

Board of Governance

Purpose

Nelson College London is a for-profit provider of higher education. The governing body is the Board of Directors (BoD), which includes the College Principal as an attendee, except for reserved business. Under the Articles of Association, the Board has established a Board of Governance (BoG) to assist and support the Principal and the BoD in their oversight and direction of all aspects of the College's activity. The BoG meet jointly with the BoD three times a year.

Terms of Reference

1. Oversee the development of the College's vision, mission, goals strategic objectives and key performance measures (KPIs) and recommend these to the BoD for approval.
2. Receive and consider regular performance reports from the Principal on delivery of the College's strategic plan and progress against its KPIs.
3. Actively seek and receive assurance from the Academic Board, for onward reporting to the BoD, that academic governance is robust and effective.
4. Consider and advise the BoD on academic quality and standards and the student experience.
5. Set and monitor academic KPIs.
6. Scrutinise student data including recruitment, retention and completion.
7. Advise the BoD on the resources needed to support high quality tuition and a satisfactory student experience.
8. Advising the Board of Directors on new and changing risks insofar as those impact on academic life.
9. Approve the terms of reference of the Academic Board and receive and consider its minutes.

10. Monitor the regulatory environment (including Office for Students ongoing conditions for registration) and advise the BoD on associated issues and risks.
11. Scrutinise external regulatory reports and ensure action plans are implemented.
12. Provide oversight of the College's approach to equality, diversity and inclusion.
13. Commission and advise the BoD on governance effectiveness reviews.
14. Keep its own terms of reference under review recommending changes to the BoD for approval
15. Ensure appropriate coordination of assurance activity with the Audit, Risk Management and Remuneration Committee (ARMRC) to avoid duplication and ensure comprehensive coverage of risk.

Composition

- Between 5 and 7 external members appointed by the BoD, (at least) one of whom shall be appointed as Chair, one of whom shall be the Chair of ARMRC and (at least one) shall be a non-executive member of the BoD
- The Principal, (Ex officio)
- Student Association President (Ex Officio)
- Student Members x 3 (one per campus)

In attendance

- The Executive members of the Board of Directors (Ex officio)
- Head of Programme Delivery (All Programmes)
- Head of Data Management and Compliance
- Other senior officers of the College may attend at the discretion of the Chair.

Quorum

- The quorum for meetings may be fixed from time to time by a decision of the directors but must never be less than two independent members.

Notes

1. *Individual members of the BoG are expected to provide time and their experience in order to support the BoD and the Principal during the year as issues arise that are relevant to their own experience and knowledge.*

2. *The external members will be appointed initially by the BoD but thereafter in accordance with the appointment process for non-executive external members. Appointments are for a period of 5 years and may be extended for a further term of 5 years. The BoD may remove with 3 months notice an external member who has not attended for two consecutive meetings without having given apologies.*
3. *External members will bring experience in relevant fields as set out in the Board Skills Matrix.*
4. *The chair shall be appointed by the BoD for a term of office co-terminus with their appointment as an external member of the BoG.*
5. *Remuneration: External members of the BoG will be paid a fixed fee, payable against invoices submitted after each meeting, including the away day. In addition to attendance at meetings, members are expected to make themselves available for at least one day per year to provide specialist advice and support as necessary to the Principal and Directors. The remuneration and terms of engagement of the Chair will be agreed between the Chair and the BoD, prior to appointment.*
6. *External members will be appraised biennially by the Chair of the BoG.*
7. *The BoG jointly meet with the BoD three times a year. The first part of the meeting deals with matters delegated by the BoD to the BoG and in the second section of the meeting the BoD decide on the matters reserved for it. BoG members are in attendance for the second part of the meeting. An away day is generally organised annually to discuss matters related to strategic direction and/or governance arrangements.*
8. *The BoG will be supported by a member of Nelson College London staff designated as the Board Secretary. This person will be responsible for planning and scheduling meetings; agreeing an agenda with the Chair; ensuring papers are prepared in a timely fashion; taking and agreeing minutes; and for the logistics of the meeting itself.*

Frequency: The BoG will meet jointly with the Board of Directors a minimum of three times per year..

Title	Terms of Reference for the Board of Governance
Version	6.0 (April 2026)
Approved by	Board of Directors (on 15/04/2026)
Previous Version	5.7 - Jan 2025 Approved by BoG 16/04/2025 5.6 - April 2024 5.5 - Nov 2023
Next Review Date	Annually at the first meeting of the committee year