



LONDON  
COLLEGE OF  
INTERNATIONAL  
BUSINESS  
STUDIES



# Committee Handbook and Terms of Reference

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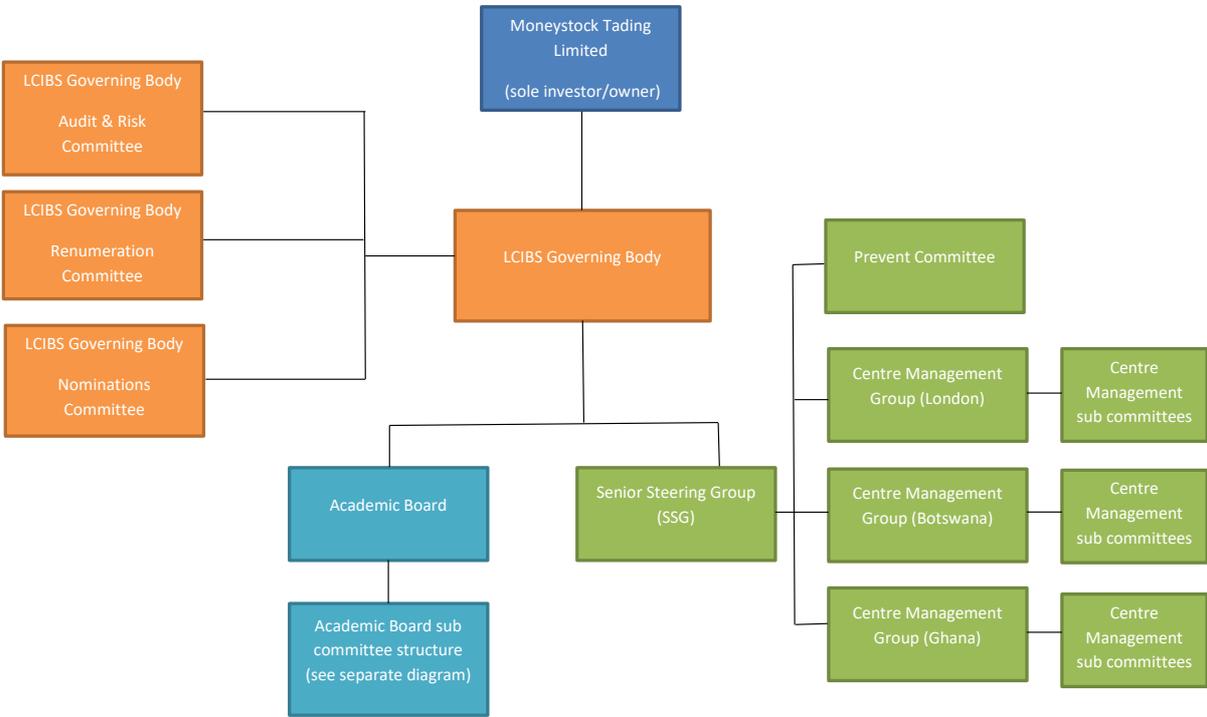
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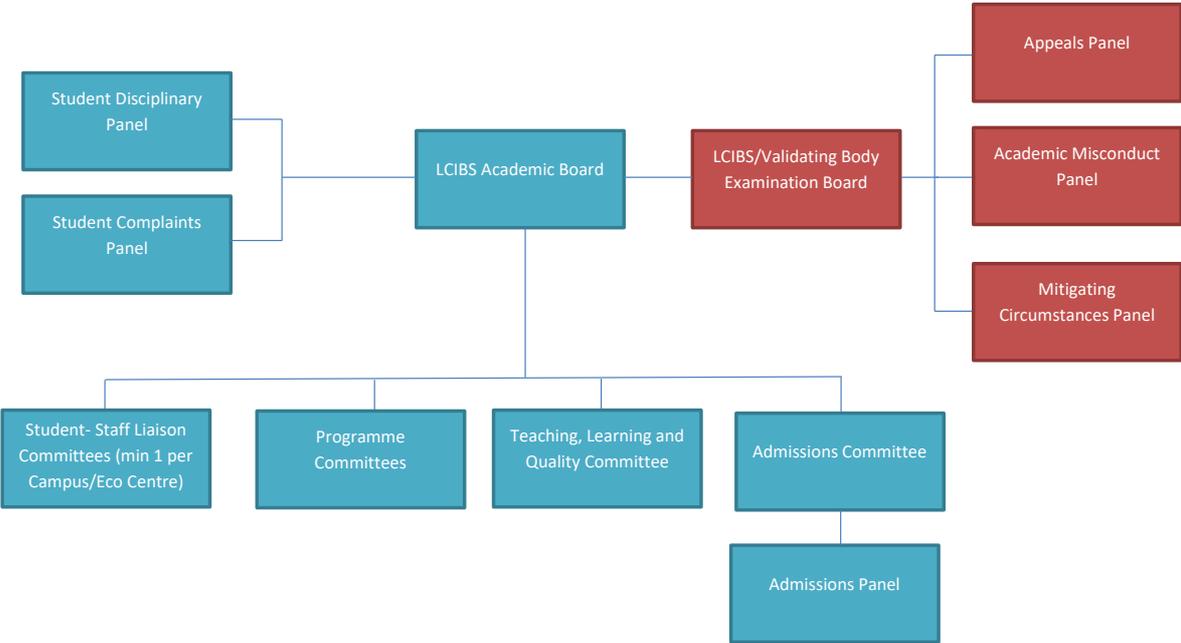
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# PART 1: COMMITTEE STRUCTURE AND TERMS OF REFERENCE

## College Main Committee Structure



## Academic Board Committee Structure



## LCIBS Governing Body

### Purpose

An effective Governing Body provides leadership and effective governance while empowering its executive management team to manage the company's day-to-day activities. The governing body is the overarching authority within LCIBS, which is responsible for planning, co-ordination, development and supervision of all LCIBS Academic, Operational and Budget activities. It also provides strategic direction for LCIBS London and its African Eco Spaces and receives reports on LCIBS activities via its committee structure.

### Membership

- 1 x Independent and external Chair
- 1 x Provost
- 1 x senior officer of the College nominated by the Provost (e.g. Dean)
- 2 x Members nominated by the Investor
- 2 x Independent Members from Africa
- 2 x Independent and external Members from the UK with significant experience of the UK higher education system.
- Student member (elected or co-opted)

#### *In attendance:*

- Head of Finance
- Head of HR
- Head of Quality and Registry (Secretary)

#### *To Note under memberships:*

- Independent members must be fit and proper persons and not have an employment, business or other material relationship with LCIBS or its owners. within the last 3 years; a direct or indirect material financial interest in LCIBS; or involvement in the daily management functions of LCIBS.
- The Student Member would not normally be expected to be a Director for the purposes of Companies House.

### Terms of Reference and Statement of Primary Responsibilities

- To approve the mission and strategic vision of the College, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.
- To ensure that processes are in place to monitor and evaluate the performance and effectiveness of the College against the plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions.
- To delegate authority to the Provost as head of the institution and chief executive, for the academic, corporate, financial, estate and human resource management of the College; and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the head of the College.

- 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.
- To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
- To conduct its business in accordance with best practice in HE corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
- To safeguard the good name and values of the College.
- To appoint the head of the institution as Provost and chief executive, and to put in place suitable arrangements for monitoring his/her performance.
- To appoint a Secretary to the governing body and to ensure that, if the person appointed has managerial responsibilities in the College, there is an appropriate separation in the lines of accountability.
- To be the employing authority for all staff in the institution and to be responsible for establishing a human resources strategy.
- To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the institution's assets, property and estate.
- To be the College's legal authority and, as such, to ensure that systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name.
- To receive assurance that adequate provision has been made for the general welfare of students.
- To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
- To ensure that the institution's governing documents are followed at all times and that appropriate advice is available to enable this to happen.

**Quorum:** The Quorum of the LCIBS Governing Body is five members of which one must be an investor nominated member and a staff member.

**Reporting:** Reports to the Investor/Owner

**Frequency:** 3 times per year – or as needed

**Sub Committees:** Audit and Risk  
Remuneration  
Nominations

## Audit and Risk Committee

### Purpose

The Audit and Risk Committee is appointed to form an opinion on the effectiveness and efficiency of the College's internal control framework, and to report to the Governing Body on the adequacy and effectiveness of specific arrangements for risk management; control and governance; financial reporting; economy, efficiency and effectiveness (value for money) and data quality.

### MEMBERSHIP

- 1 member of the Governing Body nominated by the Investor
- 2 external/independent members of the Governing Body

#### *In attendance:*

The Provost, senior finance officers and representatives of the Internal and External Audit Services are invited to attend the meetings.

### Terms of Reference

- To review the annual consolidated financial statements of the College to ensure that they comply with all relevant statutory requirements and appropriate accounting conventions.
- To keep under review the College's systems of internal control and its processes for risk management, governance, securing value for money and data quality, in order, to assure Governing Body of their adequacy and effectiveness and promotion of best practice
- To carry out periodic reviews of the risk register and to assure the Governing Body that the Executive's assessment of risk is accurate; and controls and plans to mitigate risk are appropriate.
- To ensure, in conjunction with internal audit, that arrangements are in place to promote economy, efficiency and effectiveness.
- To consider and approve the programme of work for internal audit, monitor its effectiveness and to discuss with the external auditors the scope of their audit and its results.
- Consider and approve the appointment of the College's internal and external audit and any non-audit services and monitor their performance, effectiveness and objectivity
- To make an annual report to the Governing Body on the work of the Committee.
- To receive any relevant reports from the National Audit Office, OfS, HESA and other organisations.
- In the event of the merger or dissolution of the College, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.
- To report on the adequacy and effectiveness of the College's arrangements for the management and quality assurance of data submitted to HESA, SLC, OfS and other bodies
- Receive periodic and annual reports from the Internal Auditor, as well as reports on the progress on the completion of planned audits and responses; and whether satisfactory arrangements are in place to promote economy, efficiency and effectiveness in College.
- Consider the External Auditor's Management Letter on the draft Annual Financial Statements, prior to their submission to Governing Body, and the Senior Steering Groups response to any significant accounting, auditing or internal control issues included within it

- Receive and consider regular reports on College's progress in implementing the "schedule of audit recommendations", as provided by the External Auditors in their Management Letter.

**Quorum:** 2 members

**Frequency:** Two (2) meetings per year. Internal or External Auditors may request an extraordinary meeting.

**Reporting:** The Committee shall report to the Governing Body.

## Remuneration Committee

### PURPOSE

The Remuneration Committee is appointed to consider, agree and recommend to the Governing Body an overall Human Resources strategy and philosophy for the College that is aligned with its long-term strategy, its objectives, its risk appetite, values and the long-term interests of the institution and recognises the interests of relevant stakeholders. The remuneration policy and philosophy will cover the whole College but will pay particular attention to those colleagues defined as senior management.

### Membership

The Committee comprises a minimum of 3 members of the Governing Body, at least one of whom will be a member nominated by the Investor if one has been appointed.

### Terms of Reference

- Advise and make recommendations on all strategy, policy and regulations regarding people and employment at the College including employee reward, recognition, promotion and relations.
- Advise and make recommendations for an Equality, Inclusion and Diversity Strategy, and monitor its implementation and progress within the College.
- Review and set the remuneration policy for all senior managers referred to it, including pension rights and any compensation payments. The board itself shall determine the remuneration of the non-executive directors within the limits set in the Articles of Association.
- Determine, in consultation with the chairman and/or Provost, as appropriate, the total individual remuneration package of each executive director and other designated senior executives including bonuses, incentive payments and share options or other share awards.
- Recommend and monitor the level and structure of remuneration for senior management, taking into account all factors which it deems necessary including relevant legal and regulatory requirements.
- Review the on-going appropriateness and relevance of the remuneration policy (including performance-related pay), including comparison with reliable, up-to-date information about remuneration in other institutions and companies of comparable scale and complexity.

**Quorum:** Two members

**Frequency:** Two (2) meetings per year

**Reporting:** The Committee shall report to the Governing Body.

## Nominations Committee

### Purpose

On behalf of the Governing Body and the Investor to take responsibility for the recruitment and appointment of:

- A Chair of the Governing Body
- All independent and external members of the Governing Body
- The Provost and CEO

### Membership

The Nominations Committee will include as minimum:

- The Chair of the Governing Body (unless vacant – in which case the Governing Body will elect one of its members to the sub-committee)
- a member of the Governing Body nominated by the Investor
- an external and independent member of the Governing Body

### Terms of Reference

- To make recommendations to the Governing Body on the appointment of external & independent and appointed members of Governing Body, having given due consideration to the skills matrix of Governing Body which it shall be responsible for maintaining
- To maintain and monitor a standing list of recommendations for appointments to Governing Body and its committees
- To review procedures for appointments from time to time and make recommendations to Governing Body on amendments to the procedures for appointments.
- Through its recommendations as to appointments, to ensure that Governing Body realises its commitment to achieving equality and diversity throughout the College
- To make recommendation to Governing Body as to the operation and effective discharge of the College's corporate and academic governance activities
- To a make recommendation to Governing Body on developments and good practice in governance having due regard to sector guidelines
- To make recommendation to Governing Body in respect of any required revisions to the College's Articles of Association
- To make recommendation to Governing Body on the establishment and disestablishment of committees as well as the terms of reference and composition of committees.
- To make recommendations on any removal of Members as necessary.

**Quorum:** 2 members

**Frequency:** The subcommittee shall as a minimum meet annually

**Reporting:** reports to the Governing Body

## Senior Steering Group (SSG)

### **Purpose**

The LCIBS SSG is the key forum for discussion and decision making about the operational management of LCIBS. It is responsible for providing effective, coordinated and strategically aware leadership of LCIBS's current and future performance.

### **Membership**

- Provost (Chair)
- Head of Quality and Registry (Secretary)
- Dean
- Head of Operations Africa
- Head of HR
- Head of Finance
- Head of Marketing
- Director of Business Development
- Lead Student Representative (By invitation)

### **Terms of Reference**

- To develop and monitor LCIBS's strategic approach, including development of the strategic plan and implementation in conjunction with the Governing Body and Academic Board.
- To determine and oversee the processes by which strategic and operational planning is undertaken.
- To agree academic, operational and financial targets;
- To develop the annual budget and financial forecasts and recommend these to the LCIBS Governing Body.
- To monitor LCIBS's academic, financial and operational performance against agreed objectives, targets and budgets and to take action where there are significant variances.
- To determine the action to be taken by LCIBS in response to external opportunities and initiatives.
- To consider, record and address the potential equal opportunity impacts of decisions made by the other Committees (in accordance with the 'due regard' provisions of the Equality Act 2010).
- To consider reports from the LCIBS's other committees and sub committees.
- To consider and advise on any other matters as may be referred to it from other committees or the LCIBS Governing Body.
- To oversee the direction and operation of the central corporate services of the College (finance, HR and Marketing)
- Monitor staffing and all human resources policy and procedures (e.g. disciplinaries and grievances)
- Produce, monitor and review health and safety policies and processes.
- To ensure that facilities, technology and other business support services operate effectively, allowing high quality delivery.

- To consider reports and information provided by inspectors, audits and other monitoring activities and make recommendations.
- To agree annual student recruitment targets for each Centre.
- Develop, monitor and review communication and marketing strategies, processes and infrastructure (e.g. website) internally and externally.
- To be responsible for the day to day oversight of the risk register on behalf of the Governing Body.

**Quorum:** The Quorum of the SSG is the Chair (or his/her Deputy, where relevant) plus at least 50% of the other members.

**Reporting:** Reports to Governing Body

**Frequency:** Every two months

**Sub Committees:** Centre Management Groups  
Prevent Committee

## Centre Management Groups

### Purpose

Each Centre/Eco Centre will have its own Management Group. Each Group will monitor and report on their health and safety functions, general operations, finances (including procurement and cashflow), human resource management, student recruitment cycles, sales targets and progress thereof, marketing campaigns and initiatives as they relate to that Centre.

### Membership

- Campus General Manager
- Academic and Professional services staff as relevant to the Centre
- Student Representative (by invitation)

### Terms of reference

- To act as a forum for the effective management of the Centre.
- To develop, monitor and refine: health and safety policies/processes, marketing and sales strategies and HR functions and responsibilities for the Centre in line with LCIBS overall policy and strategy.
- To monitor operational and financial targets relating to facilities, IT, human resources, student recruitment and marketing for the Centre.
- Monitor entries on the LCIBS risk register as they relate to the activities of that Centre.

**Quorum:** The Quorum of the Centre Management Group is the Chair (or his/her Deputy, where relevant) plus at least 50% of the other members.

**Reporting:** Reports to the Senior Steering Group.

**Frequency:** Four times a year or as needed

# Academic Board

## Purpose

The Academic Board has ultimate responsibility for the standards, quality, compliance and enhancement of academic provision within LCIBS. It is the senior academic committee of LCIBS, with a range of responsibilities relating to the organisation of learning, teaching and assessment, standards, students, courses and advising the Governing Body (Governing Body) on all academic matters.

## Membership

- Provost (Chair)
- Programme Leads
- Heads of Academic Centres/Departments
- Head of Quality and Registry
- Head of Student Services
- Representative of each Validation Partner (degree awarding body)
- Governing Body representative (external, independent member)
- Student Representative (elected/co-opted)

## Terms of Reference

- To oversee the development and enhancement of the College's academic environment, portfolio and activities and to advise the Governing Body accordingly.
- To maintain oversight of the relationship between academic and resource planning.
- To oversee all policy and regulations as they relate to the academic environment, standards and the student experience.
- To approve all new programmes and ensure that there are processes for the effective monitoring and review of all programmes.
- To receive all validation and periodic review reports for programmes.
- To ensure alignment with sectoral reference points and to consider and approve reports and responses to external bodies, related to the academic work of the College.
- To establish such committees as it considers necessary to enable it to carry out its responsibilities, provided that the membership of any such Committee, and the terms of reference shall be determined by the Academic Board.
- To advise on other matters referred to it by the Governing Body or Senior Steering Group.
- To consider equality and diversity issues arising from the remit of the Board.
- To consider and monitor issues of risk arising from the work of the Board.
- To develop academic strategy and monitor progress against academic key performance indicators.
- To have oversight of academic ethics and integrity.
- To approve the agreements with validating partners and accrediting bodies, including professional institutions and other education providers.
- The overview of all collaborative provisions entered into by LCIBS.

<b>Quorum:</b>	The Quorum of the Academic Board is the Chair (or his/her Deputy, where relevant) plus at least 50% of the other members.
<b>Reporting:</b>	Reports to the Governing Body
<b>Frequency:</b>	Three times a year
<b>Sub Committees:</b>	Examination Board Teaching, Learning and Quality Committee Programme Committees Student-Staff Liaison Committees Admissions Committee

## Module/Exam/Award Committee

### Purpose

The Governing Body has delegated authority to the Academic Board to recommend the progression of, and awards to, students; ensure that all students are treated fairly through the application of all its qualifications, examinations and assessments processes; uphold professional standards and integrity in assessment of students and ensure adherence to the quality criteria of the appropriate regulatory authorities and validating partners.

### Membership

- Dean (Chair)
- Programme Leads
- Module lecturers (for each module in consideration)
- Head of Quality and Registry
- External Examiner(s) (has to be present)
- Member from the validating partner/s (has to be present)
- Quality and Admissions Officer

### Terms of reference

- To oversee assessment procedures in all programmes and to maintain standards in assessments.
- To apply assessment regulations for the various programmes.
- To moderate, approve module marks and recommend credit.
- To determine requirements for deferred and referred students.
- To consider recommendations from the Mitigating Circumstance Panel and apply fairly.
- To consider recommendations following investigations by the Academic Appeal Committee into academic unfair practice/s.
- To consider and recommend formal progression decisions for each student and their continuation or discontinuation on a programme of study.
- Make recommendations to the necessary stakeholders representing the validating partner/s.

**Quorum:** The Quorum of the Module/Exam/Awards Committee is the Chair (or his/her Deputy, where relevant) plus the External Examiner/s, the representative from the validating partner/s, plus at least 50% of the other members.

**Reporting:** Reports to the Academic Board and Validating Partners.

**Frequency:** After every other module.

# Teaching, Learning and Quality Committee

## Purpose

The Teaching, Learning and Quality Committee (TLQC) is a subcommittee of the Academic Board and has been granted by the Board the duties of overseeing the teaching and learning strategy for LCIBS and development and monitoring of quality assurance processes and the maintenance of standards.

## Membership

- Head of Quality and Registry (Chair)
- Programme Leaders
- Quality and Admissions Officer
- Head of Student Services
- All Facilitators from the Eco Spaces
- Members of Faculty (if their modules/areas of expertise are being discussed)
- Student Representative

## Terms of reference

- To develop and monitor on behalf of the Academic Board the strategy in relation to teaching, learning and assessment.
- To lead the development and enhancement of teaching and learning practices and the adoption of emerging technologies so as to ensure it enhances the student experience and student learning opportunities.
- To approve, monitor and review policy and procedure, regulations and academic codes of practice relating to learning, teaching and assessment for programmes.
- To oversee strategic alignment of learning and teaching activities with the wider student life activities, ensuring the delivery of a coordinated and integrated student experience
- To oversee the development and monitoring of procedures and policies for the quality assurance and enhancement of student learning opportunities and the maintenance and enhancement of standards of all academic provision in the College.
- To oversee the College's response to consultations, initiatives, requirements and the monitoring of resulting actions plans of relevant external bodies, including the Quality Assurance Agency, Office for Students and professional bodies.
- To ensure that the quality and standards of awards are maintained, in keeping with the requirements of the awarding bodies and sectoral and regulatory bodies;
- To monitor progress of any action plans or conditions from validation or periodic review on behalf of the Academic Board;
- Manage the approval of modifications to programmes and modules.
- To design and monitor strategies and services to meet the learning needs of a diverse range of students and different student groups.
- To develop strategies to support the development of research and scholarship and their interdependence with teaching and to promote research-led teaching.
- To develop a strategic approach for supporting student employability ensuring that employability-related aspects of the curriculum are effectively delivered, monitored and quality assured.
- To consider internal and external data, identify trends and make recommendations to develop enhancement initiatives based on this management information, including retention, progression and achievement data across the College
- To receive reports on quality assurance and learning and teaching enhancement issues and the results of College wide processes (e.g. summaries of annual monitoring or external examiner reports);
- To approve nominations for External Examiners;

- To receive reports on the work of its working groups;
- To consider mechanisms to disseminate good practice in learning, teaching, and assessment across LCIBS and to make recommendations on their implementation.
- To oversee and enhance staff development activities including the development and expansion of staff professional qualifications and expertise in teaching and learning,
- To ensure effective developments and arrangements for the representation of the students in the College's committee structure (student representations system)
- To ensure there are effective arrangements for the collection of student feedback and to monitor the results of student feedback mechanisms (e.g. NSS, internal surveys) and ensure appropriate action is taken.
- Devise and manage processes for collaborative arrangements (including due diligence) with other organisations and monitor the effectiveness of individual collaborative arrangements.
- Maintain a register of the College's PSRB involvement, receiving reports form PSRBS and ensuring that appropriate responses, actions and dissemination occurs.

**Quorum:** The Chair (or nominated Deputy) plus 50% of membership

**Reporting:** Reports to the Academic Board

**Frequency:** Meets three times a year

## Programme Committees

### Purpose

The Programme Committee is a subcommittee for the Academic Board and has been granted by the Board the duties of overseeing the day-to-day management of programme provisions and for ensuring effective engagement with students on programme lead matters. It is expected that there will be a minimum of one Programme Committee per Centre of delivery in order to manage academic delivery at each Centre. Additional Programme Committees may be convened depending on the number of Programmes and differing national regulatory environments.

### Membership

- Dean or Academic Lead of Centre (Chair)
- Head of Quality and Registry
- Head of Student Services
- Programme Leads
- Faculty Lectures (as invited)
- Eco Spaces Facilitators
- Student Representative

### Terms of reference

- To oversee the academic programmes within the Committees remit, considering the on-going development, content and delivery of all programmes to ensure robust academic quality, standards and the overall student learning experience.
- To ensure that all programmes operate within LCIBS College strategies and policies
- To ensure that LCIBS's programmes operate in accordance with the appropriate regulatory frameworks, external reference points and requirements of validating bodies and partners.
- To identify areas where action needs to be taken to enhance the student learning experience.
- To report to the College Teaching, Learning and Quality Committee on quality monitoring and regulatory matters according to that committee's specified reporting schedule.
- To consider amendments to programmes and modules for approval by the Teaching, Learning and Quality Committee.
- To receive reports on student feedback for programmes within its purview and ensure the implementation of actions for enhancement in response to feedback.
- To receive and consider the reports from external review and/or accreditation by Professional, Statutory and Regulatory Bodies of programmes within its purview.
- To receive and consider the reports from, and responses to, external examiners for programmes within the Committees purview.
- To discuss the annual programme and monitoring reports for programmes and modules within the Committees purview
- To receive reports from Staff Student Liaison Committees as it relates to the work of the Programme Committee.

**Quorum:** Chair (or nominated Deputy) plus half of membership

**Reporting:** Reports to the Academic Board.

**Schedule:** Meets three times a year

## Admissions Committee

### Purpose

The Admission Committee is a subcommittee for the Academic Board and has been granted by the Board the duties of overseeing the development and monitoring of LCIBS's admissions policy, criteria and process. The committee needs to ensure that the admission process is implemented in a fair and in a transparent manner and promotes equality.

### Membership

- Head of Quality and Registry (Chair)
- Head of Student Services
- Programme Leaders
- Quality and Admissions Officer

### Terms of reference

- To oversee LCIBS's student recruitment strategy and admissions policy, criteria and process.
- Determine targets for student recruitment per programme.
- Make decisions on entry to programmes via the admissions panel.
- Review RPL and advance standing applications.
- Ensure all admissions processes are fair, transparent and promote equality
- To oversee the operation and development of the Colleges outreach activities
- To monitor the College's Access & Participation statement and activities making recommendations to the Academic Board and SSG as appropriate.

**Quorum:** Minimum of Chair (or nominated Deputy) and one Programme Leader

**Reporting:** Reports to the Academic Board

**Frequency:** Meets every month where intakes are applicable and has a twice annual review meeting.

## Student Staff Consultancy Committee

### Purpose

To represent the interests and concerns of the LCIBS student body at each Centre and to provide recommendations and enhancements to the necessary committees.

### Membership

- Head of Quality and Registry (Chair)
- Head of Student Services
- All student representatives
- Facilitators from Eco Spaces
- Programme Leaders

### Terms of reference

- To consider the type, timing, results and follow up actions of student feedback mechanisms
- To consider issues raised by students and/or by the department relating to course content, design and delivery; assessment and feedback; tutorials; timetabling; library; IT and other facilities.
- To consider areas for enhancements to the overall student experience.
- To consider the effectiveness of the personal tutorial support system and other student support systems.
- To act as a forum for student consultation on issues and developments as required by the Academic Board or SSG from time to time.

**Quorum:** Minimum of one student representative and one staff member

**Reporting:** Reports to the Academic Board

**Schedule:** Meets three times a year

## Prevent Committee

### Purpose

To monitor the Prevent Policy, procedures and processes and update in line with legislation, guidance and due regard. To conduct an annual, Prevent Risk Assessment and to create and implement a relevant action plan in conjunction with the assessment. To ensure all Prevent Policy, procedures and processes are effective and correctly reported on.

### Membership

- Head of Quality and Registry (Prevent Lead) (Chair)
- Student Representative
- Head of Student Services
- A Head of Centre/Department

### Terms of reference

- To identify adaptations needed to policy in line with legislative updates.
- To discuss actions that may arise from monitoring data.
- To promote the Prevent Strategy at all levels in LCIBS.
- To identify gaps in training and knowledge among staff members and implement solutions and relevant training.
- To encourage cooperation with external agencies regarding Prevent.
- To report annually on successes, areas for improvement, and cases handled.
- To review impact of policies, procedures and processes, identifying areas for improvement and recommending relevant actions.
- Monitoring events and kept informed of any events that need further research or risk mitigation.
- To be kept up to date with areas of extreme political affiliation or issues.

**Quorum:** Half the membership of which one must be the Prevent Lead or Deputy Prevent Lead.

**Reporting:** Reports to the Senior Steering Group

**Schedule:** Twice a year

## **PART 2: GUIDANCE FOR CHAIRS, SECRETARIES AND MEMBERS**

Note: unless stated otherwise, the term 'committee' is used generically to refer to any and all bodies or boards within the overall LCIBS governance structure.

### **The role of committees**

Committees are a vital part of the fabric of the College, but they can be costly, particularly in terms of staff time. Participants in committee meetings should therefore ensure that business is conducted as effectively and efficiently as possible, without compromising the quality of the decisions which emerge or the accuracy of their recording.

There are many factors which contribute to the effectiveness of a committee. The Chair has an important role to play in managing the meeting and verifying that the record of the meeting is complete, correct and clear. A good clerk facilitates effective decision making and keeps abreast of relevant developments and policy so that the committee is well informed and has the best advice. Members are selected in order to contribute views and suggestions based on their College role as well as their expertise and experience.

A committee is a deliberative forum working to an agenda in order to reach conclusions, make decisions and recommendations, agree actions, and follow them up to conclusion and closure. All this takes place in an institutional context, and all participants must avoid any notion of the committee working in isolation – every board, committee and sub-committee is part of an interconnected framework and has a role to play in that structure.

Therefore, each committee must be run in an effective, efficient and meaningful way. To achieve this, there are some vital, fundamental things that need to happen. As well as effective preparation by the Chair and clerk, all members must read the papers and be prepared to comment and provide feedback on them. All participants must attend punctually, and the meeting must start on time. Chairs must see that the meeting is steered efficiently, so that all items are covered, and the meeting does not become overlong.

A committee meeting can usually be completed in two hours without breaks. If it is strictly necessary to go beyond this, the Chair should allow for a brief break in proceedings. It should not normally be acceptable for a committee meeting to extend beyond three hours; it is most likely an indication that discussions are being allowed to run for too long, and/or tangential matters are being given too much focus. It is not realistic to expect the attention and productivity of members to be maintained the longer a meeting extends beyond two to three hours. A good Chair will be prepared to close down discussions once it is clear the issue has been covered, so the meeting can move on. Members must accept that repetition of a point is not required, and it is the Chair's duty to ensure that the time taken from colleagues' schedules is minimised while retaining the value and effectiveness of the committee's work.

The roles and responsibilities of all participants in achieving these aims are examined in more detail below.

## Guidance for Chairs

This guidance is envisioned to be helpful to Chairs when preparing for, conducting and following up LCIBS committee meetings. It is also intended to assist in establishing a way of work for the conduct and recording of committee's business.

Successful committees have efficient Chairs and Secretaries and engaged members.

### Principal responsibilities of the Chair

- a. To understand the purpose and objectives of the committee and, in liaison with the clerk (and where necessary Chairs of parent committees and sub-committees), lead the planning of the committee's business to ensure coverage of the full range of its terms of reference
- b. To promote the work of the committee
- c. To conduct committee meetings so that they are orderly, open and effective, and to keep the business of the committee meeting running smoothly
- d. To determine who may speak and in what order
- e. To remind committee members of the standing orders and other committee protocols when necessary
- f. To ensure that business is discharged in a timely fashion
- g. To make sure, in liaison with the clerk, that the committee's decisions are reported and acted upon appropriately
- h. To remain impartial, respect confidentiality and handle sensitive issues with discretion
- i. To represent the committee as required
- j. To contribute to the evaluation of the committee's work and preparation of an annual report.

### To fulfil these responsibilities Chairs should aim to:

- a. Attend all meetings and maintain an understanding of committee work and related matters between meetings
- b. Be familiar with the committee's membership and terms of reference as well as general committee conventions, including standing orders and protocols for reporting
- c. Develop a close and co-operative working relationship with the committee clerk
- d. Build good working partnerships with other officers
- e. Develop the trust of committee members and value their contributions
- f. Make sure that he or she is well briefed on agenda items before meetings take place
- g. Manage the business of committee meetings effectively, fairly and impartially, both encouraging participation and limiting debate as necessary.

### The main duties and tasks that need to be undertaken by the Chair are:

- a. To participate in appropriate planning meetings at the start and end of each academic year, agreeing an annual schedule of business
- b. To agree, in liaison with the clerk, an agenda for each meeting, approve agenda items, commission reports, identify business as appropriate
- c. To meet with the clerk to prepare for each meeting and receive briefings on agenda items
- d. To read the papers carefully in advance of the meeting, be aware of the issues and check any queries, inconsistencies or potential controversy

- e. To determine whether to allow late or tabled papers
- f. To start the meeting on time and make introductions as appropriate
- g. To manage committee discussions so that clear decisions are reached which identify what actions need to be taken, who is responsible, the timescale for this action and the nature of report back to the committee
- h. To take account of the clerk's advice but to have the final say on matters of procedure and members' conduct
- i. To agree draft minutes prepared by the clerk after each meeting. Chairs should note that in approving the wording of minutes they are not only approving their accuracy but also approving their status as statements which may be made available within or outside the College. The clerk should normally circulate the unconfirmed minutes to members within two weeks of the meeting.
- j. To advise the clerk on an action list and arrangements for reporting and disseminating committee decisions
- k. To decide whether any urgent business arising between scheduled meetings requires the convening of an exceptional meeting (see Guidance on Chair's Action)
- l. To take action on behalf of the committee to deal with business which requires action before the committee's next scheduled meeting but does not merit the convening of an extraordinary meeting
- m. To work with the clerk to facilitate any Freedom of Information requests

***Before the first meeting of the year:***

- Be familiar with the committee Terms of Reference (ToR).
- Meet with the Secretary to ensure you bed down the planning for the year, using the ToR as a frame of reference.
- Conduct induction sessions with student representatives to explain the work of the committee and how they may participate and add value.
- Conduct induction sessions with new members to explain the work of the committee and how they may participate and add value.

***Before each meeting:***

- Liaise with the Secretary to ensure that all relevant invitees have been invited to the meeting.
- Liaise with the Secretary to monitor apologies submitted and take the necessary action if the meeting is not likely to be a quorum.
- Be familiar with the business and minutes of previous meetings.
- Liaise with the Secretary to set the agenda. Keep in mind the recommended maximum duration for committee meetings.
- NOTE: Try to avoid allowing additional agenda points to be added within the meeting. State clearly on the agenda that any additional items to be added to the agenda needs to be agreed with the Chair in advance.
- Agenda and associated documents to be distributed at least 3 working days before the meeting.
- With the Secretary – ensure that committee business is reported to parent/sub-committees and other groups in a timely manner.

***During each meeting:***

- First meeting of the new academic year – note the approved ToR
- Introduce new members and additional invitees.

- Ensure that members participating virtually are welcomed and given equal opportunity to participate.
- Agree the minutes of the previous meeting. (After the meeting, Secretary to produce the final “Confirmed” version of the minutes for the Chair to sign, incorporating agreed amendments.)
- Where an issue in Matters Arising is covered under a main agenda item, the Chair should move consideration of this to the agenda where possible.
- Ensure that the meeting adheres to the items on the agenda.
- Ensure that only business within the ToR is discussed.
- If the meeting discusses items outside its ToR, inform Secretary if any part of the discussion should be minuted. (TIP: Secretary should have a copy of ToR)
- Move the agenda along briskly, whilst giving the opportunity for points to be aired and enabling the viewpoints of all members of the committee is to be expressed.
- Summarise lengthy or complex discussions for members.
- Confirm action points; assign responsibilities and time scales or deadlines.
- Clarify the parameters for any Chair’s Actions that may be authorised by the committee members and ensure that they are minuted.

***After each meeting:***

- Review draft (i.e. unconfirmed) minutes, and return them to the Secretary, within 5 working days of receipt.
- With the Secretary, ensure unconfirmed minutes are forwarded to all relevant parties and committees / sub committees.
- With the Secretary, ensure actions assigned to others not present at the meeting are communicated to the individuals concerned and followed up.
- Follow up actions and ensure they are undertaken before the next meeting.
- Ensure Chair’s Actions (i.e. actions taken between meetings) are reported at the next meeting, with supporting signed paperwork (where appropriate) forwarded to the Secretary for inclusion in the committee documents.

***Final meeting of the year:***

- Complete the annual committee self-evaluation.
- Chair to produce a provisional schedule of business for consideration during the next academic year.

***The characteristics of a good Chair are:***

- Good listening and communication skills, including a willingness to listen to ways in which meetings can be improved
- Impartiality
- A clear focus on achieving the aims of the meeting
- Ability to summarise discussion fairly and succinctly to ensure that all those present accept and are clear about what has been decided
- Ability to gain consensus and avoid unproductive dispute
- Willingness to exert authority when necessary but in an appropriate manner
- Tenacity in ensuring follow-through.

## Guidance for Secretaries

This guidance is intended to be a helpful reference for committee Secretaries when preparing for, conducting and following up LCIBS committee meetings. It is also intended to assist in establishing a way of work for the conduct and recording of committee's business.

Successful committees have efficient Chairs and Secretaries and engaged members.

NOTE: For new Secretaries - read through previous minutes, familiarise yourself with ToR and meet with Chair to discuss the work of the committee.

### Principal responsibilities of the clerk/secretary

- a. To have a broad knowledge of governance processes in general, in the LCIBS context and of the working of the committee, such as relevant statutes, ordinances, regulations, codes of practice, procedures and terms of reference, and to act as a source of advice on such matters
- b. To promote the business of the committee including facilitating and co-ordinating procedures which are the responsibility of the committee
- c. To provide membership and distribution lists with a full set of agendas, papers and minutes of previous meetings in electronic and, if appropriate, hard copy
- d. To build a close and co-operative working relationship with the Chair
- e. To remain impartial, respect confidentiality and handle sensitive issues with discretion
- f. To make sure, in liaison with the Chair, that the committee's decisions are acted upon appropriately
- g. To ensure the prompt and appropriate referral of business where active consideration from another committee or officer is required
- h. To contribute to the evaluation of the committee's work.

### ***The main duties and tasks that need to be undertaken by the clerk are:***

- a. Before the start of the academic year, in consultation with the Chair, to prepare a draft plan of work for the coming year for approval at the first meeting of the session
- b. To develop and maintain briefing materials for new members of the committee
- c. To make arrangements for meetings including timing (in liaison with the Chair and, where applicable, the officer responsible for the College's committee calendar of business), venue and hospitality where appropriate
- d. To collate items of business (including actions taken by the Chair) between meetings
- e. To draft agendas, papers and reports in consultation with the Chair or other officers
- f. To review the papers and reports prepared for the committee and refer back as appropriate
- g. To be familiar with the content and purpose of papers for meetings
- h. To ensure appropriate student representation at the meeting
- i. To ensure the timely distribution of committee papers to members
- j. To receive and record any apologies for absence from members
- k. To attend all meetings and keep an ongoing understanding and awareness of the committee's work and related matters between meetings
- l. To verify that a meeting is quorate both at the start and during the course of the meeting
- m. To produce minutes and reports of meetings for consideration by other committees

- n. To ensure that decisions and actions are followed up in a timely way and reported to the next meeting
- o. To brief the Chair prior to the meeting on any relevant issues, developments or matters arising from the previous meeting.

***Before the first meeting of the new year:***

- Be familiar with the committee's ToR.
- Advise members of the dates of committee meetings for the year and schedule/diarise them accordingly. As set out in the Committee Meeting Calendar.
- Offer a committee mentor system to student representatives. The student representative should be offered the opportunity to be linked with an established member of the committee who will act as a mentor and provide advice on the context of the committee's business.

***House Keeping arrangements prior to each meeting:***

- Ensure that the room in which the meeting is due to take place is accessible for the particular needs of all committee members including virtual attendees and make arrangements for equipment where necessary.
- On the day of the meeting, ensure the room in which the meeting is to take place is fit for purpose, with appropriate furniture in place etc.
- Organise refreshments for lengthier meetings or any involving external visitors.
- Ensure visitors receive necessary information in good time (committee documents, information about expenses, directions etc.)

***Before each meeting:***

- Liaise with the Chair to ensure that all relevant invitees have been invited to the meeting.
- Inform the Chair of all apologies received.
- Be familiar with the business of previous meetings.
- Liaise with the Chair to set the agenda. Keep in mind the recommended maximum duration for committee meetings.
- NOTE: Try to avoid allowing additional agenda points to be added within the meeting. State clearly on the agenda that any additional items to be added to the agenda needs to be agreed with the Chair in advance.
- Agenda and associated documents to be distributed at least 3 working days before the meeting.
- Documents should not be attached to electronic diary invites. (Subsequent deletion of invite removes documents.)
- With the Chair – ensure that committee business reaches parent/sub-committees and other groups in a timely manner.
- With the Chair – ensure that committee business is reported to parent/sub-committees and other groups in a timely manner.
- Prepare unconfirmed minutes with signature space ready for signing off at the next meeting.

***During each meeting:***

- Ensure Chair amends minutes of last meeting where appropriate. (After the meeting, Secretary to produce the final version of the minutes for the Chair to sign, incorporating agreed amendments, and changes status of minutes from “unconfirmed” to “confirmed”. Amendments are noted in the minutes of the current meeting.)
- With the Chair ensure that only business within the ToR is discussed.
- NOTE: Keep ToR at hand in the meeting.
- If the meeting discusses items outside its ToR, check with the Chair if any part of the discussion should be minuted.
- Check with the Chair if you need clarification on anything for your notes.
- Ensure the Chair has confirmed action points, those responsible and any deadlines given – if not, ask and note accordingly.
- Ensure the outline and reference for any Chair’s Actions are clear for the minutes.

***After each meeting:***

- Immediately after the meeting clarify with the Chair any points you are unsure of.
- Prepare draft (i.e. unconfirmed) minutes within 5 working days of the meeting and send to Chair for review.
- Within 5 working days of the return of unconfirmed minutes from the Chair, send the unconfirmed minutes to all relevant attendees
  - i. Ensure unconfirmed minutes are forwarded to any relevant committees or groups referred to in its ToR
  - ii. Upload unconfirmed minutes to the LCIBS Shared Drive.
- File names of minutes should include the title of the committee and the date of the meeting, e.g. Meeting Minutes\_Unconfirmed\_SSG\_010118 for an SSG held on 01 January 2018 (year, month and day including “0”s where appropriate).Re-name after minutes are confirmed.
- Ensure actions assigned to others not present at the meeting are communicated to the individuals concerned and followed up.
- Follow up on any administration related to visitors.
- Ensure Chair’s Actions taken are recorded and the supporting documents is noted accordingly.
- The Secretary should retain a hard copy file containing the agendas, documents and minutes of all committee meetings for internal regulatory purposes.

***At the end of each academic year:***

- Meet with the Chair to draw up a list of likely business for the year using its ToR as a guide.
- If you cease to be a Secretary to a committee, please ensure that you hand over all files - both paper and electronic - to the new Secretary.

***Characteristics of a good clerk/secretary:***

- Listens and communicates well
- Business-like, meticulous and reliable
- Excellent written language skills
- Excellent analytical skills

- Understanding of the respective roles of governance
- Diplomatic and assertive when necessary
- Tenacity to ensure follow-through
- Patience
- Pro-active and facilitating.

## Information for new clerks

### ***Getting to know your committee***

It is essential when taking over the role of committee clerk that there is an understanding of:

- a. The general context within which the committee operates;
- b. The committee's terms of reference;
- c. The membership;
- d. The nature of the business conducted;
- e. Decisions taken, as recorded in individual minutes, and the general background and ethos. It is often helpful to study past agendas and minutes in order to get the 'feel' of the committee and to meet with the Chair or immediate past clerk.

The following checklist should be completed and known before the first meeting of the committee:

- i. Where does the committee sit in the committee structure?
- ii. How are its members appointed?
- iii. Who are its current members?
- iv. Who is the current Chair?
- v. Who at the meeting has voting and speaking rights?
- vi. What are the terms of reference?
- vii. What decisions can it make and what does it need to refer on?
- viii. What kind of business does it do?
- ix. What has it been doing lately?
- x. What is outstanding from the last meeting?
- xi. What is the planned business for the year?
- xii. What are its current tasks and objectives?
- xiii. Do I have a good understanding of the college's standing orders?
- xiv. What did the annual report say last year?
- xv. How does the committee evaluate its work?

## Guidance for committee members

There are a number of reasons why you are encouraged to seek membership of a committee:

- It allows you to have your say about the operations of LCIBS and/or to represent the views of colleagues in a very practical way.
- It contributes to your professional development.

This guidance is intended to be a helpful reference for members when preparing for and participating in LCIBS committee meetings. An active membership is essential to the effective operation of any committee. The secret to the running a successful committee meeting is good preparation, communication and mutual support.

### General responsibilities of committee members

- To make a positive and effective contribution to the work of the committee
- To be clear about the functions of the committee
- To keep the committee informed of particular relevant local issues and factors
- To attend all meetings or give apologies to the clerk if unable to attend (and, where specified by the committee's terms, arrange an alternate)
- To read all papers in advance and provide feedback (in written form if unable to attend)
- To declare any personal interest in an item being discussed, as set out in the standing orders
- To respect confidentiality and handle sensitive issues with discretion
- To contribute to the evaluation of the committee's work

### ***Before the first meeting of the new year:***

- Be familiar with the committee's ToR.
- If you are a new member, you should meet with the Chair for an induction session to gain an understanding of the work of the committee and to see how best you can participate and add value in your capacity as a member.

### ***During each meeting***

- To contribute in discussion and decision-making.
- To be clear what the committee is being asked to do and your role therein.
- While the Chair is there to lead the meeting, it is important that you take responsibility for conveying the points you feel are relevant and necessary. Comments should all be addressed to the Chair.
- Committee members are required to co-operate with the Chair to ensure the fair and effective engagement of business at hand and the observance of the manners of debate; and to enable all members to participate.
- If the Chair is about to move to the next item and you are not sure of what has been agreed about the item under discussion, please ask for clarification.

***After each meeting:***

- Please read the unconfirmed minutes as soon as you receive them. If there are any errors or omissions, please inform the Chair (or Secretary where applicable). Matters of accuracy will be addressed at the next meeting.
- Carry out any actions allocated to you within the identified timeframe and ensure feedback is given.

***Induction for new committee members***

Newly appointed members may be invited by the clerk to meet the Chair and/or clerk before their first meeting and should be provided with induction materials. As a minimum these should include:

- a. How to access the Committee Handbook
- b. A list of committee members and members of any sub-committees and working groups
- c. Contact details for the Chair and clerk
- d. The current committee work schedule and planned business
- e. The minutes of the previous meeting
- f. Dates and venues of the future committee meetings

The clerk should check whether new members have any individual requirements and make provision as necessary to enable everyone to participate fully in meetings.

# Board and committee documents and templates

## The Agenda

The purposes of the agenda is:

- a. To inform members of the time and place of the meeting in sufficient time for them to be able to prepare adequately for the meeting
- b. To convene a meeting
- c. To provide the Chair with a framework within which to conduct the meeting
- d. To identify easily the items which need to be discussed or acted upon and those which are for information only
- e. To identify open and closed business
- f. To indicate which items have supporting papers

The responsibility for drafting the agenda lies with the clerk. A key point of reference for the agenda will be the minutes of the last meeting. It can sometimes be difficult to decide whether an item is a matter arising from the minutes or a new agenda item. In general, if there is only a brief oral update then it would be a matter arising, whereas if there is a paper for discussion and/or a more substantial update then it would be a new agenda item. Ultimately it is for the Chair to decide, upon consideration of the clerk's draft agenda, where on the agenda an item should be placed. Where there is a pattern of regular business, standing items should be developed.

The agenda should be structured in a logical order and written so that the whole agenda is Open. The agenda should take account of the strategic plan for the year and what business needs to be brought forward at each meeting. The clerk should monitor repeat agenda items in relation to the designated action not having been taken. Repetition of the same business item, unless a standing item, may reflect that the committee is not effectively seeing business through to a conclusion.

The normal order of the agenda is set out below; items marked with an asterisk (\*) should be included for the first meeting of an academic year and, where changes are being made or reported, may be included for other meetings:

- Apologies for absence
- Confirmation of the minutes of the last meeting
- Matters arising from the minutes not covered elsewhere on the agenda
- Chair's business: usually oral and can include discussion of the order in which agenda items are to be taken; also, to include a report of any Chair's actions since the last meeting
- \*Annual Report/Review of Committee Operation in the previous year
- \*Annual Schedule of Business
- \*\*Terms of reference and Membership
- Business from parent committee (where appropriate)
- Business from sub-committees (where appropriate)
- Items generated by the committee itself for discussion and decision
- Items for information only (such as reports from Faculties or Departments)
- Any Other Business (AOB)
- Closed business
- Date of next meeting

\* Normally at the first meeting of the academic year

\*\* Normally at the final meeting of the academic year

Items should be grouped under four main headings: items for consideration and resolution; items for discussion; items for information; closed and reserved business. All of these may not be required at every meeting.

Members should give the Chair and/or clerk prior notice of at least 48 hours of any item they wish to include under AOB. It is at the discretion of the Chair whether or not items will be considered, bearing in mind the urgency of the item and the unpreparedness of members to consider it.

All papers should be clearly and consecutively numbered and it should be made clear what action the committee is expected to take.

The agenda, once drafted, should be approved by the Chair. The agenda should state which papers are being despatched or made available simultaneously with the agenda and which papers will follow at a later date. Substantial "for information" papers should be made available electronically only (e.g. through a website, the VLE or a shared network drive accessible to all members), even where hard copies of papers are normally circulated so that individual members can judge the merits of printing the paper or reading an electronic copy.

Agendas, prior meeting minutes and supporting documents for board/body/committee meetings will normally be circulated to members no less than 5 working days prior to the meeting.

Agendas for meetings should make the purpose clear of each applicable item which follows the Matters Arising from the previous meeting. Each item should be allocated to an accountable party'

The agenda and meeting minute templates will be available on the LCIBS Shared Drive.

Certain business discussed by a board, body or committee may require that particular members withdraw from the meeting for the discussion of that item; for example, an item on confidential student matters would normally not be discussed in the presence of student representatives. Such items fall into the category of 'Confidential Business' They should be itemised as such on the agenda and described as such in relevant papers and minutes. Confidential documents should not be circulated to those members who will be asked to leave the meeting when they are discussed.

Guidance will be provided to Chairs and Secretaries concerning the formatting and presentation of agendas and documents for committees, in template format. This will promote consistency across the governance structure. Agendas, documents and minutes will be distributed electronically.

The secretary is responsible for preparing draft minutes of each meeting. The draft minutes should be passed to the Chair within 10 working days of the meeting. Once the Chair has considered the draft minutes, a revised version (the 'unconfirmed minutes') should be circulated to other members by the Secretary. Minutes should normally be circulated to members within 15 working days of the meeting.

Minutes of a meeting are considered 'unconfirmed' until they have been confirmed by the board/body/committee as a correct record at its next meeting, incorporating any agreed amendments.

The purpose of minutes is:

- To provide a permanent record of the meeting
- To inform members and others of decisions and the reason(s) for them
- To assist in ensuring that actions agreed by the board/committee are taken

- To provide a formal record of key areas of discussion which are in addition to the matters set out in the board/committee document being discussed.

Minutes need to be accurate, concise and objective. They need not be a verbatim record. They should not show or imply any personal, political or other bias. The minutes must be explicit, with enough detail to make it clear to the reader what the item was, what the issues were, and what was decided. The language should be clear, free of jargon, and with no unexplained acronyms. Minutes must be clear not only to board/body/committee members but also to other stakeholders not present at the meeting.

The past and conditional tenses and a passive voice should be used. The latter gives a more objective and impartial essence to the minutes and eliminates the need to identify the speaker.

The minutes of the meeting are made by the Clerk/Secretary. A draft should be sent to the Chair for their own amendments and agreement to circulate to members.

Minutes are then subsequently approved at the *next* meeting of the Committee.

Those preparing minutes should follow the house style guide provided by the Head of Quality and Registry.

## Confidentiality and the Data Protection Act

In general, all agendas and minutes should be drafted in such a way that they can legitimately be made publicly available, even if they refer to business which cannot itself be made public. For example, where an item to be considered relates to the assessment of an individual student, its title on the agenda should not include any information identifying the student. Exceptionally, a restricted minute may be written on an item in addition to the public minute.

Committee members are expected to be listed in minutes as being present or absent, and to be identified when being tasked to undertake action. Where practicable this should be done by job title or constitutional status rather than by personal name but in the case of external members this may not be feasible. Committee members are entitled to ask for their names to be removed from the minutes, including from the list of those present if they can demonstrate that the inclusion of their personal data in this way could cause them damage or distress. This would only be in exceptional and specific circumstances and would not apply for the vast majority of meetings.

## Closed Business and Restricted Minutes

There may be instances where the content of committee paperwork is such that its publication must be restricted. In such cases the business is referred to as Closed and associated documentation should be classified as Restricted.

Examples of information which would be withheld in this way include discussion about the following: a specific individual, proceedings which are commercially sensitive, information provided in confidence (e.g. consideration of individuals for honours), anything which may endanger the health and safety of individuals or other matters where the release of information relating to it could prejudice the institution being able to conduct its public function. Guidance on what items should be Closed and Restricted can be obtained from the Head of Quality and Registry.

Closed business may sometimes relate to the exemptions listed above with an indication of how long the closure or restriction would apply would be needed. For example, a paper regarding an advertising campaign which was considered commercially sensitive could be released once the campaign was underway. Within the "closed" business it may also be necessary to further restrict the circulation and have a "reserved" category where personal data is involved. For example, a paper on the award of student bursaries which named students would not only be "closed" but also restricted to certain members of the committee as it would not be appropriate for student representatives to see details of other students.

Closed material should not be routinely published. Where material is also considered to be sensitive even internally, it should be marked CONFIDENTIAL and its availability restricted.