



## **Governance Framework**

## Document Control

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## Related Policies and Documents

- Academic Board Terms of Reference
- Governing Council Terms of Reference
- Freedom of Speech and Academic Freedom Policy (E1E2.5)
- Risk Management Policy (E1E2.10)
- Complaints Handling Policy (C1.4)
- Information Disclosure Policy (C1.1)
- Value for Money Policy (E1E2.12)
- OfS Public Interest Governance Principles
- Committee of University Chairs (CUC) Remuneration Code

## Version History

Version	Date	Summary of Changes	Approved by
1.0	<b>01/08/2024</b>	<b>Original Governance Document</b>	<b>Academic Board</b>
2.0	<b>16/09/2025</b>	<b>Rewritten for full alignment with OfS E1 and E2</b>	<b>Governing Council</b>



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## **Governance and Management Framework**

### **Section 1: Policy Summary**

1. This Governance and Management Framework defines the structures, principles, and processes through which Mortha Halls of Ivy (MHI) ensures effective institutional governance and management. It establishes a clear separation between governance and operational leadership, embeds public interest governance principles, and ensures compliance with Conditions **E1** and **E2** of the Office for Students (OfS) Regulatory Framework.
2. The Framework sets out:
  - The constitutional structure of MHI, including its Governing Council, Academic Board, and Management Council.
  - The roles, responsibilities, and authority of each governance body and officer.
  - When academic freedom, freedom of speech, and value for money are protected and promoted.
  - Mechanisms for transparency, oversight, and continuous improvement.
3. MHI is committed to operating in accordance with the OfS Public Interest Governance Principles, as well as with relevant sector guidance such as the Committee of University Chairs (CUC) Remuneration Code and the IHE Principles of Good Governance.
4. This document applies to all higher education activities undertaken by or on behalf of MHI, including validated programmes, collaborative arrangements, and all teaching sites. It is supported by detailed terms of reference, policies, and codes of practice.

## Section 2. About This Framework

5. The Governance and Management Framework serves as the central reference point for understanding how Mortha Halls of Ivy (MHI) is governed and managed. It outlines the principles and operational arrangements that ensure decisions are made transparently, responsibly, and in the best interests of students, staff, and other stakeholders.
6. This Framework is designed to:
  - Define and distinguish the roles of governance, executive leadership, and academic oversight.
  - Support the effective discharge of MHI's responsibilities under Conditions **E1** (Public Interest Governance) and **E2** (Management and Governance) of the OfS Regulatory Framework.
  - Ensure that institutional governance is aligned with the OfS Public Interest Governance Principles and supports lawful academic freedom and freedom of speech.
  - Provide a consistent basis for internal accountability and external assurance.
7. This document forms part of the College's wider governance system and should be read in conjunction with:
  - Terms of reference for key bodies.
  - Delegation frameworks and role descriptions.
  - Relevant compliance, risk, and quality assurance policies.
8. The Framework is reviewed annually by the Governing Council and is subject to external review as part of the College's regulatory and quality assurance obligations.

### Section 3. Scope and Application

9. This Governance and Management Framework applies to:
  - All strategic, academic, and operational functions undertaken by or on behalf of Mortha Halls of Ivy (MHI);
  - All levels of provision, modes of delivery, and institutional partnerships.
  - All members of MHI's governing bodies, academic leadership, management teams, and committees.
  - All locations where MHI delivers or supports higher education, including online provision and validated programmes.
10. It provides the structural foundation for decision-making, oversight, and assurance within MHI and defines the relationship between the Governing Council, Management Council, and Academic Board. The Framework applies across all higher education activities, whether directly delivered or undertaken through collaborative arrangements.
11. This document also governs the processes by which MHI ensures compliance with the OfS Conditions of Registration, particularly:
  - Condition E1: Upholding the Public Interest Governance Principles.
  - Condition E2: Maintaining effective management and governance arrangements.
  - Relevant cross-conditions (e.g. C1: Transparency, C3: Student Protection, D: Financial Viability).

## Section 4. Definitions

12. To ensure clarity and consistent interpretation, the following definitions apply throughout this Framework:

- **Governance:**  
The structures, principles, and processes through which MHI exercises strategic oversight, accountability, and assurance, independent of day-to-day management.
- **Management:**  
The operational leadership and administrative functions responsible for implementing strategy, managing risk, ensuring compliance, and delivering services.
- **Governing Council:**  
The highest decision-making body within MHI, responsible for institutional strategy, regulatory compliance, financial oversight, and academic accountability.
- **Academic Board:**  
The body responsible for academic standards, quality assurance, and the safeguarding of academic freedom.
- **Management Council:**  
The executive leadership team responsible for implementing the strategic and operational direction set by the Governing Council.
- **Public Interest Governance Principles:**  
A set of 13 principles defined by the OfS, which all registered providers must reflect in their governance arrangements. These include values such as academic freedom, integrity, transparency, and accountability.
- **Freedom of Speech and Academic Freedom:**  
The legal right of staff, students, and visiting speakers to express lawful views, including those that are unpopular or controversial, without institutional censure or disadvantage, subject to applicable legal constraints.



## Part 1: Legal and Regulatory Compliance Framework

### Section 5: Regulatory Context and Principles

13. Mortha Halls of Ivy (MHI) operates within a regulatory environment defined by the Office for Students (OfS) and other relevant statutory and professional bodies. This Governance and Management Framework ensures that the institution's leadership, structures, and practices comply with the following key requirements:

- **Condition E1 – Public Interest Governance:**

MHI's governance arrangements are designed to uphold and reflect the 13 Public Interest Governance Principles as defined by the OfS. These include academic freedom, student interest, transparency, accountability, and ethical behaviour.

- **Condition E2 – Management and Governance:**

MHI maintains robust, fit-for-purpose arrangements for leadership, decision-making, and oversight. Responsibilities are clearly defined and consistently applied across governing and academic structures.

- **Condition C1 – Transparency:**

Governance structures support timely and accessible publication of key information, including governance decisions, meeting summaries, and student-facing policies.

- **Condition C3 – Student Protection:**

The governance system ensures that student interests are protected in the event of academic or institutional disruption, with appropriate risk planning, communication, and oversight.

- **Condition D – Financial Viability and Sustainability:**

Governance and financial oversight are aligned through shared responsibility between the Governing Council and the Management Council.

14. In addition to meeting the conditions of registration, MHI's governance framework is informed by the following sector guidance:

- The Higher Education and Research Act (2017)
- OfS Regulatory Advice and Guidance Notes (especially E1/E2 and freedom of speech)
- The Committee of University Chairs (CUC) Higher Education Remuneration Code
- The Independent HE Principles of Good Governance
- The Nolan Principles of Public Life

15. These regulatory and advisory frameworks underpin all elements of governance practice at MHI, from committee structure to record keeping and institutional transparency.

## Section 6. Academic Freedom and Freedom of Speech

16. Mortha Halls of Ivy (MHI) is committed to upholding the rights of staff, students, and visiting speakers to exercise lawful freedom of speech and academic freedom. These rights are protected by law and are central to the OfS **Public Interest Governance Principles**, as well as the ethos of an independent academic institution.

### Public Commitment

17. MHI affirms the principle that:

*"Academic staff at an English higher education provider have freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions without placing themselves in jeopardy of losing their jobs or privileges they may have."*

**(OfS Public Interest Governance Principle 1)**

18. MHI also supports the right of students and guest speakers to express lawful opinions and engage in open academic debate, even where views may be challenging, unpopular, or controversial.

### Policy and Oversight

19. The institution has adopted a formal Freedom of Speech and Academic Freedom Policy (E1E2.5), which:

- Sets out how lawful speech is assessed and protected.
- Establishes a clear decision-making framework for external speakers.
- Defines the boundaries of unacceptable speech in line with legal standards.
- Aligns institutional procedures with OfS guidance.

20. The Academic Board holds oversight of academic freedom in learning and teaching. The Governing Council is responsible for institutional compliance with regulatory and legal duties on freedom of speech.

### Decision-Making and Governance Recording

21. All decisions affecting freedom of speech, such as the approval, restriction, or cancellation of events or speakers, are:

- Assessed against legal and institutional thresholds.
- Formally recorded.

- Reported to the Governing Council with documented rationale where the effect may be significant, referencing the OfS three-step framework. It will publish a summary in the annual Governance Report. This ensures transparency, accountability, and consistency in decision-making.

### **Embedding a Culture of Protection and Debate**

22. The principles of academic freedom and freedom of speech are reflected across institutional life, including:

- Staff and student codes of conduct.
- Prevent Duty and Harassment Policies.
- Teaching design and assessment practices.
- Staff induction and training.

23. Staff who make decisions related to speech (e.g. programme leaders, student services, safeguarding staff) receive appropriate guidance and training to ensure lawful speech is protected and decisions are consistent, proportionate, and fair.



## **Section 7. Transparency, Accountability, and Value for Money**

24. Mortha Halls of Ivy (MHI) is committed to transparent decision-making and to demonstrating clear value for money in all aspects of its governance and institutional operations. These commitments are central to public confidence, student trust, and compliance with Conditions E1, E2, and C1 of the OfS Regulatory Framework.

### **Transparency in Governance Processes**

25. MHI ensures that governance decisions are made openly and documented appropriately. While some internal deliberations may remain confidential to protect personal data or commercial sensitivities, MHI publishes:

- Summaries of Governing Council decisions.
- Reports of key policy approvals and strategic reviews.
- Annual reports on institutional performance and student experience.

26. These documents are made available to students via the MHI Student Portal and to the public via the institutional website. The Governance Lead and Governance Secretary are responsible for ensuring that records are maintained and disclosures are made in line with the Information Disclosure Policy (C1.1).

27. Mortha Halls of Ivy ensures transparency by publishing Governing Council agendas, approved minutes (with redactions only where legally necessary), and annual reports on its website. Summaries of governance decisions are also shared through the Student Portal, allowing students and the wider public to understand how decisions are made and monitored.

### **Publication of Policies and Governance Documents**

28. All governance-related policies — including those on academic freedom, complaints, and risk management — are published online and are accessible to current and prospective students. Accessibility formats are available upon request to ensure compliance with consumer protection law and equality legislation.

### **Value for Money**

29. MHI defines value for money as delivering a high-quality academic and student experience in return for the financial and time investment made by students and public funders. This includes:



- Ensuring that tuition fees are aligned with resource investment and educational outcomes.
  - Publishing clear information on the use of financial resources.
  - Monitoring and reporting on student satisfaction, progression, and outcomes.
30. Each year, Mortha Halls of Ivy publishes a Value for Money Statement which explains how tuition fees and funding are invested to support teaching quality, student support services, and institutional sustainability. The Governing Council is committed to applying the Committee of University Chairs' Higher Education Senior Staff Remuneration Code. Senior pay decisions are guided by fairness, proportionality, and transparency, and are published annually in the Governance Report.

### **Remuneration Practices**

31. While MHI has not formally adopted the Committee of University Chairs (CUC) Higher Education Senior Staff Remuneration Code, it is guided by its principles. The Governing Council ensures that remuneration for senior staff is:
- Fair and proportionate to responsibilities.
  - Aligned with performance and sector norms.
  - Transparent and subject to oversight.
32. All decisions regarding senior remuneration are recorded by the Marketing and Finance Panel and reviewed annually by the Governing Council.

## Part 2: Operational Governance Structures

### Section 8. Governance Structure and Decision-Making Model

33. Mortha Halls of Ivy (MHI) operates a structured governance model that distinguishes clearly between:

- Strategic oversight and accountability (governance).
- Academic leadership and standards assurance (academic governance).
- Operational management and implementation (executive leadership).

34. This three-tier model is designed to ensure that no single group holds unchecked power, and that decisions affecting the institution and its students are subject to independent oversight and specialist scrutiny.

### Governing Bodies and Principal Committees

35. MHI's governance and decision-making framework includes the following principal bodies:

Body	Function
<b>Governing Council</b>	Provides strategic direction, institutional oversight, and regulatory compliance assurance. Responsible for risk, finance, academic performance, and student interest.
<b>Academic Board</b>	Maintains academic standards, quality assurance, and academic freedom. Advises the Governing Council on academic matters.
<b>Management Council</b>	Leads operational delivery and implements strategy. Includes executive roles responsible for academic, financial, and student-facing areas.

36. Each of these bodies is supported by sub-committees or panels with delegated responsibilities, such as:

- Quality and Compliance Panel
- Marketing and Finance Panel
- Student Experience and Engagement Panel
- Programme Approval Panel
- Safeguarding and Prevent Committee

37. Detailed terms of reference for each body are provided in companion documents.

### Delegation and Reporting

- The **Governing Council** is the ultimate authority and receives reports from all subcommittees and executive functions.
- The **Academic Board** is accountable to the Governing Council and may initiate academic policy subject to Council approval.



- The **Management Council** reports to the Governing Council through the Principal/Chief Executive and is accountable for implementing approved strategy and managing institutional operations.
38. This framework ensures clear lines of accountability and a culture of evidence-based decision-making.



## **Section 9. Roles and Responsibilities of Governance Members and Officers**

39. Effective governance at Mortha Halls of Ivy (MHI) relies on a clear understanding of the roles, responsibilities, and conduct expected of members of the Governing Council, Academic Board, and senior leadership team. These roles are defined in alignment with the **OfS Public Interest Governance Principles**, sector best practice, and the Nolan Principles of Public Life.

### **Chair of the Governing Council**

- Provides strategic leadership and ensures the effective operation of the Council.
- Promotes a culture of openness, challenge, and constructive debate.
- Represents the Governing Council externally and safeguards the independence of governance from management.

### **Principal / Chief Executive**

- Acts as the Accountable Officer under OfS registration requirements.
- Leads the institution in implementing its strategy, policies, and business plan.
- Ensures compliance with regulatory obligations and effective operational management.

### **Governance Lead and Governance Secretary**

- Maintains records of meetings, decisions, and policies.
- Ensures that governance operations are transparent and compliant with internal and external expectations.
- Advice on governance best practice and the application of regulatory principles.

### **Members of the Governing Council**

- Act in the collective interest of the institution and its students.
- Provide independent oversight and challenge.
- Uphold MHI's mission, values, and regulatory obligations.

### **Academic Board Chair**

- Oversees the development and quality assurance of academic provision.
- Ensures academic freedom is protected and embedded across the institution.
- Reports to the Governing Council on academic performance and quality risk.

### **Student Governors and Representatives**

- Contribute the student perspective to governance deliberations;
- Support institutional development and feedback processes;
- Uphold the Student Charter and engage actively in quality enhancement.





### **External Members**

- Bring independent and sectoral expertise to governance discussions;
  - Support ethical and compliant decision-making;
  - Contribute to performance evaluation and institutional benchmarking.
40. All officers and members are expected to sign a declaration of interest annually and complete governance induction and refresher training.

## Section 10. Committees and Sub-Committees

41. The effectiveness of governance at Mortha Halls of Ivy (MHI) depends on well-structured and well-supported committees that carry out delegated responsibilities with clarity, independence, and transparency. Each committee operates within defined **terms of reference**, which set out its remit, reporting lines, and membership composition.

42. The following are the key standing committees and sub-committees that support the work of the Governing Council, Academic Board, and Management Council.

### Governing Council Sub-Committees

- **Marketing and Finance Panel**  
Oversees financial sustainability, resource allocation, tuition fees, marketing, and communications strategy. Reviews and approves the annual budget and ensures value for money.
- **Quality and Compliance Panel**  
Monitors regulatory compliance across OfS Conditions, including consumer law, access, safeguarding, and equality. Receives assurance from internal audits and policy reviews.
- **Safeguarding and Prevent Committee**  
Ensures legal compliance with safeguarding, child protection, and Prevent duties. Oversees training, referrals, and coordination with external agencies.

### Academic Board Sub-Committees

- **Programme Approval Panel**  
Reviews and recommends approval of new programme proposals and significant modifications. Assesses alignment with academic standards and strategic priorities.
- **Learning, Teaching and Assessment Committee**  
Leads on curriculum development, teaching innovation, assessment policies, and academic staff development. Monitors student outcomes and feedback.
- **Academic Appeals and Misconduct Panel**  
Reviews student academic appeals, allegations of plagiarism, and other academic integrity matters. Ensures procedural fairness and institutional learning.

### Joint or Cross-Council Committees

- **Student Experience and Engagement Panel**  
Includes representation from students, academics, and managers. Advises on pastoral care, student voice, retention strategies, and community engagement.
- **Risk Management Group**  
Co-chaired by the Governance Lead and Principal. Identifies, evaluates, and reports institutional risks. Provides assurance to the Governing Council and Management Council.



43. Each committee provides formal minutes and a summary report to its parent body. Committee chairs are responsible for ensuring that recommendations are implemented and follow-up actions are monitored.

## **Section 11. Reporting, Record Keeping, and Decision Monitoring**

44. Mortha Halls of Ivy (MHI) ensures that all governance and management decisions are properly recorded, monitored, and reviewed. This supports regulatory compliance, transparency, and institutional learning.

### **Meeting Records and Minutes**

45. Each governance body and committee is responsible for maintaining accurate minutes of all formal meetings. These minutes record:

- Attendance and apologies.
- Key discussion points and decisions taken.
- Actions agreed and responsible officers.
- Any dissenting views or matters held over for further consideration.

46. Draft minutes are reviewed and confirmed at the next meeting and retained in accordance with MHI's Information Disclosure Policy and data retention schedules.

### **Decision Monitoring and Implementation**

47. The Governance Secretary works with committee chairs to track the implementation of decisions, recommendations, and follow-up actions. A Governance Action Tracker is maintained for all bodies, enabling consistent monitoring and reporting.

48. Progress against agreed actions is reviewed:

- Termly by the Governing Council.
- Monthly by the Management Council.
- Annually by external auditors and/or internal governance reviews.

### **Transparency and Public Access**

49. Summaries of key decisions made by the Governing Council and its committees are published annually in a Governance Summary Report, available on the MHI website. These summaries aim to provide students, staff, and stakeholders with insight into how institutional decisions are made and monitored.

50. Requests for further information are managed under the Information Disclosure Policy and must be submitted in writing to the Governance Office.

### **Link to Institutional Planning and Risk Management**

51. Governance records inform:

- Institutional risk reviews.
- Annual business planning.
- Policy effectiveness evaluations.
- Student feedback and enhancement strategies.



52. This approach ensures that governance is not only compliant, but evidence-informed and responsive.

## **Part 3: Review, Evaluation, and Continuous Improvement**

### **Section 12. Annual Review and Governance Self-Evaluation**

53. To ensure continued alignment with the OfS Regulatory Framework and good sector practice, Mortha Halls of Ivy (MHI) conducts an annual review of its governance arrangements. This process evaluates:

- Compliance with Conditions **E1** and **E2**;
- Adherence to the **Public Interest Governance Principles**;
- The effectiveness of governance structures, processes, and member engagement;
- Oversight of academic freedom, value for money, and institutional risk.

54. The review is led by the Governance Lead and overseen by the **Governing Council**. It may include internal self-assessment tools, independent reviews, stakeholder surveys, and benchmarking against sector standards (e.g. CUC guidance).

55. A report summarising the findings, recommendations, and any required improvements is presented to the Governing Council and published as part of the annual **Governance Summary Report**.

### **Section 13. External Assurance and Regulatory Monitoring**

56. The effectiveness of MHI's governance arrangements is also subject to:

- Annual monitoring by the **Office for Students** and other external regulators;
- Feedback from awarding bodies and validation partners;
- Reports from auditors and professional reviewers;
- Student and staff feedback collected through structured engagement routes.

57. MHI welcomes and responds to external feedback and uses it as an opportunity to strengthen governance performance and institutional resilience.

### **Section 14. Ongoing Development and Capacity Building**

58. MHI is committed to building governance capacity through:

- Induction and training for new members of the Governing Council and Academic Board;
- Annual development workshops on regulatory expectations and good governance;
- Governance newsletters and briefings on emerging issues and case law;
- Succession planning and diversity initiatives to ensure inclusive, effective governance.

59. All governance members are required to participate in reflective evaluation and development planning at least once per year.