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1. Introduction

1.1 This document outlines the way in which MetFilm School governs itself. The governance structure has been developed in order that the School can assure itself and its stakeholders that students interests are protected and safeguarded, that we are constantly reflecting and ourselves, and that we are compliant with the relevant Codes of Governance we adopt. The governance principles are based on the Committee of University Chairs' (CUC) Higher Education Code of Governance and informed by The Institute of Directors' (IOD) 'Corporate Governance Guidelines and Principles for Unlisted Companies'; and the imperative of interfacing successfully with the then Higher Education Funding Council for England's 'Operating Framework', now implemented through the Office for Students. The Office for Students regulatory framework can be accessed [here](#).

The document has four sections:

1.2 Introduction, Governance Structure and Academic Calendar

1.2.1 this introduction is followed by a diagrammatic representation of the governance structure and a schematic of the Academic Calendar showing the flow of meetings through the year.

1.3 Governance Framework and Code of Governance

1.3.1 this section explains the governance framework and its origins; its core principles; and the code of governance we expect the organisation and its officers to follow.

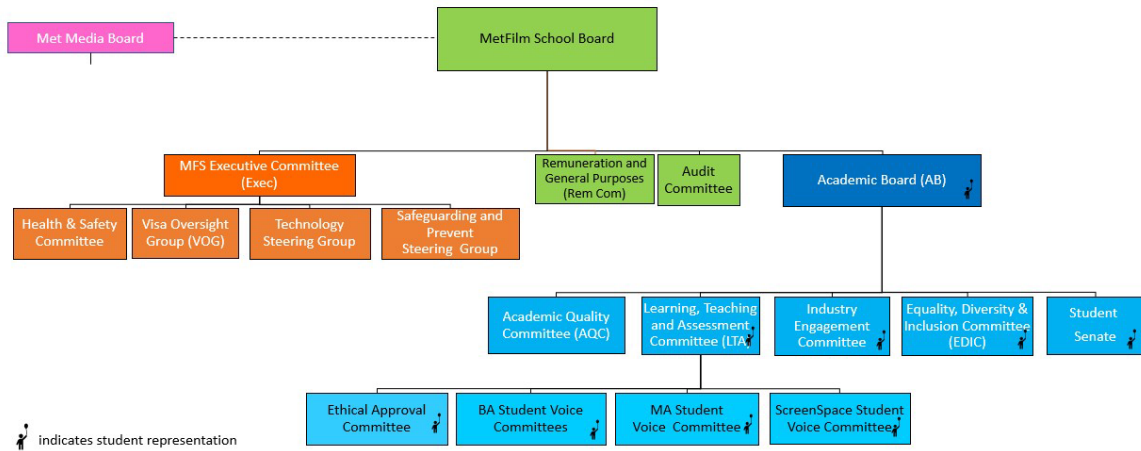
1.4 Committee Structure

1.4.1 these sections list each board and committee, its terms of reference, membership and other terms.

1.5 Scheme of Delegation

1.5.1 this scheme of delegation seeks to record where authority rests within the School for particular types of decisions made in the name of or on behalf of the School.

2. Governance Structure Diagram



3. Academic Calendar

3.1 The following schematic representation of the academic year shows the approximate positioning of key meetings in the year. It will be coded into the school calendar annually. This schematic is intended for indicative understanding only.

Quarter	Month	Board	Exec	Academic	
Q1	October		MetFilm School Executive (MFS Exec)		
				Student Voice Committees	
				Academic Quality Committee (AQC) Learning, Teaching and Assessment Committee (LTA) Industry Engagement Committee (IEC) EDI Committee (EDIC) Student Senate	
	November			Met Media Executive (Met Media Exec)	
					Academic Board
December		Board	MFS Exec		
Q2	January	Audit	MFS Exec	Student Voice Committees	
				AQC – LTA – IEC – Senate	
	February		Met Media Exec		

	March			Academic Board
		Board	MFS Exec	
Q3	April		MFS Exec	Student Voice Committees
				AQC – LTA – IEC – Senate - EDIC
	May		Met Media Exec	Academic Board
	June	Board	MFS Exec	
Q4	July		MFS Exec	Student Voice Committees
				AQC – LTA – IEC – Senate - EDIC
	August	Audit	Met Media Exec	Academic Board
	September	Board	MFS Exec	

Note: Quarterly board meetings denote both MFS and Met Media board meetings.

4. Governance Framework and Code of Governance

4.1 Introduction

- 4.1.1 MetFilm School Ltd (MFS) is an independent provider of Higher Education and training courses and is a wholly owned subsidiary of Met Film Ltd. (**MFL**, also termed the '**MFS Controlling Shareholder**'), in turn a wholly owned subsidiary of Met Media Ltd (Met Media, together with its subsidiary entities, the Met Group). Hitherto, the governance arrangements for these entities have been coterminous. The existing governance committee structure referenced herein existed for all Met Group entities and reported into MFL and the Met Media Board of Directors (Met Media Board). MFS' application for registration with the Office for Students (OfS) occasioned the clarification of its status as the entity applying for registration with OfS; hence the presentation of this Governance Framework and Code of Conduct (the MFS Code) herein. All Met Film Group governance committees continue to (i) report to the Met Media Board in respect of matters related to non-accredited courses; and (ii) report separately into MFS in respect of matters relating to accredited courses and continuing efforts made to separate governance structures where appropriate.
- 4.1.2 The Committees and governance matters for which MFS has oversight shall be the sole focus of this MFS Code.
- 4.1.3 MFS aspires to be an exemplar of good governance in the Higher Education (**HE**) Sector. The Government, specifically through the Office for Students (**OfS**), sets the regulatory framework within which all HE providers, whether private or public, operate. They do this to safeguard the interests of students and ensure effective use of public funds.
- 4.1.4 As a private company, MFS has statutory obligations that do not apply to the governing bodies of more traditional HE providers. In consequence, and in order to safeguard the interests of a range of stakeholders including students and the taxpayer, an appropriate set of governance principles has been adopted by MFS, enshrined in this MFS Code. Such governance principles are based on the Committee of University Chairs' (**CUC**) Higher Education Code of Governance and informed by: The Institute of Directors' (**IOD**) 'Corporate Governance Guidelines and Principles for Unlisted Companies'; and The imperative of interfacing successfully with the then Higher Education Funding Council for England's 'Operating Framework', now implemented through OfS.
- 4.1.5 Thus, MFS's approach to governance is designed to integrate the statutory requirements placed on boards of limited companies with regulatory requirements established by government through its agencies. To achieve this, it has adopted this MFS Code. Importantly, where any discrepancies, actual or perceived, arise between governance obligations and practice under the Companies Act 2006 (as amended from time to time), compared with the expectations and guidance of the OfS or other related regulatory bodies, then MFS adopts the principle of 'comply or explain'.

4.2 The Governance Framework

- 4.2.1 MFS currently operates within a framework whereby the governance of the institution is implemented in the form of a network of relevant executive and deliberative functions. The MFS Board of Directors (**the MFS Board**) has established

Committees in the form of the Academic Board, Executive Committee, Audit Committee and Remuneration and General Purposes Committee. See section 5 for further detail of the form and composition of the Board.

- 4.2.2 MFS is wholly-owned by MFL (**MFS Controlling Shareholder**), itself a wholly-owned subsidiary of Met Media. The overall framework for MFS corporate governance, including the role of the MFS Board (also referred to as the 'MFS Governing Body'), is approved by the MFS Controlling Shareholder and referenced in its Articles of Association. This document specifies those matters that are reserved for the MFS Controlling Shareholder, including, without limitation, the appointment and removal of directors; the granting of Directors' general authority; and the approval of all matters reserved for voting at a general meeting.
- 4.2.3 The MFS Board, as the MFS Governing Body, is unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit and providing overall leadership of the institution. The primary responsibilities of the MFS Board are expressed in a 'Statement of Primary Responsibilities' in [section 5 below](#).
- 4.2.4 The MFS Board has a committee structure in order to help conduct its business including an Audit Committee and a Remuneration and General Purposes Committee. MFS Board committees are expected to prepare annual reports covering their activities and outcomes for the attention of the MFS Board.

4.3 The Core Principles underpinning the MFS Code of Governance

- 4.4 In order to support the implementation of effective and appropriate governance through the institutional framework as described, MFS recognises the value of a clear set of principles that reflect the culture and values of the organisation and underpin the MFS Code. Good governance requires more than the development of processes, since it is built on strong relationships, honest dialogue and mutual respect.
- 4.5 MFS also recognises its responsibility for provision of high-quality higher education which commands public confidence and protects the reputation of the UK system.
- 4.6 In establishing these principles, MFS has built on the '**Nolan Principles of Public Life**', which provide an ethical framework for the personal behaviour of directors. These are: **Selflessness; Integrity; Objectivity; Accountability; Openness; Honesty; and Leadership.**
- 4.7 Given the nature of HE, this MFS Code is also based on the expectation that alongside specific measures of the MFS Code, the MFS Board commits to:
- 4.7.1 Autonomy as the best guarantee of quality and international reputation;
 - 4.7.2 Academic freedom in scholarship and teaching;
 - 4.7.3 Protecting the collective student interest;
 - 4.7.4 The publication of accurate and transparent information that is publicly accessible;
 - 4.7.5 A recognition that accountability for funding derived directly from stakeholders requires HE providers to be clear that they are in a contract with stakeholders who pay for their service and expect clarity about what is delivered;

- 4.7.6 The achievement of equality of opportunity and diversity throughout the institution;
- 4.7.7 The principle that HE should be available to all those who are able to benefit from it;
- 4.7.8 Full and transparent accountability for public funding.

4.8 Additionally, and in recognition of the public interest governance principles which are applicable to all registered HE providers, the MFS Board commits to the following:

- **Academic Freedom:** Academic staff 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 with the provider;
- **Accountability:** The provider operates openly, honestly, accountably and with integrity and demonstrates the values appropriate to be recognised as an English HE provider;
- **Student Engagement:** The MFS Board ensures that all students have opportunities to engage with the governance of the provider, which allows for a range of perspectives to have influence;
- **Academic Governance:** The MFS Board receives and tests assurance that academic governance is adequate and effective through explicit protocols with the Academic Board;
- **Risk Management:** The provider operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the provider's operations, and its ability to continue to comply with all its conditions of registration;
- **Value for Money:** The MFS Board ensures that there are adequate and effective arrangements in place to provide transparency about value for money for all its students, stakeholders and taxpayers;
- **Freedom of Speech:** The MFS Board takes such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the provider;
- **MFS Governing Body (Board):** The size, composition, diversity, skills mix, and terms of office of the MFS Board is appropriate for the nature, scale and complexity of the provider;
- **Fit and Proper:** Members of the MFS Board, those with senior management responsibilities, and individuals exercising control or significant influence over the provider, are fit and proper persons;
- **Equality and Diversity:** The MFS Board takes such steps as reasonably practicable to ensure that there is equal opportunity for all regardless of gender, age, race, disability, marital or civil partnership status, pregnancy, maternity & paternity, gender reassignment, religion or belief or sexual orientation.

4.4. The Code of Governance

4.4.1 Building on the governance framework and the core underlying principles of governance, the MFS Code has been crafted to ensure adherence to a clear and comprehensive approach to good governance that protects and enhances the interests of a range of stakeholders. This MFS Code adopts the six primary elements of higher education governance as articulated in the [Higher Education Code of Governance created by the Committee of University Chairs \(the 'CUC'\)](#), as follows:

- **Accountability**

- **Sustainability**
- **Reputation**
- **Equality, inclusivity and diversity**
- **Effectiveness**
- **Engagement**

4.4.2 **Accountability.** The MFS Board is collectively responsible and accountable for institutional activities, approving all final decisions on matters of fundamental concern within its remit.

4.4.2.1 The MFS Board has a responsibility for all decisions that might have significant reputational or financial implications (including significant partnerships or collaborations). It therefore must seek assurance that the institution meets all legal and regulatory requirements imposed on it as a corporate body, including through instruments of governance such as statutes, ordinances and articles. **(1.1)** *(here and below numbers give reference to CUC HE Code sections)*

4.4.2.2 MFS is constituted as a private company limited by shares, and as such MFS Board members are the company's directors and the primary legislation is the requirements of the Companies Act 2006 (as amended from time to time). **(1.2 and 1.4)**

4.4.2.3 MFS Board members are required to discharge their duties in line with the accepted standards of behaviour in public life, ultimately accepting individual and collective responsibility for the affairs of the institution. **(1.5 and 1.4)**

4.4.2.4 The MFS Board must receive assurance that the institution is meeting the conditions of funding as set by regulatory and funding bodies and other major institutional funders which include the requirements of the financial memoranda. These include the need to: use public funds for proper purposes and achieve good value for money; have a sound system of risk management, financial control and governance; ensure the use of regular, reliable, timely and adequate information to monitor performance and track the use of public funds; and safeguard institutional sustainability. **(1.1, 1.5 and 1.3)**

4.4.2.5 The MFS Board must periodically review the delegated authority of the accountable officer the Chief Executive Officer (Accountable Officer) and inform its funding body of any 'material adverse' change in its circumstances and any serious incident which, in the judgement of the accountable officer and the Board, could have a substantial impact on the interests of the institution. **(1.6)**

4.4.2.6 Operational financial control is exercised by officers of the institution under delegation from the MFS Board, and responsibility for financial management and advising on financial matters is generally delegated to the Director of Finance (or equivalent). That individual must have access to the Director and The Chief Executive Officer (Accountable Officer) of the institution whenever he/she deems it appropriate. **(1.6)**

4.4.3 **Sustainability.** Working with the Executive, the MFS Board sets the mission, strategic direction, overall aims and values of the institution. In ensuring the sustainability of the institution the Board actively seeks and receives assurance that delivery of the strategic plan is in line with legislative and regulatory requirements, institutional values, policies and procedures, and that there are effective systems of control and risk management in place.

4.4.3.1 The MFS Board is responsible for the mission, character and reputation of MFS at a strategic level, and members must be adequately informed in order to carry out this key responsibility. They can expect the Director and Chief Executive Officer

(Accountable Officer) of the institution to help them by providing strategic advice and guidance on the mission and strategic development of the institution. **(2.1)**

- 4.4.3.2 The strategic plan plays a crucial role in ensuring the successful performance of MFS, and the Board demonstrates its commitment to and support for the plan by formally approving or endorsing it. Aligned to this, it must ensure there is an appropriate financial strategy and be responsible, without delegation, for the approval of the annual budget. **(2.2)**
- 4.4.3.3 It must rigorously assess all aspects of MFS' sustainability, in the broadest sense, using an appropriate range of mechanisms which include relevant key performance indicators (KPIs) not just for the financial sustainability of the institution but also for its impact on the environment. **(2.2)**
- 4.4.3.4 In ensuring sustainability, the MFS Board must be able to explain the processes and the types of evidence used and provide any assurances required by funders. Where such assessments indicate serious issues, which could affect future sustainability, the MFS Board must undertake appropriate remedial action. **(2.2)**

Regulatory requirements (2.2 - 2.6)

- 4.4.3.5 The MFS Board must receive assurance that the institution is meeting the conditions of funding as set by regulatory and funding bodies and other major institutional funders which include the requirements of the financial memoranda. These include the need to: use public funds for proper purposes and achieve good value for money; have a sound system of risk management, financial control and governance; ensure the use of regular, reliable, timely and adequate information to monitor performance and track the use of public funds; and safeguard institutional sustainability.
- 4.4.3.6 Requirements of governing bodies as stipulated by the funding bodies relating to audit include: appointing the Audit Committee; considering and, where necessary, acting on the annual report from the Audit Committee; appointing the external auditors; considering the annual report of the Audit Committee.
- 4.4.3.7 Data submitted for funding purposes on behalf of the MFS Board must comply with directions published by the respective funding body and includes: annual accountability returns; any data requested by the Designated Data Body and other information the regulator may reasonably request to understand the institution's risk status.

Day-to-day operations (2.3 & 2.4)

- 4.4.3.8 The Board must get assurance that there are effective arrangements in place for the management and quality assurance of data. To do so the Board can also seek assurance from the Audit Committee about data quality.

Audit (2.11 & 12)

- 4.4.3.9 The Audit Committee must be a small, well-informed authoritative body which has the expertise and the time to examine risk management control and governance under delegation from the Board. It does not confine itself to financial matters, and its role extends to all areas of institutional activity. While responsibility for devising, developing and maintaining control systems lies with the Executive Committee, internal audit analysis provides independent assurance to the Board which should have an approved annual audit plan (it can delegate to its Audit Committee the power to agree the plan on its behalf).

4.4.3.10 The Audit Committee is composed of a relevant mix of independent and executive members ¹ (who may also be drawn from outside the Board) and produces an annual report for the Governing Body, including: its opinion on the adequacy and effectiveness of the institution's risk management, control and governance arrangements; processes for promoting value for money (VFM) through economy, efficiency and effectiveness; and (in institutions receiving funding body support) the management and quality assurance of data. (see also 4.24.6)

Remuneration (2.9 & 2.10)

4.4.3.11 The proper remuneration of all staff, especially the Chief Executive Officer, the Director of MFS and relevant senior team members, is an important part of ensuring institutional sustainability and protecting the reputation of the institution. Accordingly, the Board has established a Remuneration and General Purposes Committee to consider and determine, as a minimum, the emoluments of the Chief Executive Officer (Accountable Officer), Director of MFS and other senior staff as prescribed in constitutional documents or by the Board.

4.4.3.12 The Remuneration and General Purposes Committee comprises a majority of independent members (who, as with audit, may also be drawn from outside the Board) and have appropriate experience available to it. The Chief Executive Officer (Accountable Officer) and Director are not members of this committee but do attend for relevant discussions and are not present for discussions that directly affect them.

4.4.3.13 The Remuneration and General Purposes Committee also considers comparative information on the emoluments of employees within its remit when determining salaries, benefits and terms and conditions and ensures that all arrangements are unambiguous and diligently recorded. It reports on its decisions and operation at least annually to the Board; this report is not normally withheld from any members of the Board.

4.4.3.14 Remuneration and General Purposes Committee members considers the public interest and the safeguarding of public funds alongside the interests of the institution when considering all forms of payment, reward and severance to the staff within its remit.

Academic Integrity and Academic Freedom (2.5, 2.7 & 2.8)

4.4.3.15 A high-quality student experience and, where appropriate, research portfolio are determinants of institutional sustainability and are therefore core Board responsibilities which it shares with the wider institutional community. This, taken with the MFS Board's responsibility for the long-term reputation of the institution, means that it must satisfy itself that academic governance is operating effectively.

4.4.3.16 The underlying principles of sound academic governance are based upon collegiality, and it follows that the Board must therefore respect the role, as defined within this Code ([see section 6 below](#)), of the Academic Board and other bodies involved in academic governance. However the MFS Board must receive assurance that academic risks (such as those involving partnerships and collaboration, recruitment and retention, data provision, quality assurance and research integrity) are being effectively managed.

¹ This is an area of divergence with the CUC code, which prescribes a majority of independent members on the Audit Committee, and is addressed through the 'comply or explain' principle.

- 4.4.3.17 The MFS Board must understand and respect the principle of academic freedom, thus the ability for staff and students 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, and its responsibility to maintain and protect it as enshrined in freedom of speech legislation.
- 4.4.3.18 The MFS Board should also understand the institution's legal responsibility to uphold freedom of speech within the law.

4.5 Reputation. The MFS Board safeguards and promotes institutional reputation and autonomy by operating in accordance with the values that underpin this Code, its various elements and the principles of public life.

- 4.5.1 In protecting the reputation of MFS, the MFS Board ensures the highest standards of ethical behaviour among its members, who must always act ethically in line with the accepted standards of behaviour in public life and in the interests of MFS. **(3.1)**
- 4.5.2 As such, members of the Board act, and are perceived to act, impartially, and are not influenced by social or business relationships. A member who has a pecuniary, family or other personal interest in any matter under discussion must disclose the interest. A member does not necessarily have a pecuniary interest merely because he/she is a member of staff or a student. **(3.2)**
- 4.5.3 The MFS Board ensures that its decision-making processes are free of any undue pressures from external interest groups, including donors, alumni, corporate sponsors and political interest groups. **(3.3)**
- 4.5.4 Members whose views are not consistent with the decisions of the MFS Board agree to abide by the principle of collective decision making and avoid putting specific interests before those of the institution. Individually they must not make any agreement for which they do not have authority. **(3.4)**
- 4.5.5 Promoting trust in institutional governing bodies requires assurances that there is effective communication with relevant stakeholders, including the reporting of significant changes in circumstances. MFS Board regularly considers its interaction and engagement with its stakeholders, noting also its obligations as a private company. Matters such as stakeholder influence on decision making and their access to published information and performance reporting are part of the institution's communications strategy. **(3.5)**
- 4.5.6 MFS does not have a Student Union or student association. Instead, MFS Board ensures the MFS Student Senate operates in a fair, democratic, and accountable manner. **(3.6)**
- 4.5.7 MFS Board ensures there is a transparent, effective and published process for making and handling a complaint or raising a concern, and that any internal or external complaints or concerns are handled impartially, constructively and, in the case of student complaints, in accordance with any requirements of the Office of the Independent Adjudicator for Higher Education. The Board also ensures there is an effective process in place for investigating disclosures under whistleblowing legislation. **(3.7)**
- 4.5.8 Where MFS Board decides to remunerate Board members, it must ensure that payments are commensurate with the duties carried out, are reported in the audited financial statements, are consistent with employment law, and reflect the institution's values and ethos. **(3.8)**

4.6 Equality, inclusivity and diversity. The MFS Board promotes a positive culture which supports ethical behaviour, equality, inclusivity and diversity across the institution,

including in the Board's own operation and composition. This includes ensuring under-representation and differences in outcomes are challenged and, where practicable, corrective action is taken to ensure fair outcomes for all.

- 4.6.1 HE Providers are required by law to comply with extensive equality and diversity legislation, and the Board is legally responsible for ensuring the compliance of the institution. The legislation covers the individual rights of staff and students not to suffer discrimination on the grounds of a number of protected characteristics. Legislation in this area does not distinguish between domestic and international students and staff. **(4.1)**
- 4.6.2 Beyond this there is evidence that board diversity promotes more constructive and challenging dialogue, which in turn can improve governance outcomes by helping to avoid 'group think' and that as a result there is a strong business case for diversity alongside legal and moral expectation. **(4.1)**
- 4.6.3 The MFS Board must ensure that there are arrangements in place to:
 - 4.6.3.1 eliminate unlawful discrimination, harassment and victimisation;
 - 4.6.3.2 advance equality of opportunity between people who do and do not share a protected characteristic; and
 - 4.6.3.3 foster good relations between people who share and those who do not share a protected characteristic;
 - 4.6.3.4 promote an inclusive culture. **(4.2)** This means going further than simply avoiding discrimination, and it requires the active promotion of equality in a number of defined areas. The MFS Board must therefore satisfy itself that agreed action plans to implement the equality, inclusivity and diversity strategy are progressed throughout the institution. **(4.3)**
 - 4.6.3.5 The MFS Board must also routinely reflect on its own composition and consider taking steps to ensure that it reflects societal norms and values. **(4.4)**
- 4.7 Effectiveness.** The MFS Board ensures that governance structures and processes are robust, effective and agile by scrutinising and evaluating governance performance against this Code (and other Codes where an institution's constitutional form requires it), and recognised standards of good practice.

Composition and appointments

- 4.7.1 The MFS Board has a majority of Executive and Investor Directors with a number of independent members who are independent of the institution. All members are required to question intelligently, debate constructively, challenge rigorously, decide dispassionately and be sensitive to the views of others both inside and outside Board meetings. **(5.3 & 5.4)**
- 4.7.2 The MFS Board may recommend to the MFS Controlling Shareholder, the removal of any of its members from office, e.g. if a member breaches the terms of their appointment. **(5.9)**
- 4.7.3 The MFS Board uses its Remuneration and General Purposes Committee to advise it on the appointment of new members and the terms of existing members as well as the perceived skills balance required on the Board. However final decisions on appointment are taken by the Board. **(5.2 & 5.3 & 5.10 & 5.11)**
- 4.7.4 The MFS Board ensures suitable arrangements exist for the continuation of business in the absence of the Chair and has designated the role of Senior Independent Director who can deputise for the Chair if required. **(5.7 & 5.8)**
- 4.7.5 The Chair and MFS Company Secretary ensure all members receive an appropriate induction to their role and the institution as necessary. **(5.12)**

- 4.7.6 MFS does not include student membership on the MFS Board, to exempt them from the obligatory financial and legal requirements placed on directors under the Companies Act 2006 (as amended from time to time). It takes other measures however to ensure the student voice is heard at Board level and students are represented on the Academic Board and its committees. The MFS Board ensures the student voice is effectively heard through the position of the Chair of the Academic Board who is an Executive member of the MFS Board, and through the receipt of a wide range of information regarding the student experience. The MFS and Met Media Boards have limited student representation, but do receive regular updates from the Student Senate, and the Student President attends part of the MFS Board meeting at the beginning and end of the year. This is a variation from the CUC code **(6.1)**
- 4.7.7 Non Executive Directors being external members of the Board are remunerated with due consideration given to **(3.8)**:
- provisions of employment law;
 - implications for the division of responsibilities between the Board and the executive;
 - public service ethos which applies generally among HE governors;
 - need to be explicit about time commitments;
 - need to apply a formal process of appraisal to the remunerated governor.
- 4.7.8 Payments are both commensurate with the duties carried out and reported in the audited financial statements.

Operation

- 4.7.9 The Company Secretary is responsible to the Board for the provision of operational and legal advice in relation to compliance with governing instruments, including standing orders. The Company Secretary is also responsible for ensuring information provided to the Board is timely, appropriate and enables an informed discussion so that it may effectively discharge its responsibilities. **(5.1)**
- 4.7.10 All members of the Board must have access to the services of the MFS Company Secretary. Arrangements for the appointment or removal of the Secretary are a decision for the Board as a whole. **(5.1)**
- 4.7.11 All members of the MFS Board are required to declare that they are fit and proper persons, according to the OFS definition. This is implemented and monitored by:
- Annual declaration alongside the declarations of interest;
- 4.7.12 New proposed board members are subject to a due diligence test;
- MFS Board members are required to sign a contract that sets out grounds of termination should a member no longer be able to pass the 'fit and proper' threshold;
 - Potential conflicts of interest must be declared, and the MFS Board will then determine whether conflict prima facie exists and will act as appropriate. **(5.9)**

Review (5.13)

- 4.7.13 The MFS Board adopts an approach of continuous improvement to governance, in order to enhance its own effectiveness and provide an example to other institutions about the importance of review and evaluation.
- 4.7.14 Accordingly, the MFS Board conducts a regular, full and robust review of its effectiveness and that of its committees, the starting point for which should be an assessment against this MFS Code and the statutory responsibilities alongside those which it has assumed and articulated independently (e.g. through a statement of

primary responsibilities). Where possible, the MFS Board utilises an external perspective in this process, whether provided by specialist consultants or peer support from other governing bodies.

- 4.7.15 Recognising the need to balance the cyclical nature of HE and the impact this can have on the implementation and embedding of new practices, and the swiftly evolving HE and broader legislative environment, such effectiveness reviews must be conducted at least every four years with, as a minimum, an annual summary of progress towards achieving any outstanding actions arising from the last effectiveness reviews.
- 4.7.16 It is the policy of MFS that that outcomes and associated actions are reported widely, including in the corporate governance statements.

4.8 Engagement. The MFS Board understands the various stakeholders of the institution (globally, nationally and locally) and is assured that appropriate and meaningful engagement takes place to allow stakeholder views to be considered and reflected in relevant decision-making processes.

- 4.8.1 The Board must ensure the activities of the institution are in the interests of students (current and future) and other stakeholders. Donations, partnerships and similar activities must not inappropriately influence the institution's independence, mission or academic integrity. Governance processes and structures must be clearly visible to staff and students (current and future), who have opportunities to engage with the governance of the institution, should they choose, (see the governance structure diagram). **(6.1)**
- 4.8.2 The Board needs assurance of regular, effective two-way communication with students, staff and other stakeholders, and must be advised of any major issues arising. **(6.2)**
- 4.8.3 The Board must promote and ensure the social, cultural, economic and environmental impact of the institution, and ensure that institutional success and achievements are reported to stakeholders. The Board must also ensure that relevant stakeholders are advised of any material changes, adverse or other, in policy or circumstance. **(6.3)**
- 4.8.4 The Board promotes a collegiate, collaborative and cooperative approach to liaison with students, staff and other stakeholders and ensures that interactions are guided by the values, ethics and culture of the institution. **(6.4)**
- 4.8.5 Where the MFS explores entering into significant partnership or working arrangements with other organisations, the MFS Board must be assured of the benefits and risks of the partnership, and must be satisfied that there are effective governance and risk management arrangements in place to support the partnership. **(6.5)**
- 4.8.6 The Board ensures the institution is accessible and relevant to its local communities, and should be open to, and engage with, its local communities in identifying its role in delivering public/community benefit and economic, civic duties, cultural and social growth, but only as appropriate to the industries MFS serves and commensurate with its obligations to its other stakeholders. This is a Minor variation from CUC Code. The MFS and Met Media Boards ensure the institution is relevant to the local community where this relates to the film industry and film studio ecosystem. The institution is involved in very limited research activity and so its overall community engagement is necessarily limited. **(6.6)**

5. Board

5.1 Statement of Primary Responsibilities

- 5.1.1 The MFS Board is responsible for:
 - 5.1.1.1 The vision, mission and strategic plans of MFS;
 - 5.1.1.2 The educational character, portfolio and plans of MFS where possible and appropriate, benchmarked against other comparable institutions;
 - 5.1.1.3 The institutional governance structure including the composition and terms of reference of MFS Board committees and sub-committees;
 - 5.1.1.4 The conduct of business in accordance with best practice in educational and corporate governance congruent with the principles drawn up by the Committee on Standards in Public Life;
 - 5.1.1.5 The composition and terms of reference of the Executive Committee;
 - 5.1.1.6 Ensuring that MFS meets and where possible exceeds best practice in equality and diversity;
 - 5.1.1.7 Feeding up to the Met Media Board on overall staffing and resource plans;
 - 5.1.1.8 Overseeing and monitoring the management of the financial objectives, plans performance and the annual operating budgets of MFS including the authorisation of the annual Met Group accounts;
 - 5.1.1.9 The appointment of external auditors;
 - 5.1.1.10 Defining and discharging the Public Interest Disclosure Policy.

5.2 Terms of Reference

- 5.2.1 The MFS Board is the primary Governing Body of MFS, which is collectively responsible for overseeing the institution's activities, determining its future direction and fostering an environment in which the institutional mission is achieved, and the potential of all students is maximised.
- 5.2.2 While the Academic Board provides overall leadership, direction and oversight of MFS' academic, educational and quality assurance and enhancement activities and monitors identified academic quality indicators to protect and enhance the quality of the student experience, the MFS Board reviews this activity and retains overall responsibility for strategic portfolio and curriculum development and relevant investment activity.
- 5.2.3 As the MFS Board is entrusted with funds, both public and private, it has a particular duty to observe the highest standards of corporate governance. This includes ensuring and demonstrating integrity and objectivity in the transaction of its business, and wherever possible, following a policy of openness and transparency in the dissemination of its decisions. The MFS Board is therefore responsible for the development, implementation and monitoring of the MFS Code in this regard.
- 5.2.4 The MFS Chair is responsible for the leadership of the MFS Board and is ultimately responsible for its effectiveness. The MFS Chair also ensures the institution communicates effectively with its stakeholders. All members exercise their responsibilities in the interests of MFS rather than as a representative of any constituency, and MFS maintains a register of interests of members of the MFS Board.
- 5.2.5 The MFS Board's terms of reference are wide ranging and include, without limitation:

- 5.2.5.1 Supporting the Academic Board in the provision of leadership, direction and oversight of the institution's quality assurance and enhancement activities and the monitoring of identified academic quality indicators (AQIs);
- 5.2.5.2 Approving all major academic changes as recommended by the Academic Board, including but not limited to new course launches, course revalidations and major modular changes to courses;
- 5.2.5.3 Ensuring that MFS meets all internal and external regulatory compliance requirements and responds to regulatory reports where required;
- 5.2.5.4 Ensuring that a range of identified stakeholders (principally staff, students and shareholders) are suitably involved in the operations and decision-making processes of MFS and have access to relevant information to allow them to make informed decisions about their studies and their time at MFS generally;
- 5.2.5.5 Enabling MFS to achieve and develop its primary objectives of learning and teaching and approving MFS' educational character and academic and vocational aims and objectives;
- 5.2.5.6 Delegating authority to and holding accountable the head of the institution (the Chief Executive Officer) and the Director of MFS, operating through the executive and deliberative governance structures of MFS, for the overall management of the institution, and to establish and keep under review the policies, procedures and limits within which the head of MFS shall operate;
- 5.2.5.7 Inputting (alongside the Met Media Board) into the review and approval of appropriate remuneration packages for the Chief Executive Officer, Director of MFS and other Executive Directors and other senior postholders;
- 5.2.5.8 Ensuring 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.
- 5.2.5.9 Specifically, the MFS Board's responsibilities include:
 - a) Ensuring the solvency of MFS and safeguarding its assets;
 - b) Establishing relevant sub-committees to enable effective discharge of the MFS Board's duties;
 - c) Approving the financial strategy; ensuring that proper books of account are kept; and receiving and approving annual accounts (audited financial statements);
 - d) Taking overall responsibility for MFS' assets, property and facilities;
 - e) Ensuring that funds received are used in accordance with best practice and regulatory requirements;
 - f) Ensuring the existence and integrity of risk management, control and governance systems and monitoring these through the relevant committees;
 - g) Directing and overseeing MFS' arrangements for internal and external audit;
 - h) Ensuring effective equality and diversity policies and compliance activities are implemented;
 - i) Ensuring effective health and safety policies and practices are implemented;
 - j) Reviewing and monitoring MFS' student representation activities.
 - k) Ensuring that processes are in place to monitor and evaluate the performance and effectiveness of MFS against the relevant approved plans and key performance indicators;
- 5.2.5.10 Approving the overall governance strategy, developing, approving and periodically reviewing this MFS Code and conducting business in accordance with best practice and relevant legislation and regulation;

- 5.2.5.11 Being MFS' legal authority and, as such, ensuring that systems are in place for meeting MFS' legal obligations, including those arising from contracts and other legal commitments made in the institution's name.

5.3 Membership and Other Terms

5.3.1 MFS Board Composition

- 5.3.1.1 The MFS Board currently comprises seven Directors of which three, including the Chair, are independent members and the remainder are either Executive Directors or Investor Directors, the latter representing shareholder interest.
- 5.3.1.2 The MFS Board periodically reviews its membership and modus operandi and is therefore committed to engaging with an appropriate balance of skills and experience among members sufficient to enable it to effectively meet its primary responsibilities and to ensure confidence is instilled across a range of identified stakeholders.

5.3.2 MFS Board Meetings

- 5.3.2.1 The MFS Board meets at least four times per annum as a minimum, with more frequent meetings as required. The MFS Company Secretary, together with the Chief Executive Officer (Accountable Officer), is responsible for ensuring compliance with all procedures and ensuring that papers are supplied in a timely manner with information in a form and of a quality, appropriate to enable the MFS Board to discharge its duties.
- 5.3.2.2 All members shall have access to the advice and services of the MFS Company Secretary, and the appointment and removal of the MFS Company Secretary shall be a decision of the MFS Board as a whole.
- 5.3.2.3 From time to time, and at the discretion of the Chairperson, certain items may be declared to be 'reserved', that is, business which for reasons of confidentiality is not open to discussion by the whole MFS Board with the result that certain categories of members may be excluded at the discretion of the MFS Board itself from time to time.

5.3.3 Quorum

- 5.3.3.1 The quorum for transaction of business at an MFS Board meeting is fixed from time to time by a decision of a Director majority.

5.3.4 Auditing

- 5.3.4.1 It is the duty of the MFS Board to ensure that the institution accounts properly to its shareholders and other stakeholders by presenting a true and fair reflection of its actions and financial performance. Further, the MFS Board must ensure that the necessary internal control systems are put into place and monitored regularly and rigorously. This activity is overseen by the Audit Committee. Annual externally audited accounts are produced, aligned with relevant law and legislation, and these are approved by the MFS Board in conjunction with the Met Media Board.

5.3.5 Senior Management Remuneration

5.3.5.1 The Remuneration and General Purposes Committee is responsible for recommendation and approval of senior management remuneration, including the Chief Executive and Directors within the Met Group.

5.3.6 Evaluation of Effectiveness

5.3.6.1 The MFS Board has undertaken to conduct regular evaluations of its effectiveness and that of its committees. Board effectiveness reviews should be undertaken at least every four years.

6. Academic Board (AB)

6.1 Whilst Board is the supreme academic authority of MFS, Academic Board is the senior academic authority and guardian of academic standards and quality, reporting to the Board. The Academic Board has overall accountability for the development, management, oversight, monitoring and quality of all education programmes across MFS.

6.2 The Academic Board maintains leadership, direction and oversight of MFS's quality assurance and enhancement activities to ensure that enhancements and improvements are driven by MFS's academic quality indicators.

6.3 The Academic Board's terms of reference are wide ranging and include:

- 6.3.1 Reviewing and approving policies, regulations, guidelines and procedures relating to the admission, enrolment, assessment, progression and engagement of students on approved courses of study and the outcomes secured including progression to further courses of study and employability;
- 6.3.2 Reviewing and approving policies for the content of the curriculum, academic standards and quality assurance and enhancement, the proposed validation and review of courses and the procedures for the withdrawal of students for academic reasons;
- 6.3.3 Recommending actions for educational enhancements to ensure compliance with external reference points such as the UK Quality Code, Framework for Higher Education Quality (FHEQ), OfS, Office of the Independent Adjudicator (OIA) and relevant vocational bodies;
- 6.3.4 Reviewing and analysing trends within the HE Sector, benchmarking against standards and practices across HE, wheresoever relevant lessons may be learnt;
- 6.3.5 Considering and acting on data on student attendance, progression, achievement, complaints and misconduct;
- 6.3.6 Considering recommendations from and holding to account, the sub-committees comprising the Academic Quality Committee; Learning, Teaching and Assessment Committee and other relevant committees.
- 6.3.7 Evaluating and recommending to Board the implications for academic standards and quality of engagement in measures to externally benchmark performance.
- 6.3.8 Considering and advising the Chief Executive Officer (Accountable Officer), Director and Chair of the Board on the resources needed to support MFS's portfolio;
- 6.3.9 Advising on such other matters as the Board or Chief Executive Officer may refer to the Academic Board.

6.4 Membership and Other Terms

6.4.1 Board Composition

Voting Members

- Director of MFS, Chair
- Four Independent Members, whose institutions should not have collaborative provision arrangements with MFS, of which one will be an Independent Member who holds/has held a senior post in an organisation relevant to the film and screen industries
- 1 x Student President (or Deputy) (UG/PG)

Non-Voting Members

- Dean of MFS (Deputy Chair)
- Deputy Dean
- Principal, MetFilm School Berlin
- Principal, MetFilm School Leeds
- Head of Quality and Governance
- Registrar
- Head of Student Support and Administration
- 2x Programme team representatives

In attendance

- Servicing Officer

6.4.1.1 Programme Leaders and such other members of staff and students as may attend by agreement of the Academic Board. The Chair may nominate, by prior agreement with the Chief Executive Officer (Accountable Officer), a Deputy Chair from Met Film School (normally the Dean) to take the chair in his or her place. The period of appointment of members and the selection or election of members shall be subject to the approval of the MFS Board.

6.4.1.2 To ensure that the Academic Board exercises independent academic judgement pursuant to its Terms of Reference, balancing the powers of the MFS Board and guaranteeing the rights of students, voting rights of the Academic Board are vested in the four independent members and one voting student representative, albeit the MFS Chair shall have a casting vote as necessary.

6.4.2 Quorum

6.4.2.1 The quorum for transaction of business at an Academic Board meeting is fixed from time to time by a decision of the MFS Board but is currently 50% of the formally appointed Academic Board members plus 1 and must include two independent members.

6.4.3 Frequency of Meetings

6.4.3.1 Meeting take place 3-4 times per year, in advance of Board.

6.4.4 Reporting

6.4.4.1 The Academic Board reports to the MFS Board.

7. MetFilm School Executive Committee (Exec)

7.1 Terms of Reference

The purpose of the Executive Committee is to provide strategic direction and leadership for the School, ensuring the achievement of its mission and objectives, through effective and strategically aware leadership.

Specifically the Executive Team will:

- 7.1.1.1 Provide strategic direction and leadership for the School, ensuring the achievement of its mission and objectives;
- 7.1.1.2 Develop and recommend for approval to Board the School's strategic plan and business plan;
- 7.1.1.3 Review Met Film School performance in marketing and enrolment; operations; finance; and technology against Met Film Board approved business plan;
- 7.1.1.4 Review student enrolments and projected numbers;
- 7.1.1.5 Develop major initiatives and policies, except for those related to academic programs, student services;
- 7.1.1.6 Monitor the School's annual budget and ensure financial sustainability;
- 7.1.1.7 Discuss, review and approve: requests for capital investment and cost management initiatives;
- 7.1.1.8 Monitor and develop key stakeholder relationships;
- 7.1.1.9 Ensure that the School is in compliance with legal and regulatory requirements;
- 7.1.1.10 Manage risk and ensure effective risk management practices are in place;
- 7.1.1.11 Promote a culture of transparency and accountability;
- 7.1.1.12 Review and approve reports and recommendations from relevant committees and working groups;
- 7.1.1.13 Ensure critical projects are managed through to completion within agreed timescale;
- 7.1.1.14 Receive and consider actions arising from external reports and reviews;
- 7.1.1.15 Promote a culture of creativity, innovation, and excellence;
- 7.1.1.16 Promote a culture of equality, diversity, and inclusion.

7.2 Membership and Other Terms

7.2.1 Membership

- Chief Executive (Chair)
- Director
- COO
- Dean
- Deputy Dean
- Finance Director
- Principal, Met Film School Berlin
- Principal, Met Film School Leeds
- Marketing Director
- Commercial Director
- Head of Quality and Governance
- Registrar
- Head of Student Support and Administration

- HR Manager
- Senior Manager Curriculum Delivery
Servicing officer (by nomination of the Chair)

7.2.2 Meeting Frequency

7.2.2.1 Meetings are held quarterly at a minimum, and may be more frequent as required.

7.2.3 Quorum

7.2.3.1 The quorum is two thirds of members from the membership list

7.2.3.2 Decisions of the Executive Committee shall be made by consensus wherever possible. In the event that consensus cannot be reached, decisions shall be made by majority vote.

7.2.4 Reporting Mechanism

7.2.4.1 Responsibility for reporting shall rest with the Chair.

7.2.4.2 Reporting to MetFilm School Board Team.

7.2.4.3 As for all MFS committees, the Exec produces an annual review of effectiveness as part of the overall MFS governance practices.

8. MetFilm School Audit Committee

8.1 Terms of Reference

- 8.1.1 The Audit Committee is a central pillar of effective corporate governance and is in the best position to offer effective oversight of the performance, independence and objectivity of the auditor and the quality of the audit. It is authorised to seek any information it requires to investigate any activity under its Terms of Reference and all employees are directed to co-operate with any request made by the Audit Committee.
- 8.1.2 The Audit Committee can obtain outside legal or other independent professional advice but may not incur direct expenditure in this respect in excess of £5k / year without the approval of the MFS Board.
- 8.1.3 It is the role of the Audit Committee to advise and assist the MFS Board in respect of the entire assurance and control environment of the institution.
- 8.1.4 The Audit Committee's terms of reference are wide ranging and include:
- 8.1.4.1 Monitoring the integrity of financial statements and any formal announcements relating to financial performance;
 - 8.1.4.2 Reviewing internal financial controls, risk management systems and business continuity plans;
 - 8.1.4.3 Monitoring and reviewing the effectiveness of internal audit activities and advising the MFS Board on its long-term quality assurance strategy, including its development into a broader management review, as deemed appropriate;
 - 8.1.4.4 Making recommendations to the MFS Board on the appointment, re-appointment and/or removal of the external auditor and approving the auditor's remuneration and terms of engagement;
 - 8.1.4.5 Reviewing the auditor's independence and objectivity;
 - 8.1.4.6 Monitoring the implementation of approved recommendations relating to any internal and external audit reports;
 - 8.1.4.7 Ensuring funds are used for intended purpose and that value for money is secured;
 - 8.1.4.8 Reviewing procedures for the detection of fraud or irregularity and ensuring provision of robust interest disclosure (whistleblowing) procedures;
 - 8.1.4.9 In the event of the merger or dissolution, ensuring a robust Student Protection Plan is in place and that the necessary financial actions are completed, including provision of a final set of financial statements;
 - 8.1.4.10 Overseeing the quality of institutional data and providing an annual assurance on the management and quality of data submitted to regulatory and/or funding bodies;
 - 8.1.4.11 Developing and implementing the non-audit services policy.
 - 8.1.4.12 Producing an annual report to the MFS Board on the Audit Committee's effectiveness and activities.
- 8.1.5 The annual report for the MFS Board explains to the MFS Board how, if the auditor provides non-audit services, auditor objectivity and independence is safeguarded.
- 8.1.6 The Audit Committee monitors and reviews the effectiveness of the internal quality assurance activities. As there is no formal internal audit function in MFS, the Audit Committee considers annually whether there is a need for an internal audit function

and makes a recommendation to the MFS Board and the reasons for the absence of such a function should be explained in the relevant section of the annual report to the MFS Board. As alternative to a separate internal audit function, the Audit Committee, on advice from the Executive Committee and with its input, considers reports commissioned by MFS from external specialists on key areas of internal process, control and risks being managed with relevant conclusions and actions explained in the annual report.

- 8.1.7 The Audit Committee reviews arrangements by which staff of MFS, or the Met Group more broadly may, in confidence, raise concerns about possible improprieties in matters for financial reporting or other matters. The Audit Committee's objective is to ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action.

8.2 Membership and Other Terms

8.2.1 Membership

- Independent Director (Chair)
- Two Executive or Investor Directors with the Chair holding a casting vote.
- MFS Company Secretary
- Finance Director
- Servicing officer

8.2.2 Meeting Frequency

- 8.2.2.1 Twice per annum at minimum.

8.2.3 Quorum

- 8.2.3.1 Two members, comprising at least one Executive and one Independent Director.

8.2.4 Reporting Mechanism

- 8.2.4.1 The Audit Committee reports to the MFS Board.

9. Remuneration and General Purposes Committee

9.1 Terms of Reference

- 9.1.1 The Remuneration and General Purposes Committee is appointed to lead several key processes that are overseen by the Corporate Board, the principal of which are as follows:
- Remuneration
 - Nominations
- 9.1.2 In terms of Remuneration, the Committee will lead the process for executive remuneration, and make recommendations to the Board in order that there is a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of the Chief Executive, Director and Senior Post Holders.

- 9.1.3 In terms of Nominations, the Committee will ensure that the composition of the Corporate Board is appropriate in order to undertake its duties and responsibilities as stated in the institutional Code of Governance, providing a variety of relevant skills, perspectives and challenge.
- 9.1.4 The Committee may also undertake other activities of a general nature from time to time as instructed by the Corporate Board.

Remuneration

- 9.1.5 Recommend for approval by the Corporate Board the framework or broad policy for the remuneration of the Company's Chief Executive, Director and Senior Post Holders.
- 9.1.6 To consider and agree from time to time who is categorised as a Senior Post Holder.
- 9.1.7 Review the design of and approve targets for, any performance related pay schemes, share incentive plans and pension arrangements proposed by the Company from time to time and approve the total annual payments made under such schemes.
- 9.1.8 Approve the total individual remuneration package of each Senior Post Holder under the Committee's remit, including bonuses, incentive payments and share options or other share awards.
- 9.1.9 In determining such packages and arrangements, give due regard to any relevant legal requirements and recommendations in the institutional Code of Governance and any other relevant Codes of Governance and/or regulatory guidance.

Nominations

- 9.1.10 To recommend to the Board the appointment and re-appointment of Corporate Board Members whilst taking into consideration succession planning and membership of Committees. Decisions will be made through considering the Nolan principles, the institutional Code of Governance and any other relevant Codes or regulatory guidance, ensuring that all re-appointments are made on the basis of merit, subject to the need to achieve a balance of relevant skills and backgrounds.
- 9.1.11 To initiate searches for potential Board and Committee Members and/or consult with staff and students for nominations for specific categories of Governors.
- 9.1.12 To agree role descriptions for the Chair of Board and Board Members

9.2 Membership and Other Terms

9.2.1 Membership

- Chair of Board (Chair)
- Senior Independent Director
- Two Investor Directors

In attendance

- Servicing Officer – Company Secretary

9.2.2 Meeting Frequency

9.2.2.1 Twice per annum at minimum. Additional meetings may be called by the Chair as deemed necessary to conduct the business of the Committee.

9.2.3 Quorum

9.2.3.1 Three members

9.2.4 Reporting Mechanism

9.2.4.1 The Remuneration and General Purposes Committee reports to the MFS Board.

10. Academic Quality Committee (AQC)

10.1 Terms of Reference

10.1.1 The Academic Quality Committee (AQC) monitors and oversees academic standards and course quality across MetFilm School, ensuring that the School meets regulatory requirements in relation to quality and standards, and the expectations of the Quality Code for Higher Education.

10.1.2 Academic Board relies on AQC to monitor courses, advising Student Voice Committees, LTA and Academic Board of any areas that need focus.

10.1.3 Terms of reference include:

Course Monitoring

10.1.3.1 Ensuring course and modular monitoring activities are ongoing, leading to the production of annual course monitoring reports and the MFS's Self Evaluation Document;

10.1.3.2 Developing, maintaining and reviewing procedures for the ongoing monitoring of all courses.

Quality Assurance and Enhancement

10.1.3.3 Receiving data in relation to academic standards and taking required action;

10.1.3.4 Recommending policies and procedures relating to academic standards and quality assurance to Academic Board for approval;

10.1.3.5 Producing the annual Quality Cycle for Academic Board to sign off;

10.1.3.6 Monitoring MFS's annual Quality Improvement Plan.

Course Approval and Review

10.1.3.7 Reviewing proposals for establishing new and modifying existing course initiatives;

- 10.1.3.8 Ensuring that all proposals comply with MFS's regulations, regulatory requirements, the Quality Code for Higher Education, and with Awarding Body regulations;
- 10.1.3.9 In collaboration with Awarding Bodies, co-ordinate the preparation for and follow-up to, the process of periodic Academic Review.

External Examiners

- 10.1.3.10 Noting nominations for External Examiners;
- 10.1.3.11 Managing MFS's internal procedures for ensuring timely and adequate written responses to External Examiners' reports and to ensure that any resulting action is executed;
- 10.1.3.12 Reviewing External Examiner Reports to identify any areas of concern of good practice and make recommendations to the Academic Board.

Recognition of Prior Learning

- 10.1.3.13 Maintaining and regularly reviewing procedures for granting entry with advanced standing to courses at MFS in accordance with Awarding Body policies;
- 10.1.3.14 Ensuring all relevant evidence is sent to Awarding Body for granting of advanced standing.

10.2 Membership and Other Terms

10.2.1 Membership

- CEO, Chair
- Head of Quality and Governance, Deputy Chair
- Dean
- Registrar
- Head of Student Support and Administration
- Chair of Academic Board
- Chair of LTA
- Principal, MetFilm School Berlin
- Principal, MetFilm School Leeds
- 2 of MA, BA, ScreenSpace Programme Leaders

In attendance

- Servicing Officer

10.2.2 Meeting Frequency

- 10.2.2.1 3-4 times per year, in advance of Academic Board

10.2.3 Quorum

- 10.2.3.1 4 from membership list

10.2.4 Reporting Mechanism

- 10.2.4.1 Responsibility for reporting shall rest with the Chair.

- 10.2.4.2 Minutes of the Academic Quality Committee are sent to the Academic Board for information.
- 10.2.4.3 Minutes of meetings are available to staff and students via the VLE and/or the intranet.
- 10.2.4.4 As for all MFS committees, the AQC produces an annual review of effectiveness as part of the overall MFS governance practices.

11. MetFilm School Equality, Diversity and Inclusion Committee

11.1 Terms of Reference

11.1.1 The Equality, Diversity and Inclusion Committee is responsible, on behalf of Academic Board, for providing advice and guidance on matters pertaining to Diversity, Equality and Inclusion, and monitoring compliance with relevant legislation and good practice.

11.1.2 The key responsibilities of the Committee are:

- 11.1.2.1 To provide leadership on the Diversity, Equality and Inclusion policies and processes and to monitor and review performance by implementing institutional action plans;
- 11.1.2.2 Monitor, evaluate, report and make recommendations on MetFilm School's Diversity, Equality and Inclusion policies and processes;
- 11.1.2.3 Consider and record the potential Equality, Diversity and Inclusion impacts on decisions made by the Committee and MetFilm School (in accordance with the 'due regard' provisions of the Equality Act 2010);
- 11.1.2.4 Review and make recommendations to the Academic Board on how Diversity, Equality and Inclusion is being monitored;
- 11.1.2.5 Disseminate good practice in relation to matters of Diversity, Equality and Inclusion;
- 11.1.2.6 Shape organisational and cultural change in relation to Diversity, Equality and Inclusion.

11.2 Membership and Other Terms

11.2.1 Membership

- Head of Quality and Governance, Chair
- Dean/Deputy Dean (Deputy Chair)
- Programme representative MetFilm School Berlin
- Programme representative, MetFilm School Leeds
- Programme representative, MetFilm School London
- HR Manager (or nominee)
- Admissions representative
- Marketing representative
- Student Support representative
- Student Senate Officers: President or Vice-President and the Diversity and Inclusion Officer

In attendance:

- Servicing Officer
- Student Community Representatives

11.2.2 Meeting Frequency

11.2.2.1 3-4 times a year

11.2.3 Quorum

11.2.3.1 The Quorum is 4 from membership list.

11.2.4 Reporting Mechanism

11.2.4.1 Responsibility for reporting shall rest with the Chair.

11.2.4.2 Reporting to MetFilm School Academic Board.

11.2.4.3 As for all MFS committees, the Diversity and Equality Committee produces an annual review of effectiveness as part of the overall MFS governance practices.

12. Learning Teaching and Assessment Committee (LTA)

12.1 Terms of Reference

12.1.1 The purpose of the Learning, Teaching and Assessment Committee (LTA) is to ensure that MetFilm School courses follow and make progress against the Teaching and Learning Policy.

12.1.2 The LTA examines key educational / academic performance data (including student achievement & success; retention; progression; student satisfaction; attendance, at course and module levels) and student feedback (from Student Voice Committee Meetings and student feedback surveys) to develop courses and monitor educational Action Plans. Additionally, the LTA should promote and disseminate good practice and encourage innovation in learning, teaching, assessment and curriculum.

12.1.3 The LTA is responsible for the following:

12.1.3.1 Evaluating the implementation and delivery of the Teaching and Learning Policy;

12.1.3.2 Monitoring delivery of educational review processes including Action Plans, Module Report Forms and Improvement Plans, Annual Monitoring Reports and associated activities to ensure they are effective and properly tracked and analysed;

12.1.3.3 Encouraging, promoting and disseminating good practice in the design, delivery and assessment of programmes across MFS;

12.1.3.4 Identifying in a timely manner any issues with regard to educational delivery or achievement against targets to Academic Board and relevant executive line management;

12.1.3.5 Delivering against agreed AQIs and implementing any emergent teaching, learning and assessment recommendations across all programmes;

12.1.3.6 Considering the reports of External Examiners and implementation of any emergent recommendations pertinent to teaching and learning across all programmes;

- 12.1.3.7 Monitoring and reviewing outcomes of MFS's Peer Observation Policy and Peer Observation activities;
- 12.1.3.8 Developing and monitoring an effective tutor training programme and Continual Professional Development activities for MFS Tutors including membership of the Higher Education Academy;
- 12.1.3.9 Monitoring tutor teaching allocation and deputation in alignment with MFS policies for Diversity, Equality and Inclusion;
- 12.1.3.10 Reviewing the School's marking and assessment strategy across programmes, ensuring a robust and quality assured process throughout;
- 12.1.3.11 Ensuring Student feedback is considered in the development and implementation of learning and assessment activities;
- 12.1.3.12 Benchmarking MFS courses against other HE providers to ensure the contemporary relevance of educational content and mapping against the UK Quality Code and relevant regulatory frameworks;
- 12.1.3.13 Promoting and embedding E-Learning development activity within MFS to enhance the student experience.

12.2 Membership and Other Terms

12.2.1 Membership

- Dean (Chair)
- Principal, MetFilm School Berlin
- Principal, MetFilm School Leeds
- Student Support Representative
- Head of Data and Systems
- Student Representative (normally one or more of the Student Senate Vice-Presidents)
- BA, MA, and ScreenSpace Programme Leaders
- Tutor representatives (x2)

In attendance

- Servicing Officer

12.2.2 Meeting Frequency

- 12.2.2.1 3-4 times per year, in advance of Academic Board.

12.2.3 Quorum

- 12.2.3.1 A minimum of 4 members of the outlined Committee membership list.

12.2.4 Reporting

- 12.2.4.1 Responsibility for reporting shall rest with the Chair.
- 12.2.4.2 Minutes of the Learning, Teaching and Assessment Committee are sent to the Academic Board for information.
- 12.2.4.3 Minutes of meetings are available to staff and students online, via VLE or intranet.
- 12.2.4.4 As for all MFS committees, the LTA produces an annual review of effectiveness as part of the overall MFS governance practices.

13. Student Voice Committees

13.1 Terms of Reference

- 13.1.1 The Student Voice Committee Meeting provides a formal communication channel between students and staff to discuss the quality of the course and seek views on student experience.
- 13.1.2 The Student Voice Committee is responsible for approving the Annual Course Monitoring Report and Action Plan, and for monitoring its implementation. Any modifications to a course must be received by the Student Voice Committee.
- 13.1.3 Specifically, the Student Voice Committee will:
- 13.1.3.1 provide a forum in which students can express their views about the management of the course, and the content, delivery and assessment of modules, or equivalent, in order to identify appropriate actions to be taken in response to the issues raised and to ensure that the implementation of these actions is tracked;
 - 13.1.3.2 identify and formally recognize areas of innovation and good practice to be noted by the Learning, Teaching and Assessment Committee;
 - 13.1.3.3 provide formal, annual student feedback on the course and input into the preparation of the course's Annual Monitoring Report;
 - 13.1.3.4 consider student survey (including NSS) and module feedback outcomes;
 - 13.1.3.5 receive, consider and approve the Annual Course Monitoring Report and External Examiner Report and identify responsibilities for actions to be taken;
 - 13.1.3.6 review progress on Annual Course Monitoring Action Plans and Module Improvement Plans at each meeting;
 - 13.1.3.7 review proposals for modification of the course structure (validated courses only) and note implementation arrangements for modifications.

13.2 Membership and Other Terms

13.2.1 Membership

- Programme Leader (London, Chair)
- Deputy Programme Leader
- Course manager
- Berlin campus programme team representative (Vice or Co-Chair, where relevant)
- Leeds campus programme team representative (Vice or Co-Chair, where relevant)
- Student Representatives
- 2 x Tutor representatives delivering on the programme
- Registry Representative (Head of Quality and Governance or nominee)

In attendance

- Servicing Officer

13.2.2 Meeting Frequency

- 13.2.2.1 3-4 times per year, in advance of AQC

13.2.3 Quorum

- 13.2.3.1 At least 1 student representative in conjunction with half of committee members

13.2.4 Reporting Mechanism

- 13.2.4.1 Responsibility for reporting shall rest with the Programme Leader, who shall provide an Annual Course Monitoring Report to the Learning, Teaching and Assessment Committee, and to the University once per year.
- 13.2.4.2 Minutes of each meeting shall be included as an appendix to the Annual Course Monitoring Report and will be made available to staff and students online, usually via the VLE.

14. Student Senate and Student Representation on Committees

14.1 Purpose

- 14.1.1 Students are encouraged to play a full part in the decision-making processes at MetFilm School and are provided with a number of formal opportunities to shape the future of MetFilm School and to develop and enhance the quality of their educational experience.
- 14.1.2 Students on MetFilm School courses are represented by their peers in formal meetings (normally a Student Voice Committee meeting) that meet 3-4 times per year.
- 14.1.3
- 14.1.4 The function of the Student Voice Committee is to provide a platform to consult and gather feedback from student and staff representatives.
- 14.1.5
- 14.1.6 Student Representatives will be elected (or selected by the student body where no election is held) within the first month of each course-year. There will be two student reps from each cohort of each course in London and from each cohort of each course across campuses.
- 14.1.7
- 14.1.8 Training will be provided for all Student Representatives.
- 14.1.9
- 14.1.10 As part of MetFilm School's commitment to enabling students to provide feedback on their educational experience, the Academic Board and Learning, Teaching and Assessment Committee will also have student representation.
- 14.1.11
- 14.1.12 All students are invited to complete an annual internal student satisfaction survey. Eligible students on the MFS undergraduate courses also take part in the National Student Survey (NSS). The annual National Student Survey is a census of all UK students in their final year of an undergraduate course. The results are published on the Office for Students website.
- 14.1.13
- 14.1.14 Satisfaction scores are made available to the Academic Board, chaired by the Director, and its sub-committees. The committees develop an action plan and take action based on feedback from students.

14.2 Commitments and Principles

Please also read the Student Handbook and Charter for more detail.

14.2.1 Generally, MetFilm School will:

- 14.2.1.1 provide opportunities for students to engage in the quality of their education experience;
- 14.2.1.2 provide opportunities for students to engage in the development, assurance and enhancement of the quality of their educational experience;
- 14.2.1.3 ensure that students can speak freely, and views are treated with due seriousness and respect;
- 14.2.1.4 offer students the opportunity to become a student representative.

14.2.2 Programme Leaders will:

- 14.2.2.1 ensure that student representatives are selected by the student body in the timescales agreed above;
- 14.2.2.2 ensure a Student Voice Committee takes place at least once each semester or trimester;
- 14.2.2.3 ensure that dates for the meeting and agendas will be published in advance of the meeting;
- 14.2.2.4 ensure that students can speak freely, and views are treated with due seriousness and respect;
- 14.2.2.5 ensure that feedback gathered from Student Voice Committee meetings, and from informal interactions is used to plan and manage improvements to the student experience.

14.2.3 Student Reps will:

- 14.2.3.1 attend Student Voice Committee meetings;
- 14.2.3.2 communicate the voice of their peers;
- 14.2.3.3 be proactive in suggesting improvements to the course;
- 14.2.3.4 take feedback processes seriously;
- 14.2.3.5 encourage students to participate in feedback activities.

14.2.4 The Quality team, in consultation with relevant staff, will:

- 14.2.4.1 build student feedback activities in to the quality cycle;
- 14.2.4.2 provide training for student representatives;
- 14.2.4.3 monitor the effectiveness of student engagement activities.

14.3 Student Senate Terms of Reference and Membership

14.3.1 The Student President acts as the figurehead of the student body and ensures that student views are represented throughout MetFilm School's academic governance structure. The Student President will be supported by Vice-Presidents (one based in each MetFilm campus), a Diversity, Equality and Inclusion Officer, and a Green Officer.

14.3.2 The Student Senate acts as a general sounding board for student opinion. Operating across courses, the Student Senate will be chaired by the Student President and provides a forum within which students can present views on any non-course-specific matters affecting them.

14.3.3 Issues raised, and actions arising from said issues, are raised via the appropriate Committees by the Student President (or other elected Senate representative) for

discussion and action.

14.3.4 The Student Senate is a valuable source of feedback on MetFilm School wide issues and a key opportunity to discuss and refine MetFilm School's Annual Quality Improvement Plan with Student Body representation.

14.3.5 Specifically, the Student Senate:

14.3.5.1 receives reports from student representatives on good practice and areas for improvement at institutional-level;

14.3.5.2 updates the student cohort on progress made against Student Voice Committee and other student satisfaction actions;

14.3.5.3 receives reports from student representatives on any matters affecting them relating to Facilities, Student Services or other MetFilm School functions;

14.3.5.4 communicates key updates to the student body;

14.3.5.5 Contributes to and supports an annual programme of events to help build community for students.

15. Industry Engagement Committee

15.1 Terms of Reference

15.1.1 The Industry Engagement Committee's purpose is to monitor, support, nurture, challenge and develop the ways in which industry is engaged in the student experience within curriculum; around curriculum; and through partnerships, in the interests of maintaining excellence and improving graduate outcomes and success in the film, television and creative industries.

Monitor and Review

15.1.2 *Industry in School:* receive and consider data, examples, and themes relating to:

15.1.2.1 industry engagement in curriculum, such as guest speakers, pitch panels, partners, and visiting tutors

15.1.2.2 industry engagement around curriculum, such as MetFilm Futures activities, information provision, and engagement across campuses and online

15.1.2.3 work and opportunities promoted for students and graduates across role types, media types, and different geographies

15.1.2.4 activity, discussions and opportunity from MetFilm Production, Sales and Distribution; active industry tutors, staff and friends; stakeholders; and both formal partnerships and informal relationships

15.1.2.5 how our values and strategic imperatives are reflected in activity, including inclusion, equality and diversity, and sustainability

15.1.3 *Graduates in Industry:* review and consider data, narratives, and themes relating to graduate outcomes, credits, awards, and success stories in graduate careers, films, and businesses

15.1.4 *Industry Opportunity and Demand:* review information, research and reports on skills gaps, emerging trends, industry health, and future opportunities

15.1.5 *Benchmark:* from time to time, to review sector activity so as to review best practice and advise on innovation in the School, including:

- 15.1.5.1 activities of other film schools, universities and institutions in industry engagement
- 15.1.5.2 existing and emerging graduate employment platforms and organisations

Develop, Nurture and Challenge

- 15.1.6 reflect on successes, nurture good practice, and propose how to turn helpful innovations into business as usual
- 15.1.7 reflect and advise on where engagement with industry can be improved for student experience across our programmes and enhancement activities
- 15.1.8 advise where industry trends and skills gaps might inform existing curriculum development, new programmes, and/or enhancement activity
- 15.1.9 assure that the School is supporting industry engagement for across all programme types, all demographics, and all campuses
- 15.1.10 recommend and explore new partnerships, taking into account industry relevance, need and trends, market considerations, diversity, thematic developments, emerging platforms and content, and employment trends

Advise and Report

- 15.1.11 advise through Academic Board and its sub committees on any recommendations made
- 15.1.12 produce an annual report of recommendations for course delivery; student engagement; and enhancement activity
- 15.1.13 produce an annual report of activities and outcomes including on how School values, including inclusion, equality and diversity, and sustainability, are embedded in the Committee's work, including data on protected characteristics where available.

15.2 Membership and Other Terms

15.2.1 Membership

- Chair, Director MetFilm (or nominee)
- Head of MetFilm Futures
- Head of MetFilm Production, Sales and Distribution (or nominee)
- Representative from the Education Team
- Student Representative
- Representative from the Berlin Campus
- Representative from the Leeds Campus
- Representative from amongst recent graduates or Student Senate

In attendance

- Servicing Officer
- From time to time guest representative from other staff, students, graduates and industry

15.2.2 Meeting Frequency

- 15.2.2.1 3-4 times times per year, in advance of Academic Board

15.2.3 Quorum

- 15.2.3.1 50% of committee members

15.2.4 Reporting Mechanism

- 15.2.4.1 Responsibility for reporting shall rest with the Chair, who shall provide minutes to Academic Board.
- 15.2.4.2 annual report of recommendations for course delivery; student engagement; and enhancement activity
- 15.2.4.3 annual report of activities and outcomes including on how School values, including inclusion, equality and diversity, and sustainability, are embedded in the Committee's work, including data on protected characteristics where available.
- 15.2.4.4 annual committee effectiveness report

16. Ethical Approval Committee

16.1 Terms of Reference

16.1.1 The Ethical Approval Committee will:

- 16.1.1.1 Monitor and evaluate the effective implementation of ethical recommendations (both internal and external);
- 16.1.1.2 Disseminate good practice in relation to ethical approval;
- 16.1.1.3 Maintain high standards of ethical conduct in student and staff research.
Duties in this respect include:
 - Maintaining appropriate processes that assure the ethical integrity of student and staff research;
 - Considering and approving for ethical clearance all student research proposals in keeping with the Degree Awarding Body's Ethics Policies;
- 16.1.1.4 Monitor, evaluate, report and make recommendations on MetFilm School's ethical approval policies and processes;
- 16.1.1.5 Oversee annual reporting on each programme and associated ethical approval process to ensure they meet the requirements of the Awarding Body;
- 16.1.1.6 Review and make recommendations to the Academic Board on how ethical approvals are being monitored.

16.2 Membership and Other Terms

16.2.1 Membership

- Senior Manager Curriculum Delivery (Chair)
- London Programme Leaders as relevant (Minimum 2x Programme Leaders)
- Berlin Programme representative as relevant
- Leeds Programme representative as relevant
- Tutor Representative(s) (UG/PG as relevant)
- Registry Representative (Head of Quality and Governance or nominee, Deputy Chair)

In attendance:

- Degree Awarding Body Representative

16.2.2 Meeting Frequency

- 16.2.2.1 Twice per year, or more as required to coincide with cap-stone projects.

16.2.3 Quorum

16.2.3.1 A minimum of four members of the outlined Committee membership list.

16.2.4 Reporting

16.2.4.1 Reports to the LTA.

17. Health & Safety Committee

17.1 Terms of Reference

17.1.1 The Health & Safety committee is responsible for reviewing all the group companies' compliance with the health and safety policy.

17.1.2 The Health & Safety Committee can obtain outside professional advice, and may appoint external contractors to carry out work, but may not incur direct expenditure in excess of £5k without the approval of the CEO. The CEO will review expenditure above that limit.

17.1.3 The main role and responsibilities of the Health & Safety Committee should include setting health and safety policy; reviewing changes in the law; monitoring and reviewing compliance with health and safety policy; monitoring communication of health and safety policy with staff, tutors and students; making recommendations to the CEO on expenditure required to ensure compliance with policy.

17.1.4 The Health & Safety Committee will review arrangements by which staff of the company may, in confidence, raise concerns about health & safety.

17.1.5 The Health & Safety Committee's terms of reference include:

17.1.5.1 reviewing accident log, and implementing learnings to minimise chance of reoccurrence;

17.1.5.2 monitoring training of relevant staff;

17.1.5.3 reviewing that testing is carried out as required;

17.1.5.4 reviewing a sample of Risk Assessments to ensure compliance;

17.1.5.5 monitoring that staff are appropriately inducted and kept up to date with latest Health & Safety policy;

17.1.5.6 reviewing the state of the building and ensuring that deficiencies are corrected;

17.1.5.7 ensuring all staff receive a DSE compliance assessment, and concerns are remedied;

17.1.5.8 ensure there are enough trained first aiders;

17.1.5.9 ensure there are enough trained fire wardens covering all buildings.

17.2 Membership and Other Terms

17.2.1 Membership

- Director (Chair)
- COO

- Head of Estates and Facilities
- HR Manager
- Senior Manager Curriculum
- Kit Room Manager
- Programme Leader representatives
- Leeds campus representative
- Operations Manager Berlin Campus
- Centre Manager Garden Studios
- Head of MetFilm Production

In attendance:

- Servicing Officer

17.2.2 Meeting Frequency

17.2.2.1 Quarterly per annum at minimum.

17.2.3 Quorum

17.2.3.1 Two members, comprising at least one Executive and two managers.

17.2.4 Reporting Mechanism

17.2.4.1 The Health & Safety Committee reports to the MFS Executive Team.

18. Safeguarding and Prevent Committee

18.1 Terms of Reference

18.1.1 MetFilm has created a Safeguarding and Prevent Committee, which fulfils the role of a Prevent Duty Steering Group, as a recommended action for the sector, as indicated in the Prevent Duty Guidance: for higher education institutions in England and Wales (H.M.Government 2015) as well as ensuring governance oversight of Met Film School's wider safeguarding duties to students. The expectation is that Higher Education Providers will "make use of internal mechanisms to share information about Prevent across the relevant faculties of the institution" (Prevent Duty guidance: p5) and most Providers use their Steering Group to deliver on this. The Safeguarding and Prevent Committee reports to the Metfilm Executive, through the Executive Team and to the Governing Body of MetFilm School.

18.1.2 The Terms of Reference for the Committee include:

18.1.2.1 To advise the CEO and Board on matters related to the Prevent Duty and safeguarding matters, including bullying, harassment and sexual misconduct;

18.1.2.2 to review and monitor compliance and risk in relation to the expectations outlined in the OfS statement of expectations for preventing and addressing harassment and sexual misconduct affecting students in higher education (July 2021);

18.1.2.3 to review the Risk Assessment/Action Plan annually, or in response to a specific case, and to update as necessary;

- 18.1.2.4 to monitor the implementation of the Prevent Duty and to ensure that appropriate policies and practices are in place;
- 18.1.2.5 to submit regular reports, as required, to the OfS, as the monitoring authority, following approval by the CEO and Board;
- 18.1.2.6 to review compliance issues, at least termly, and discuss, as deemed necessary, any cases that have been raised as a cause for concern under the Prevent Duty;
- 18.1.2.7 to monitor other related issues e.g. increased reported cases of racial or religious harassment or bullying; reports or complaints from individuals or groups which directly or indirectly relate to the implementation of the Prevent Duty and to recommend action via due process;
- 18.1.2.8 to ensure that an equality impact analysis is carried out, based on reported cases and/or general equality issues related to the Prevent Duty that require evaluation and monitoring.

18.2 Membership and Other Terms

18.2.1 Membership

- Head of Student Support – Chair, also acts as the Single Point of Contact for Prevent Duty
- Dean
- Human Resources Manager
- Head of Technology
- Deputy School Director
- Head of MetFilm Futures
- Head of Quality and Governance
- Principal, MetFilm School Berlin
- Principal, MetFilm School Leeds

In attendance:

- Servicing Officer

18.2.2 Meeting Frequency

18.2.2.1 3-4 times per year, in advance of Academic Board.

18.2.3 Quorum

18.2.3.1 50% of committee members.

18.2.4 Reporting Mechanism

18.2.4.1 Responsibility for reporting shall rest with the Chair;

18.2.4.2 Minutes of each meeting shall be included as an appendix to the Met Film School Executive Committee.

19. Visa Oversight Group

19.1 Terms of Reference

- 19.1.1 The Visa Oversight Group is responsible to the Leadership Team for the monitoring and review of all sponsored migrants through their student life cycle and ensuring that MetFilm meets all expectations of performance as indicated by UKVI or any subsequent regulatory body.
- 19.1.2 Its terms of reference consist of:
- 19.1.2.1 Approval of Educational Agents;
 - 19.1.2.2 Review of International Agents contracts as required, or bi-annually at a minimum;
 - 19.1.2.3 Monitoring and reporting on the performance of appointed educational agents;
 - 19.1.2.4 Ensuring UKVI are informed when agents fail to meet expected standards.
 - 19.1.2.5 Reviewing and approving the evidence used in the issuance of a CAS. This responsibility will be undertaken as an ad hoc sub-committee, recorded on the appropriate form and reported formally to the subsequent Committee;
 - 19.1.2.6 Receiving and considering reports regarding the performance of MetFilm against BCA targets for performance in the issuing of CAS;
 - 19.1.2.7 Overseeing MetFilm's use of the SMS system for applicants and ensuring that accurate data is being collected and maintained both on MetFilm's student data systems and the SMS system, recommending action where appropriate;
 - 19.1.2.8 Oversight of MetFilm's activities for newly arriving students and ensuring compliance in the audit and collection of documentary evidence;
 - 19.1.2.9 Ensuring UKVI are informed when students fail to enrol.
 - 19.1.2.10 Receiving and considering reports regarding the monitoring of student attendance and the actions arising from such monitoring;
 - 19.1.2.11 Receiving and considering reports regarding the confirmation of personal details and the actions arising from such monitoring;
 - 19.1.2.12 Receiving and considering reports regarding changes of circumstance and the actions arising from such monitoring;
 - 19.1.2.13 Receiving and considering reports regarding potential breaches of visa terms and the actions arising from such monitoring;
 - 19.1.2.14 Reviewing and advising on record keeping ensuring that it meets expected standards;
 - 19.1.2.15 Ensuring UKVI are appropriately informed when a student's circumstances change.
 - 19.1.2.16 Receiving and considering reports regarding the visa status of members of staff and the actions arising from such monitoring;
 - 19.1.2.17 Receiving and considering reports regarding the right to work of members of staff and the actions arising from such monitoring.
 - 19.1.2.18 Monitoring, reporting and communicating visa regulatory changes to the wider business;
 - 19.1.2.19 Monitoring, reporting and advising on visa specific changes to MetFilms policies and procedures ensuring MetFilm complies with UKVI guidelines and best practice advice;
 - 19.1.2.20 Ensuring annual applications for the Student Visa Sponsor License and applications for appropriate CAS are completed;
 - 19.1.2.21 Ensuring training and development is provided to admissions advisors, Student Visa authorising officers and all staff involved in ensuring compliance with UKVI and MetFilm policy regarding recruitment of Visa students;
 - 19.1.2.22 Managing compliance visits and ensuring MetFilm is prepared for said visits.

19.2 Membership and Other Terms

19.2.1 Membership

- CEO (Chair)
- Director (Deputy Chair)
- Commercial Director
- Head of Student Support and Administration
- Head of Admissions (Accredited Courses)
- HR representative

In attendance:

- Servicing Officer

19.2.2 Meeting Frequency

19.2.2.1 Monthly within the academic year, with ad-hoc CAS approval meetings as required.

19.2.3 Quorum

19.2.3.1 3 members are required for the ad hoc approval meetings; 3 for formal meetings.

19.2.4 Reporting Mechanism

19.2.4.1 Confirmed minutes are received by the MetFilm School Executive Committee.

20. Technology Steering Group

20.1 Terms of Reference

20.1.1. MetFilm recognises that IT and Technology play an integral part in an organisation's ability to function and is fundamental to its support, sustainability and growth.

20.1.2. The purpose of the IT and Technology Steering Group is to ensure that MetFilm:

- 20.1.2.1. sets a vision for IT at Met Film School & enables continual improvement in IT services;
- 20.1.2.2. develops and delivers a consistent and coherent platform for the delivery of IT and Technology services;
- 20.1.2.3. manages the inherent risks associated with all IT and Technology platforms assuring:
 - the solutions support and enhance the organisation's objectives;
 - offer value for money.

20.1.3. The IT and Technology requirements for the organisation will come from a variety of different sources but primarily the direction will be driven by the systems and services required to deliver against the institution's educational needs and the requirements of normal business operations.

20.1.4. It may be necessary for the IT and Technology Steering Group to obtain outside legal or technical advice in relation to standards and policies to ensure compliance with regulatory requirements or HR legislation. Any expenditure above £2K must be approved by the Executive Committee.

20.1.5. The main roles and responsibilities of the Group include:

- 20.1.5.1. Formulating and recommending a School IT Strategy to the Executive Committee based on the overall Group Business Plan and the specific requirements of departments and functions within the organisation;
- 20.1.5.2. Agreeing and prioritising the allocation of resources to ensure the delivery of the Strategy, including management of 'Supply and Demand';
- 20.1.5.3. Agreeing IT standards and policies, including Data and Information management with regard to legal statutes such as the academic reporting standards and GDPR;
- 20.1.5.4. Considering the business case for all IT and Technology enabled projects;
- 20.1.5.5. Monitoring the delivery of all IT/Technology related projects when they have been agreed;
- 20.1.5.6. Agreeing relevant KPI's and SLA's for IT service provision and monitoring their delivery;
- 20.1.5.7. Ensuring value for money and evaluating the derived benefits from the provision of IT and Technology services;
- 20.1.5.8. Agreeing and overseeing the delivery of the 'Learning Technology and Innovation' programme of work in support of both the IT and Education strategy;
- 20.1.5.9. Acting as the Change Advisory Board in regard to significant system changes;
- 20.1.5.10. Reviewing major project risks including:
 - Disaster Recovery and business continuity audits;
 - Advisory group programs for IT related projects.
- 20.1.5.11. Coordinating IT Project prioritisation based on a programs priority to inform Metfilm's planning and budget cycle.

20.2 Membership and Other Terms

20.2.1 Membership

- Head of Technology (Chair)
- Chief Executive
- Director
- Head of Planning and Development
- Head of Student Support & Administration
- IT Support Analyst
- Commercial Director
- Representative of Education Team

In attendance:

- Servicing Officer

The Chair, in consultation with other group members, may invite other staff or external representatives to meetings in relation to specific discussion items.

20.2.2 Quorum

20.2.2.1 4 members – at least two Executive Members.

20.2.3 Frequency of Meetings

20.2.3.1 Fours time per annum.

20.2.3.2 However, additional full or subgroup meetings may be required to oversee specific implementations.

20.2.4 Reporting

20.2.4.1 The IT and Technology Steering Group reports to Executive Committee.

21. Scheme of Delegation

21.1 Introduction

21.1.1. This scheme of delegation seeks to record where authority rests within the School for particular types of decisions made in the name of or on behalf of the School. It should be read in conjunction with the School's Articles of Association and Board Terms of Reference. No such scheme can be absolutely comprehensive, but, in addition to explicitly locating the locus of authority for specific categories of decision, the scheme also forms a frame of reference through which questions about other types of decision may be resolved. Questions should be referred to the Company Secretary or Chair of the Board.

21.1.2. Note that the schedule below purports only to identify responsibility for the final ('ratification') stage of decision-making, and not, for example, responsibility for formulating strategic, policy and business proposals, which typically lies with individual members of management or School committees.

21.2 Framework & Principles of Delegation

21.2.1 As detailed in Board Governance Code and Terms of Reference, the Board is itself responsible for approving corporate strategy and associated plans and budgets; for approving major decisions and corporate policy; for the framework of governance and management; and for monitoring institutional and executive performance. These responsibilities are 'reserved' to the Board and, as a general rule, cannot be delegated.

21.2.2 As the academic authority of the School, the Academic Board is responsible to the Board for academic governance through the Dean of the School, and specifically for regulating, in accordance with the School's Quality documentation, the admission of students; the curriculum and assessment; the maintenance and enhancement of academic standards; and through our academic partnerships the award of degrees and other qualifications.

21.2.3 Operational responsibility for these matters may in general be delegated (as illustrated below).

21.2.4 The Chief Executive is responsible to the Board within the framework laid down by the MFS Governance Code as Accountable Officer to the Office for Students, the School's Financial Regulations and this Scheme of Delegation – for the operational management of all aspects of the School's work. The CEO may delegate – and in practice has delegated – responsibility for specific aspects of the School's management to members of management and to Heads of Department but retains ultimate responsibility for their work.

21.2.5 The Heads of Teaching Departments are responsible to the Dean and ultimately to the CEO of the School - for the leadership and overall management of their respective departments in accordance with their role profiles and the policies and Financial Regulations of the School. They may delegate responsibility for specific aspects of department management to tutors, visiting tutors and their direct reports, but retain ultimate responsibility for the management of their departments.

21.2.6 The Finance department is responsible to the Finance Director - and ultimately to the CEO of the School - for the leadership and overall management of this department in accordance with their role profiles and the policies and Financial Regulations of the School. The Finance Director reports to the Audit Committee on a biannual basis.

21.2.7 Management are responsible to the Board (through the CEO, Director, Dean and Finance Director) for the leadership and overall management of the School's services (Finance, Operations and Human Resources etc.) in accordance with their role profiles and the policies and Financial Regulations of the School. They may delegate responsibility for specific aspects of service management to heads of department but retain ultimate responsibility for the management of their service groups.

21.2.8 For financial decisions, reference should be made to the matrix below: -

	MFS Management with Finance Director approval	MFS Board Chair or Investor Director	MFS Board approval*
Budgeted expenditure	Up to £49,999	£50,000 to £250,000	£250,001 & above
Unbudgeted expenditure	Up to £49,999	£50,000 to £100,000	£100,001 & above

** Unless specifically delegated to a Board sub-committee*

Except as otherwise provided, individuals and bodies in whom authority is vested by this Scheme of Delegation may sub-delegate to others provided that such sub-delegation is consistent with the MFS regulations and recorded and reported to the relevant corporate service (for example, Finance in respect of financial authority levels).

A RACI matrix is used to identify who is Responsible and Accountable and who should be Consulted and Informed.

Responsible (R)

“Responsible” refers to the person who actually completes the task – aka “the doer.” There always has to be at least one Responsible per each task.

Accountable (A)

“Accountable” is the person who is ultimately answerable for the activity or decision to be made. This is someone who has the final authority over the task – typically some kind of a manager or senior offices.

Consulted (C)

“Consulted” is the adviser for the given task or entire project. Normally, this is the subject matter expert whose opinion you seek before making the final decision or action.

Informed (I)

“Informed” are the people you keep updated on how the process is going. These would be the people who you will notify once the task is completed and who will take action as the result of the outcome.

21.3 Strategy and Policy

	R	A	C	I
Approval of corporate strategy and associated resource strategies (including in particular finance, HR, estates and IT & H&S strategies)	CEO	Board	Executive Committee, Academic Board	Audit Committee, OfS MFS Staff Validating Partners
Delivery strategies (for example, Estates, Learning and Teaching)	Director, Finance Director, CEO	Board	Executive Committee, Academic Board Validating Partners	Audit Committee, OfS, MFS Staff
Approval of major corporate policies (that is, those which have a substantial / material impact on the working conditions of stakeholders of the School or substantially materially affect the School's reputation)	CEO	Board	Audit Committee, Academic Board Validating Partners	OfS MFS Staff

21.4 Governance, Management and Control

	R	A	C	I
Amendments to Articles of Association	CEO	Shareholders	Audit Committee	MFS Staff, OfS
Approval of Changes to General School Regulations	Director	Director	Management, Academic Board, Validating Bodies	MFS Staff, MFS Students
Approval of Regulations Relating to Taught Programmes	Director	Validating Bodies	Management, Academic Board, MFS Students	MFS Staff, OfS
Appointment of Board Members	Chair of Board	Board	CEO	MFS Staff, OfS, Company Secretary
Appointment / Removal of MFS Director	Chair of the Board	Board	Company Secretary	OfS, MFS Staff
School Management Structure	CEO	Director	Chair and Deputy Chair of the Board	Board of Governors, MFS Staff, MFS Students
Approval of Annual Accounts	Finance Director	Board	Audit Committee	OfS
Appointment of Auditors	Audit Committee	Board	Management	OfS
Systems of internal financial management and control and accountability, including risk management, financial regulations and financial	CEO	Board	Audit Committee, Management	MFS Staff, Auditors

procedures				
Appointment of bankers, opening of bank accounts and designation of bank account signatories	Finance Director	Audit Committee	Director, CEO	Management
Interpretation of this Scheme of Delegation	Chair	Chair	Director, CEO, Board	Management

21.5 Budget Allocation and Resources

	R	A	C	I
Approval of annual School budget	CEO	Board	Management	Audit Committee, OfS
Budget Allocation to Individual Departments	Finance Director	Director, CEO	Management	MFS Staff

21.6 Property, Transactions and Capital Projects

	R	A	C	I
Approval of Estates strategy and capital programme	Finance Director	Board	Management	MFS Staff, OfS
Acquisition, construction, refurbishment and disposal of buildings (and acquisition and disposal of land)	CEO and Management < £250k Board > £250k	Board	Management	MFS Staff, OfS
Leasing of properties	CEO and Management < £250k Board > £250k	Board	Management	MFS Staff, OfS

21.7 Staff

	R	A	C	I
Approval of main features of terms and conditions of employment	CEO	Executive Committee	Audit Committee, Board	MFS Staff
All other adjustments to terms and conditions of employment	CEO	Director	Management	MFS Staff, Chair and Deputy Chair of the Board.
Decision to initiate recruitment to either Executive or Senior Academic Team	Director, CEO	Board	Executive	MFS Staff
Decision to initiate recruitment to other Management team posts	Director, CEO,	Executive	Management	MFS Staff
Decision to initiate recruitment to other categories of posts	Executive Team	Management Team		MFS Staff
Appointment of casual (non-contracted) staff	Heads of Department	Heads of Department	HR Manager	Management
Authority to terminate an	CEO	Director	CFO	Chair and

employment contract			HR Manager	Deputy Chair of the Board.
Approval of Pay Rise or Honorarium	CEO	Director, CFO	HR Manager	
Overtime payments	Heads of Department	Heads of Department	HR Manager	
Approval of early retirement	CEO	Director, CFO	HR Manager	

21.8 Students

	R	A	C	I
Institutional admissions policy and strategy	Dean	CEO	Academic Board, Validating Bodies	MFS Staff
Admission of students	Commercial Director	Director	Academic Board	
Approval of tuition fees	CEO	Board	Management, Heads of Department	MFS Staff
Approval of new programmes of study	Dean	Director, Validating Bodies	Academic Board	MFS Staff
Assessment of taught students & award of degrees and other qualifications	Dean	Validating Bodies	Academic Board,	
Determination of appeals by students	Dean	Validating Bodies		
Determination of cases of plagiarism and cheating	Dean	Director		
Award of bursaries and scholarships	Commercial Director	Director	Finance Director	MFS Students
Exclusion for academic reasons	Dean	Director	Head of Department	Academic Board
Exclusion for disciplinary reasons	Dean	Director	Head of Department	Academic Board

21.9 Financial Transactions

	R	A	C	I
Bids and tendering	Finance Director	Management		
Approval / Dissolution of subsidiary companies	CEO	Board	Management Company Secretary	
Sale or licensing of IP	Director	CEO		Management
Borrowing	CEO	Board > £200k	CFO	

21.10 International Agreements

	R	A	C	I
International Activity including institutional collaboration on curriculum, exchanges and establishment of overseas	Commercial Director	CEO	Director	Board

agents.				
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21.11 Forward Commitments

	R	A	C	I
Locking the School into budgeted contractual commitments exceeding £250k extending over three years	Finance Director	Board	Management	
Locking the School into unbudgeted contractual commitments exceeding £100k extending over three years	Finance Director	Board	Management	

22. Appendix 1 – CUC Compliance Matrix

22.1 Introduction

22.1.1 The below table sets out key points of divergence between the CUC Governance Code 2020 and the MFS Governance Framework as expressed in the Governance Manual (as updated and approved by Board in November 2022). In all other respects, the MFS Code (Governance Manual) aligns with the CUC Code of Governance 2020.

22.2 Matrix

Point of CUC Code	Divergence explained	Notes
1.4 All members of the Governing Body share the same legal responsibilities and obligations.	The MFS Code is aligned with CUC on this clause but does not include a student member in order not to expose them to the financial and legal obligations of the Companies Act. This is confirmed through the 'Comply or Explain' principle in point 4.7.6 on page 14 of the MFS Code (Governance Manual)	As of 23/24, the Board has agreed to have in-attendance Student Voice representation, in the form of the Student President attending for relevant sections of the Q1 meeting and the last meeting of the year.
2.9 The Governing Body should provide assurance on the extent of the institution's compliance with the Higher Education Senior Staff Remuneration Code	The MFS Code is not fully aligned with the CUC Code. However, the establishment of the Remuneration and GP Committee (which also covers nominations) addresses issues of remuneration. The MFS Code (Governance Manual) reflects the establishment of the RGP and the CEO does not serve on RGP, whereby the important expectation of the HES Staff Remuneration Code, that 'nobody' is responsible for influencing their own remuneration is respected.	
3.6 The Governing Body should take practical steps to ensure that the Students' Union or association operates fairly, accountably, and sustainably	The issue of a Students' Union is dealt with under 'Key points of divergence from the CUC Code' at Section 4.5.6, page 13 of the MFS Code	
5.10 A Nominations Committee is an effective method to advise Governing Bodies on the appointment of new members	The text of the MFS Code is not yet fully aligned with CUC following the establishment of the Remuneration and GP Committee.	The Remuneration and GP Committee (RemCom) in the light of the Board Composition Review of September 21 is considering the profile of Directors and its relationship to the characteristics of the learner population as well as the balance of skills and experience are their relationship to the requirements of the business
6.6 Governing Bodies should ensure that the institution is accessible and relevant to its local communities and engage in public benefit, civic duties, and cultural/social growth.	4.8.7 The MFS Code diverges from the CUC 2020 Code in this respect and this is clearly explained in the MFS Code under point 4.8.6: <i>This is a Minor variation from CUC Code. The MFS and Met Media Boards ensure the institution is relevant to the local community where</i>	

	<p><i>this relates to the film industry and film studio ecosystem. The institution is involved in very limited research activity and so its overall community engagement is necessarily limited.</i></p>	
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