



**Laine Theatre Arts Limited**  
**Company No: 01180133**

**Governance Framework**

**Standing Orders for the Board of Directors**  
**and**  
**Composition and Terms of Reference for its Subcommittees**

**Approved 31<sup>st</sup> July 2023, revised 12<sup>th</sup> January 2024**

## **Laine Theatre Arts Limited Board of Directors**

### **Standing Orders (made pursuant to the Articles of Association and subject to amendment from time to time by a resolution of the Directors)**

Meets: minimum of three times a year, normally termly.

Reports to: Laine Theatre Arts Holdings Limited

#### **Composition of the Board**

The Board of Directors of Laine Theatre Arts Limited shall be made up of no less than four directors to include two independent non-executive directors.

The composition of the Board shall be:

- Independent non-executive Chair with significant experience of academic leadership within UK higher education, appointed by the Board for an initial 3-year term which may be renewed twice to a maximum of 9 years.
- Non-executive Director appointed by and representing Laine Theatre Arts Holdings Limited, who shall be Deputy Chair.
- Independent non-executive director with significant finance and/or audit experience who shall also be Chair of the Audit and Risk Committee, appointed by the Board for an initial 3-year term which may be renewed twice to a maximum of 9 years.
- Independent non-executive director appointed by the Board for an initial 3-year term which may be renewed twice to a maximum of 9 years.
- Principal Emerita
- Principal and Artistic Director

#### *In attendance:*

The following may be invited by the Board to attend Board meetings and participate in discussions but not vote (subject to the limitations set out herein):

- Executive Director, who shall also act as Secretary to the Board.
- Director of Finance
- Director of Studies and Educational Compliance
- Director of Governance and Regulation (minutes)
- Any other member of the senior management team.
- Any other member of Laine Theatre Arts Holdings Limited Board.
- Any other person the Board invites to make a specific contribution to the business of the Board.

### **Quorum of the Board**

The quorum necessary for any Board meeting shall be 60% of the membership of the Board, including one of the Chair or Deputy Chair and one other independent non-executive director.

### **Terms of Reference**

The primary responsibilities of the Board are:

1. To determine the mission and strategic vision of Laine Theatre Arts, its academic character, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of internal and external stakeholders and regulators.
2. To safeguard the good name and values of Laine Theatre Arts.
3. To operate honestly, accountably and with integrity at all times and demonstrate the values appropriate to be recognised as an English higher education provider, and to keep under review its compliance with public interest governance principles and its adopted governance code.
4. To be Laine Theatre Arts' principal:
  - a) financial and business decision making body, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for Laine Theatre Arts' assets, property and facilities to ensure financial viability and sustainability is maintained.
  - b) decision making body and, as such, to put in place systems for meeting Laine Theatre Arts' legal obligations, including those arising from contracts and other legal commitments made in Laine Theatre Arts' name.
  - c) employing authority for all Laine Theatre Arts staff.
5. To monitor and evaluate the performance and effectiveness of Laine Theatre Arts against its academic and business plans and approved key performance indicators.
6. To determine Laine Theatre Arts' approach to risk and to establish and operate a robust risk management process.
7. To ensure Laine Theatre Arts delivers 'Value for Money' in its provision of education.
8. To ensure the quality assurance of all data management is maintained.
9. To ensure adherence to and oversight of anti-corruption, fraud and anti-bribery policies.
10. To delegate authority to the Principal and Artistic Director for the academic, corporate, financial, estate and human resource management of the Laine Theatre Arts and to keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the Principal and Artistic Director.
11. To oversee the recruitment of non-executive members of the Board and to determine their remuneration annually, noting that non-executive directors shall not be present for any discussions pertaining to their remuneration nor vote on such matters.

12. To oversee the recruitment of the Principal and Artistic Director, and the Executive Director and to review their performance and determine their remuneration annually, noting that the Principal and Artistic Director, and the Executive Director shall not be present for any discussions pertaining to their performance or remuneration.
13. To establish processes to monitor and evaluate the performance and effectiveness of the Board and to undertake a regular skills audit and gap analysis.
14. To keep under review the effectiveness of the Laine Theatre Arts senior management team.
15. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.
16. To delegate authority for the oversight of academic standards and quality to the Academic Board, which shall be appropriately constituted for the purpose, and to receive from the Academic Board regular and timely reports on:
  - a) the monitoring, maintenance and protection of academic standards.
  - b) the quality of the student experience.
  - c) the adequacy of the provision for the general welfare of students.
  - d) compliance with Laine Theatre Arts' ongoing conditions of registration with the Office for Students.
17. To oversee the development, review and compliance with policies and practices on legal and regulatory requirements including without limitation the Prevent Duty in England, Health and Safety, Safeguarding, Visas and Immigration, and Data Protection.
18. To take such steps as are reasonably practicable towards ensuring freedom of speech within the law is secured across Laine Theatre Arts.
19. To ensure that staff while engaged in research, professional practice or teaching have freedom within the law to question and test received wisdom and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or privileges they have within Laine Theatre Arts.
20. To ensure that the requirements of relevant regulators, including the Office for Students and the Office for Standards in Education inform the deliberations of the Board.
21. To conduct its business in accordance with best practice in higher education corporate governance.
22. To ensure that the Board's Articles of Association and these terms of reference are followed at all times and that appropriate specialist advice is available to enable this to happen.
23. To promote the success of Laine Theatre Arts as required by Section 172 of the Companies Act 2006.

24. To approve the business plan and annual budgets for the operation of the business of Laine Theatre Arts.

### **Conduct of Meetings**

The Board shall normally hold board meetings at least three times a year and hold such other meetings as may be necessary for the efficient discharge of its functions.

Subject to the provisions of the Articles of Association, the Board may make rules to govern the conduct of its meetings and those of any committee or sub-committee and may vary such rules from time to time as it sees fit without the consent of any such committee or sub-committee or member of it. Directors should refer to the Secretary for further information about the procedural rules of the Board and its committees.

The Chair shall preside at all meetings of the Board unless the Chair is not able to attend.

If the Chair is absent from any meeting, the Deputy Chair shall act as Chair of that meeting. The Deputy Chair shall be a director of Laine Theatre Arts Holdings Limited appointed by and representing Laine Theatre Arts Holdings Limited.

Agenda and papers will be published at least five working days before the meeting of meeting materials. All papers must be submitted to the Secretary at least seven working days before the meeting. The tabling of papers at the meeting will not normally be permitted. Late agenda items and any accompanying papers must be submitted to the Secretary by the published deadline for *any other business* (normally 24 hours before the meeting) and their inclusion under *any other business* must be approved by the Chair in consultation with the Deputy Chair.

### **Voting and Recommendations**

It is expected that decisions of the Board will be reached by consensus and after due debate but if a vote is required then decisions shall be made on the basis of a majority of the Directors attending and voting at a quorate meeting. A record of voting shall be minuted.

### **Reserved Business**

The Executive Director and any other senior management attendees shall not be entitled to receive papers, participate in or be present for discussions relating to matters affecting the appointment, promotion, remuneration or dismissal of a director or any other matters that the Board considers to be commercially sensitive or reasonably considers should be subject to restriction. The Chair shall decide whether a matter falls within the terms of the above proviso. The decision of the Chair in this respect shall be final and neither the Chair nor the Board shall be required to give any reason for the decision.

### **Business of Meetings**

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

- minutes and reports from any sub-committees.
- the Annual Review of Academic Standards and Quality from the Academic Board.
- reports from executive officers as required.
- the annual review of the Institutional Risk Register.
- financial performance.
- applications and enrolled student numbers.
- outcomes of reviews from academic partners and external agencies.

- regulatory matters including correspondence from the Office for Students and the Office for Educational Standards.

### **Chair's Action**

The Board has determined that the Chair shall have delegated powers to act on its behalf between scheduled meetings of the Board as set out below. Chair's Action is authorised where the matter involves:

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

The Chair will consult the Deputy Chair and the Secretary before exercising their delegated authority to act on behalf of the Board to ensure that the matter in question meets the above criteria. If the matter in question does not meet the above criteria, the Chair will call an urgent extraordinary meeting of the Board to discuss the matter and agree a decision.

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

### **Committee Structure**

The Board shall establish as a minimum an Academic Board, and an Audit and Risk Committee as subcommittees of the Board.

The Board shall determine the membership, functions, and terms of reference of any such committee. Persons who are not members of the Laine Theatre Arts Limited Board may be appointed by the Board to membership of any such committee.

The Board may delegate any of its powers to any of its sub-committees, to the Principal and Artistic Director or to the Executive Director and may confer the right of sub-delegation upon any such committee or persons upon such terms and conditions as the Board sees fit other than for such purposes as are assigned in the Articles of Association provided always that the Board shall not delegate any of the following matters:

- the determination of the educational character of Laine Theatre Arts.
- the approval of the annual forecasts of income and expenditure, business plan and budgets.
- the approval of the final accounts.
- ensuring the solvency of Laine Theatre Arts and the safeguarding of its assets.
- the appointment or dismissal of the auditors.

Where the Board delegates any of its powers under the Articles of Association, the committee (including the Academic Board and the Audit and Risk Committee), the Principal and Artistic Director, or the Executive Director (as the case may be) to whom the power or powers have been delegated shall report to the Board on any exercise of such a power or powers at each meeting of the Board.

The Board shall have power from time to time as it sees fit to revoke or vary any delegation of its powers.

#### **Academic Board**

The Board shall delegate certain powers and responsibilities to the Academic Board, which is Laine Theatre Arts' academic authority and will promote the academic and professional work of Laine Theatre Arts. The powers and responsibilities of the Academic Board shall be set out in its terms of reference which shall be reviewed annually and approved by the Board.

The Board shall appoint the Chair and the Deputy Chair of the Academic Board and appoint a member of the Laine Theatre Arts Limited Board to serve as its representative on the Academic Board.

The Board will receive and consider the minutes of each meeting of the Academic Board and reserves the right to ask the Academic Board to reconsider any decisions it has made that the Laine Theatre Arts Limited Board does not consider to be in the best interests of Laine Theatre Arts.

#### **Audit and Risk Committee**

The Board shall delegate certain powers and responsibilities to the Audit and Risk Committee, which is responsible for overseeing and providing assurance to the Board on the effectiveness of Laine Theatre Arts' processes and systems, the management of risk, and the correctness and integrity of the information provided to the Board and external bodies. The powers and responsibilities of the Audit and Risk Committee shall be set out in its terms of reference which shall be approved by the Board.

The Board shall appoint the Chair of the Audit and Risk Committee, and the representative of Laine Theatre Arts Holdings Limited will serve as Deputy Chair.

# Laine Theatre Arts Limited

## Audit and Risk Committee

### Composition and Terms of Reference

Meets: minimum of two times a year  
Reports to: Laine Theatre Arts Limited Board

#### Composition of the Committee

The Laine Theatre Arts Limited Board shall establish an Audit and Risk Committee which has delegated responsibility for overseeing and providing assurance to the Board on the effectiveness of Laine Theatre Arts' processes and systems, the management of risk, and the correctness and integrity of the information provided to the Board and external bodies.

The Principal and Artistic Director, Executive Director, Finance Director, and the Chair of the Laine Theatre Arts Limited Board may not be members of the Audit and Risk Committee.

Any Board member may attend a meeting of the Audit and Risk Committee by invitation, including those who are not members of the Audit and Risk Committee.

The composition of the Committee shall be:

- Independent non-executive director appointed by the Board with significant finance and/or audit experience who shall also be Chair of the Audit and Risk Committee, appointed for an initial 3-year term which may be renewed twice to a maximum of 9 years.
- Non-executive Director appointed by and representing Laine Theatre Arts Holdings Limited, who shall be Deputy Chair.
- Independent non-executive director appointed by the Board, appointed for an initial 3-year term which may be renewed twice to a maximum of 9 years.

#### *In attendance:*

The following are normally required to attend and participate in the Committee's discussions but not vote at each meeting of the Board:

- Principal and Artistic Director
- Executive Director
- Director of Finance
- Director of Studies and Educational Compliance
- Director of Governance and Regulation (Secretary to the Committee)
- Representatives of the company appointed as Internal Auditors.
- Representatives of the company appointed as External Auditors.
- Any other member of the senior management team at the invitation of the committee.



## **Terms of Reference**

The primary responsibilities of the Committee are:

### *Financial Control and Value for Money*

1. To provide assurance to the Laine Theatre Arts Limited Board, through regular reports, that the internal financial control systems of the Company are adequate and are functioning properly.
2. To satisfy itself that satisfactory arrangements are in place to promote economy, efficiency and effectiveness and good value for money for students.
3. To examine reports on special investigations and to advise senior management on any additional or alternative steps to be taken.
4. To consider the annual accounts and financial statements and recommend them to the Laine Theatre Arts Limited Board for approval.

### *Risk Management*

5. To establish the Laine Theatre Arts Risk Register, receive and consider updates at each meeting, and to advise the Laine Theatre Arts Limited Board of any matters that present a material risk to the Company.
6. To advise the Laine Theatre Arts Limited Board on the effectiveness of policies and procedures for risk assessment and risk management.
7. To investigate on behalf of the Laine Theatre Arts Limited Board any financial or administrative matters which may put the Company at risk.

### *Regulatory Compliance and Returns*

8. To oversee the annual cycle of regulatory returns and ensure that the appropriate internal approval process is adhered to and that deadlines are met.
9. To ensure that appropriate and effective processes are in place to support data quality and regulatory compliance.

### *Infrastructure & Systems*

10. To ensure the appropriateness and effectiveness of the IT infrastructure, and student and personnel records systems.

### *Internal & External Audit*

11. To advise the Laine Theatre Arts Limited Board on the appropriate level of internal and external audit coverage taking account of regulatory requirements and the size and nature of the College.
12. To determine the frequency of tendering for external auditing services.
13. To consider tenders for the external auditing services and recommend to the Laine Theatre Arts Limited Board which firm should carry out the annual external audit of Laine Theatre Arts Limited's statutory accounts and to advise on the appointment of the external auditors including their remuneration and terms of appointment, dismissal, and if required the acceptance of their resignation.

14. To scrutinise and advise the Laine Theatre Arts Limited Board on the contents of the draft external audit report and of any management letter that the auditors may wish to present to the Board, and to formulate for the Board's use any written representations that may be needed by the auditors in connection with the Laine Theatre Arts Limited's statutory accounts or any other financial statements.
15. To discuss with the external auditors any problems or reservations arising from the draft external audit report and draft management letter, reporting relevant issues back to the Laine Theatre Arts Limited Board, and advising the Board accordingly.
16. To ensure that regular and appropriate internal audits are carried out in the areas such as: legal, governance, regulatory compliance, risk, financial controls, health & safety, investments and insurance.
17. To consider tenders for any internal auditing services as required and recommend to the Laine Theatre Arts Limited Board which firm should carry out the internal audit.
18. To consider the appropriateness of management action following any internal audit reviews and to advise senior management on any additional or alternative steps to be taken.
19. To monitor internal and external audit reviews and advise the Laine Theatre Arts Limited Board accordingly.
20. To review the performance of the internal and external auditors and advise the Laine Theatre Arts Limited Board on any changes that ought to be made to their terms of engagement.
21. To ensure that there is coordination and good working relationships between internal audit, external audit and any other review bodies that have been set up.
22. To obtain any necessary external professional advice to enable the Audit and Risk Committee to carry out its responsibilities more effectively.

#### **Quorum of the Committee**

The quorum necessary for any Committee meeting shall be all three members of the Committee, together with the Principal and Artistic Director, Executive Director, and Finance Director in attendance.

#### **Conduct of Meetings**

The Committee shall normally hold ordinary meetings at least two times a year and hold such other meetings as may be necessary for the efficient discharge of its functions.

The Chair shall preside at all meetings of the Board. The Chair shall be appointed by the Laine Theatre Arts Limited Board for an initial period of three years, renewable for two further three-year periods.

Agenda and papers will be published at least five working days before the meeting. Directors and others with attendance rights will be notified by email of the location and availability of meeting materials.

All papers must be submitted to the Secretary at least seven working days before the meeting. The tabling of papers at the meeting will not normally be permitted. Late agenda items and any accompanying papers must be submitted to the Secretary by the published deadline for *any other*

*business* (normally 24 hours before the meeting) and their inclusion under *any other business* must be approved by the Chair in consultation with Deputy Chair.

### **Voting and Recommendations**

It is expected that decisions of the Committee will be reached by consensus and after due debate but if a vote is required then decisions shall be made on the basis of a majority of those attending and voting at a quorate meeting. In the event of an equality of votes being cast, the Chair of the meeting shall have a second or casting vote. A record of voting shall be minuted.

### **Chair's Action**

The Laine Theatre Arts Limited Board has determined that the Chair of the Audit and Risk Committee shall have delegated powers to act on the Committee's behalf between scheduled meetings of the Committee as detailed in this code. Chair's Action is authorised where the matter involves:

- items of routine business that would not normally merit discussion at a meeting of the Committee.
- matters relating to the implementation of decisions that have already been approved by the Committee.
- any issue which, in the view of the Chair, is too urgent and important for consideration to be deferred until the next scheduled meeting of the Committee especially where any lack of timely action could damage the interests of the Institution.

The Chair will consult with the Deputy Chair and the Secretary before exercising their delegated authority to act on behalf of the Committee to ensure that the matter in question meets the above criteria. If the matter in question does not meet the above criteria, the Chair will call an urgent extraordinary meeting of the Committee to discuss the matter and agree a decision.

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

# Laine Theatre Arts Limited

## Academic Board

### Composition and Terms of Reference

Meets: minimum of three times a year, normally termly.  
Reports to: Laine Theatre Arts Limited Board

#### Composition

There shall be an Academic Board established as a subcommittee of the Laine Theatre Arts Limited Board.

The composition of the Academic Board shall be:

- Chair drawn from the composition below, appointed by the Laine Theatre Arts Board.
- Deputy Chair drawn from the composition below, appointed by the Laine Theatre Arts Board.
- Principal and Artistic Director, *ex officio*
- Executive Director, *ex officio*
- Director of Studies and Educational Compliance, *ex officio*
- Vice Principal and Director of Dance Studies, *ex officio*
- Vice Principal and Director of Musical Theatre Studies, *ex officio*
- Head of Student Services, *ex officio*
- A Course Leader, appointed by the Academic Board for a period of two years.
- A Head of Department, appointed by the Academic Board for a period of two years.
- A Director of Laine Theatre Arts Limited, appointed by and representing the Laine Theatre Arts Limited Board.

#### *Elected Members*

- A BA student representative from the registered students of Laine Theatre Arts elected by BA students of the College, appointed for a period of 1 year.
- A Diploma student representative from the registered students of Laine Theatre Arts elected by Diploma students of the College appointed for a period of 1 year.
- A Pre-Vocational Course student representative from the registered students of Laine Theatre Arts elected by Pre-Vocational Course students of the college for a period of 1 year.
- A member of teaching staff elected by the teaching staff of Laine Theatre Arts appointed for a period of 2 years.

#### *In attendance*

- Director of Governance and Regulations (Secretary to the Academic Board).
- Any member of the course management team or teaching staff at the invitation of the Board.
- Representative(s) of education partners as appropriate at the invitation of the Board.

#### Quorum

The quorum necessary for any Academic Board meeting shall be 50% of the members, to include the Chair or Deputy Chair and the representative of the Laine Theatre Arts Limited Board.

### **Terms of Reference**

The Academic Board has delegated authority from the Laine Theatre Arts Limited Board to ensure the maintenance of academic standards for all courses and to advise the Principal and Artistic Director and the Laine Theatre Arts Limited Board on all academic matters.

The composition and terms of reference shall be reviewed annually by the Laine Theatre Arts Limited Board.

The Academic Board shall have the following specific responsibilities:

#### *Academic Strategy & Regulatory Compliance*

1. To make recommendations to the Laine Theatre Arts Limited Board regarding the educational character and objectives of the College
2. To maintain strategic oversight of academic standards and the quality of learning opportunities available to students on all Laine Theatre Arts courses.
3. To ensure that Laine Theatre Arts fosters an ethos of inclusive practice and operates in accordance with the Equality Act 2010 and that all aspects of provision are available to individuals with protected characteristics, where reasonable.
4. To advise the Principal and Artistic Director, the Senior Management Team, and the Laine Theatre Arts Limited Board on all matters relating to continued compliance with UK Higher and Further Education regulatory requirements.
5. To maintain strategic oversight of UK Further and Higher Education policy developments and to ensure that Laine Theatre Arts responds appropriately, and to receive and consider significant strategic correspondence from UK education regulating bodies and designated agencies, Awarding Institutions and Awarding Bodies and ensure that Laine Theatre Arts responds appropriately.
6. To advise the Laine Theatre Arts Limited Board on all matters relating to academic freedom and freedom of speech.
7. To approve or recommend for the approval of the Laine Theatre Arts Limited Board as appropriate the College's statutory academic submissions including but not limited to the Prevent Duty, and Teaching Excellence & Student Outcomes Framework (TEF) and to review the outcomes.
8. To establish, maintain and review the academic risk register and advise the Laine Theatre Arts Limited Board of all significant risks and the actions being taken to mitigate them on a regular basis.
9. To make recommendations to the Laine Theatre Arts Limited Board for the development of new curriculum areas and courses and to monitor progress against agreed timescales.
10. To recommend the College's Access and Participation Statement for the approval of the Laine Theatre Arts Limited Board.

11. To oversee the development and maintenance of collaborative provision and all significant education partnerships.

#### *Academic Policy and Standards*

12. To receive annually the Academic Regulations of the education partner(s) governing the College's further and higher education courses.
13. To establish policy and approve regulations and determine quality assurance and enhancement procedures, as appropriate, governing the content and teaching of courses including:
  - Curriculum development and course design.
  - Mode of study.
  - Course approval, annual monitoring, and periodic review.
  - Major and minor amendments.
  - Closure of courses.
14. To establish policy and to approve regulations and procedures as appropriate governing the admission of students in accordance with UK Further and Higher Education regulatory frameworks.
15. To approve and keep under review entry requirements for all Laine Theatre Arts courses.
16. To establish policy, approve regulations and determine quality management procedures, as appropriate, for the design and conduct of assessment at a standard appropriate to the award or award element.
17. To approve, keep under review and monitor the effectiveness of all academic policies and procedures including but not limited to those related to learning and teaching, scholarship, enterprise, ethics, student support, safeguarding, student progression, academic appeals, complaints, and all other policies related to the assurance of academic standards.
18. To approve, keep under review and monitor the effectiveness of policies and procedures related to access and participation in support of Laine Theatre Arts' Access and Participation Statement.

#### *Course Development and Approval*

19. To approve course titles for Laine Theatre Arts' courses.
20. To oversee the internal approval of new or amended further and higher education courses and establish and approve the membership of Course Approval Panels with delegated authority to undertake the detailed scrutiny of course proposals and recommended them to the relevant education partner for approval as appropriate.
21. To receive reports from internal Course Approval Panels and education partner Course Approval Panels or equivalent.

#### *Academic Performance*

22. To review and agree annually Laine Theatre Arts' academic key performance indicators, including but not limited to enrolment, retention, progression, achievement, and outcomes from student surveys.
23. To consider Annual Course Reviews as required and approve them for submission to the College's education partner(s).
24. To consider reports on the management of, and outcomes from student surveys, included if appropriate the annual National Student Survey (NSS), and to receive summary reports on progress towards completing resulting enhancement plans.
25. To receive summary reports on the effectiveness of action plans, arising from course validations, revalidations, and periodic reviews.
26. To receive summary reports and monitor the effectiveness of action plans arising from external quality reviews.
27. To identify positive outcomes and successful practice in the annual monitoring, periodic review or external review processes and oversee the dissemination of such.

#### *Subcommittees*

28. To establish and consider minutes and/or reports as appropriate from the Board(s) of Studies.

#### **Conduct of meetings**

Academic Board shall normally hold ordinary meetings at least three times a year and hold such other meetings as may be necessary for the efficient discharge of its functions.

The Chair shall preside at all meetings of the Academic Board. If the Chair is absent from any meeting, the Deputy Chair shall act as Chair of that meeting.

The agenda will be approved by the Chair and published to members at least 14 working days before the meeting. All papers must be submitted to the Secretary at least seven days before the meeting and will be published at least five working days before the meeting. Members will be notified by email of the location and availability of meeting materials. Only with the Chair's permission will late papers or the tabling of papers be permitted.

#### **Voting and Recommendations**

It is expected that decisions of the Academic Board will be reached by consensus and after due debate. In the highly unlikely event that a decision cannot be reached by consensus and a vote is required, the decision will be made on the basis of a majority of those attending and voting at a quorate meeting, and in the event of an equality of votes being cast, the Chair of the meeting shall have a second or casting vote. A record of voting shall be minuted.

#### **Reserved Business**

The student members of the Academic Board shall not be entitled to receive papers, participate in or be present for discussions relating to the admission or academic assessment and examination of individual students. The Board shall not discuss matters affecting the appointment, promotion, or personal affairs of a member of staff of the College. The Chair shall decide whether a matter falls within the terms of the above proviso. The decision shall be final and neither the Chair nor Academic Board is bound to give any reason for the decision.

**Chair's Action**

The Laine Theatre Arts Limited Board has determined that the Chair of the Academic Board shall have delegated powers to act on the Academic Board's behalf between scheduled meetings of the Academic Board. Chair's Action is authorised where the matter involves:

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

The Chair will consult with the Secretary before exercising their delegated authority to act on behalf of the Board to ensure that the matter in question meets the above criteria. If the matter in question does not meet the above criteria, the Chair will call an urgent extraordinary meeting of the Board to discuss the matter and agree a decision.

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



# Senior Management Committee

## Composition and Terms of Reference

Meets: normally monthly during term time

Reports to: Laine Theatre Arts Limited Board

### Composition of the Committee

The Laine Theatre Arts Limited Board delegates responsibility for the day-to-day operation of the College to the Senior Management Committee.

The composition of the Committee shall be:

- Principal and Artistic Director (Chair)
- Executive Director (Deputy Chair)
- Vice Principal and Director of Dance Studies
- Vice Principal and Director of Musical Theatre Studies
- Director of Finance
- Director of Studies and Educational Compliance
- Head of Operations
- Head of Student Services
- Director of Governance and Regulation (Secretary to the Senior Management Committee)

### Terms of Reference

The primary responsibilities of the Committee are:

1. To support the Principal and Artistic Director and the Executive Director in the effective day-to-day operation of the College and the successful implementation of the Laine Theatre Arts strategic plan as set by the Laine Theatre Arts Limited Board.
2. To determine and oversee the implementation of an effective response to immediate and unexpected operational pressures.
3. To ensure effective reputation management for Laine Theatre Arts and to ensure effective co-ordination of relationships with the Office for Students, the Office for Standards in Education, and other key partners.
4. To approve management and operational strategies, policies and processes as delegated by the Laine Theatre Arts Limited Board, and where appropriate, to consider and recommend approval of management and operational strategies and policies to the Board for approval
5. To ensure the effective management of Laine Theatre Arts' financial, human and physical resources.
6. To oversee the implementation of effective health and safety management of Laine Theatre Arts.
7. To support College-wide engagement with equality, diversity and inclusion (EDI) and to enable development and delivery of EDI programmes.

8. To consider and recommend the annual budget for submission to the Laine Theatre Arts Limited Board for approval.
9. To maintain an overview of Laine Theatre Arts' risk register and the schedule of mitigations.
10. To consider internal audit reports prior to their submission to the Audit and Risk Committee and to ensure that effective management action is taken.
11. To monitor the effectiveness of Laine Theatre Arts' business continuity plan.
12. To consider and approve recommendations from the Academic Board for new courses and to submit proposals for additional resources to invest in portfolio growth and innovation to the Laine Theatre Arts Limited Board.

### **Quorum of the Committee**

The quorum necessary for any Committee meeting shall be 50% of members to include the Chair or Deputy Chair.

### **Conduct of Meetings**

The Committee shall normally hold monthly meetings during term time and may hold such other meetings as may be necessary for the efficient discharge of its functions.

The Committee may operate flexibly with regards to its agenda and papers and may record its outcomes in a decision log and action plan, rather than in formal minutes. The action plan and decision log should be summarised as part of the Principal and Artistic Director's, and Executive Director's reports to the Board of Directors.

### **Chair's Action**

The Laine Theatre Arts Limited Board has determined that the Chair shall have delegated powers to act on its behalf between scheduled meetings of the Board. Chair's Action is authorised where the matter involves:

- items of routine business that would not normally merit discussion at a meeting of the Committee.
- matters relating to the implementation of decisions that have already been approved by the Committee.
- any issue which, in the view of the Chair, is too urgent and important for consideration to be deferred until the next scheduled meeting of the Committee, especially where any lack of timely action could damage the interests of the Institution.

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