LAINE
THEATRE ARTS

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

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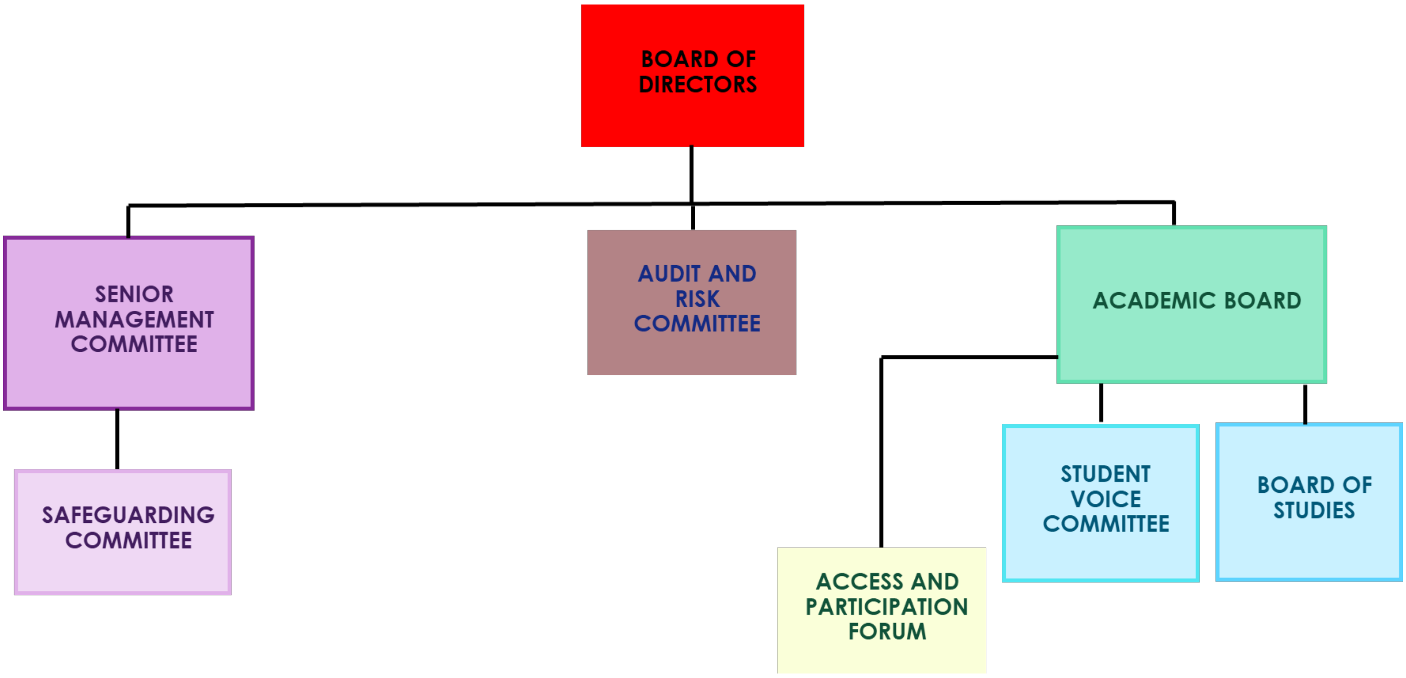
COMMITTEE STRUCTURE



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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
- Academic Director
- Executive Assistant (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, the Executive Director, the Academic Director, and the Director of Finance [the 'executive leadership group'] and to review their performance and determine their remuneration annually, noting that the Principal and Artistic Director, the Executive Director, the Academic Director, and the Director of Finance 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 executive leadership group and the 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) compliance with Laine Theatre Arts' ongoing conditions of registration with the Office for Students.

17. To delegate authority for the oversight of the provision to support the general welfare of students including the arrangements for safeguarding and Prevent to the Senior Management Committee.

18. 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.

19. To take such steps as are reasonably practicable towards ensuring freedom of speech within the law is secured across Laine Theatre Arts.

20. 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.

21. 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.

22. To conduct its business in accordance with best practice in higher education corporate governance.

23. 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.

24. To promote the success of Laine Theatre Arts as required by Section 172 of the Companies Act 2006.

25. 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. 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 executive leadership group or 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.
- Reports by exception on safeguarding and Prevent.
- 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 eternal 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 discissions but not vote at each meeting of the Board:

- Principal and Artistic Director
- Executive Director
- Director of Finance
- Director of Studies and Educational Compliance
- Executive Assistant (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 if 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:

- Principal and Artistic Director, Chair, *ex officio*
- Academic Director, Deputy Chair, *ex officio*
- Executive Director, *ex officio*
- Vice Principal and Director of Dance, *ex officio*
- Vice Principal and Director of Musical Theatre, *ex officio*
- Director of Performance, *ex officio*
- Deputy Academic Director, *ex officio*
- Head of Student Services, *ex officio*
- Director of Courses, *ex officio*
- Head of Pre-vocational Training, *ex officio*
- Admissions Officer, *ex officio*
- A Head of Department, appointed by the Academic Board for a period of two years.
- A member of teaching staff, 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.
- Up to two co-opted members appointed by the Academic Board for an initial period of three years, renewable twice to a maximum of 9 years.

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:

- Executive Assistant (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.

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 the Teaching Excellence & Student Outcomes Framework (TEF) and to review the outcomes.

8. To advise the Audit & Risk Committee of any identified academic risks for inclusion on the Risk Register, and propose and provide regular updates on appropriate actions to mitigate them

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 and Public Good Statement (Medr) 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 progression, academic appeals and 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 and Public Good Statement (Medr).

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, the Student Voice Committee and the Access and Participation Forum.

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 for 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.

Laine Theatre Arts Limited
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:

1. Principal and Artistic Director (Chair)
2. Executive Director (Deputy Chair)
3. Vice Principal and Director of Dance
4. Vice Principal and Director of Musical Theatre
5. Director of Finance
6. Academic Director
7. Director of Courses
8. Director of Performance
9. Head of Operations
10. Head of Student Services

In attendance:
- Executive Assistant (Secretary to the Senior Management Committee)

Terms of Reference
The primary responsibilities of the Committee are:

1. To support the Principal and A rtistic Director and the Executive Director and the Executive Leadership Group 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 (OfS), Medr, 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 oversee the annual review of the College's Safeguarding and Prevent policies and procedures and recommend them to the Board of Directors for approval as required and ensure their effective implementation and compliance with regulatory requirements.

8. To support College-wide engagement with equality, diversity and inclusion (EDI) and to enable development and delivery of EDI programmes.

9. To consider and recommend the annual budget for submission to the Laine Theatre Arts Limited Board for approval.

10. To maintain an overview of Laine Theatre Arts' risk register and the schedule of mitigations.

11. To consider internal audit reports prior to their submission to the Audit and Risk Committee and to ensure that effective management action is taken.

12. To monitor the effectiveness of Laine Theatre Arts' business continuity plan.

13. 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.

14. To establish a Safeguarding Committee to oversee the development, review and implementation of policies and procedures to deliver the College's duty of care for safeguarding students and staff, and to consider its minutes and receive reports as required.

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 if 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.

Executive Leadership Group

The Senior Management Committee shall be advised by the Executive Leadership Group, an informal subgroup comprising the Principal and Artistic Director, the Executive Director, the Academic Director, and the Director of Finance, established to support the Principal and Artistic Director in implementing the College's strategy and business plan. The Executive Leadership Group will meet as required and will report its activities by exception to the Senior Management Committee and the Board of Directors. The Principal and Artistic Director may ask any member of the Executive Leadership Group to represent the College externally and deputise for them in their absence.

Laine Theatre Arts Limited
Safeguarding Committee

Composition and Terms of Reference

Meets: normally four times a year
Reports to: Senior Management Committee

Composition of the Committee

The composition of the Committee shall be:

- Academic Director (Executive Safeguarding Lead] (Chair)
- Executive Director [Principal Safeguarding Officer, Staff] (Deputy Chair)
- Vice Principal and Director of Musical Theatre [Principal Safeguarding Officer, Students] (Deputy Chair]
- Board of Directors Safeguarding Lead
- Head of Student Services
- Vice Principal and Director of Dance
- Director of Courses

Elected representatives
- One student from each full-time course, drawn from and nominated by the elected student representatives, appointed for a period of 1 year.
- One Heads of Department, nominated by the Heads of Department, appointed for a period of 2 years.

In attendance:
- Executive Assistant (Secretary to the Safeguarding Committee)

Terms of Reference
The Senior Management Committee delegates responsibility for the oversight of the operation of the College's Safeguarding Policy and related policies and procedures to the Safeguarding Committee.

The Committee will not consider any individual safeguarding cases, but will ensure that case management arrangements are adequate and effective.

The primary responsibilities of the Committee are:

1. To advise the Principal and Artistic Director and the Senior Management Committee on all matters pertaining to the College's duty of care for safeguarding students and staff.

2. To oversee the development and annual review of policies and procedures to deliver the College's duty of care for safeguarding students and staff including the Safeguarding Policy, Prevent Policy, Sexual Misconduct Policy and Staff and Student Personal Relationships Policy, and to recommend them to the Senior

Management Committee for approval.

3. To consider the Prevent Risk Assessment at each meeting and recommend updates to the Senior Management Committee.

4. To review the annual Prevent return to the Office for Students and recommend it for consideration by the Senior Management Committee prior to its approval by the Board of Directors.

5. To review the annual safeguarding report before submission to the Senior Management Committee and the Board of Directors.

6. To oversee the arrangements for identifying, managing, and reporting student and staff safeguarding cases within the College.

7. To oversee the arrangements for liaising with external partners, agencies and experts on safeguarding and Prevent matters as required.

8. To ensure effective communication of safeguarding and Prevent policies and procedures to all students and staff.

9. To submit the minutes of each meeting to the Senior Management Committee.

Conduct of meetings

The Safeguarding Committee shall normally hold ordinary meetings at least four 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 Safeguarding Committee. If the Chair is absent from any meeting, one of the two Deputy Chair's shall act as Chair of that meeting.

The agenda will be approved by the Chair and published to members at least fourteen working days before the meeting. All papers must be submitted to the Secretary at least seven days for 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 Safeguarding Committee 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.

Chair's Action

The Senior Management Committee has determined that the Chair of the Safeguarding Committee shall have delegated powers to act on the Safeguarding Committee's behalf between scheduled meetings of the Safeguarding Committee. 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 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
Board of Studies

Composition and Terms of Reference

Meets: Normally two times per year
Reports to: Academic Board

It is responsible to the Academic Board for the effective operation of the course relating to: delivery of the curriculum, implementation of policies and quality assurance mechanisms, review of learning and teaching strategies, alignment with Higher Education benchmarks and industry/professional practices, assessment and feedback practices, receiving and monitoring student feedback to enhance the curriculum, ensuring that resources available to the course are deployed appropriately, quality of performance opportunities, graduate progression and employment statistics, and monitoring health and safety within the curriculum.

Composition
The composition of the Course Board of Studies shall be:

- Director of Courses (Chair)
- Academic Director (Deputy Chair)
- Vice Principal & Director of Musical Theatre, *ex officio*
- Vice Principal & Director of Dance, *ex officio*
- Director of Performance, *ex officio*
- Head of Pre-vocational Training *ex officio*
- Head of Jazz, *ex officio*
- Head of Ballet, *ex officio*
- Head of Singing, *ex officio*
- Head of Tap, *ex officio*
- Head of Acting, *ex officio*
- Head of Music, *ex officio*
- Head of Contemporary, *ex officio*

Elected Members
- A maximum of two student representatives for each course(s) covered by the Board, appointed for a period of 1 year.

In attendance
- Secretary

Quorum
The quorum necessary for any Course Board of Studies meeting shall be 50% of the members, to include the Chair or Deputy Chair.

Terms of Reference
The composition and terms of reference shall be reviewed annually by the Academic Board. The Board of Studies shall have the following specific responsibilities:

1. Academic Development

1.1. To consider developments in the performing arts industry and their impact on the content and currency of the course(s) covered by the Board.

1.2. To review the alignment of the courses covered by the Board with Higher Education Benchmarks and industry/professional practices.

1.3. To monitor and review assessment and feedback practices.

1.4. To consider the quality of performance opportunities within the courses covered by the Board.

1.5. To consider and review employer engagement to support the aims and learning outcomes of the course(s).

1.6. Gather input from students regarding curriculum, learning and teaching practices, and other academic matters to enhance the learning experience.

1.7. To Collaborate with faculty and academic administrators to suggest improvements in course offerings and program structures.

1.8. To review the outcomes of the annual Student Survey.

1.9. To review the accreditation, validation and inspection reports of the college's validating university and quality assurance bodies.

1.10. To review the reports of External Assessors and Examiners where appropriate.

1.11. To receive and review the Academic Board's response to its reports.

1.12. To consider graduate progression and employability statistics.

2. Planning and Resources

2.1. To ensure that, within resource constraints, the delivery of the course is consistent with course aims and outcomes.

2.2. To keep under review the library and learning services provided to support the course and make recommendations for their improvement or enhancement.

2.3. To review the effectiveness of the course timetable and how this is communicated to students.

2.4. To review and monitor health and safety requirements relating to learning, teaching and assessment.

3. Quality Assurance

3.1. To review the quality assurance of the course through reference to outputs from student feedback mechanisms, validation and periodic review reports, external examiner/verifier reports and annual course monitoring reports and develop and monitor the implementation of an annual course enhancement plan.

3.2. To respond to any concerns from students relating to all aspects of the student experience and in particular delivery of the course(s) and support services.

3.3. To scrutinise documentation for course approval and periodic review events and recommend it for approval by the Academic Board prior to submission to the appropriate educational partner.

3.4. To recommend to the Academic Board and the educational partner non-material changes to the course within the terms of the procedures for changes to courses set out by the appropriate educational partner.

Conduct of meetings

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

Agenda and papers 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.

All papers must be submitted to the Secretary at least seven days before the meeting. Only with the Chair's permission will late papers and the tabling of papers be permitted.

Chair's Action

The Academic Board has determined that the Chair of the Board of Studies shall have delegated powers to act on the Board of Studies' behalf between scheduled meetings of the Board of Studies. 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 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 of Studies, 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.

Laine Theatre Arts Limited
Student Voice Committee

Composition and Terms of Reference

Meets: normally three times a year

Reports to: Academic Board and shares its minutes with the Senior Management Committee.

The Student Voice Committee is responsible to the Academic Board in serving as a vital bridge of communication and collaboration between LTA students, staff and management. The committee's primary responsibility is to address and advocate for the concerns, needs, and interests of the student body within the College.

The Committee plays a pivotal role in considering feedback from the student body on all aspects of the student experience, and in recommending appropriate actions to address student concerns to the appropriate senior committee or department.

By fostering an environment of active engagement and feedback, the Student Voice Committee contributes to a harmonious educational community and helps shape a more inclusive, student-centred learning environment, ensuring that the values of equality, diversity and inclusion are at the heart of College activity.

Composition

The composition of the Student Voice Committee shall be:

- Deputy Academic Director (Student Experience) (Chair)
- Head of Operations (Deputy Chair)
- Director of Courses
- Head of Student Services
- Eight student representatives – (one student from each year on the Level 6 Diploma in Professional Musical Theatre,, one student from each year of the 3-year BA (Hons) Musical Theatre Degree, one student representative from the BA (Hons) Musical Theatre (top-up) degree, and one student from the Foundation Diploma in Dance and Musical Theatre.
- Secretary

Invited members:

- Additional Global majority student representatives
- Additional LGBTQI + student representatives
- Additional International student representatives
- Additional Representatives of any other underrepresented group

Quorum

The quorum necessary for any Student Voice Committee meeting shall be 50% of its members, to include the Chair or Deputy chair and at least three student representatives.

Terms of Reference
The composition and terms of reference will be reviewed annually by the Academic Board.

The Student Voice Committee shall have the following specific responsibilities:

1. Feedback Collection and Communication

1.1. Actively engage with students to collect their feedback, concerns, and suggestions on academic, campus-related, and extracurricular matters.

1.2. To receive feedback from students about their experience on course, campus-related, placement, and extra-curricular activities.

1.3. To promote the existence and remit of the Committee to all students and to ensure they are effective channels of communication between the Committee and the student body.

1.4. <u>To act as a consultative forum between College managers and the student body and to ensure that regular updates about the College are shared with the student body.</u>

2. Issue Identification and Escalation

2.1. To consider feedback from students through elected student representatives, identify and agree actions to address issues within the scope of the Committee. and refer actions as appropriate to other channels for resolution.

2.2. To consider whether all aspects of the student experience are equally accessible to all students, and make recommendations for enhancements to ensure that all students have equality of experience.

3. Campus Services and Facilities

3.1. To monitor the quality and availability of campus resources and services including studio spaces, learning and IT resources and student support services, and recommend improvements and enhancements to the Senior Management Committee.

3.2. Advocate for improvements in facilities based on student feedback.

4. Extracurricular Activities and Events

4.1. To consider feedback on the programme of extracurricular activities and make recommendations for new or additional extracurricular activities that align with students' interests and support their personal development.

5. Representation in Decision-Making

5.1. To ensure that the views of the student body are reported to senior managers to inform strategic decision making, policy development, and curriculum design.

6. Transparent Reporting

6.1. To produce minutes and/or reports of each meeting and ensure they are shared with the student body to ensure transparency and accountability.

6.2. To share the minutes of each meeting with the Academic Board and the Senior Management Committee.

7. Orientation and Support

7.1. To consider feedback on the annual student induction programme and recommend enhancements for the following year.

7.2. To make recommendations to Student Services on what guidance should be available to students to support the various aspects of student life.

8. Liaison with Faculty and Administration

8.1. To consider ways of fostering positive relationships between students, senior managers and professional services staff.

9. Continuous Improvement

9.1. To review the effectiveness of the Committee regularly, including consideration of feedback on the Committee's performance from the student body, and make recommendations for amendments to the composition, terms of reference or mode of operation to the Academic Board and the Senior management Committee as appropriate.

Reporting procedures

The minutes or a written report to be considered by the Academic Board and the Senior Management Committee.

Laine Theatre Arts Limited
Access and Participation

Composition and Terms of Reference

Meets: no less than three times a year
Reports to: Academic Board
Senior Management Committee

The LTA Access and Participation Forum is an advisory body that reflects a diverse representation of the wider college community including under-represented groups in Higher Education, and aims to facilitate equitable access, diversity, and inclusion within the institution's educational programmes and activities. The forum will provide guidance, support, and recommendations to promote an inclusive environment and broaden participation across all aspects of the institution.

Composition
The Access and Participation Forum consists of diverse stakeholders, including staff representatives from various departments within Laine Theatre Arts, students, alumni, external experts, and consultants specialising in accessibility, diversity, equity, and inclusion.

The composition of the Access and Participation Forum shall be:
- Outreach Lead (Chair)
- Head of Operations (Deputy Chair)
- Vice-principal and Director of Dance
- Vice-principal and Director of Musical Theatre
- Academic Director
- Head of Student Services
- One nominated industry representatives of under-represented groups in Higher Education
- Three nominated alumni representatives of under-represented groups in Higher Education
- A student representative from each current year of the Diploma Course
- A student representative from each current year of the BA (Hons) 3-year Degree Course
- A student representative of the BA (Hons) Top-up Course
- A representative of the Foundation Course

Invited Members:
The Forum may co-opt or invite attendees as required.

Conduct of meetings
The Forum Chair will be the Outreach Lead who is elected for a fixed period of one year.

Quorum
The quorum necessary for any Access and Participation Forum meeting shall be 50% of the members, to include the Chair or Deputy Chair and at least one student representative

Any decision of the Forum shall be confirmed by a majority vote. In the event of a tied vote, the Chair of the Committee shall have an additional casting vote.

Scope
The Access and Participation Forum will focus on the following areas:

- Advising, supporting, and guiding staff colleagues throughout the College on matters related to access and participation.

- Providing guidance to the Principal, Director of Studies, Directors of Dance and Musical Theatre, Heads of Department, and Course Leaders regarding curriculum planning, content, and delivery to ensure inclusivity.

- Advising the Executive Director on matters concerning Access and Participation, Outreach, and necessary support resources.
- Providing input to the Access and Participation Outreach Lead for the development of the College's "Lanes to Laine" initiative.

- Contributing to the College's staff and student development programs through consultation and collaboration.

- Participating in the introduction of strategies aimed at enhancing student and staff accessibility, with a specific focus on increasing representation of Black, Asian, and other Global Majority ethnicities.

- Oversee the provision of Mentoring to dance and musical theatre students within the college, focusing on support and guidance.

- Ensuring that the Access and Participation initiative remains compliant with Health and Safety, Safeguarding, Equal Opportunities legislation, the student code of conduct, and the student handbook.

- Engaging actively in organisation-wide activities, including attending and supporting Laine Theatre Arts' local and regional performances and events.

Responsibilities
The Access and Participation Forum will:

- Regularly convene to discuss strategies, review progress, and address challenges related to access and participation.

- Collaborate with relevant departments to implement policies and initiatives that promote inclusivity.

- Provide guidance to ensure that curriculum planning and content are inclusive and representative of diverse perspectives.

- Advise on the development of resources and strategies for effective Access and Participation Outreach.

- Support the development of mentoring programs and the Laine Theatre Arts Ambassadors' Scheme.

- Monitor compliance with relevant legislation, codes of conduct, and policies.

- Promote engagement in college-wide activities to foster a sense of community.

Confidentiality
Forum members will maintain confidentiality when discussing sensitive matters and personal information.

Reporting
A written report, including recommendations for actions, submitted to the College's Academic Board and Senior Management Committee at its next meeting.