, this must be formally reported at the next meeting of the board/committee, under a standing item following the consideration of the minutes of the previous meeting and any matters arising therefrom. This promotes transparency and enables a consistent record to be maintained.

13. Calendar of Meetings

A calendar of meetings of the CE Board, the Academic Board, Senior Management Team and their sub-committees will be compiled before the start of each academic year and made available to all staff via Canvas, the Christie's Education VLE. An outline calendar will be in place by the end of May preceding the relevant academic year, in order to help facilitate the subsequent planning of academic timetables.

14. Additional or 'Extraordinary' Meetings

Boards and committees may schedule additional meetings (known as 'extraordinary meetings') if they consider that this will help to facilitate their business; for example, to allow time to consider a significant piece of business at a single-item extraordinary meeting. The normal rules of quoracy apply in such circumstances. The decision to convene an extraordinary meeting can only be taken by the Chair.

15. Board and Committee Papers and Terminology

15.1 Agendas and papers for board/committee meetings will normally be circulated to members no less than five working days prior to the meeting. Papers may not be tabled at meetings except at the discretion of the Chair.

15.2 Agendas for meetings should make clear the purpose of each substantive item which follows the Matters Arising from the previous meeting. Each item should state one of the following in italics, i.e. whether the board/committee is 'To note', 'To receive', 'To consider' or 'To approve' the item, as indicated in Table 1, column 1.

Table 1

Purpose of item as stated on agenda	Definition	Recommended terminology for use in minutes
To note	To acknowledge information given. There is generally no need to discuss the item in question.	Note; Report; Endorse
To receive	To formally receive the document or information. The board/committee is not being asked to make a decision.	Receive; Report; Endorse
To consider	To discuss the topic/document. The board/committee is not being asked to make a decision about it but is being asked for its views.	Agree; Endorse; Recommend; Confirm
To approve	To discuss and reach a decision about something wholly within the board/committee's remit.	Agree; Endorse; Recommend; Confirm; Approve

15.3 Examples of how this may appear on an agenda:

(...)

'5. Draft Annual Monitoring Report and Institutional Enhancement Plan
To approve

'6. Publication of revised QAA Subject Benchmark Statement: History of Art and Design
To receive

'7. Proposed MA in Art History and Art World Practice
To consider (...)

- 15.4** Table 1, column 3, indicates terms which are recommended for use in minutes. In Table 1, row 3, a board/committee discussion of a paper which it has been asked 'To consider' (i.e. where a decision is not within the remit of the board/committee but lies with a parent board/committee) may result in a recommendation to the parent body – either Academic Board or the Senior Management Team. In row 4, a board/committee discussion of a paper which it has been asked 'To approve' (i.e. where a decision is wholly within the board/committee's remit) will result in a decision either to approve or to not approve and may also result in a recommendation(s) to another body relating to the paper under discussion.
- 15.5** Certain business discussed by a board or committee may require that particular members withdraw from the meeting for the discussion of that item; for example, an item on confidential student matters would normally not be discussed in the presence of student representatives. Such items fall into the category of 'Reserved Business.' They should be itemised as such on the agenda and described as such in relevant papers and minutes. Reserved papers should not be circulated to those members who will be asked to leave the meeting when they are discussed.
- 15.6** Minutes should highlight key decisions in bold: for example,
- 'Recommended:** That Academic Board should give further consideration to (...)'
- Or:*
- 'Approved:** The Institutional Annual Monitoring Report and Enhancement Plan 2015-16.'
- Or:*
- 'Noted:** The schedule of Library opening hours for 2016-17.'
- Or:*
- 'Received:** The revised QAA Subject Benchmark Statement: History of Art and Design.'
- Or:*
- 'The Board/Committee **received** and **endorsed** the revised QAA Subject Benchmark Statement: History of Art and Design.'
- Or:*
- 'The Board/Committee **endorsed** the decision of the Senior Management Team to extend the opening hours of the Library for the 2016-17 academic year.'
- 15.7** Guidance will be provided to Chairs and Secretaries concerning the formatting and presentation of agendas and papers for committees, including cover papers, committee reports, and minutes. This will promote consistency across the governance structure. Agendas, papers and minutes will be distributed electronically.

16. Production of Board and Committee Minutes

N.B.: See also Part 2 of this Handbook, Section 21.8

- 16.1** There are various approaches to the production of board/committee minutes. To promote consistency, CE will develop a common format and style. Guidance on

the formatting of minutes will be discussed with secretaries. Paragraphs 16.2 to 16.8 reflect common practice and are based on approaches adopted by other providers.

16.2 The secretary is responsible for preparing draft minutes of each meeting. The draft minutes should be passed to the Chair within five working days of the meeting. Once the Chair has considered the draft minutes, a revised version (the 'unconfirmed minutes') should be circulated to other members by the Secretary. Minutes should normally be circulated to members within 10 working days of the meeting.

16.3 Minutes of a meeting are considered 'unconfirmed' until they have been confirmed by the board/committee as a correct record at its next meeting, incorporating any agreed amendments.

16.4 The purpose of minutes is:

- To provide a permanent record of the meeting
- To inform members and others of decisions and the reason(s) for them
- To assist in ensuring that actions agreed by the board/committee are taken
- To provide a formal record of key areas of discussion which are in addition to the matters set out in the board/committee paper being discussed.

16.5 Minutes need to be accurate, concise and objective. They should not show or imply any personal, political or other bias. The minutes must be unambiguous, with enough detail to make it clear to the reader what the item was, what the issues were, and what was decided. The language should be clear, free of jargon, and with no unexplained acronyms. Minutes must be intelligible not only to board/committee members but also to other stakeholders not present at the meeting, e.g. members of a parent board/committee, staff responsible for taking actions agreed by the board/committee, and possibly external reviewers.

16.6 Minutes are not a verbatim record nor a catalogue of every issue raised at a meeting. The Secretary should aim to note each new point raised at the meeting, although some of these may not ultimately be included in the minutes. With experience, a Secretary will know what is important to note separately.

16.7 The past and conditional tenses and a passive voice should be used. The latter gives a more objective and impartial flavour to the minutes and eliminates the need to identify the speaker,

e.g.

'Noted: the suggestion that an audit be undertaken of the effectiveness of the procedures for improving retention; such an audit would ideally be completed before November.'

Rather than:

'Dave Jones thought it might be a good idea to undertake an audit of...'

16.8 It is good practice not to identify contributors in minutes. However, where it is necessary to identify a named person in relation to specific action points, this should be recorded by office held (e.g. the Chair, or the Programme Director

[MSc]) rather than by name or initials. Exceptions to this which have been agreed by CE are (1) where a member is to be thanked for a particular piece of work or contribution to the organisation; and (2) where new staff are being welcomed or noted.

17. Access to and Confidentiality of Board and Committee Documents

NB: See also paragraph 15.5 re. Reserved Business.

17.1 Freedom of Information

17.1.1 The Freedom of Information Act 2000 (Fol) gives individuals the right to ask to see any information held by CE. Consequently, most board/committee papers and minutes would need to be released if requested, unless a specific exemption applies. Even where such an exemption applies, only the information covered by the exemption can be withheld rather than the whole document. As a result, it is not possible to prevent disclosure of an entire set of minutes.

17.1.2 Under the Act, it is not only agendas, papers and minutes which must be released; handwritten notes, e-mails and draft minutes are also covered. It is therefore advisable, as standard practice, to shred all notes, drafts and briefing papers once there is a set of confirmed minutes.

17.1.3 Responses to all Fol requests are administered by the Director of Registry and Student Services and so any request should be forwarded to him/her as soon as possible.

17.2 Data protection

The Director of Registry and Student Services is responsible for ensuring that CE's data collection processes comply with the Data Protection Act 1998 and General Data Protection Regulation (GDPR). These require that appropriate technical and organisational measures are taken to protect against unauthorised or unlawful processing of personal data. Such unauthorised or unlawful processing of personal data includes publication and disclosure to those who have no reason or purpose to have access to that information.

18. Board and Committee Self-Evaluation

As stated in its terms of reference, the CE Board reserves the right to review and amend its Statement of Primary Responsibilities and the terms of reference of the Academic Board, the Senior Management Team, and the other committees, from time to time, and will do this at least every three years. As part of this process, boards and committees will be invited to undertake a self-evaluation of their effectiveness, using a template designed for this purpose. This will include self-evaluation by board/committee members of their individual contribution and effectiveness. Recommendations for enhancement will be considered by the CE Board and implemented in a timely manner.

19. Other Useful Guidance

19.1 DIY Committee Guide, published by Volunteer Now, Belfast:
<http://www.diycommitteeguide.org/>

Including:

Role of the Chairperson - <http://www.diycommitteeguide.org/article/what-role-chairperson>

Chairing meetings - <http://www.diycommitteeguide.org/article/chairing-meetings>

Characteristics of a good Chairperson, including Do's and Don'ts - <http://www.diycommitteeguide.org/article/characteristics-good-chairperson>

Duties and responsibilities of members - <http://www.diycommitteeguide.org/code/principle/duties-and-responsibilities-members>

This page is primarily focused on the roles of members of Boards and Management Committees; however, it contains guidance which, arguably, is also relevant and useful for members of other types of committee. It includes the importance of

‘...upholding the values and objectives of the organisation;

‘...giving adequate time and energy to the duties of being a trustee; and

‘...acting with integrity and avoiding or declaring personal conflicts of interest.’

And the following:

‘As committee members, they will make decisions as a collective group and hold joint responsibility for decisions and actions taken by the (...) committee, even in their absence. They are responsible for ensuring that all decisions are taken in the best interests of the organisation and that their role is carried out effectively. Individual members should demonstrate selflessness, integrity, objectivity, accountability, openness, honesty and leadership (known as The Nolan Principles).’

19.2 University of Sussex – Committee Management (*NB Primarily aimed at board/committee secretaries, but with a wealth of useful information for Chairs and members*): <http://www.sussex.ac.uk/ogs/committees/about/management>

PART 2: GUIDANCE FOR CHAIRS, SECRETARIES AND MEMBERS OF BOARDS AND COMMITTEES

Note: In Part 2 of this Handbook, unless stated otherwise, the term 'committee' is used generically to refer to anybody within the CE governance structure.

20. Guidance for Chairs

20.1 This guidance is intended to be a helpful reference for Chairs when preparing for, conducting and following up Christie's Education committee meetings. It is also intended to assist in establishing a "house style" for the conduct and recording of committees business.

20.2 Successful committees have efficient and effective Chair and Secretaries and engaged members – the secret to the smooth running of a meeting is good preparation, communication and mutual support.

20.3 Before the first meeting of the new academic year:

- Be familiar with the committee Terms of Reference.
- Meet with the Secretary to draw up a list of likely business for the year using the committee Terms of Reference as a guide.
- Offer a "buddy" system to student representatives. (The student representative should be offered the opportunity to be linked with an established member of the committee who will act as a mentor and provide advice on the context of the committee's business.)
- Conduct induction sessions with student representatives to explain the work of the committee and how they may participate.
- Conduct induction sessions with new members to explain the work of the committee and how they may participate.

20.4 Before each meeting:

- Liaise with the Secretary to ensure members are invited to the meeting (including student reps).
- Liaise with the Secretary to monitor apologies for absence – take action if the meeting is not likely to be quorate.
- Liaise with the Secretary to monitor individual members' attendance
- Be familiar with the business of previous meetings.
- Before the meeting, check actions from previous meeting have been followed up.
- Liaise with the Secretary to set the agenda. Keep in mind the recommended maximum duration for committee meetings Section 1 of this Handbook, para. 1.6). TIP: Try to avoid AOB (Any Other Business) – state clearly on the agenda that 'Any Other Business items must be agreed with the Chair at least three working days prior to the meeting.'
- Agenda and associated papers to be distributed at least five working days before the meeting. Avoid late papers and the tabling of papers. Liaise

with the Secretary to ensure relevant papers are in place for prior distribution.

- With the Secretary – ensure that committee business is reported to parent/sub-committees and other groups in a timely manner.

20.5 During each meeting:

- First meeting of the new academic year – note the approved Terms of Reference (ToR).
- Introduce new members and guests.
- Ensure that members participating virtually are welcomed and given every opportunity to participate.
- Agree the minutes of the previous meeting. (After the meeting, Secretary to produce the final “Confirmed” version of the minutes for the Chair to sign, incorporating agreed amendments.)
- Where an issue in Matters Arising is covered under a main agenda item, the Chair should move consideration of this to the agenda where possible.
- Ensure that the meeting adheres to the business itemised on the agenda.
- Ensure that only business within the ToR is discussed.
- If the meeting discusses items outside its ToR, inform Secretary if any part of the discussion should be minuted. (TIP: Secretary should have a copy of ToR to hand.)
- Direct the sequence of speakers and ensure that all members have an opportunity to participate.
- Move the agenda along briskly, whilst giving the opportunity for points to be aired and enabling the viewpoints of all member of the committee to be expressed.
- Summarise lengthy or complex discussions for members.
- Confirm action points; assign responsibilities and time scales or deadlines.
- Clarify the parameters for any Chair’s Actions that may be authorised by the committee members and ensure that they are minuted.

21. Guidance for Secretaries

21.1 This guidance is intended to be a helpful reference for committee Secretaries when preparing for, conducting and following up Christie’s Education committee meetings. It is also intended to assist in adopting a “house style” for the conduct and recording of the committees’ business.

21.2 Successful committees have efficient and effective Chair and Secretaries and engaged members – the secret to the smooth running of a meeting is good preparation, communication and mutual support.

21.3 Tip for new Secretaries: Read through previous minutes, familiarise yourself with Terms of Reference and meet with Chair to discuss the work of the committee.

21.4 Before the first meeting of the new academic year:

- Be familiar with the committee's Terms of Reference.
- Advise members of the dates of committee meetings for the year (as set out in the Committee Meeting Calendar) including student representatives (when elected).
- Offer a "buddy" system to student representatives. (The student representative should be offered the opportunity to be linked with an established member of the committee who will act as a mentor and provide advice on the context of the committee's business.)

21.5 Domestic arrangements prior to each meeting:

- Ensure that the room in which the meeting is due to take place is accessible for the particular needs of all committee members including virtual attendees and make arrangements for equipment as necessary.
- On the day of the meeting, ensure the room in which the meeting is to take place is fit for purpose, with appropriate furniture in place etc.
- Organise refreshments for lengthier meetings or any involving external visitors.
- Ensure visitors receive necessary information in good time (committee papers, information about expenses, directions etc.)

21.6 Before each meeting:

- Liaise with the Chair to ensure members are invited to the meeting (including student reps).
- Liaise with the Chair to monitor apologies for absence – take action if the meeting is not likely to be quorate.
- Liaise with the Chair to monitor individual attendance.
- Be familiar with the business of previous meetings.
- Liaise with the Chair to set the agenda. Keep in mind the recommended maximum duration for committee meetings (Section 1 of this Handbook, para. 1.6). TIP: Try to avoid AOB (Any Other Business) – state clearly on the agenda that 'Any Other Business items must be agreed with the Chair at least three working days prior to the meeting.'
- Agenda and associated papers to be distributed at least five working days before the meeting. Avoid late papers and the tabling of papers. Liaise with the Chair to ensure relevant papers are in place for prior distribution.
- Documents should not be attached to electronic diary invites. (Subsequent deletion of invite removes papers.)
- With the Chair – ensure that committee business reaches parent/sub-committees and other groups in a timely manner.
- With the Chair, ensure that relevant matters are communicated in time to reach the relevant validating partner committees.

- Prepare unconfirmed minutes with signature space ready for signing off at the next meeting.

21.7 During each meeting:

- Ensure Chair amends minutes of last meeting where appropriate. (After the meeting, Secretary to produce the final version of the minutes for the Chair to sign, incorporating agreed amendments, and changes status of minutes from “unconfirmed” to “confirmed”. Amendments are noted in the minutes of the current meeting.)
- With the Chair ensure that only business within the ToR is discussed. TIP: Keep ToR to hand at the meeting.
- If the meeting discusses items outside its ToR, check with the Chair if any part of the discussion should be minuted.
- Check with the Chair if you need clarification on anything for your notes. If you are unclear, it is likely others are too.
- Ensure the Chair has confirmed action points, those responsible and any deadlines given – if not, ask.
- Ensure the parameters for any Chair’s Actions are clear for the minutes.
- Maintain running list of issues referred to later meetings for attention.

21.8 After each meeting:

NB: See also Part 1 of this Handbook, Section 15

- Immediately after the meeting (or as soon as possible) clarify with the Chair any points you are unsure of.
- Prepare draft (i.e. unconfirmed) minutes within five working days of the meeting and send to Chair for review. Ensure that only job titles/roles are used to identify individuals in the main body of the minutes.
- Within five working days of the return of unconfirmed minutes from the Chair;
 - Distribute the unconfirmed minutes to committee members
 - Ensure unconfirmed minutes are forwarded to any relevant committees or groups referred to in its ToR.
 - Upload unconfirmed minutes to the relevant committee page of the F drive.
- File names of minutes should include the title of the committee and the date of the meeting, e.g. ‘SMT_MINUTES 20120130’ for a meeting of the Senior Management Team held on 30 January 2012 (year, month and day including “0”s where appropriate).
- Ensure actions assigned to others not present at the meeting are communicated to the individuals concerned and followed up.
- Follow up on any administration related to visitors.
- Ensure Chair’s Actions taken are recorded and the supporting paperwork is appended to the committee papers.

- The Secretary should retain a hard copy file containing the Agendas, papers and minutes of all committee meetings for audit purposes.
- After the next meeting, upload the confirmed minutes to the relevant committee page of the F drive.

21.9 At the end of each academic year:

- Meet with the Chair to draw up a list of likely business for the year using its ToR as a guide.
- If you cease to be a Secretary to a committee, please ensure that you hand over all file - both paper and electronic - to the new Secretary.

22. Guidance for Committee Members

22.1 This guidance is intended to be a helpful reference resource for members when preparing for and participating in Christie's Education committee meetings. The guidance below is a starting point for both new and existing members of committees. Any specific questions concerning your committee should be addressed to the Chair or Secretary of the committee.

22.2 There are a number of reasons why you are encouraged to seek membership of a committee:

- It allows you to have your say about the operation of Christie's Education and/or to represent the views of colleagues in a very practical way.
- It can contribute to your professional development.
- It can appear on your CV.

22.3 Successful committees have efficient and effective Chair and Secretaries, and engaged members. An active membership is essential to the effective operation of any committee. The secret to the smooth running of a committee meeting is good preparation, communication and mutual support.

22.4 Remit of committee members (staff and student):

- To provide advice and guidance to the committee drawing on the specialist knowledge and expertise associated with your role or job function (e.g. as a Programme Director or a professional services manager/officer).
- To consult and represent the views of the constituency from which you are drawn.
- To report back outcomes/decisions of discussions to your constituency using whatever forum is appropriate for so doing.
- To play an active part in the work of the committee.

22.5 Responsibilities for all members:

- All members are expected to work together to help the overall governance of Christie's Education.
- To be familiar with the committee's Terms of Reference and who the other members on your committee are.
- To attend meetings; it is recognised that occasionally it is not possible to attend for the whole, or part, of a meeting but as a member you should

make every effort to do so. Additionally, it is your responsibility to check meeting dates on the Committee Meeting Calendar.

- When your absence is unavoidable, to send apologies to the committee Secretary as far in advance as possible.
- To read papers distributed in advance of the meeting and consult with colleagues where appropriate on any questions or matters you need to bring to the committee.
- To attend meetings pre-briefed, thus enabling effective and efficient use of time.
- To ensure that any actions assigned to you have been completed, or to be prepared to report on progress at the meeting.
- It is important to remember that, whatever the item under discussion, a committee is not empowered to discuss individuals, or individual cases, unless this is explicitly set out in the committee's Terms of Reference. Christie's Education has a legal obligation to respect an individual's right to confidentiality and privacy.
- To engage with the "buddy" system for student representatives. (The student representative should be offered the opportunity to be linked with an established member of the committee who will act as a mentor and provide advice on the context of the committee's business.)

22.6 Before the first meeting of the new academic year:

- Be familiar with the committee's Terms of Reference.
- If you are a new member, you should meet with the Chair for an induction session to gain an understanding of the work of the committee and to see how best you can participate.

22.7 During each meeting:

- Contribute/participate in discussion and decision-making.
- Be clear what the committee is being asked to do.
- While the Chair is there to lead the meeting, it is important that you take responsibility for making the points you feel are necessary. Comments should all be addressed to the Chair.
- Committee members are required to co-operate with the Chair to ensure the fair and effective transaction of business and the observance of the courtesies of debate; and to enable all members to participate.
- If the Chair is about to move to the next item and you are not sure of what has been agreed about the item under discussion please ask for clarification.

22.8 After each meeting:

- Please read the unconfirmed minutes as soon as you receive them. If there are any inaccuracies, please inform the Chair (or Secretary where applicable). Matters of accuracy will be addressed at the next meeting.
- Carry out any actions attributed to you within the identified timeframe.

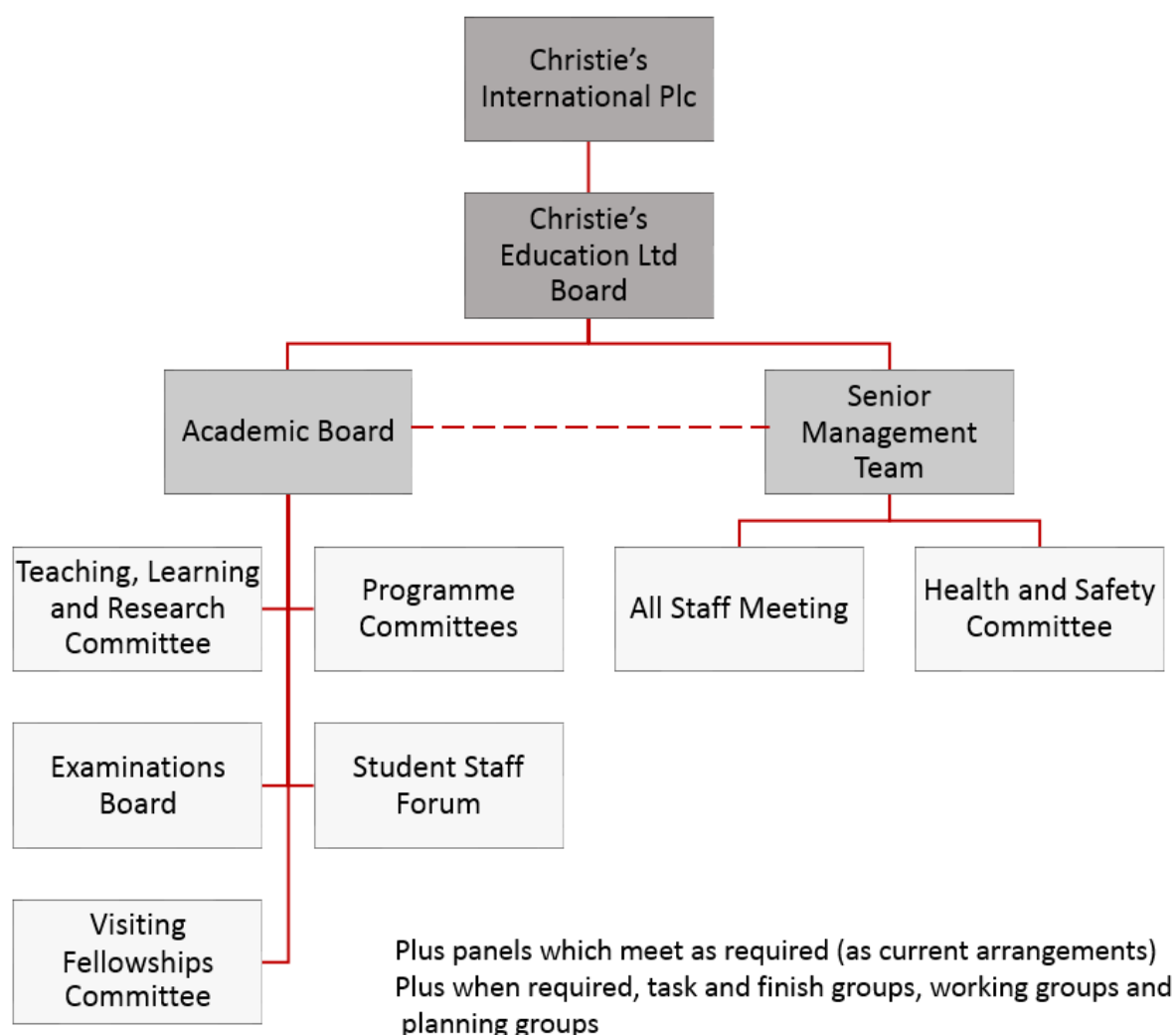
- Please keep a note of any action you have carried out as you will be asked to report back to the next meeting on what you have done.

22.9 Additional responsibilities of external members of Academic Board:

- To bring an appropriate level of external academic and professional expertise to the deliberations of the Academic Board
- To work co-operatively with other Board members in fulfilling the duties of Academic Board, including the aims and objectives of the Institutional Strategy and sub-strategies
- To reflect on the strategic and operational implications of proposals under consideration
- To act impartially, with integrity, and in the best interests of CE, adopting an organisation-wide perspective when making decisions.

PART 3: CHRISTIE'S EDUCATION LTD. GOVERNANCE STRUCTURE

23. CE Governance Structure Diagram



24. The Board of CE – Statement of Primary Responsibilities of the Board and Delegation of Authority to the Executive

This statement of primary responsibilities of the Board and delegation of authority to the Executive was approved by the Board of Directors of Christie's Education Ltd. (CE Board) on 10 May 2018.

24.1 Preamble and Principles

24.1.1 An effective board provides leadership and effective governance while empowering its executive management team to manage the company's day-to-day activities.

24.1.2 Christie's Education Ltd. (CE) is governed by Articles of Association which were adopted by special resolution of the Board on 15 June 2016.

The Articles were subject to a number of minor modifications in May 2018, adopted by the Board at its meeting on 10 May 2018, prior to CE's registration with the Office for Students (OfS). The following Principles, the Board's primary responsibilities, and the associated arrangements set out in this Handbook are consistent with those Articles. The Articles contain certain provisions not included in the main body of this Handbook but which nonetheless regulate the conduct of business of the company. For that reason, the Articles are included as an appendix to this Handbook.

- 24.1.3** CE benefits from a Deed of Undertaking from The Christie's Group that provides it with a financial guarantee for its continued operation.
- 24.1.4** This statement sets out the CE Board's primary responsibilities, which are reserved to it for decision, and the matters which the CE Board considers suitable for delegation.
- 24.1.5** CE upholds the public interest governance principles applicable to it under the terms of its registration as a higher education provider with the OfS. The public interest principles the Board has the responsibility to maintain are:

- a.** Academic freedom: Academic staff at an English higher education provider have freedom within the law:
 - to question and test received wisdom; and
 - to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or privileges they may have at the provider.

This Handbook includes an Academic Freedom Policy, in furtherance of CE's obligations to maintain Academic Freedom within the law.

- b.** Accountability: The Board ensures that CE operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English higher education provider.
- c.** Student engagement: The Board ensures that all students have opportunities to engage with the governance of CE, and that this allows for a range of perspectives to have influence. Once a year, a non-executive member of the CE Board attends a meeting of the Student-Staff Forum, which meets twice annually
- d.** Academic governance: The Board receives and tests assurance that academic governance is adequate and effective through explicit protocols with the Academic Board, which are set out below and are included within the duties of the Academic Board.
- e.** Risk management: The Board ensures that CE operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of its operations, and its ability to continue to comply with all of its conditions of registration.
- f.** Value for money: The Board provides assurance based on its consideration of evidence provided to it by the IMD and his/her

senior management team that there are adequate and effective arrangements in place to provide transparency about value for money for all students and (in cases where its students have access to the student support system or to grant funding) for taxpayers. The Board recognises its obligations in this regard to adopt the accounts direction to provide information regarding the remuneration of senior staff (see below under Discharging Certain Responsibilities of the Board).

- g.** Freedom of speech: The Board takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within CE This Handbook includes a Freedom of Speech policy in furtherance of CE's obligations to ensure freedom of speech within the law.
- h.** Governing body: The size, composition, diversity, skills mix, and terms of office of the Board is appropriate for the nature, scale and complexity of the provider.
- i.** Fit and proper: Members of the Board, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons.

24.2 Membership of the CE Board

24.2.1 The membership of the CE Board shall be:

- Chair (the International Managing Director, ex officio)
- Christie's Group, General Counsel Corporate (ex officio)
- Christie's Group, Group Financial Controller (ex officio)
- A minimum of two independent non-executive directors (not being employees of The Christie's Group) appointed by the CE Board in accordance with procedures set out in this handbook.

24.2.2 The company secretary shall be appointed by the Board on the recommendation of the General Counsel Corporate.

24.2.3 The following members of staff shall normally be in attendance at meetings of the Board: the Academic Director and the Director of Registry and Student Services.

24.3 Quorum, Frequency of Meetings, and Voting

24.3.1 The quorum of the Board shall be three members of which one must be an independent director.

24.3.2 Meetings shall take place at least four times annually in accordance with a schedule agreed by the Board. Special meetings may be called by the Chair at his/her discretion for good reason notified to the members. Any member may request of the Chair that a special meeting of the Board be held. The Chair shall determine whether to agree to the request. In the event that the Chair does not so agree, he/she shall report the request and the reason for not agreeing to it to the next meeting of the Board.

24.3.3 Matters shall normally be determined collectively and by consensus. In the case of a vote, a matter shall be decided by a simple majority of

those present and voting. In the case of equality in the vote, the Chair shall have a second or casting vote.

24.4 Primary responsibilities of the CE Board

24.4.1 The CE Board's primary responsibilities (the 'Primary Responsibilities') are set out in Schedule 1. The Primary Responsibilities must be read together with, and are subject to, the Company's Articles of Association (the 'Articles') and applicable law and regulation.

24.4.2 The CE Board considers the Primary Responsibilities to be generally unsuitable for delegation and accordingly the matters set out in Schedule 1 are reserved to the CE Board for decision. This shall not limit the CE's Board's power to specifically authorise a committee or executive to effect a particular decision or matter.

24.4.3 The CE Board may also request reports and recommendations from time to time on any matter which it considers significant.

24.5 Delegation to the Academic Board

24.5.1 The Academic Board is established as the senior academic committee of the CE Board and is charged, subject to the powers of the Board, with acting as the overarching authority and decision-making body for all matters concerning: academic standards; academic policy; curriculum design and development; the organisation of teaching, assessment and research; and the overall quality of learning opportunities. It reports to the CE Board on all such matters and, in so doing, is required to assure the CE Board of the standards and quality of CE's provision, and the adequacy and effectiveness of academic governance.

24.5.2 In the interests of transparency, and to ensure an appropriate flow of information, the CE Board shall provide a summary of its discussions to each meeting of the Academic Board and the Senior Management Team.

24.6 Delegation to the International Managing Director

The CE Board delegates authority for the corporate, regulatory, financial, operational and human resource management of CE to its International Managing Director (the 'IMD') as head of the institution, with power to do all things necessary and appropriate for the proper conduct of its business including the power to delegate to committees and other executives as he/she considers appropriate. The CE Board appoints the IMD as the 'accountable officer' of the institution in accordance with the meaning and responsibilities of that position as determined from time to time by the OfS for registered providers of higher education.

24.7 General

24.7.1 The powers afforded to the Academic Board and the IMD are subject to the Primary Responsibilities, the Articles, the Academic Board's terms of reference set out in Schedule 2 (and any other applicable terms of reference from time to time), any applicable policies of CE and The Christie's Group (including The Christie's Group's Delegation of Authority Policy from time to time), and applicable law and regulation.

24.7.2 In performing their duties the CE Board expects the Academic Board and IMD to seek guidance and support from The Christie's Group's legal, tax and finance teams as appropriate.

24.7.3 The Statement of Primary Responsibilities of the CE Board is set out in Schedule 1 below. The terms of reference of the Academic Board, the Senior Management Team, and the committees which report to them, are set out in later sections of this Handbook. The CE Board reserves the right to review and amend its Statement of Primary Responsibilities and the terms of reference of the Academic Board, the Senior Management Team, and the other committees, from time to time, and will do this at least every three years.

Schedule 1:

Primary responsibilities of the CE Board	
1	Strategy and management
1.1	Responsibility for the overall leadership of CE and setting the CE's values and standards, its educational character and mission, and safeguarding CE's good name and values. The Board delegates responsibility for maintaining and enhancing academic quality and standards to its Academic Board but requires the Academic Board to provide it at least annually with evidence to assure itself, and to enable it to give assurance as required to external regulators, of the maintenance of academic quality and standards.
1.2	Approval of CE's strategic aims and objectives and long-term academic and business plans and ensuring that these meet the interests of stakeholders.
1.3	Approval of the annual operating and capital expenditure budgets and any material changes to them.
1.4	Ensuring that processes are in place to monitor and evaluate CE's performance and effectiveness against strategy, objectives, business plans and budgets.
1.5	Extension of CE's activities into new business or geographic areas.
1.6	Any decision to cease to operate all or any material part of CE's business.
1.7	Any decision to cease delivery of any degree programme or to launch any new degree programme (but not the content, academic standards or admissions criteria for any such programme which shall be the responsibility of the Academic Board).
2.	Structure and capital
2.1	Changes relating to CE's capital structure including reduction of capital, share issues (except under employee share plans), and share buy backs including the use of treasury shares.

3.	Financial reporting and controls
3.1	Approval of the annual report and accounts.
3.2	Review and approval of budgets and forecasts including review of management accounts.
3.3	Declaration of any interim dividend and recommendation of any final dividend.
3.4	Approval of any significant changes in accounting policies or practices.
3.5	Approval of treasury policies.
3.6	Approval of material unbudgeted capital or operating expenditures (outside pre-determined tolerances).
3.7	<p>Ensuring maintenance of a sound system of internal control and risk management including:</p> <ul style="list-style-type: none"> • Receiving reports on, and reviewing the effectiveness of, CE's risk and control processes; • Ensuring adequate procedures are in place for the handling of internal grievances and management of conflicts of interest; <p>Undertaking an annual assessment of these processes.</p>
4	Contracts
4.1	Approval of any unbudgeted capital projects.
4.2	Approval of contracts not in the ordinary course of business.
4.3	Contracts entered into by CE in the ordinary course of business which are material strategically or by reason of size.
4.4	Approval of any transactions with related parties.
5	Board membership and other appointments
5.1	Changes to the structure, size and composition of the board.
5.2	Ensuring adequate succession planning for the board and senior management so as to maintain an appropriate balance of skills and experience within the company and on the board.
5.3	Appointments to the board and appointment or removal of the company secretary, and to ensure that if a director or the secretary also has managerial responsibilities within CE, that there is an appropriate separation in his/her lines of accountability.
5.4	Appointment, reappointment or removal of the external auditor to be put to

	shareholders for approval in general meeting
5.5	Establishment of processes to monitor and assess the effectiveness of the Board itself.
6	Delegation of authority
6.1	Establishment and review of delegated authority policies, procedures and limits including those applicable to the International Managing Director.
6.2	Establishing board committees and approving their terms of reference, and approving material changes thereto (for avoidance of doubt, this shall not apply to any committee established by the International Managing Director to assist her in performing her duties).
6.3	Receiving reports from board committees on their activities.
6.4	Assigning oversight to individual members of the Board for any function or duty of the Board. Such oversight shall not discharge the Board from collective responsibility for that function and duty and arrangements shall be put in place for its provision of sufficient information by the individual member to enable it to give collective assurance.
6.5	Receiving reports from individual members of the Board on their assigned responsibilities.
7	Legislative and regulatory compliance
7.1	Assuring itself that clear regulations, policies and procedures that adhere to legislative and regulatory requirements are in place (including regarding conduct, health and safety, whistleblowing and bribery prevention) and receiving periodic reports to ensure that they are followed.
7.2	Accepting responsibility for the interactions between CE and the OfS and its designated bodies, and ensuring CE's compliance with all of its conditions of registration and with the OfS's accounts direction.
7.3	Ensuring the ability of CE to provide information required of CE under the terms of the Higher Education and Research Act 2017 (in particular section 9: Transparency Information) and compliance with such duties and the provision of other information that may be required by the OfS or its designated bodies.
8	Corporate governance matters
8.1	Review of CE's overall corporate governance arrangements.
8.2	Authorising conflicts of interest where permitted by CE's articles of association.
8.3	Receiving reports on, and where practicable and appropriate, ensuring the incorporation of industry best practice.

8.4	To ensure that appropriate advice is available to support CE in meeting its legal and regulatory obligations and in following its constitution.
9	Student Welfare and Protecting the Interests of all Students
9.1	Assuring itself that CE has appropriate processes in place for the general welfare of students
9.2	Demonstrating that in developing and implementing its policies, procedures and terms and conditions, it has given due regard to relevant guidance about how to comply with consumer protection law.
9.3	Ensuring that CE: <ul style="list-style-type: none"> i. Co-operates with the requirements of the student complaints scheme run by the Office of the Independent Adjudicator for Higher Education, including the subscription requirements. ii. Makes students aware of their ability to use the scheme.
9.4	Ensuring that CE: <ul style="list-style-type: none"> i. Has in force and publishes a student protection plan which has been approved by the OfS as appropriate for its assessment of the regulatory risk presented by the provider and for the risk to continuation of study of all of its students. ii. Takes all reasonable steps to implement the provisions of the plan if the events set out in the plan take place. iii. Informs the OfS of events, except for the closure of an individual course, that require the implementation of the provisions of the plan.
9.5	Ensuring that CE complies with guidance published by the OfS to facilitate, in co-operation with electoral registration officers, the electoral registration of students.
9.6	Providing to the OfS, and publishing, information about its arrangements for a student to transfer.

24.8 Discharging Certain Responsibilities of the Board

24.8.1 Strategy

The determination of the educational character, mission, and strategy of CE is a primary and collective responsibility of the Board. The Board delegates responsibility to the IMD, working with his/her senior management team, to bring forward proposals, with supporting academic, financial, and other evidence, together with contextual information about the opportunities and threats for CE, to enable it to agree the strategy with objectives and indicators by which to measure its successful prosecution. The strategy shall be on a five-year rolling basis with formal annual review.

24.8.2 Risk and Audit

The Board is responsible for establishing the management arrangements and overseeing Key Risks. It appoints the International Managing Director as the Senior Executive Risk Owner (SERO), reporting both to it and to the parent company, Christie's Group.

The identification of Key Risks and the Dashboard by which they are monitored is generated by the SERO working with his/her senior management team colleagues. It is reviewed twice yearly by the Board and the Christie's International plc Operational Executive Committee. It is the responsibility of the SERO to ensure that progress with the management of each risk is recorded. Matters arising from the risk management process will be fed into the Institutional Enhancement Plan, as and when appropriate.

The Board of Christie's Education has identified and grouped key risks under the following headings:

- Financial Sustainability
- Institutional Accreditation and Validation
- Change of strategic direction by the parent company
- Failure of IT systems and lack of IT infrastructure
- Information Security Breach
- Reputation
- Loss of Premises
- Regulatory Landscape
- Declining Enrolments
- Loss of Key Staff
- Growth
- Preservation of Academic Standards.

These are set out in detail in the Key Risk Dashboard, together with Controls and Actions to mitigate each risk.

The Board of Christie's Education relies on the audit arrangements and appointments put in place by Christie's Group both for external audit and for any internal audit services that may be required from time to time. The IMD will liaise on the Board's behalf with the auditors and with the Board of Christie's Group to facilitate the auditors' work with CE, and to ensure that any specific accounts direction required by the OfS or other external regulator are included in their remit. The Board will receive and consider the audit reports pertaining to CE and be responsible to the Board of Christie's International plc for responding to recommendations and observations generated by the auditors through their management letters or other formal means.

24.8.3 Health and Safety

In accordance with the Christie's Global Health and Safety Policy, the IMD is responsible to the Head of Corporate Safety and Security, for CE

providing and maintaining high standards of health and safety in the environments in which CE operates. This includes but is not limited to:

- Conforming to accepted good practice health and safety management standards and meeting or exceeding all relevant legislative requirements;
- Providing a systematic and proportionate approach to the identification and mitigation of health and safety risks;
- Involving, equipping and motivating people at all levels in the organisation to fulfil their health and safety responsibilities;
- Seeking to achieve continuous improvement in health and safety within CE Ltd;
- Allowing the Board and the bodies responsible within Christie's Group to measure and monitor health and safety performance.

The Board shall receive annually or more frequently as the IMD shall deem necessary, a report on the fulfilment by CE of its responsibilities with regard to health and safety to the Audit Finance and Risk Committee of The Christie's Group's Board.

24.8.4 Remuneration

The Board shall agree with the IMD a strategy for the management and development of the staff employed by CE including the adoption of policies consistent with those determined by The Christie's Group. These will include the terms and conditions, the appraisal, and remuneration and its periodic review of such staff. To fulfil its responsibilities with regard to the accounts direction required by the OfS, the Board will consider and approve a statement annually for publication with the accounts that disclose for staff remunerated directly by CE

- a. The number of staff with a basic salary of over £100,000 per annum, broken down into pay bands of £5,000.
- b. Full details of the total remuneration package and job titles for each member of staff with a basic salary of over £150,000 per annum, including bonuses, pension contributions and other taxable benefits.
- c. A justification for the total remuneration package for the head of provider and the provider's most senior staff.
- d. The relationship between the head of provider's remuneration and that of all other employees, expressed as a pay multiple.

The Board shall commit itself to following the Committee of University Chairs' *Higher Education Remuneration Code*.

24.9 Process for Appointment and Other Conditions relating to Members

24.9.1 Independent members will be appointed for a term of up to three years, renewable once to a maximum term of service of six years.

24.9.2 The Board has determined that it does not require to establish a Nominations Committee and will conduct the process for appointment of independent members in its own right. Nominations for new independent members will be sought from the members of the Board and its Chair.

The Board may decide to advertise or employ professional search consultants to assist it in filling vacancies. Following due diligence on candidates, undertaken by the Company Secretary in liaison with the Chair of the Board, and informal dialogue to establish whether they are willing to be nominated, candidates will be considered by the Board. If desired, the Board may conduct interviews before making an appointment. Approval by the Board will be followed by a formal invitation from the Chair.

- 24.9.3** On acceptance, a formal letter of appointment, confirming the terms and conditions of the appointment, will be sent from the company secretary. New members will be invited to CE for a briefing and induction arranged by the Chair. The Chair shall conduct an annual review meeting with independent members.

24.10 Person Specification – Independent Members

24.10.1 The qualities and skills of independent members should complement those of other members, thus ensuring that the Board is best placed to effectively and properly conduct its business according to its primary responsibilities. Among the qualities and skills required, External Members will be expected to be able to demonstrate an appropriate level of academic/professional expertise and an appreciation of the private higher education market and of CE's operating and regulatory environments.

24.10.2 Independent members must be fit and proper persons and not have an employment, business or other material relationship with CE within the last 3 years; a direct or indirect material financial interest in CE; or involvement in the daily management functions of CE

24.10.3 CE shall maintain a register of interests of the members of its Board, the external members of the Academic Board, and of its senior staff, which shall be updated annually. It is the responsibility of each individual to inform the company secretary of any changes to the register at any time. At each meeting of the Board, the Agenda will also require members to declare any interests in relation to items under discussion. In the case of a declaration, the chair shall decide, or the Board collectively in the case of the chair, whether declaration is sufficient or whether recusal from participation in the item is required.

24.11 Christie's Education Trust

Christie's Education Trust was registered with Charity Commission on 23 June 1986 (registration number 327180). It is wholly independent from the Christie's Group. It relies solely on gifts and donations from Christie's Education alumni and friends. Its objects are:

- a. The education of the public in particular in the fine arts and works of craftsmanship (whether made by hand or machine) and the conservation thereof; and
- b. The promotion and conservation of the fine arts and works of craftsmanship (whether made by hand or machine) for the benefit of the public.

24.12 Policies on Academic Freedom and Freedom of Speech

24.12.1 Academic Freedom

CE is committed to promoting academic freedom and to ensuring that academic staff have freedom within the law to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions without detriment to themselves.

CE shall uphold academic freedom through mechanisms of institutional governance and by protecting the individual rights of academic staff through this policy.

At the level of an individual member of academic staff, academic freedom, as set out in this policy, includes the rights to:

- a.** freedom in academic discussion, including on sensitive and controversial issues, within the validated curriculum and its delivery
- b.** freedom to conduct and publish the results of research without commercial or political interference that would undermine the academic integrity of the research
- c.** freedom from censorship, including the right to express an opinion about CE or its programmes where there are concerns about academic standards or the quality of the student learning opportunities; exceptions apply where such opinions are vexatious and seek maliciously to damage the reputation of CE or The Christie's Group and/or their relationship with students, clients, and/or professional, statutory or regulatory bodies;
- d.** freedom to participate in professional and representative academic bodies including trade unions.

CE may apply restrictions to the provisions under this policy where these are necessary within the law to protect the rights and freedoms of others, and in particular:

- e.** to discharge its obligations under the Education (No 2) Act 1986 or the Counter Terrorism and Security Act 2015; or
- f.** to safeguard the safety, health and welfare of its registered students, employees and visitors, including giving effect to the safeguards set out in the Equalities Act 2010.

Breaches of this policy shall be reported to the IMD who shall provide an annual report to the Board of any breaches. He/she shall review the policy annually and recommend amendments to it for consideration by the Board as appropriate or necessary.

The Academic Freedom Policy is published on Canvas.

24.12.2 Freedom of Speech

CE recognises and supports freedom of speech and expression, within the law, as a fundamental principle of a democratic society and one that is central to higher education.

CE will support the principle of freedom of speech and expression even where the ideas and views expressed may be unpopular,

controversial and contested. CE also recognises that freedom of speech and expression must be exercised within the law to protect the rights and freedoms of others. Consequently CE or The Christie's Group's will not permit its premises or resources to be used to promote or support radicalisation, insurrection, incitement to riot, hatred or violence towards a section of society, particularly those that share a protected characteristic, or other act that may lead to a breach of the peace or public disorder.

CE shall have the right and powers to protect freedom of speech and expression within its premises, resources, and activities and to determine when those freedoms are being breached or are being exercised outside the law.

Premises and resources are defined as those buildings and facilities over which CE or The Christie's Group have control (including online or virtual classrooms and communication spaces). Activities include the provision of learning and teaching opportunities, tutorials, seminars, workshops, guest lectures, external speaker events, and social, pastoral, cultural and political events arranged by students or staff.

In addition to the Freedom of Speech Policy, the Board of CE shall require the IMD to issue and keep up to date a Freedom of Speech Code of Practice (the Code) which it shall approve setting out:

- a.** the procedures to be followed by those to whom this policy applies with regard to meetings, events and activities which are to be held on the premises and which fall within any class of meeting, event or activity in this policy. The decision of the IMD with regard to the holding of such meetings, events, and activities shall be final having taken account of relevant legislation, including the Prevent Duty, and his/her judgement of the risk of unlawful acts to persons or property;
- b.** the conduct required of such persons in connection with any such meeting or activity;
- c.** and such other matters to give effect to this policy as the Board considers appropriate.

The Board of CE shall be entitled to take action, under the relevant disciplinary procedure, against any person who breaches this policy or the Code.

The Board of CE shall, in accordance with its legal obligations including those under section 43 of the Education (No 2) Act 1986, periodically review and, where necessary, update this Code and any associated events policy and procedure that supports it.

Breaches of this policy or the Code shall be reported to the IMD who shall make an annual report to the Board. He/she shall review the policy and the Code annually and bring forward any recommendations for amendment for consideration by the Board as shall seem desirable or necessary.

The rights and duties expressed within the Freedom of Speech Policy and Code of Practice apply to:

- d. All staff, students, directors and external committee members of CE;
- e. Any guest of CE including guest lecturers and speakers;
- f. Any other person permitted to utilise CE's premises or resources or permitted to attend any event held at its premises; and
- g. CE events that are held on and off its premises.

Programme Directors are responsible for ensuring that freedom of speech and expression is embedded within learning and teaching materials and activities and for reporting instances where these freedoms are transgressed.

In order to maintain compliance with the OfS Conditions of Registration, the Board annually approves and submits a Prevent annual accountability statement which outlines the mechanisms which ensure that CE is compliant with the Prevent duty.

The Freedom of Speech Policy and Code of Practice are published in a single document on Canvas.

25. Academic Board Terms of Reference

Schedule 2 of the statement of primary responsibilities of the Board of CE. These Terms of Reference were approved by the CE Board on 10 May 2018.

25.1 Constitution

The Academic Board is established as the senior academic committee of the CE Board. It has delegated authority for decision-making about all matters concerning: academic standards; academic policy; curriculum design and development; the organisation of teaching, assessment and research; and the overall quality of learning opportunities. It reports to the CE Board on all such matters and, in so doing, is required to assure the CE Board of the standards and quality of CE's provision, and the adequacy and effectiveness of academic governance.

25.2 Duties

The Academic Board shall be required to:

- a. Act on behalf of the CE Board as the overarching authority and decision-making body for all matters concerning: academic standards; academic policy; curriculum design and development; the organisation of teaching, assessment and research; and the overall quality of learning opportunities including student welfare.
- b. Advise the CE Board on the development and delivery of CE's academic strategy.
- c. Assure and maintain the academic standards of CE
- d. Assure and enhance the quality of learning opportunities, including student welfare, at CE
- e. Monitor and advise the CE Board about academic risks which are either identified on the CE risk register or which are emergent.

- f. Provide reports on 25.2.a-25.2.e above to the CE Board, through a standing item(s) on the agenda of CE Board meetings, to assure the CE Board of the standards and quality of CE's provision and the adequacy and effectiveness of academic governance.
- g. Produce a summative annual monitoring report on the quality and standards of CE's provision for the consideration of the CE Board and the validating university.
- h. Monitor, review and update as necessary the academic regulations and procedures of CE
- i. Approve External Examiner nominations for onward transmission to the validating institution.
- j. Receive and consider reports from sub-committees of the Academic Board and agree any resulting actions.
- k. Receive and consider updated policy from external regulators and agencies and advise the CE Board of any changes necessary in order to remain fully compliant.
- l. Advise the Senior Management Team and CE Board on the appropriate academic structures and policies which are required to enable CE to implement its Institutional Strategy and sub-strategies.
- m. Work collaboratively with the Senior Management Team and the CE Board in fulfilling the aims and objectives of the Institutional Strategy and sub-strategies.
- n. Advise the CE Board on the development of relevant policies, processes, and strategies, and on any other matters which the CE Board may refer to the Academic Board.
- o. Consider and act upon feedback gathered from students, alumni, and employers/the professions.
- p. Lead strategic initiatives for enhancement and the dissemination of good practice.
- q. Address any other matter which the Academic Board considers necessary or appropriate in order to fulfil its Constitution as set out in paragraph 25.1 above.

25.3 Sub-committees

The Academic Board shall establish the following sub-committees on behalf of the CE Board (the 'Academic Committees'):

- a. Teaching, Learning and Research Committee
- b. Programme Committees
- c. CE Examinations Board
- d. Student-Staff Forum

25.4 Membership

25.4.1 Ex-officio members:

- Academic Director (Chair)

- Director of Registry and Student Services
- Programme Directors
- Student Services and Quality Assurance Officer
- Student representative

25.4.2 Staff representatives:

- One member of academic staff
- One member of professional services staff

25.4.3 External members (see also sub-sections 25.9 to 25.11 below):

- One external member with experience of UK and international Higher Education
- One external member with professional experience relevant to Christie's Education

25.4.4 In attendance:

- A representative of Open University Validation Partnerships
- Executive Assistant to the International Managing Director as Secretary to the Academic Board

25.5 Quoracy

In order for Academic Board to be quorate, the Chair plus at least 50% of the academic members must be in attendance at the meeting.

25.6 Frequency of meetings

Twice per term.

25.7 Reporting

25.7.1 The Chair of the Academic Board and other members as appropriate shall report to the CE Board as stipulated in 25.1 and 25.2.a-25.2.e above and on any other key developments which have arisen and/or been discussed by the Academic Board, and any other such matters which are relevant to the continuing operation of CE.

25.7.2 In the interests of transparency, and to ensure an appropriate flow of information, the CE Board shall provide a summary of its discussions to each meeting of the Academic Board.

25.7.3 The minutes of each of the Academic Board's meetings will be published on Canvas within 30 days of the meeting. An email will be sent to the Academic Board's members when the minutes are available.

25.8 General

25.8.1 The powers afforded to the Academic Board are subject to these Terms of Reference, the statement of primary responsibilities of the CE Board dated 14 May 2018, any applicable policies of CE and The Christie's Group and applicable law and regulation.

- 25.8.2** In performing their duties the CE Board expects the Academic Board to seek guidance and support from The Christie's Group legal, tax and finance teams as appropriate.
- 25.8.3** The CE Board reserves the right to review and amend the terms of reference of the Academic Board and its sub-committees from time to time, and will do this at least every three years.
- 25.9** Process for appointment – external members of the Academic Board
- 25.9.1** External members will be appointed for a term of three years.
- 25.9.2** Nominations for new external members will be sought from the members of the CE Board and the Academic Board. The CE Board may decide to advertise or employ professional search consultants to assist it in filling vacancies. Following due diligence on candidates, undertaken by the Company Secretary in liaison with the Chair of the Academic Board, and informal dialogue to establish whether they are willing to be nominated, candidates will be considered by the CE Board. Approval by the CE Board will be followed by a formal invitation from the Chair of the CE Board.
- 25.9.3** On acceptance, a formal letter of appointment, confirming the terms and conditions of the appointment, will be sent from the company secretary. New members will be invited to CE for a briefing and induction by the Chairs of the CE Board and Academic Board, and to meet other members of the Academic Board. The Chair shall conduct an annual review meeting with external members.
- 25.10** Person specification – external members
- 25.10.1** External members of the Academic Board must be fit and proper persons whose qualities and skills should complement those of other members, thus ensuring that the Academic Board is best placed to effectively and properly conduct its business according to its Terms of Reference. Among the qualities and skills required, external members will be expected to be able to demonstrate the following:
- a.** An appropriate level of academic/professional expertise:
 - i.** The external member with experience of UK and international Higher Education will be expected to be able to demonstrate a track record of experience in academic governance gained at a senior level (for example, Head of Department or Dean in a university; Director of Studies or Academic Director or Vice Principal in a specialist institution; or in a senior professional services role in which academic governance has been a significant responsibility, e.g. Academic Registrar. Expertise in the academic disciplines taught by CE is not essential.
 - ii.** The external member with other professional experience relevant to Christie's Education will be expected to demonstrate a track record of experience in the art world and the business and/or legal practices which underpin it.
 - b.** The ability to work co-operatively with other Academic Board members in fulfilling the duties of the Board, including the aims

and objectives of the Institutional Strategy and sub-strategies, as described in sub-section 25.2 above.

- c. An appreciation of the private higher education market and of CE's operating and regulatory environments.
- d. A commitment to developing an understanding of CE's academic portfolio and the structures of its programmes of study.
- e. The ability to reflect on the strategic and operational implications of business under the consideration of the Academic Board.
- f. Impartiality, integrity, and the ability to act in the best interests of CE, adopting an organisation-wide perspective when making decisions.
- g. The capacity to attend at least three Academic Board meetings per year (one per term).

25.10.2 External members should not have:

- a. An employment, business or other material relationship with CE within the last three years (NB: This includes visiting lecturers and external examiners).
- b. A direct or indirect material financial interest in CE
- c. Involvement in the daily management functions of CE
- d. Any interest, position, or relationship that might influence - or be perceived to influence - their capacity to exercise independent judgement.

25.11 Register of Interest – External Members

CE shall maintain a register of interests of the members of its Board, the external members of the Academic Board, and of its senior staff, which shall be updated annually. It is the responsibility of each individual to inform the company secretary of any changes to the register at any time. At each meeting of the Board, the Agenda will also require members to declare any interests in relation to items under discussion. In the case of a declaration, the chair shall decide, or the Board collectively in the case of the chair, whether declaration is sufficient or whether recusal from participation in the item is required.

26. Teaching, Learning and Research Committee Terms of Reference

These Terms of Reference were approved by the CE Board on 10 May 2018.

26.1 Membership

26.1.1 Membership of the Committee shall be determined from time to time by the Academic Board.

26.1.2 Current members are the following:

- a. A Programme Director (Chair) (A Programme Director shall be appointed as Chair by the members for a two-year term. This may be extended for a second term by agreement of the members.)
- b. Academic Director

- c. Programme Directors and permanent academic staff of validated programmes
- d. Programme Director, Continuing Education
- e. Programme Director, Online Courses
- f. Learning Resources Manager
- g. Student representative

In attendance:

- h. Executive Assistant to the International Managing Director as Secretary to the committee

26.1.3 The Chair of the Committee may invite additional persons to attend a meeting of the Committee, as he/she considers necessary.

26.2 Quoracy

In order to be quorate, the Chair (or his/her deputy, where relevant) plus at least 50% of the membership of the committee must be in attendance at the meeting.

26.3 Frequency of Meetings

A minimum of once per term.

26.4 Reporting

The Chair of the Committee shall report to the Academic Board on matters which have arisen and/or been discussed by the Committee and any other such matters which are relevant to the continuing operation of CE. Minutes of each of the Committee's meetings will be published on Canvas within 30 days of the meeting. Members of the Committee and Academic Board will be notified by email when the minutes are available.

26.5 Duties

26.5.1 Subject to any general or particular direction that may from time to time be given by the CE Board or the Academic Board, the Teaching, Learning and Research Committee is charged with promoting the development of best practice in teaching, learning and research, and the integration of staff research and scholarship in the student learning experience.

26.5.2 In carrying out the above the Committee shall amongst other duties be required to:

- a. advise the Academic Board on the implementation of the Learning, Teaching and Research Strategy, ensuring that this reflects CE's Institutional Strategy and Christie's International PLC overall corporate priorities
- b. drawing on information produced through the quality assurance and enhancement procedures (see below),
 - Reflect upon and evaluate the quality of teaching, learning and research at CE

- identify initiatives for enhancement and the dissemination of good practice
 - promote teaching and learning which is informed by staff research, scholarship and professional practice
 - promote innovation and continual enhancement of teaching, learning and research
- c. monitor the operation of the peer review policy and procedure
 - d. develop and monitor an accessible database of good practice
 - e. monitor relevant external developments, consider their implications for CE, and make recommendations to Academic Board concerning refinements to learning, teaching and research policy and practice
 - f. monitor and advise the Academic Board about academic risks which are either identified on the CE risk register or which are emergent
 - g. support faculty applications to the HE Academy Fellowship scheme
 - h. promote and encourage the research, scholarship and professional practice of CE staff
 - i. enhance the continuing professional development of faculty by organising events and workshops on pedagogy, research and the exchange of best practice
 - j. promote staff engagement with the wider academic community through the dissemination of research, scholarship and professional practice.

26.5.3 NB The quality assurance and enhancement procedures to be drawn upon by the Committee may include:

- annual monitoring
- External Examiners' Reports
- feedback gathered from students, alumni and employers/the professions
- peer review.

27. Programme Committee Terms of Reference

These Terms of Reference were approved by the CE Board on 10 May 2018.

27.1 Membership

27.1.1 A Programme Committee shall be established for each validated programme offered by CE

27.1.2 Membership of the Programme Committee shall be determined from time to time by the CE Board.

27.1.3 Current members are the following:

- Programme Director (Chair)
- Academic staff of the programme
- Student Representatives
- Academic Director (ex officio)

In attendance:

- Executive Assistant to the International Managing Director as Secretary to the committee

27.1.4 The Chair of the Committee may invite additional persons to attend a meeting of the Committee, as he/she considers necessary.

27.2 Quoracy

In order to be quorate, the Chair (or his/her Deputy, where relevant) plus at least 50% of the membership of the committee must be in attendance at the meeting.

27.3 Frequency of Meetings

Three times yearly.

27.4 Reporting

The Chair of the Programme Committee shall report to the Academic Board on matters which have arisen and/or been discussed by the Programme Committee and any other such matters which are relevant to the continuing operation of CE (NB: Matters relating to teaching, learning, and research, will also be discussed routinely with the Academic Director; matters relating to quality and standards, academic governance, and academic regulations and procedures will also be discussed routinely with the Director of Registry and Student Services or the Student Services and Quality Assurance Officer.) Minutes of each of the Programme Committee's meetings will be published on Canvas and made accessible to the Academic Board and the Programme Committee's members within 30 days of the meeting. Members of the Programme Committee and the Academic Board will be notified by email when the minutes are available.

27.5 Duties

27.5.1 Subject to any general or particular direction that may from time to time be given by the CE Board or the Academic Board, the Programme Committee is charged with acting as a key forum for consideration of matters relating to programme organization, management and development.

27.5.2 In carrying out the above the Committee shall amongst other duties be required to:

- a. advise the Academic Board about matters relating to:
 - programme organisation and management
 - resources
 - recruitment, admissions and programme marketing

- b. consider matters relating to CE's Institutional Strategy or sub-strategies when requested so to do by Academic Board or the Senior Management Team
- c. monitor and advise the Academic Board about academic risks which are either identified on the CE risk register or which are emergent.
- d. support the Programme Director in delivery of the annual programme-level Enhancement Plan
- e. advise on institutional risk strategies in relation to the programme and make recommendations as necessary
- f. consider and act upon feedback gathered from students, alumni, and employers/the professions
- g. discuss initiatives for enhancement and the dissemination of good practice.

28. Examinations Board Terms of Reference

These Terms of Reference were approved by the CE Board on 10 May 2018.

28.1 Membership

28.1.1 Membership of the Examinations Board shall be determined from time to time by the CE Board.

28.1.2 Current members are the following:

- Academic Director (Chair)
- Director of Registry and Student Services (Clerk to the Board)
- All full-time academic staff delivering modules and programmes covered by the Board
- External Examiner(s) for modules and programmes covered by the Board
- Student Services and Quality Assurance Officer
- A representative of The Open University (selected by the University)

In attendance:

- Executive Assistant to the International Managing Director as Minute Secretary

28.1.3 The Chair of the Board may invite additional persons to attend a meeting of the Board, as he/she considers necessary.

28.2 Quoracy

In order to be quorate, the Chair (or his/her Deputy, where relevant) plus at least 50% of the membership of the board, including the External Examiners and the representative of The Open University, must be in attendance at the meeting.

28.3 Frequency of Meetings

Normally twice per year, with additional meetings when required to fulfil the academic regulations of Christie's Education and The Open University.

28.4 Reporting

The Chair of the Examinations Board shall report to the Academic Board on matters which have arisen and/or been discussed by the Examinations Board and any other such matters which are relevant to the continuing operation of CE. Minutes of each of the Examinations Board's meetings will be published on Canvas and made accessible to the Academic Board and the Examinations Board's members within 30 days of the meeting. Members of the Examinations Board and Academic Board will be notified by email when the minutes are available.

28.5 Duties

Subject to any general or particular direction that may from time to time be given by the CE Board or the Academic Board, the Examinations Board is charged with:

- a. ensuring that assessment, moderation and grading meet the requirements of CE and The Open University
- b. considering the whole student profile of marks and grades from all components of the award
- c. considering recommendations from the Director of Registry and Student Services concerning students with potential extenuating circumstances
- d. taking decisions and agreeing actions and conditions in respect of failure, marginal failure, academic misconduct including plagiarism, or any other circumstances in which the award of a Pass mark or grade is not possible
- e. agreeing final marks and grades for approval by The Open University
- f. agreeing the award of exit qualifications, where appropriate, for approval by The Open University
- g. receiving verbal reports from external examiner(s)
- h. monitoring and advising the Academic Board about academic risks which are either identified on the CE risk register or which are emergent.

29. Student-Staff Forum Terms of Reference

These Terms of Reference were approved by the CE Board on 10 May 2018.

29.1 Membership

29.1.1 Membership of the Student-Staff Forum shall be determined from time to time by the CE Board.

29.1.2 Current members are the following:

- Director of Registry and Student Services (Chair)
- Student Services and Quality Assurance Officer
- Student representatives

- Programme Directors and permanent academic staff of validated programmes
- Learning Resources Manager or nominee
- Academic Director

In attendance:

- Executive Assistant to the International Managing Director as Secretary to the Forum
- Once a year, a non-executive member of the CE Board attends a meeting of the Student-Staff Forum.

29.1.3 The Chair of the Board may invite additional persons to attend a meeting of the Board, as he/she considers necessary.

29.2 Quoracy

In order to be quorate, the Chair (or his/her Deputy, where relevant) plus at least 50% of the membership of the Forum must be in attendance at the meeting.

29.3 Frequency of Meetings

Twice yearly – normally during the first and third terms.

29.4 Reporting

The Chair of the Student-Staff Forum shall report to the Academic Board on matters which have arisen and/or been discussed by the Forum and any other such matters which are relevant to the continuing operation of CE. Minutes of each of the Student-Staff Forum's meetings will be published on Canvas and made accessible to the Academic Board and the Student-Staff Forum's members within 30 days of the meeting. Members of the Student-Staff Forum and Academic Board will be notified by email when the minutes are available.

29.5 Duties

Subject to any general or particular direction that may, from time to time, be given by the CE Board, the Student-Staff Forum is charged by the CE Board with acting as a key forum for discussions between students and staff concerning:

- a. the organisation and development of CE
- b. matters relating to the quality of the student experience
- c. action which might be taken to maintain and enhance the quality of the student experience
- d. matters identified through the quality assurance procedures, including External Examiners' Reports, student questionnaires, and the annual monitoring process
- e. matters identified by student representatives and approved by the Chair of the Forum for consideration at the Forum's meetings.

30. Visiting Fellowships Committee Terms of Reference

These Terms of Reference were approved by the Academic Board through Chair's Action on 27 August 2019.

30.1 Membership

30.1.1 Membership of the Visiting Fellowships Committee shall be determined from time to time by the CE Board.

30.1.2 Current members are the following:

- International Managing Director (Chair)
- Academic Director as Chair of the Academic Board
- A non-executive director of Christie's Education with a Professorial title
- At least one and up to two external assessors appointed by the International Managing Director.

In attendance:

- Executive Assistant to the International Managing Director shall act as secretary to the Committee

30.2 Quoracy

In order to be quorate, the Chair (or his/her Deputy, where relevant) plus at least 50% of the membership of the Committee must be in attendance at the meeting.

30.3 Frequency of Meetings

As required.

30.4 Reporting

The Chair of the Visiting Fellowships Committee shall report to the Academic Board on matters which have arisen and/or been discussed by the Committee and any other such matters which are relevant to the continuing operation of CE. The nature of the Committee's business requires that only the names and details of Visiting Fellows who the Committee proposes for appointment will be reported. The names and details of other nominees or applicants for Visiting Fellowships will remain confidential to the Committee. Minutes of the Committee's meetings will not be published.

30.5 Duties

Subject to any general or particular direction that may, from time to time, be given by the CE Board, the Visiting Fellowships Committee is charged by the CE Board with the following:

- a. To consider nominations for the conferment of the title of Visiting Fellow and make recommendations to the Academic Board on appointments
- b. To advise the International Managing Director, the Academic Board, and the Board of CE on matters relating to the conferment of the title of Visiting Fellow.

31. Extenuating Circumstances Panel Terms of Reference

These Terms of Reference were approved by the Academic Board through Chair's Action on 20 July 2017.

31.1 Membership

31.1.1 Meetings of Extenuating Circumstances Panels are convened by the Director of Registry and Student Services.

31.1.2 Membership is as follows:

- Two members of academic staff, one of whom shall act as Chair
- Student Services and Quality Assurance Officer (in attendance as secretary to the panel)

31.1.3 The convener may, with the agreement of members, invite additional persons to attend a meeting of the Panel, as he/she considers necessary, giving due regard to whether such persons are connected with students' programmes.

31.2 Frequency of Meetings

As required.

31.3 Reporting

The Chair and Convener of the Extenuating Circumstances Panel shall report to the Examinations Board on matters which have arisen and/or been discussed by the Panel. Minutes and papers from meetings of Panels will remain confidential and will be stored in a password-protected area of Canvas.

31.4 Duties

The Panel shall amongst other duties be required:

- a. to consider applications for extenuating circumstances, and relevant supporting evidence, in accordance with the CE Assessment Regulations and Procedures
- b. based on the information at its disposal, to determine whether an application for extenuating circumstances should be approved, and to make recommendation(s) to the CE Examinations Board, in accordance with the CE Assessment Regulations and Procedures.

32. Fitness to Study Case Conference Panel Terms of Reference

These Terms of Reference were approved by the Academic Board through Chair's Action on 20 July 2017.

32.1 Membership

32.1.1 Meetings of Fitness to Study Case Conference Panels are convened and chaired by the Director of Registry and Student Services.

32.1.2 Membership is as follows:

- Director of Registry and Student Services (Chair)
- Two members of academic staff
- One member of professional services staff

- Student Services and Quality Assurance Officer (in attendance as secretary to the panel)

32.1.3 The Chair of the Panel may invite additional persons to attend a meeting of the Panel, as he or she considers necessary, giving due regard to whether such persons are connected with the student's programme. This may include an external advisor(s).

32.2 Frequency of Meetings

As required.

32.3 Reporting

The Chair and Convener of the Fitness to Study Case Conference Panel shall report to the Academic Board on matters which have arisen and/or been discussed by the Panel. Outcomes of the Panel's discussions will also, as necessary, be reported to the CE Examinations Board. Minutes and papers from meetings of Panels will remain confidential and will be stored in a password-protected area of Canvas.

32.4 Duties

The Panel shall amongst other duties be required:

- a. to investigate and consider concerns about a student's fitness to study in accordance with the CE Fitness to Study Policy and Procedure
- b. based on the information at its disposal, to determine whether a student's fitness to study is impaired, or may become impaired, and any actions that should be taken, in accordance with the CE Fitness to Study Policy and Procedure.

33. Academic Misconduct Panel Terms of Reference

These Terms of Reference were approved by the Academic Board through Chair's Action on 20 July 2017.

33.1 Membership

33.1.1 Meetings of Academic Misconduct Panels are convened by the Director of Registry and Student Services. Membership is as follows:

- Two members of academic staff, at least one of whom should not be connected with the student's programme, one of whom shall act as Chair
- One student member who has no connection with the student involved, and has not been involved in advising the student
- Student Services and Quality Assurance Officer (in attendance as secretary to the panel)

33.1.2 The convener may, with the agreement of academic staff members and the Chair of Academic Board, invite an external academic advisor to join an Academic Misconduct Panel.

33.2 Frequency of Meetings

As required.

33.3 Reporting

The Chair and Convener of the Academic Misconduct Panel shall report to the Academic Board on matters which have arisen and/or been discussed by the Panel. Outcomes of the Panel's discussions will also, as necessary, be reported to the CE Examinations Board. Minutes and papers from meetings of Academic Misconduct Panels will remain confidential and will be stored in a password-protected area of Canvas.

33.4 Duties

The Panel shall amongst other duties be required to:

- a. investigate and consider cases of academic misconduct in accordance with the CE Assessment Regulations and Procedures
- b. determine the outcomes of cases of academic misconduct in accordance with the CE Academic Regulations and Procedures.

34. Academic Appeals Panel Terms of Reference

These Terms of Reference were approved by the Academic Board through Chair's Action on 20 July 2017.

34.1 Membership

34.1.1 Meetings of Academic Appeals Panels are convened by the Director of Registry and Student Services. Membership is as follows:

- Two members of academic staff, at least one of whom should not be connected with the student's programme, one of whom shall act as Chair
- One student member who has no connection with the appellant, and has not been involved in advising the student
- Appeals and Complaints Officer (in attendance as secretary to the panel)

34.1.2 The convener may, with the agreement of academic staff members and the Chair of Academic Board, invite an external academic advisor to join an Academic Appeal Panel.

34.2 Frequency of Meetings

As required.

34.3 Reporting

The Chair and Convener of the Panel shall report to the Academic Board on matters which have arisen and/or been discussed by the Academic Appeals Panel. Outcomes of the Panel's discussions will also, as necessary, be reported to the CE Examinations Board. Minutes and papers from meetings of Academic Appeals Panels will remain confidential and will be stored in a password-protected area of Canvas.

34.4 Duties

The Panel shall amongst other duties be required:

- a. to consider academic appeals in accordance with the CE Academic Appeals Procedures
- b. to determine the outcomes of academic appeals, in accordance with the CE Academic Appeals Procedures.

35. Senior Management Team Terms of Reference

These Terms of Reference were approved by the CE Board on 10 May 2018.

35.1 Membership

35.1.1 Membership of the Senior Management Team (SMT) shall be determined from time to time by the International Managing Director.

35.1.2 Current members are the following:

- International Managing Director (Chair)
- Director of Registry and Student Services
- Academic Director
- Senior Management Accountant
- Global Marketing and Digital Strategy Director

In attendance:

- Executive Assistant to the International Managing Director as Secretary to the Senior Management Team

35.1.3 The International Managing Director may invite additional persons to attend a meeting of the SMT, as he/she considers necessary. This may include student representatives, who may be invited to attend meetings as necessary. Student representatives may also request to attend meetings when they have substantive business to discuss with the SMT.

35.1.4 The Executive Assistant to the IMD (or such other person as the IMD shall nominate) shall act as Secretary to the SMT and shall provide all necessary support to the SMT, including ensuring that the members and attendees receive notice of the meetings and information and papers in a timely manner to enable full and proper consideration of the relevant issues.

35.2 Quoracy

In order to be quorate, the Chair (or his/her Deputy, where relevant) plus at least 50% of the membership of the Senior Management Team must be in attendance at the meeting.

35.3 Frequency of Meetings

Every 6 weeks

35.4 Reporting

- 35.4.1** As Chair of the SMT, the International Managing Director shall report formally to the CE Board, at each Board meeting, on the proceedings of SMT meetings since the previous Board meeting.
- 35.4.2** Minutes of each SMT meeting will be circulated to members by email within 10 working days of each meeting. A standing item will be included in the minutes for the recording of material decisions taken by the IMD outside of the meeting in respect of significant matters discussed by the SMT. Once approved, minutes shall be circulated to the CE Board.
- 35.4.3** A summary of discussions at each SMT meeting will be published on Canvas within 30 days of the meeting.

35.5 Duties

- 35.5.1** Subject to any general or particular direction that may, from time to time, be given by the CE Board, the SMT is charged by the CE Board with acting as the key forum for discussion and decision-making about the operational management of CE.
- 35.5.2** In carrying out the above, the SMT is required to assist the IMD in his/her role as accountable officer, and to advise him/her in the performance of his/her duties including:
 - a.** the development and monitoring of strategy, operational plans, policies, procedures and budgets;
 - b.** bringing forward strategic initiatives for consideration by the Academic Board and/or the CE Board;
 - c.** ensuring the effective delivery of CE's Institutional Strategy and related sub-strategies;
 - d.** the monitoring of operating and financial performance;
 - e.** the planning and allocation of resources;
 - f.** monitoring competitive forces;
 - g.** critical appraisal of developments in national policy, legislative changes and initiatives relating to the higher education sector, and their implications for CE;
 - h.** the assessment and management of risk, providing advice to the CE Board as required;
 - i.** the management of health and safety, receiving reports from the Health and Safety Committee, and providing advice to the CE Board as required;
 - j.** ensuring effective communication between CE, the validating university, regulatory bodies, and other external bodies globally.

36. All Staff Meeting Terms of Reference

These Terms of Reference were approved by the Senior Management Team through Chair's Action on 21 August 2019.

36.1 Membership

36.1.1 Membership of the All Staff Meeting shall be determined from time to time by the CE Board.

36.1.2 Current members are all permanent staff of Christie's Education Ltd.

36.1.3 Meetings are chaired by the Academic Director or, in her absence, another member of the Senior Management Team.

36.1.4 The Executive Assistant to the International Managing Director attends the All Staff Meeting as a member of staff in her own right, also keeping notes of each meeting and circulating them to staff.

36.1.5 Once a year, a non-executive member of the CE Board attends an All Staff Meeting.

36.1.6 The Chair may invite additional persons to attend an All Staff Meeting, as he/she considers necessary.

36.2 Quoracy

In order to be quorate, the Academic Director plus at least 25% of the permanent staff must be in attendance at the All Staff Meeting.

36.3 Frequency of Meetings

Monthly

36.4 Reporting

The Chair of the All Staff Meeting shall report to the Senior Management Team on matters which have arisen and/or been discussed at All Staff Meetings and any other such matters which are relevant to the continuing operation of CE. Notes of each All Staff Meeting will be published on Canvas and made accessible to all staff within 30 days of the meeting. Staff will be notified by email when the notes are available.

36.5 Duties

Subject to any general or particular direction that may, from time to time, be given by the CE Board, the All Staff Meeting is charged by the CE Board with acting as a key forum for staff discussions and sharing of information, including:

- a.** operational matters which individuals or teams have not been able to resolve
- b.** reports and updates from academic and professional services teams
- c.** consultation about the organisation and development of CE
- d.** consultation about the development and delivery of the Institutional Strategy.

37. Health and Safety Committee Terms of Reference

These Terms of Reference were approved by the CE Board on 10 May 2018.

37.1 Membership

37.1.1 Membership of the Committee shall be determined from time to time by the CE Board and The Christie's Group Operations.

37.1.2 Current members are the following:

- International Managing Director (Chair)
- Director of Registry and Student Services as Health and Safety Officer for CE
- Senior Management Accountant – CE
- Facilities and Health and Safety Director – Christie's
- Director of Security UK – Christie's
- Facilities Manager – Christie's
- Deputy Contract Manager – Christie's

In attendance:

- Facilities Project and Contract Manager – Christie's (in attendance as Secretary to the committee)

37.1.3 The Chair of the Committee may invite additional persons to attend a meeting of the Committee, as he/she considers necessary.

37.2 Quoracy

In order to be quorate, the Chair (or his/her Deputy, where relevant) plus at least 50% of the membership of the committee must be in attendance at the meeting.

37.3 Frequency of Meetings

Monthly

37.4 Reporting

The Chair of the Health and Safety Committee shall report to the Senior Management Team on matters which have arisen and/or been discussed by the Health and Safety Committee and any other such matters which are relevant to the continuing operation of CE. Minutes of each of the Committee's meetings will be published on Canvas within 30 days of the meeting. Members of the Committee and the Senior Management Team will be notified by email when the minutes are available.

37.5 Duties

37.5.1 Subject to any general or particular direction that may, from time to time, be given by the CE Board or the International Managing Director or Christie's Group Operations, the Committee is charged with:

- a. ensuring that CE is compliant with relevant Christie's Group policies and health and safety legislation
- b. ensuring that CE has sufficient resources and effective management to enable it to discharge its responsibilities

- c. acting as a forum for communication between CE and The Christie's Group regarding matters pertaining to health and safety and facilities management.

37.5.2 In carrying out the above, the committee will amongst other duties be required to:

- a. review and approve planned preventative maintenance and reactive calls
- b. ensure CE remains fully compliant with Christie's Health and Safety Policy
- c. monitor the implementation and effectiveness health and safety training and communications within CE
- d. review safety performance indicators, investigations of significant failures, independent inspection and audit reports and associated remedial actions
- e. support colleagues and ensure a coordinated approach towards operations and health and safety across all departments
- f. review accident reports on the premises and ensure any areas of weakness are actioned and resolved in a timely manner
- g. monitor and upkeep accurate records of fire warden and first aid training and organise refresher training when necessary
- h. address, discuss and approve any additional tasks and projects that may be brought to the Committee's attention and allocate tasks as appropriate
- i. review prior health and safety reports and consider new submissions to date; approve actions and follow up those outstanding
- j. consider and action any recommendations proposed by Christie's health and safety during routine building, health and safety inspections
- k. review the operations, health and safety budget, led by the Director of Registry and Student Services and Senior Management Accountant for CE; identify potential areas of cost-savings and expected expenditure
- l. consider and act upon feedback gathered from students and/or alumni
- m. discuss initiatives for enhancement and the dissemination of good practice
- n. advise on institutional risk management strategies in relation to the premises and health and safety, and make recommendations as necessary.

37.5.3 All the duties and responsibilities set out in these terms of reference are carried out on behalf of the board of CE and the Operations Division of Christie's, which retain overall responsibility for such matters.

38. Student Conduct Panel Terms of Reference

These Terms of Reference were approved by the Strategic Planning Committee through Chair's Action on 20 July 2017.

38.1 Membership

38.1.1 Meetings of Student Conduct Panels are convened and chaired by the Director of Registry and Student Services.

38.1.2 Membership is as follows:

- Director of Registry and Student Services (Chair)
- One student member who has no connection with the student involved, and has not been involved in advising the student
- A member of Christie's Education staff (where this is an academic member of staff, they should not be connected with the student's programme)

In attendance:

- Executive Assistant to the International Managing Director (in attendance as Secretary to the panel)

38.1.3 The Chair of the Panel may invite additional persons to attend a meeting of the Panel, as he/she considers necessary, giving due regard to whether such persons are connected with the student's programme. This may include an external advisor(s).

38.2 Frequency of Meetings

As required.

38.3 Reporting

The Chair of the Panel shall report to the Senior Management Team on matters which have arisen and/or been discussed by the Student Conduct Panel. Minutes and papers from meetings of Student Conduct Panels will remain confidential and will be stored in a password-protected area of Canvas.

38.4 Duties

38.4.1 The Panel shall amongst other duties be required:

- a. to investigate complaints or concerns about student behaviour in accordance with the CE Student Disciplinary Procedures
- b. to take appropriate action where it is found that a student's behaviour has caused offence to other students and/or staff, or if a student has been involved in activities that are likely to disrupt or otherwise adversely affect the conduct or reputation of CE.

38.4.2 A non-exhaustive list of disciplinary matters is included in the CE Student Disciplinary Procedures.

39. Disciplinary Appeal Panel Terms of Reference

These Terms of Reference were approved by the Strategic Planning Committee through Chair's Action on 20 July 2017.

39.1 Membership

39.1.1 Meetings of Disciplinary Appeal Panels are convened and chaired by the Academic Director.

39.1.2 Membership is as follows:

- Academic Director (Chair)
- A student member who has no connection with the student involved
- A member of Christie's Education staff (where this is an academic member of staff, they should not be connected with the student's programme)

In attendance:

- Executive Assistant to the International Managing Director (in attendance as Secretary to the panel)

39.1.3 Note: No person who was a member of the Student Conduct Panel which investigated or considered the alleged disciplinary incident or matter shall be a member of the Disciplinary Appeal Panel convened to consider any appeal against the decision of that Student Conduct Panel.

39.1.4 The Chair of the Panel may invite additional persons to attend a meeting of the Panel, as he/she considers necessary, giving due regard to whether such persons are connected with the student's programme. This may include an external advisor(s).

39.2 Frequency of Meetings

As required.

39.3 Reporting

The Chair of the Panel shall report to the Senior Management Team on matters which have arisen and/or been discussed by the Disciplinary Appeal Panel. Minutes and papers from meetings of Disciplinary Appeal Panels will remain confidential and will be stored in a password-protected area of Canvas.

39.4 Duties

39.4.1 The Panel shall amongst other duties be required:

- a. to conduct hearings for appeals against decisions of Student Conduct Panels, or against penalties imposed by Student Conduct Panels, in accordance with the CE Student Disciplinary Procedures
- b. to consider and determine whether the decision(s) of a Student Conduct Panel were appropriate and fair
- c. to determine the outcome of the appeal in accordance with the CE Student Disciplinary Procedures.

39.4.2 A non-exhaustive list of disciplinary matters is included in the CE Student Disciplinary Procedures.

40. Student Complaints Review Panel Terms of Reference

These Terms of Reference were approved by the Strategic Planning Committee through Chair's Action on 20 July 2017.

40.1 Membership

40.1.1 Meetings of Student Complaints Review Panels are convened and chaired by the Academic Director.

40.1.2 Membership is as follows:

- Academic Director (Chair)
- A student member who has no connection with the student involved, and has not been involved in advising the student
- A member of academic staff (for an academic complaint) or a member of support services staff (for a non-academic complaint)

In attendance:

- Executive Assistant to the International Managing Director (in attendance as Secretary to the panel)

40.1.3 The Chair of the Panel may invite additional persons to attend a meeting of the Panel, as he/she considers necessary, giving due regard to whether such persons are connected with the student's programme. This may include an external advisor(s).

40.2 Frequency of Meetings

As required.

40.3 Reporting

The Chair of the Panel shall report to the Senior Management Team on matters which have arisen and/or been discussed by the Student Complaints Review Panel. Minutes and papers from meetings of Student Complaints Review Panels will remain confidential and will be stored in a password-protected area of Canvas.

40.4 Duties

The Panel shall amongst other duties be required:

- a. to consider student complaints in accordance with the CE Student Complaint Procedures
- b. to determine the outcomes of student complaints, in accordance with the CE Student Complaint Procedures.

Appendix 1

Company Number: 01344504

Articles of Association

of

Christie's Education Limited

Adopted by Special Resolution passed on 4 October 2018

1.	Defined Terms	1
2.	Exclusion of Model Articles and Table A	3
3.	Liability of Members	3
4.	Directors' General Authority	4
5.	Shareholders' Reserve Power	4
6.	Directors May Delegate	4
7.	Committees	4
8.	General Decision Making Rule.....	4
9.	Directors to Take Collective Decisions	5
10.	Directors to Take Decisions Collectively	5
11.	Contents of Notice	5
12.	Participation in Directors' Meetings.....	5
13.	Participation in Directors' Meetings by Electronic Means	6
14.	Frequency of Directors' Meetings	6
15.	Additional Directors' Meetings	6
16.	Quorum for Directors' Meetings	6
17.	Chairing of Directors' Meetings	7
18.	Chairman's Casting Vote at Directors' Meetings	7
19.	Power of Board to Authorise a Conflict Situation	7
20.	Duty of Confidentiality to a Third Party	7
21.	Consequences of Authorisation	8
22.	Without Prejudice to Equitable Principles or Rules of Law	8
23.	Quorum, Voting And Interests in the Transaction or Arrangements with the Company.....	8
24.	Directors' Interests: General	8
25.	Records of Decisions to Be Kept.....	8
26.	Directors' Discretion to Make Further Rules.....	9
27.	Number of Directors	9
28.	Methods of Appointing Directors	9
29.	Termination of Director's Appointment	9
30.	Directors' Remuneration.....	10
31.	Officers' Expenses	10
32.	Executive and Other Directors	11
33.	Right to Appoint a Secretary.....	11
34.	All Shares to Be Fully Paid up.....	11
35.	Powers to Issue Different Classes of Share	11
36.	Company not Bound by Less Than Absolute Interests.....	11
37.	Share Certificates	12

38.	Replacement Share Certificates	12
39.	Share Transfers	13
40.	Transmission of Shares	13
41.	Exercise of Transmittees' rights	13
42.	Transmittees Bound by Prior Notices	13
43.	Procedure for Declaring Dividends.....	14
44.	Payment of Dividends and Other Distributions	14
45.	No Interest on Distributions	15
46.	Unclaimed Distributions	15
47.	Non-Cash Distributions	15
48.	Waiver of Distributions.....	15
49.	Authority to Capitalise and Appropriation of Capitalised Sums	16
50.	Members Can Call General Meeting if Not Enough Directors.....	16
51.	Attendance and Speaking at General Meetings	17
52.	Quorum for General Meetings	17
53.	Chairing General Meetings	17
54.	Attendance and Speaking by Directors and Non-Shareholders	18
55.	Postponement.....	18
56.	Adjournment	18
57.	Voting: General.....	19
58.	Errors and Disputes.....	19
59.	Poll Votes.....	19
60.	Content of Proxy Notices.....	20
61.	Delivery of Proxy Notices	20
62.	Amendments to Resolutions	21
63.	Means of Communication to Be Used	21
64.	Company Seals	22
65.	No Right to Inspect Accounts and Other Records	23
66.	Provision for Employees on Cessation of Business.....	23
67.	Change of Name by Directors' Resolution.....	23
68.	Indemnity	23
69.	Insurance	24

Interpretation and Limitation of Liability

1. Defined Terms

In the Articles, unless the context requires otherwise:

“**Act**” means the Companies Act 2006;

“**Articles**” means the Company’s Articles of association for the time being in force;

“**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;

“**business day**” means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;

“**capitalised sum**” has the meaning given in Article 49;

“**Chairman**” means the chairman of the board appointed in accordance with Article 17;

“**chairman of the general meeting**” has the meaning given in Article 53;

“**clear days**” means in relation to a period of notice that period excluding the day on which the notice is served or deemed to be served and the day for which it is given or on which it is to take effect;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Act), in so far as they apply to the Company;

“**Company**” means Christie's Education Limited registered with company number 01344504;

“**conflict of interest**” has the meaning given in Article 24;

“**conflict situation**” has the meaning given in Article 19.1;

“**director**” means a director of the Company, and includes any person occupying the position of director, by whatever name called;

“**directors’ meeting**” means a meeting of the board of directors;

“**distribution recipient**” has the meaning given in Article 44.2;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**electronic form**” has the meaning given in section 1168 of the Act;

“**electronic means**” has the meaning given in s1168 Companies Act 2006;

“**eligible director**” means a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter);

“**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;

“**general meeting**” means a meeting of the shareholders of the Company called and held from time to time in accordance with the Act and these Articles;

“**hard copy form**” has the meaning given in section 1168 of the Act;

“**holder**” in relation to shares means the person whose name is entered in the Register as the holder of the shares;

“**instrument**” means a document in hard copy form;

“**members**” means the shareholders of the Company;

“**non-executive director**” means any person who is not an employee of the Christie’s Group;

“**ordinary resolution**” has the meaning given in section 282 of the Act;

“**paid**” means paid or credited as paid;

“**participate**”, in relation to a directors’ meeting, or part of a directors’ meeting, has the meaning given in Article 12;

“**persons entitled**” has the meaning given in Article 49;

“**proxy notice**” has the meaning given in Article 60;

“**Register**” means the register of members of the Company;

“**relevant officer**” has the meaning given in Article 68.4;

“**relevant loss**” has the meaning given in Article 69;

“**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 Act;

“**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.

- 1.1 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.2 A reference in these Articles to an “**article**” is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.3 Unless otherwise specified a reference to “**writing**” or “**written**” 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.

- 1.4 Any phrase introduced by the terms “**including**”, “**include**”, “**in particular**” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.5 References to “**affiliate**” means with respect to any person, any other person directly or indirectly controlling, controlled by, or under common control with, such person provided for the purposes of this term, “control”, “controlled by” and “under common control with”, as used with respect to any person, shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such person, whether through the ownership of voting securities, by contract or otherwise.
- 1.6 References to “**subsidiary**”, “**subsidiary undertaking**” and “**parent undertaking**” shall have the same meanings given in section 1159, 1161 and 1162 of the Act, respectively.
- 1.7 References to a “**company**” include any company, corporation or other body corporate wherever and however incorporated or established.
- 1.8 References to “**associated companies**” include companies where one is a subsidiary of the other or both are subsidiaries of the same body corporate.
- 1.9 References to a “**person**” shall be construed so as to include any individual company or other body corporate, partnership, joint venture, firm, association, fund, trust and any governmental, state or regulatory authority.
- 1.10 References to a “**day**” (including within the phrase “business day”) shall mean a period of 24 hours running from midnight to midnight.
- 1.11 The table of contents and headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.12 Unless the context otherwise requires, words in the singular include the plural and vice versa and a reference to any gender includes all other genders.
- 1.13 Unless expressly provided otherwise, a reference to a statute or statutory provision includes a reference to that statute or statutory provision as amended, consolidated or replaced from time to time (whether before or after the date on which these Articles are adopted by the Company) and includes any subordinate legislation made under the relevant statute or statutory provision.

2. Exclusion of Model Articles and Table A

- 2.1 No regulations contained in any statute or subordinate legislation, including any of the provisions of any of the model articles for private companies limited by shares contained in the Companies (Model Articles) Regulations 2008 as amended prior to the date of adoption of these Articles, or regulations contained in Table A in First Schedule of the Companies Act 1948 as amended prior to the date of adoption of these Articles, shall apply as the regulations or articles of association of the Company.

3. Liability of Members

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

Directors' Powers and Responsibilities

4. Directors' General Authority

4.1 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. Shareholders' Reserve Power

5.1 The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.

5.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

6. Directors May Delegate

6.1 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.

6.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

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

7. Committees

7.1 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.

7.2 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

8. General Decision Making Rule

8.1 The general rule about decision-making by directors is that any decision of the directors must be taken collectively in accordance with Article 9 and 10.

8.2 If:

- (a) the Company only has one director for the time being; and
- (b) no provision of the Articles requires it to have more than one director;

the general rule does not apply, and the director (for so long as he remains the sole director) may take decisions without regard to any of the provisions of the Articles relating to directors' decision-making.

9. Directors to Take Collective Decisions

9.1 A decision of the directors may be taken in accordance with this article when a majority of the directors indicate to each other by any means that they share a common view on a matter.

10. Directors to Take Decisions Collectively

10.1 Decisions of the directors may be taken—

- (a) at a directors' meeting, or
- (b) in the form of a directors' written resolution.

10.2 Decision at a Directors' Meeting

A decision of the directors may be taken at a directors' meeting by a majority of the votes of the participating eligible directors where those directors form a quorum at such a meeting.

10.3 Decision in the Form of a Directors' Written Resolution

A decision of the directors may also be taken in the form of a directors' resolution in writing, where each eligible director has signed one or more copies of it or to which each eligible director has otherwise indicated agreement in writing, provided that those directors would have formed a quorum at a directors' meeting. For such purposes "in writing" includes email.

11. Contents of Notice

11.1 Notice of any directors' meeting may 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.

11.2 Notice to Each Director

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

11.3 Waiver of Entitlement to Notice

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.

12. Participation in Directors' Meetings

12.1 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.
- 12.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 12.3 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 one of them is.

13. Participation in Directors' Meetings by Electronic Means

- 13.1 A director may validly participate in a meeting of the directors or a committee of directors by conference telephone and/or any other form(s) of communication equipment (whether in use when these Articles are adopted or not) including electronic means if all persons participating in the meeting are able to communicate with each other throughout the meeting. A person participating in this way shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. Subject to the Companies Acts, all business transacted in this way by the directors or a committee of directors shall for the purposes of the Articles be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors even though fewer than three directors are physically present at the same place.

14. Frequency of Directors' Meetings

- 14.1 Directors' meetings shall take place at least four times annually in accordance with a schedule agreed by the directors.

15. Additional Directors' Meetings

- 15.1 The Chairman may at her discretion call a special directors' meeting by giving reasonable notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice. Any director other than the Chairman may also request a special meeting is called subject to the Chairman's approval. In the event that approval is not granted, the Chairman shall report such request and the reasons for non-approval at the next meeting of the directors.

16. Quorum for Directors' Meetings

- 16.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 16.2 Subject to paragraph 16.4, the quorum for the transaction of business at a meeting of directors is any three directors of which one must be a non-executive director
- 16.3 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.
- 16.4 For the purposes of any meeting (or part of a meeting) held pursuant to Article 19 to authorise a director's conflict, if there is only one director in office besides the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one eligible director.

17. Chairing of Directors' Meetings

- 17.1 The International Managing Director will be the Chairman of directors' meetings.
- 17.2 The directors may terminate the Chairman's appointment at any time.
- 17.3 If the Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

18. Chairman's Casting Vote at Directors' Meetings

- 18.1 If the numbers of votes for and against a proposal at a meeting of directors are equal, the Chairman or other director chairing the meeting shall have a casting vote.
- 18.2 Article 18.1 shall not apply in respect of a written resolution.

19. Power of Board to Authorise a Conflict Situation

- 19.1 The directors shall have the power to authorise any matter which would or might otherwise involve a breach of a director's duty under section 175 of the Act to avoid a conflict of interest (a "**conflict situation**"). Authorisation of a conflict situation under this article shall be effective only if:
- (a) any requirement as to quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and
 - (b) the matter was agreed to without their voting, or would have been agreed to if their votes (including any casting vote) had not been counted.
- 19.2 Any authorisation of a conflict situation under Article 19.1 may:
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised; and
 - (b) be subject to such conditions or limitations as the board may determine, whether at the time such authorisation is given or subsequently,

and may be revoked or varied by the board at any time, but without affecting anything done by the director before such revocation or variation in accordance with the terms of the authority.

- 19.3 A director shall not be accountable to the Company for any benefit which he (or a person connected with him) derives from any conflict situation which has been authorised by the board under Article 19.1 (subject to any conditions or limitations imposed in accordance with Article 19.2(b)), nor shall the receipt of any such benefit constitute a breach of his duty under section 176 of the Act, nor any related contract, transaction or arrangement be liable to be avoided on the grounds of such benefit.

20. Duty of Confidentiality to a Third Party

- 20.1 Where a director, otherwise than by virtue of his position as director (or employee), receives information in respect of which he owes a duty of confidentiality to another person, he shall not be required to:
- (a) disclose such information to the Company or to the board of directors, or to any director, officer or employee of the Company; or

- (b) otherwise use or apply such confidential information in performing his duties as a director.

21. Consequences of Authorisation

21.1 Where the existence of a director's relationship with another person gives rise to a conflict situation which has been approved by the board pursuant to Article 19.1 or falls within Article 19, the director shall not be in breach of his general duties to the Company under sections 171 to 177 of the Act if he:

- (a) absents himself from meetings of the board at which any matter relating to that conflict situation will or may be discussed or from the discussion of any such matter at any other meeting or otherwise; and/or
- (b) makes arrangements not to receive documents and information relating to that conflict situation sent or supplied by the Company and/or for such documents and information to be received and read by a professional adviser,

for so long as he reasonably believes such conflict situation subsists.

22. Without Prejudice to Equitable Principles or Rules of Law

22.1 Articles 20 and 21 are without prejudice to any equitable principle or rule of law which may excuse a director from disclosing or receiving information, or attending meetings or discussions, in circumstances where this would otherwise be required under these Articles.

23. Quorum, Voting And Interests in the Transaction or Arrangements with the Company

23.1 Subject to Article 19, a director may vote on, or be counted in the quorum at a meeting in relation to, any resolution of the board in respect of any contract, transaction or arrangement in which he has an interest.

24. Directors' Interests: General

24.1 For the purposes of Articles 19 to 22:

- (c) an interest of a person who is connected with a director shall be treated as an interest of the director;
- (d) sections 252 and 253 of the Act shall determine whether a person is connected with a director; and
- (e) a "**conflict of interest**" includes a conflict of interest and duty and a conflict of duties.

24.2 The Company may by ordinary resolution ratify any contract, transaction or arrangement, or any other matter, not properly authorised by reason of a contravention of Articles 19 to 22.

25. Records of Decisions to Be Kept

25.1 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.

25.2 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

26. Directors' Discretion to Make Further Rules

26.1 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

27. Number of Directors

27.1 Unless otherwise determined by ordinary resolution, the maximum number of directors shall be five and the minimum number of directors shall be one.

28. Methods of Appointing Directors

28.1 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 ordinary resolution; or
- (b) by a decision of the directors.

28.2 In any case where, as a result of death or bankruptcy, the Company has no shareholders and no directors, the transmittee(s) of the last shareholder to have died or to have a bankruptcy order made against him (as the case may be) have the right, by notice in writing, to appoint a natural person (including a transmittee who is a natural person), who is willing to act and is permitted to do so, to be a director.

28.3 For the purposes of Article 28.2, 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.

29. Termination of Director's Appointment

29.1 A person ceases to be a director as soon as:

- (a) that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) that person is, or may be, suffering from mental disorder and either:
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under mental health legislation for the time being in force in any part of the United Kingdom; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or which

wholly or partly prevents that person from personally exercising any powers or rights which that person otherwise would have;

- (f) 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;
- (g) he shall have been absent for more than six consecutive months without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated;
- (h) in the case of a director who holds any executive office, his appointment as such is terminated or expires and the other directors resolve that his office be vacated; or
- (i) he is requested in writing by all the other directors to resign (without prejudice to any claim for damages for breach of any contract of service between the director and the Company).
- (j) he is required to resign his office by notice in writing lodged at the Registered Office signed by the holder or holders of not less than three-fourth of the nominal value of the issued shares of the Company.

30. Directors' Remuneration

30.1 Directors may undertake any services for the Company that the directors decide.

30.2 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.

30.3 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.

30.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.

30.5 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.

31. Officers' Expenses

31.1 The Company may pay any reasonable expenses which the directors and any secretary properly incur in connection with their attendance at:

- (a) meetings of directors or committees of directors;
- (b) general meetings; or
- (c) 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.

32. Executive and Other Directors

- 32.1 The directors may from time to time appoint any person to an office or employment having a designation or title including the word “Director” (whether as sales, divisional, departmental, regional, local, advisory, technical, deputy, assistant, associate or otherwise) as they may determine and so that in the exercise of such powers of appointment the directors may also attach such a designation or title to any existing office or employment with the Company and may define, limit, vary and restrict the powers, authorities and discretions of the person so appointed and may fix and determine his remuneration and duties, and subject to the terms of any contract between him and the Company may at any time revoke such appointment. A person so appointed shall not be a director of the Company for any of the purposes of these Articles or of the Act and accordingly shall not be empowered in any respect to act as a director of the Company not be entitled to be present at any meeting of the directors or any committee thereof except at the request of the directors or such committee, and if present at such request he shall not be entitled to vote thereat.

Secretary

33. Right to Appoint a Secretary

- 33.1 The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

Shares and Distributions

34. All Shares to Be Fully Paid up

- 34.1 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.
- 34.2 This does not apply to shares taken on the formation of the Company by the subscribers to the Company’s memorandum.

35. Powers to Issue Different Classes of Share

- 35.1 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.
- 35.2 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.

36. Company not Bound by Less Than Absolute Interests

- 36.1 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 shall not be bound by or compelled in any way to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or any other right in respect of any share other than the holder’s absolute ownership of it and all the rights attaching to it.

37. Share Certificates

- 37.1 The Company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds.
- 37.2 Every person (except a person to whom the Company is not required by law to issue a share certificate) who is a shareholder and whose name is entered on the Register in respect of one or more shares shall upon issue or transfer to him of such shares be entitled, without payment, to one or more share certificates in respect of such shares within two month after issue or within two months after lodgement of the transfer.
- 37.3 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.
- 37.4 No certificate may be issued in respect of shares of more than one class.
- 37.5 If more than one person holds a share, only one certificate may be issued in respect of it.
- 37.6 Certificates must:
- (a) have affixed to them the Company's common seal; or
 - (b) be otherwise executed in accordance with the Companies Acts.

38. Replacement Share Certificates

- 38.1 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.
- 38.2 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 and indemnity and the payment of any exceptional out of pocket expenses reasonably incurred by the Company as the directors decide.

39. Share Transfers

- 39.1 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.
- 39.2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
- 39.3 The Company may retain any instrument of transfer which is registered.
- 39.4 The transferor remains the holder of a share until the transferee's name is entered in the Register as holder of it.
- 39.5 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, together with reasons for such refusal, as soon as practicable and in any event within two months of the transfer being lodged with the Company, unless they suspect that the proposed transfer may be fraudulent.

40. Transmission of Shares

- 40.1 If title to a share passes to a transferee, the Company may only recognise the transferee as having any title to that share.
- 40.2 A transferee 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.
- 40.3 Subject to Article 28.2, transferees 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.

41. Exercise of Transferees' rights

- 41.1 Transferees who wish to become the holders of shares to which they have become entitled must notify the Company in writing of that wish.
- 41.2 If the transferee wishes to have a share transferred to another person, the transferee must execute an instrument of transfer in respect of it.
- 41.3 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 transferee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

42. Transferees Bound by Prior Notices

- 42.1 If a notice is given to a shareholder in respect of shares and a transferee is entitled to those shares, the transferee is bound by the notice if it was given to the shareholder before the transferee's name, or the name of the person nominated under Article 40.2(a), has been entered in the Register.

Dividends and Other Distributions

43. Procedure for Declaring Dividends

- 43.1 The Company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.
- 43.2 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.
- 43.3 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights unless the shareholders agree in writing to waive their shareholder rights.
- 43.4 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.
- 43.5 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.
- 43.6 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.
- 43.7 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.

44. Payment of Dividends and Other Distributions

- 44.1 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 in writing;
 - (b) sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient in writing;
 - (c) sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified in writing; or
 - (d) any other means of payment as the directors agree with the distribution recipient.
- 44.2 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; 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.

45. No Interest on Distributions

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

- (a) the terms on which the share was issued; or
- (b) the provisions of another agreement between the holder of that share and the Company.

46. Unclaimed Distributions

46.1 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.

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

46.3 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.

47. Non-Cash Distributions

47.1 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).

47.2 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.

48. Waiver of Distributions

48.1 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:

- (a) the share has more than one holder; or

- (b) 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

49. Authority to Capitalise and Appropriation of Capitalised Sums

- 49.1 Subject to the Articles, and in accordance with Articles 49.2 to 49.5, 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**") for the purpose of applying it 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.
- 49.2 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.
- 49.3 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.
- 49.4 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.
- 49.5 Subject to the Articles the directors may:
 - (a) apply capitalised sums in accordance with Articles 49.3 and 49.4 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.

Organisation of General Meetings

50. Members Can Call General Meeting if Not Enough Directors

- 50.1 If:
 - (a) The Company has fewer than -three directors; and

- (b) the director (if any) is unable or unwilling to appoint sufficient directors to make up a quorum or to call a general meeting to do so,

then two or more members or (if and so long as the Company shall have a sole shareholder than that sole shareholder) may call a general meeting (or instruct any Company secretary to do so) for the purpose of appointing one or more directors.

51. Attendance and Speaking at General Meetings

- 51.1 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.
- 51.2 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.
- 51.3 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.
- 51.4 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.
- 51.5 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.

52. Quorum for General Meetings

- 52.1 No business other than the appointment of the chairman of the general meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 52.2 If and for so long as the Company has one member only, one member entitled to vote on the business to be transacted, who is present at a general meeting in person or by one or more proxies or, in the event that the member is a corporation, by one or more corporate representatives, is a quorum.
- 52.3 If and for so long as the Company has two or more members, two members, each of whom is entitled to vote on the business to be transacted and is present at a general meeting in person or by one or more proxies or, in the event that any member present is a corporation, by one or more corporate representatives, are a quorum.
- 52.4 A proxy or corporate representative must vote in accordance with directions of the appointing member but there is no obligation on the Company to check whether a proxy or corporate representative has voted in accordance with instructions and such vote is not invalidated should instructions not have been followed.

53. Chairing General Meetings

- 53.1 If the directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so.

53.2 If the directors have not appointed a Chairman, or if the Chairman is unwilling to chair the general meeting or is not present within ten minutes of the time at which a general meeting was due to start:

- (a) the directors present; or
- (b) (if no directors are present), the general meeting

must appoint a director or shareholder to chair the general meeting, and the appointment of the chairman of the general meeting must be the first business of the meeting.

53.3 The person chairing a general meeting in accordance with this article is referred to as “the chairman of the general meeting”.

54. Attendance and Speaking by Directors and Non-Shareholders

54.1 Directors may attend and speak at general meetings, whether or not they are shareholders.

54.2 The chairman of the general 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.

55. Postponement

55.1 If the directors in their absolute discretion decide that it is unreasonable or impracticable for any reason to hold a general meeting at the time or place specified in the notice of that general meeting, they may postpone the general meeting to another time or place by giving notice of the revised time or place to all the members.

56. Adjournment

56.1 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 general meeting a quorum ceases to be present, the chairman of the general meeting must adjourn it.

56.2 If, at the adjourned general meeting, a quorum is not present within half an hour from the time at which the meeting was due to start or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved.

56.3 The chairman of the general meeting may adjourn a general meeting at which a quorum is present if:

- (a) the meeting consents to an adjournment; or
- (b) it appears to the chairman of the general meeting that an adjournment is necessary to protect the safety of any person attending the general meeting or ensure that the business of the general meeting is conducted in an orderly manner.

56.4 The chairman of the general meeting must adjourn a general meeting if directed to do so by the meeting.

56.5 When adjourning a general meeting, the chairman of the general 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.
- 56.6 If the continuation of an adjourned general 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:
- (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.
- 56.7 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

57. Voting: General

- 57.1 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.

58. Errors and Disputes

- 58.1 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.
- 58.2 Any such objection must be referred to the chairman of the general meeting, whose decision is final.

59. Poll Votes

- 59.1 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.
- 59.2 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting.
- 59.3 A demand for a poll may be withdrawn if:
- (a) the poll has not yet been taken; and
 - (b) the chairman of the general meeting consents to the withdrawal;
- and a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.

- 59.4 A poll on the election of the chairman of the general meeting or on a question of adjournment must be taken immediately. Other polls must be taken within 30 days of their being demanded.

No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the general meeting at which it is demanded. In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

60. Content of Proxy Notices

- 60.1 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 not less than 48 hours (excluding any part of a day that is not a working day) before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate.

and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting.

- 60.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 60.3 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.
- 60.4 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.

61. Delivery of Proxy Notices

- 61.1 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.
- 61.2 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.
- 61.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the general meeting or adjourned meeting to which it relates.
- 61.4 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.

61.5 When two or more valid but differing appointments of proxy are delivered or received in respect of the same share for use at the same general meeting or poll, the one which is last delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other as regards that share. If the Company is unable to determine which was last delivered or received, none of them shall be treated as valid in respect of that share. No proxy notice shall be valid after the expiration of twelve months from the date stated in it as the date of its execution.

62. Amendments to Resolutions

62.1 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 chairman of the meeting may determine); and
- (b) the proposed amendment does not, in the reasonable opinion of the chairman of the general meeting, materially alter the scope of the resolution.

62.2 Notwithstanding that prior written notice to amend a resolution shall not have been given in accordance with Article 62.1, the chairman of the general meeting, in his absolute discretion, may accept or propose at any general meeting or adjourned general meeting amendments of a minor or formal nature or to correct a manifest error or which he may in his absolute discretion consider fit for consideration at the meeting.

62.3 A special resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- (a) the chairman of the general 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.

62.4 If the chairman of the general 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.

Administrative Arrangements

63. Means of Communication to Be Used

63.1 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 Act 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.

63.2 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable

international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);

- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- (c) if properly addressed and sent or supplied by electronic means, the same day as the document or information was sent or supplied; and
- (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a working day.

- 63.3 In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.
- 63.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, the Company need only give notice of a general meeting to those members with whom the Company can communicate by electronic means and who have provided the Company with an address for this purpose. The Company shall also advertise the notice on the same date in at least one national daily newspaper with circulation in the United Kingdom. In any such case the Company shall send confirmatory copies of the notice by post or by electronic means to an address for the time being notified to the Company by the member for such purposes if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.
- 63.5 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.
- 63.6 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.

64. Company Seals

- 64.1 Any common seal may only be used by the authority of the directors or a committee of the directors.
- 64.2 The directors may decide by what means and in what form any common seal is to be used.
- 64.3 Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature or two authorised signatories.
- 64.4 For the purposes of this article, an authorised person is:
- (a) any director of the Company;
 - (b) the company secretary (if any); or

- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

65. No Right to Inspect Accounts and Other Records

- 65.1 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.

66. Provision for Employees on Cessation of Business

- 66.1 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.

Company Name

67. Change of Name by Directors' Resolution

- 67.1 The Company may change its name by resolution of the directors or special resolution.

Officers' Indemnity and Insurance

68. Indemnity

- 68.1 Subject to Article 68.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- (d) each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:
 - (i) in the actual or purported execution and/or discharge of his duties, or in relation to them; and
 - (ii) in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),
- (e) including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and

- 68.2 The Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 66.1(d)(i) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

- 68.3 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.

68.4 In this article “**relevant officer**” means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

69. Insurance

69.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

69.2 In this article:

- (a) “**relevant officer**” has the meaning given in Article 68.4; and
- (b) a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant officer in connection with that officer’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.