

Governing Body & Board of Directors Terms of Reference

Purpose

The governing body of AAP Education Limited, trading as Escape Studios are also the board of directors and are accountable for all of Escape Studios' activities, taking all final decisions on matters of fundamental concern within its remit. The governing body protects the reputation of Escape Studios by assuring that ethical regulations, policies and procedures are put in place which adhere to legislative and regulatory requirements. The governing body agrees the mission and strategic plan and ensures effective implementation and management of risk. It ensures that effective control and due diligence take place regarding external activities. The governing body works with the Academic Board to assure itself that academic governance is effective, whilst respecting its academic authority. The governing body promotes equality and diversity throughout Escape Studios. Working with the Academic Board it ensures that the governance structures and processes continue to be fit for purpose. *[References to the CUC are to the Committee of University Chairs Higher Education Code of Governance which can be found <https://www.universitychairs.ac.uk/wp-content/uploads/2020/09/CUC-HE-Code-of-Governance-publication-final.pdf>]*

Responsibilities

In addition to the responsibilities held in their capacity as Directors, by virtue of the Articles of Association, the responsibilities of the Governing Body include:

1. To work with the Executive Team to develop the mission and strategy of Escape Studios. To approve the mission and strategy of Escape Studios.
2. To approve the strategic plan of Escape Studios to ensure that this supports its mission and reflects the needs and interests of stakeholders and to ensure that there is an aligned financial plan which enables Escape Studios to build towards independent financial sustainability.
3. To ensure that processes are in place to monitor and evaluate the performance and effectiveness of Escape Studios against the plans.
4. To set, monitor and regularly review institutional Key Performance Indicators and to benchmark these against comparable institutions where appropriate.
5. To approve fundamental plans and proposals, policies and procedures submitted by the Executive Team.
6. To approve a human resources strategy and be the employing authority for all staff in Escape Studios.
7. To be the principal financial and business authority of Escape Studios, ensuring proper auditing, to approve the annual budget and financial statements.

8. To appoint (and if necessary dismiss) the head of Escape Studios (the Principal), with due consideration given to AAP Education Group Limited's views, and to monitor his/her performance.
9. To delegate authority of the management functions of Escape Studios (academic, corporate, financial, estate and human resource) to the Principal and Executive Team and keep these functions under regular review.
10. To satisfy itself that academic governance is operating effectively, recognising and respecting the role of the Academic Board in relation to academic matters as set out in the terms of reference of that board.
11. To receive assurance that adequate provision has been made for the general welfare of students.
12. To safeguard the reputation and values of Escape Studios.
13. To ensure that Escape Studios meets all its legal and regulatory requirements.
14. To ensure the establishment and monitoring of systems of control and accountability including financial and operational control and risk assessment, value for money arrangements and managing conflicts of interests.
15. To ensure that the students' association is operated in a fair and democratic manner and is accountable for its budget and financial operations.
16. To ensure that Escape Studios fulfils its commitment to equality and diversity.
17. To act as the Board of Directors and ensure that the constitution of Escape Studios in the form of its Articles of Association is followed.
18. To establish and implement processes to monitor and evaluate the performance and effectiveness of the governing body and its committees.
19. To appoint (and if necessary dismiss) individuals as members of the governing body.
20. To conduct and review its business in accordance, where appropriate, with best practice in HE corporate governance and the principles of public life.
21. To delegate matters to the Executive Team, Academic Board and other committees as appropriate.
22. To maintain and protect the principles of academic freedom and freedom of speech.