

**Governing Body for UK Pathways**  
**TERMS OF REFERENCE (reviewed in March 2026)**

**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 (this includes Kaplan International Colleges UK Limited and legal companies operating or supporting any of the Kaplan Pathways colleges and residences in the UK). 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. Ensure student welfare is effectively managed and monitored across UK Pathways, including systems for reporting and learning from any incidents and/or trend information
- i. 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
- j. 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
- k. 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

- I. 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:

- Peter Curran (Independent)
- Jenny Pelling, Director of Apprenticeship Development and Diversity, Kaplan Professional
- Vacancy (to be filled in 2026 or 2027)

#### Ex-Officio Members:

- Andrew Thick, Senior Vice President, Kaplan International (Chair and Statutory Director)
- Linda Cowan, SVP and Managing Director, Kaplan International Pathways (UK Pathways) (Statutory Director)
- Kirsten Tedder, CFO, Kaplan International Pathways (UK and NA Partnerships) and Kaplan Open Learning
- Clare Rawlins, SVP Student Recruitment, Marketing and Partnerships (UK and NA Partnerships)
- Rachael Convery, General Counsel, Kaplan International
- Sue Edwards, Senior 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, with an additional meeting also taking place annually for statutory accounts approval.

- All agenda items must normally be submitted to the Secretary at least 7 working days prior to the next meeting.
- The agenda and supporting documentation will be circulated to members at least 4 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 the Governing Body will receive notification of a special meeting at least 4 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 and two non-executives must be present (or one non-executive if any of the non-executive positions are vacant).

## **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 – 26/01/2026*