



DAVID GAME COLLEGE

31 JEWRY STREET, LONDON, EC3N 2ET

Corporate Governance Framework

Revised for 2019/2020

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Governance & Management at David Game College

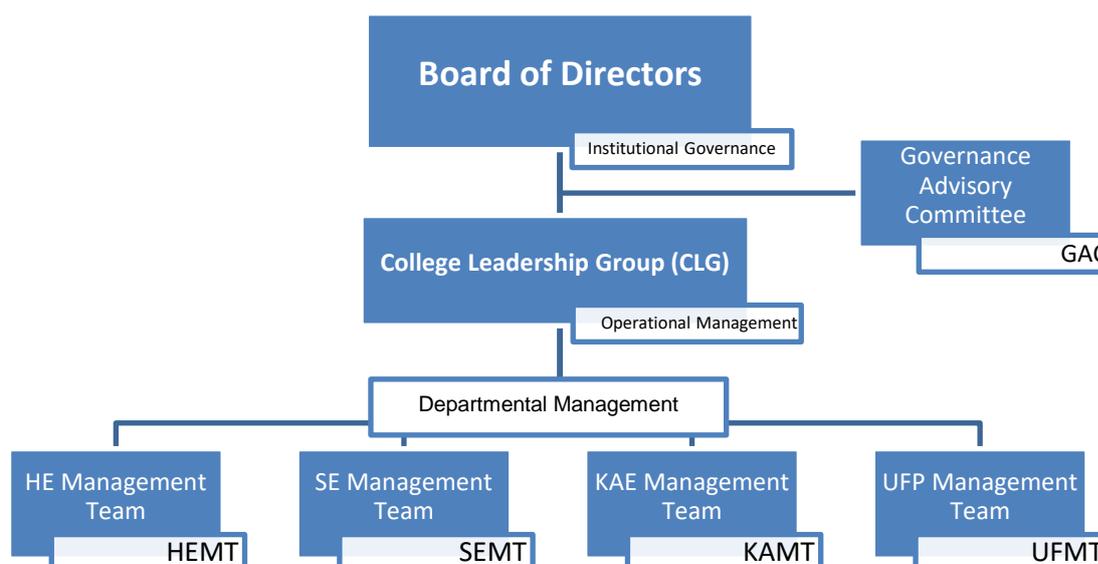
1. Introduction and Context

This document serves to detail the governance framework and management structure for David Game College as it moves under the regulatory oversight of the Office for Students (OfS), but also with the requirement that it must continue to meet with the expectations of the Ofsted inspection regime as an independent college registered with the Department for Education.

The previous governance framework was introduced in 2013 and was developed with reference to several sources of well-established and widely used practices relating to good governance in UK schools, colleges and universities, and was further updated in 2018. The new framework as described in this document now sets a direction for governance moving into the 2019/20 academic year and aims to ensure full regulatory compliance.

David Game College Limited, with four main departments trading as David Game College (DGC), University Foundation Programme (UFP), Kensington Academy of English (KAE) and David Game Higher Education (DGHE), is a private company limited by shares, registered with Companies House under the number 03149730.

The company is solely owned by Mr David Game and managed by its Board of Directors which is accountable for all college activities and is the ultimate executive and decision making body of the organisation. The Board delegates responsibility for day to day running of the organisation to the College Leadership Group (CLG). Departmental management is the responsibility of separate senior management teams reporting directly to the CLG. The directors also have lead management responsibility for each of the departments but may delegate power to committees and specified management groups. The Board also consults with the Governance Advisory Committee (GAC), which serves to provide an additional layer of expertise and consultation for the executive directors.



2. Corporate Governance at DGC

The College's governance framework has been developed through reference to the following information sources:

Committee of University Chairs (CUC) 'The Higher Education Code of Governance', December 2014 revised **June 2018** (with particular reference to its primary elements, core values and guiding principles)

Office for Students Regulatory Framework, Notices and Advice (including Regulatory Notice 4, Regulatory Advice 3: Annexe F and Annexe B of the Framework – Public Interest Governance Principles)

National Governance Association, Welcome to Governance 2018-2019

The college is managed by its Board of Directors which is accountable for all college activities and is the ultimate executive and decision making body of the organisation. The directors also have lead management responsibility for each of the four college departments. To broaden discussion and input to management activities the Board delegate day to day operational responsibility and oversight to the College Leadership Group (CLG). All directors are ex-officio members of the CLG which also comprises other senior management representing various functional business and academic areas within the college.

In addition to the fiduciary responsibilities of the directors, and their duty to meet with all regulatory requirements, the College has a governance advisory committee, which has a responsibility to advise the executive directors on key regulatory issues. The Governance Advisory Committee (GAC) is a consultative non-executive body that formally meets four times a year with the Principal and the College's senior management teams to review and guide institutional achievements and objectives.

In broad terms, the role of the GAC is to:

- Provide critical review and guidance on the vision and mission for the College (its "educational character");
- Monitor and review regulatory compliance, quality assurance, management systems and programme delivery to ensure high standards are achieved in all aspects of the College work;
- Oversee all aspects of College work, to act as a 'critical friend' to the Principal and his management team for all strategic and operational activities.

In summary:

Board of Directors

The executive of the company with the primary objectives of maintaining regulatory compliance and achieving effective financial planning and management. Its operational management authority is invested in and executed by the College Leadership Group.

College Leadership Group

Chaired by the Principal and Chief Executive Officer - Mr David Game, with executive membership extending across all departmental areas, the CLG holds responsibility for setting the strategic direction of the College and the oversight and management of all institutional activities.

Departmental Senior Management Teams

Senior managers from across the four main departments hold separate meetings that set the agendas to steer departmental developments that align with the institutional strategy. In the case of DGHE, this is the Higher Education Management Team (HEMT).

Departmental Academic Boards and Committees

Ensuring and promoting academic standards, quality assurance and enhancement. A platform for academic staff to have a voice in the governance of their areas, and promoting engagement mechanisms for students.

Governance Advisory Committee

A committee constituted of both executive and independent members, professional advisors and stakeholders, with the responsibility to advise on institutional operations and regulatory compliance.

The framework has been developed with the aim of being flexible enough to allow the College to exercise autonomy, yet robust enough to enable senior leaders/managers to be held to account. It consists of 3 elements and an on-going review process:

Element A: Governing Principles

Element B: Setting the Strategy

Element C: Monitoring the Strategy and Review of Strategy

The broad principles adopted to ensure effective governance are:

1. The right people round the table
2. Understanding the role and responsibilities of the board
3. Good chairing
4. Professional clerking (legal advice)
5. Good relationships based on trust
6. Knowing the school – the data, the staff, the students/pupils, the parents, the community
7. Committed to asking challenging questions and holding the executive to account
8. Confident to have courageous conversations in the interests of the children and young people, vulnerable adults and the student body in general.

These Elements are as follows:

Element A – Governing Principles

Governing principles, against which boards can evaluate their practice.

- **Governing Board Effectiveness** – right people with relevant skills/knowledge on the board, good leadership (Chair)
- **Vision, Ethos and Strategy** – 3 to 5 year plan, engagement with the wider community and various publics
- **Effective Accountability** – holding the executive to account, performance data and management, robust financial management systems, impact on outcomes.

Element B - Setting the Strategy

A shared vision and long-term strategy for the College, from which annual development plans, can be derived.

Strategy	Development Plan	Implementation
Agreed by the board, setting out the vision and its broad ambitions and developed in discussion with leaders, teachers, parents, learners and other relevant stakeholders.	Developed by senior leaders based on strategic plan with details on how it will be approved, communicated and monitored by the board, and implemented by the senior management teams.	Implemented by senior management teams and staff and monitored by board members, parents, learners and accrediting bodies.

Element C - Monitoring the Strategy

Key performance indicators against which progress towards the College's vision can be charted and examples of the evidence that can be used to monitor and review the strategy.

Key performance indicators (KPIs) define the success criteria against which progress can be measured. They will be agreed in detail between the board and the senior leaders, based on a shared vision of what the college is aiming to achieve (Element B).

KPI's must be SMART: Specific, Measurable, Agreed, Realistic, Time-bound. Outcomes will be monitored through a combination of narrative and quantitative measures.

The Board will use this data and information to help them judge how well the college is performing against the criteria that the board and senior leaders have agreed, and where appropriate a risk register will be compiled to enable effective risk management.

3. Governing Body: Purpose; Terms of reference; Membership; Standing orders

	Board of Directors (the governing body)
Board Purpose:	<p>The College is managed by its Board of Directors which is accountable for all college activities and is the ultimate executive and decision making body of the organisation. The Board delegates responsibility for day to day running to the College Leadership Group (CLG).</p> <p>In broad terms, the role of the Board is to:</p> <ul style="list-style-type: none"> • Develop strategy and provide vision and mission for the College; • Horizon scanning on industry events and changes to inform strategy • Monitor and review quality assurance, academic standards, management systems and programme delivery to ensure high standards are achieved in all aspects of the College work; • Monitor and review financial management to ensure: institutional sustainability; solvency; proper use of public funds; and to protect College assets; • Manage and implement an annual review and audit of governance arrangements to ensure full regulatory compliance

<p>Terms of Reference:</p>	<p>Terms of reference for the board are driven by the following:</p> <p>Committee of University Chairs (CUC) ‘The Higher Education Code of Governance’, December 2014 revised June 2018 (with particular reference to its primary elements, core values and guiding principles)</p> <p>Office for Students Regulatory Framework, Notices and Advice (including Regulatory Notice 4, Regulatory Advice 3: Annexe F and Annexe B of the Framework – Public Interest Governance Principles)</p> <p>National Governance Association, Welcome to Governance 2018-2019</p> <p>The primary terms of reference for the board are considered to be the nine ‘Public Interest Governance Principles’ as listed below, plus six additional elements that the college has adopted to accommodate expectations under the Ofsted inspection process:</p> <p>1. Academic freedom: Academic staff at an English higher education provider have freedom within the law:</p> <ul style="list-style-type: none"> • to question and test received wisdom; and • to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or privileges they may have at the provider. <p>2. Accountability: The provider operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English higher education provider. The governing body must critically review data relating to Access, Success and Progression and ensure that this ‘Transparency Data’ is reported and published appropriately. It should also recommend an Annual Audit of Plans & Activity (either internally or by an external body) to report on effectiveness and progress.</p> <p>3. Student engagement: The Board ensures that all students have opportunities to engage with the governance of the provider, and that this allows for a range of perspectives to have influence.</p> <p>4. Academic governance: The Board receives and tests assurance that academic governance is adequate and effective through explicit protocols with the senate/academic board (or equivalent). The Board must critically review the academic quality of teaching and curriculum development of the College across all departments. Academic outcomes, such as examination results, progression routes for students and the quality and suitability of the curriculum provided are matters of central interest to the Board. Data and analysis of outcomes, university placements and general academic success should be made available to the board annually for their consideration. The governing body should also ensure that the college audits the quality and effectiveness of its teaching across departments.</p> <p>5. Risk management: The provider operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the provider’s operations, and its ability to</p>
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continue to comply with all of its conditions of registration.

6. Value for money: The Board ensures that there are adequate and effective arrangements in place to provide transparency about value for money for all students and (where a provider has access to the student support system or to grant funding) for taxpayers.

7. Freedom of speech: The Board takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the provider.

8. Governing body: The size, composition, diversity, skills mix, and terms of office of the Board are appropriate for the nature, scale and complexity of the provider.

9. Fit and proper: Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons.

Additional elements, in recognition of the governance expectations of the Department for Education and Ofsted, the following points of reference will also be observed:

10. Safeguarding (inc Contest/Prevent)

Safeguarding is fundamental to all aspects of college operations and decision-making. The Board has a responsibility to ensure that the College maintains a robust safeguarding policy and ensures that it is fully implemented. All relevant staff should be trained in safeguarding and made aware of their responsibilities in terms of keeping children safe. The DSLs must oversee that the college is up-dated about developments in terms of safeguarding and keep the board informed of actions to ensure that the college is properly protected. The DSLs must also ensure that safeguarding is embedded in the risk committee. In addition, under the umbrella of Safeguarding, the college has a Prevent Policy and that staff are trained in recognising issues relating to radicalisation and its prevention. The College also has a responsibility to up-hold and communicate/embed British Values in the curriculum and extra-curricular activities and vet all outside speakers. The DSL should provide a regular report to the Governance Board and allowed to be questioned by the governors on the resilience of procedures. The Board must challenge the College to demonstrate that it is following all necessary regulatory procedures in relation to safeguarding.

11. Health & Safety

The Board must ensure that health and safety procedures are in place within the college and that the H&S policy is adhered to. The Board should receive reports about H&S from the relevant persons and question/challenge what steps are being taken to keep the college safe in terms of fire, electrical issues, and the other key safety issues that can directly impact staff and students. The Board should also receive updates from the risk committee as part of this process. Certificates and evidence of key maintenance and actions that relate to H&S should be provided to the board for their scrutiny and approval.

	<p>12. Mental Health & Wellbeing The Board should oversee that the college is managing the complex issues of mental health and wellbeing in the college. Reports should be received from the MHL about what is being done to promote positive mental health and wellbeing inside and outside of the college. The Board should be informed of any major issues that might overlap with safeguarding in terms of students at the college and may advise on decision-making.</p> <p>13. SEN The Board must check that the college has the capabilities and resources required to help and assist those with SEN issues. The Board should receive reports and up-dates from the SENCo at least annually based on the SEN register.</p> <p>14. Diversity and Inclusivity A key role and responsibility of the Board is to ensure that the college has a diversity of staff that reflects the diversity within the population of London. In addition, it also should ensure that there is a good balance of genders at all levels and that major or significant pay differentials are not apparent. The Board should take an active role in promoting disabled access to the college as much as possible and ensure that the college is adhering to the requirements of the Equality Act 2010 and the various protected characteristics.</p> <p>15. Sustainability & Social Responsibility The Board should oversee that the college takes the issue of sustainability and social/environmental responsibility seriously and acts to protect the environment and highlight pressing social issues. The Board should ensure that the College takes steps to reduce waste, become more energy efficient, improve recycling and reduce the overall carbon footprint of the college operations.</p>
<p>Membership:</p>	<p>Sitting Members: David Game (Principal & CEO) John Dalton (Vice Principal) John Sanders (Director of HE) Funda Kavi (Director of Marketing & KAE Operations) Mansour Kaveh (Director UFP)</p> <p>Board Secretary – Jeni Care</p> <p>Attendance by invitation: College Leadership Group (CLG) and SMT members Student representatives, Parents/Guardians Philippe Herszaft (Glazers – Accountancy/Audit) Stephen Goldberg (OGR Stock Denton – Legal) Observers, External Advisors, Patron</p>
<p>Standing Orders:</p>	<ul style="list-style-type: none"> ▪ The Chair shall normally be the CEO, unless otherwise agreed. ▪ Where necessary, and if approved by the Chair, members of the Board may appoint alternates to attend meetings at which they are unable to be present ▪ Students, parents/guardians, observers and external advisors will only participate in the deliberations as required by the Board, and will not be entitled to vote on motions proposed ▪ The Board will normally meet four times a year, usually in

	<p>January, April, July and October. It may also convene formally on other occasions to address exceptional circumstances where applicable.</p> <ul style="list-style-type: none"> ▪ Members are expected to attend meetings personally, but may be permitted to attend formal meetings via teleconference mediums on occasions where personal attendance is not possible. ▪ The Board shall only be considered quorate if 50% of standard members are in attendance. This includes attendance via teleconference.
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4. Governance Advisory Committee

The Governance Advisory Committee (GAC) is a consultative non-executive body that formally meets four times a year with the Principal and the College’s senior management teams to review and guide institutional achievements and objectives. Members of the GAC are expected to adopt the Nolan Principles of Public Life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

	Governance Advisory Committee
Committee Purpose:	<p>The advisory committee’s purpose is to:</p> <ul style="list-style-type: none"> • Ensure clarity of vision, ethos and the strategic direction of the College (its “educational character”); • Monitor and review regulatory compliance, quality assurance, management systems and programme delivery to ensure high standards are achieved in all aspects of the College work; • Hold the Principal to account for the educational performance of the college and the performance of staff and students • Ensure that proper procedures are followed in terms of risk assessments and providing a safe environment • To ensure that the College is financially well managed and all major financial decisions are properly considered • To examine relevant data to help evaluate performance and decision-making • Oversee all aspects of College work, challenge and question decision-making and act as a ‘critical friend’ to the Principal and his management team for all strategic and operational activities.
Terms of Reference:	<p>The primary terms of reference for the board are considered to be the nine ‘Public Interest Governance Principles’ as listed below, plus six additional elements that the college has adopted to accommodate expectations under the Ofsted inspection process. These are the elements under the responsibility of the Board of Directors, and which this advisory committee will scrutinise.</p> <ol style="list-style-type: none"> 1. Academic freedom 2. Accountability 3. Student engagement

	<p>4. Academic governance 5. Risk management 6. Value for money 7. Freedom of speech 8. Governing body (appropriateness) 9. Fit and proper (participating members)</p> <p>Additional elements, in recognition of the governance expectations of the Department for Education and Ofsted, the following points of reference will also be observed:</p> <p>10. Safeguarding (inc Contest/Prevent) 11. Health & Safety 12. Mental Health & Wellbeing 13. SEN 14. Diversity and Inclusivity 15. Sustainability & Social Responsibility</p>
Membership:	<p>Sitting Members: Dr Steven O'Brien - Chair (University Professor) Lyndsey Badenoch (Educationalist) Jill Bainton (ex-HMI Inspector) Additional Independent member (tba)</p> <p>Committee Secretary – Jeni Care</p> <p>Attendance by invitation: Principal and College Leadership Group (CLG) members Philippe Herszaft (Glazers – Accountancy/Audit) Stephen Goldberg (OGR Stock Denton – Legal) Student representatives, Parents/Guardians Observers, External Advisors, Patron</p>
Reporting authority:	<p>The Board of Directors has empowered the committee and authorised its Chair, in situations where the committee has significant concerns about regulatory compliance, or major ethical issues/mismanagement, to report events to the relevant body (e.g. Ofsted and OfS). The responsibility for reporting serious issues and incidents to appropriate bodies is part of the Chair's overall terms of reference and remit.</p>
Standing Orders:	<ul style="list-style-type: none"> ▪ The Chair shall be elected by vote and appointed for a period of 3 years ▪ Members are elected (including the Chair), usually for a three year term of office but prior to the end of their term, they may re-apply to serve a further term, subject to a maximum three terms (usually nine years). ▪ In exceptional circumstances, members could be re-appointed for a fourth or in very exceptional circumstances, a fifth term of office. Exceptional circumstances could include the member's particular area of skills and expertise and the specific needs of the College at a point in time. ▪ New Members may be nominated by the Executive and/or existing members of the committee. Recommendations should take account of the persons educational, commercial and professional knowledge/experience and hence the positive contribution that they may bring to the committee. ▪ Where necessary, and if approved by the Chair, members of the committee may appoint alternates to attend meetings at which

	<p>they are unable to be present</p> <ul style="list-style-type: none"> ▪ Students, parents/guardians, observers and external advisors will only participate in the deliberations as required by the committee, and will not be entitled to vote on motions proposed ▪ The committee will normally meet four times a year, usually in January, April, July and October. It may also convene formally on other occasions to address exceptional circumstances where applicable. ▪ Members are expected to attend meetings personally, but may be permitted to attend formal meetings via teleconference mediums on occasions where personal attendance is not possible. ▪ The committee shall only be considered quorate if 50% of standard members are in attendance plus at least one person from the CLG. This includes attendance via teleconference.
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5. Management Structure, Academic Boards & Committees

5.1 College Leadership Group

Chaired by the Principal/Chief Executive Officer - Mr David Game, with executive membership extending across all departmental areas, the CLG holds delegated responsibility from the Board of Directors for setting the strategic direction of the College and the oversight and management of all institutional activities.

The CLG offers operational oversight and guidance to the Departmental Management Teams (SE, HE KAE and UFP) and reports directly to the Board. It reviews:

- Strategy, vision, mission and corporate values
- Departmental operations and performance
- Compliance (UKVI/Tier 4)
- Compliance (Public funding)
- Compliance (Regulatory and quality bodies)
- Risk and business continuity
- Resource needs (premises, facilities, staffing)
- Budgeting proposals and financial management
- Marketing and branding

Membership

- David Game (Principal and Chair)
- John Dalton (Vice Principal & Director of DGC)
- Mansour Kaveh (UFP Director, and Director of DGC)
- Funda Kavi (Marketing Manager, and Director of DGC)
- John Sanders (Director of HE, and Director of David Game College)
- Niel Pama (KAE Rep and Business Development Director)
- + *Co-optees /Observers /External Advisors /Student Reps – by invitation*

5.2 Departmental Senior Management Teams

Senior managers from across the four main departments hold regular scheduled and minuted meetings that set the agendas to steer departmental developments that align with the institutional strategy.

Higher Education Management Team (HEMT)

The HEMT operates under the educational oversight of the Quality Assurance Agency (QAA) and strives to meet the expectations of the UK Quality Code for Higher Education and the regulatory framework of the Office for Students (OfS).

Membership

Dr John Sanders (Director of HE and Chair)
Sima Sanders (Registrar)
Chris Baynard Smith (Operations Manager)
Meranda Campbell (Head of Academic Administration)
Andreia Areal (Head of Academic Development)

By invitation: Team members from Admissions, Marketing, Welfare and Academic

Committees contributing to HE Academic Governance and Quality Assurance

Quality & Standards Committee (The Academic Board)
Programme Management Committees
Assessment Boards
Academic Infringement Committee
Academic Appeals Committee
Student Complaints Board
Student/Staff Liaison Committee
Higher Education Administration Team

Note: The DGHE Committee structure feeds the HEMT via meeting minutes, annual course reports and direct meetings of senior staff, which in turn drives quality enhancement initiatives. The College Leadership Group is informed of HE performance and developments via the HEMT.

Secondary Education Management Team (SEMT)

The SEMT has specific responsibility for the institution's secondary education provision and operates to ensure the continuity of its registration with the Department for Education (DfE) and that it fully complies with the rules, regulations and statutes that are monitored and inspected by Ofsted.

Membership

John Dalton (Vice Principal and Chair)
Rachel Sherman (VP & Director of Studies)
Terry Kwok (Registrar)
Nedaa Belal (Head of GCSE)
Dr Julia Cushnir (Head of Sixth Form)
Alexa Raen (SENCo)

By invitation

Jenni Care (Head of Admissions)
Funda Kavi (Marketing)

University Foundation Management Team (UFMT)

Membership

Mansour Kaveh (UFP Director and Chair)
Joanne Scarr (Director of Studies)
Kathryn Stephens (Head of Admissions)

By invitation:

Natalie O'Brien – (Personal Tutor)
Estelle Robbin-Coker – (Office Administrator)
Kate Carroll – (HR)
Nadeeka Rajapaksa - (Book-keeper)

Kensington Academy Management Team (KAMT)

Membership

Susanne Frodtert (School Manager and Chair)
Funda Kavi (Marketing)
Elizabeth Agholor (Director of Studies)
Niel Pama (Business Development)

By invitation:

Bruce Hope (Assistant Director of Studies)
Jennifer Treherne (Admission Officer)

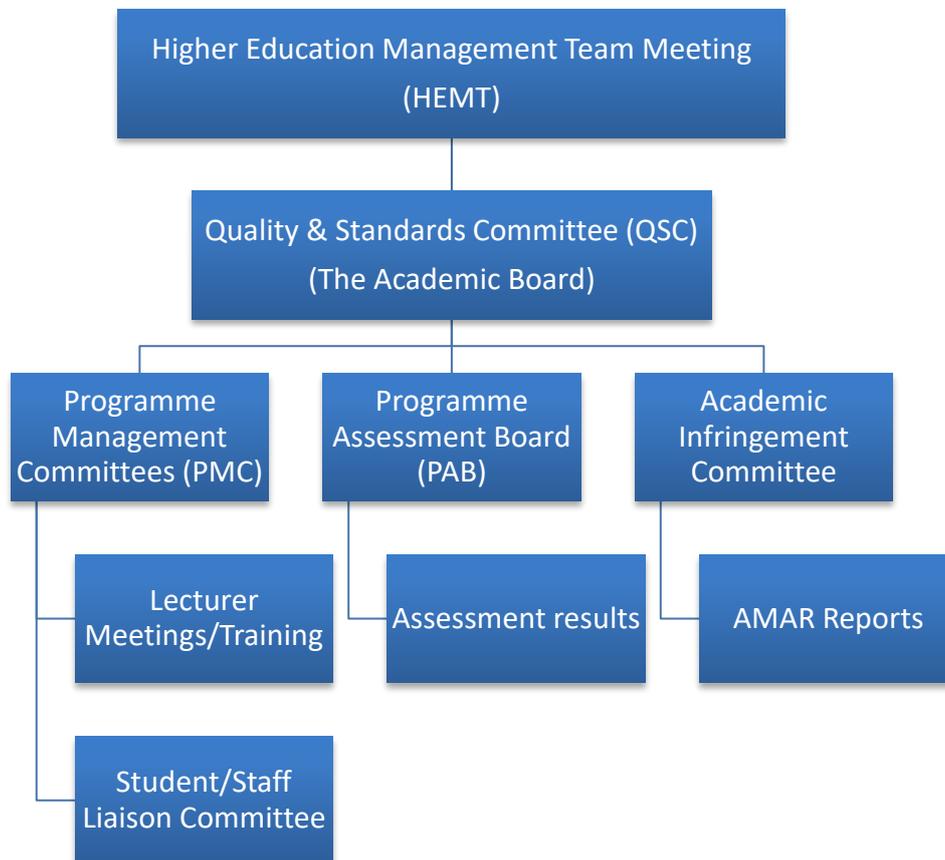
5.3 Departmental Academic Boards and Committees

Each department will operate its own board and committee structure, ensuring and promoting academic standards, quality assurance and enhancement. Committees also act as a platform for academic staff to have a voice in the governance of their areas and promote engagement mechanisms for students.

Academic governance within the higher education department for example, is driven by senior management (**HEMT – Higher Education Management Team**) and exercised through the leadership of the **Director of Higher Education**. A managed quality assurance system and operational committee structure aims to support the overarching values of the UK Quality Code for Higher Education, by ensuring that:

- Every student is treated fairly and with dignity, courtesy and respect
- Every student has the opportunity to contribute to the shaping of their learning experience
- Every student is properly and actively informed at appropriate times of matters relevant to their programmes of study.
- All policies and processes relating to study and programmes are clear and transparent
- Strategic oversight of academic standards and academic quality is at the highest level of academic governance of the provider
- All policies and processes are regularly and effectively monitored, reviewed and improved
- Sufficient and appropriate external involvement exists for the maintenance of academic standards and the quality of learning opportunities
- All staff are supported, enabling them in turn to support students' learning experiences.

Day-to-day management of course delivery and assessment and general oversight of the students' learning experience is the responsibility of the **Head of Academic Development**. All activities within the 'quality cycle' are coordinated by the **Head of Academic Administration** who ensures the timely implementation of a detailed **Academic Calendar**.



Academic governance is autonomous within the higher education department (DGHE) but linked with institutional objectives and the corporate governance framework via the Higher Education Management Team (HEMT).

End.