

**Governing Body for UK Pathways  
TERMS OF REFERENCE**

**1. About the Governing Body for UK Pathways**

The Governing Body for UK Pathways is the body with ultimate decision-making powers in Kaplan International Pathways for the activities undertaken by UK Pathways. The Governing Body has overall responsibility for decisions that might have significant reputational implications including financial sustainability, risk assessment and management and the conduct of the affairs of UK Pathways.

The Governing Body delegates authority to the Managing Director of UK Pathways and Accountable Officer to the Office for Students (OfS) for the corporate, academic, financial, estates and human resource management of UK Pathways, working within the wider governance framework of its parent companies (Kaplan Inc. and Graham Holdings).

The Managing Director of UK Pathways is supported by the Senior Management Team of UK Pathways. This is the Executive Team responsible for the leadership and day to day running of UK Pathways.

**2. Roles and Responsibilities**

The Governing Body is responsible for the overall strategic planning, development, risk management safeguarding practice and performance of Kaplan International Pathways (UK Pathways).

The powers and responsibilities include to:

- a. Approve the strategic goals and strategy of UK Pathways, long term academic and business plans and key performance indicators (KPI's)
- b. Ensure that processes are in place to monitor and evaluate the performance of UK Pathways against KPI's that contribute to the strategic goals and strategy, including student outcomes
- c. Review and monitor the financial performance of UK Pathways against financial goals agreed with Kaplan Inc
- d. Ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment
- e. Ensure that there is an effective framework in place to manage the quality of learning and teaching and to maintain academic standards; and to ensure that the welfare of students is secured
- f. Ensure an effective human resources strategy is in place along with procedures for handling internal grievances and managing conflicts of interest
- g. Ensure systems are in place for meeting UK Pathways legal obligations, including to ensure accountability for Safeguarding and Prevent duty compliance, health, safety and security and for equality, diversity and inclusion
- h. Promote a culture which supports inclusivity and diversity across UK Pathways and ensuring the public interest governance principle of the OfS are upheld and delivered
- i. Ensure effective plans are in place to comply with requirements set out by the Office for Students (OfS), Kaplan Inc and Graham Holdings, relevant to the responsibilities of the Governing Body
- j. Approval of key policies and regulatory documents for UK Pathways with the power to delegate to other bodies and individuals within Kaplan Pathways including the Managing Director, UKP SMT, CEMB, APQC or appropriate UK Pathways Management Teams

- k. Conduct its business in accordance with the best interests of UK Pathways, and in an open and transparent fashion as appropriate, safeguarding the Kaplan International Pathways good name, values and sustainability.

### **3. Membership**

The Governing Body will consist of the following members (or their nominees) and is Chaired by the Senior Vice President of Kaplan International.

#### Non-Executive members:

- Professor Chris Pole (from 1<sup>st</sup> April 2020; 3-year term) (Independent)
- Nirmal Borkhataria (from 1<sup>st</sup> September 2021; 3-year term) (Chair of Audit & Risk Committee) (Independent)
- New Appointee (from 2022: 3 – year term) (Independent)
- Jenny Pelling (from 7<sup>th</sup> February 2022; 3-year term) (Kaplan Professional)

#### Ex-Officio Members:

- Andrew Thick Senior Vice President, Kaplan International Pathways (Chair and Statutory Director)
- Linda Cowan, Managing Director, Kaplan International Pathways (UK Pathways) (Statutory Director)
- Kirsten Tedder, Finance Director, Kaplan International Pathways (UK and US Pathways)
- Clare Rawlins, Vice President, Marketing and Recruitment (UK and US Pathways)
- Rachael Convery, General Counsel, Kaplan International
- Sue Edwards, Director of Compliance and Accreditation, Kaplan International and Designated Safeguarding Lead for UK Pathways

*Other members of UK Pathways SMT or wider within the business may attend meetings if confirmed by the Chair or Managing Director of UK Pathways. The Chairs of UK Pathways College Executive Management Board (CEMB) and Academic Planning & Quality Management (APQC) will be expected to attend certain meetings during the year to report on items to the Governing Body.*

### **4. Meetings**

The Governing Body shall meet quarterly.

- All agenda items must normally be submitted to the Secretary at least seven working days prior to the next meeting.
- The agenda and supporting documentation will be circulated to members at least three working days prior to the next scheduled meeting.
- The Managing Director or Chair may call a special meeting of the Governing Body to consider important and urgent items of business.
- Members of Governing Body will receive notification of a special meeting at least 3 working days prior to the appointed date of the meeting.

### **5. Quorum**

For Governing Body meetings to be quorate at least 4 members including the Managing Director must be present.

### **6. Review of Terms of Reference**

Terms of Reference are reviewed annually (normally at the first meeting of the calendar year) to ensure they remain consistent with the objectives of Kaplan International Pathways, the responsibilities for the Governing Body and the requirements of regulatory bodies.

*Dated - February 2022*