



Regulations of the Board of Governors

Version 1

This document constitutes the Regulations of the Board of Governors in order to regulate the conduct of its business or that of the London School of Science and Technology (“the School”).

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1. Introduction

- 1.1. The Board of Governors is accountable to the Office for Students (“OfS”) for its adherence to the conditions of registration and the Public Interest Principles set out in the Regulatory Framework for Higher Education introduced in February 2018.
- 1.2. These Regulations (“the Regulations”) include the Terms of Reference of the Board of Governors and the procedural rules by which the Board is expected to operate; it also defines the responsibilities of the Board of Governors and outlines the Board’s Articles of Association, which specifies those decision-making powers that are reserved for specific levels of authority; finally, it covers the principles by which Board members are expected to conduct themselves.
- 1.3. Nothing in this document is intended to conflict with the Articles of Association. In the event of any such conflict, the Articles of Association will take precedence. If there is any question on the interpretation of this document the Chair of Board of Governors will rule on this and on any points of order.
- 1.4. These Regulations will be reviewed every year by the Board of Governors.
- 1.5. LSST is a private higher education institution with a corporate structure that includes shareholders, who are the owners of the institution. The shareholders play a strategic and oversight role, with primary accountability for the long-term success, legal compliance, and financial sustainability of the institution.
- 1.6. Shareholders delegate the day-to-day operational oversight and academic governance to the Board of Governors, which in turn delegates operational execution to the Chief Executive Officer (CEO) and other members of the senior executive team.
- 1.7. Shareholders' Responsibilities - the core responsibilities of shareholders include:
 - i. Approving major strategic decisions, including institutional mergers, acquisitions, or disposals.
 - ii. Reviewing the annual report submitted by the Board of Governors, including audited financial statements and institutional performance outcomes.
 - iii. Ensuring that the institution operates in accordance with legal, regulatory, and fiduciary obligations.
- 1.8. Shareholders do not interfere in day-to-day academic or operational decisions, which remain within the remit of the Board and executive management.
- 1.9. Role Separation and Accountability - institutional governance is intentionally structured to separate:
 - i. Ownership (shareholder role) from
 - ii. Executive leadership (CEO role) and

- iii. Oversight (Board of Governors role)
- 1.10. This separation reinforces transparency, guards against undue influence, and meets sector expectations for integrity and accountability.
- 1.11. Safeguards for Oversight Independence - LSST recognises that the Chair of the Board of Governors also serves as the major shareholder. While this dual role reflects the founding and ownership structure of the institution, LSST has implemented robust governance safeguards to mitigate potential conflicts of interest and preserve the independence and integrity of institutional oversight:
- i. Collective Decision-Making: All Board decisions, including those related to the performance of the CEO and strategic oversight, are made collectively by the Board of Governors through majority voting. The Chair does not exercise executive powers and has only one vote, equal to other Governors, except where a casting vote is required under the Articles.
 - ii. Independent Governance Representation: The Board includes independent governors with no ownership or executive role, ensuring impartial scrutiny and challenge, particularly in matters relating to regulatory compliance, academic integrity, and risk management.
 - iii. Transparent Declarations and Recusals: The Chair, like all Governors, is subject to
 - a. LSST's Conflicts of Interest Policy. Where a conflict arises between shareholder interest and fiduciary Board duties, the Chair is required to declare the conflict and recuse themselves from the relevant discussion or decision.
 - iv. External Assurance: LSST engages with independent auditors and regulatory reviewers (e.g., external audit, OfS compliance review), providing third-party assurance on the effectiveness of governance, risk, and performance management processes.

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2. Terms of Reference

- 2.1. The primary responsibilities of the Board of Governors are mapped against, and aligned with, the Primary Elements of the Higher Education Code of Governance. These responsibilities are set out below:
- i. To receive and review, in accordance with their duties to manage and govern the LSST, the minutes and any reports of Executive Committee, Academic Board,

Finance Board, Audit Committee, and Remuneration Committee, and, where appropriate, approve and authorise the actions of these boards and committees.

- ii. To decide on, contribute to, and approve the LSST's mission and strategic vision, through the approval of the corporate strategic plans, associated academic and business plans, and budgets designed to support the achievement of the mission and vision.
- iii. To monitor the LSST's performance against agreed strategies and ensure processes are in place to monitor and evaluate the performance and effectiveness of the LSST against the strategic and operational plans and approved key performance indicators (KPIs), benchmarked against comparable institutions.
- iv. To ensure the LSST has systems in place to meet its legal obligations, particularly with regard to equality, diversity, inclusion, health and safety, data protection, the Prevent Duty, and procurement.
- v. To uphold and protect academic freedom and freedom of speech within the law, in accordance with its legal and regulatory obligations and the values of higher education.
- vi. To ensure that appropriate systems of control and accountability are in place to secure the solvency of the LSST and the safeguarding of its assets, including financial and operational controls and risk management procedures, and that such systems are subject to audit.
- vii. To ensure that appropriate supporting strategies are in place in relation to key matters of the LSST, such as estates, finance, and human resources.
- viii. To assess the effectiveness of academic and human resource management of the LSST across LSST campuses, ensuring alignment with strategic goals and staff/student needs.
- ix. To monitor the audits and/or reconciliations undertaken systematically on admissions, attendance, records of students held by SLC and SMS.
- x. To review and report to the shareholders annually on the effectiveness of the Board and its members, including the overall performance with reference to its responsibilities as set out in these terms of reference. In addition, it will review the relevance of each of these terms of reference and recommend appropriate changes to the shareholders.
- xi. To review and evaluate all institutional reports produced for and received by third parties (such as but not limited to OFSTED, QAA, OfS, HESA, DfE), and associated action plans and reports produced by LSST in response to such reports.
- xii. To evaluate, at least annually, the risk register of the LSST to ensure key risks are effectively managed and monitored (including academic risks).

- xiii. To manage the business of the LSST in accordance with 'best practice' in academic governance.
- xiv. To review the academic management and annual quality planning cycle of the LSST across all campuses and to keep under regular review the policies, procedures, and limits within such management functions.
- xv. To review the Strategic Enhancement Plan to confirm and evaluate the progress of the deliberate management actions in support of enhancing the student learning environment.
- xvi. To maximise the physical, electronic, and human resources available to the LSST and ensuring their effective, efficient and economical use.
- xvii. To ensure that suitable arrangements are in place to secure value for money in the use of LSST's resources, including oversight of strategies that promote economy, efficiency, and effectiveness, and to receive and consider relevant reports from the Audit Committee and external auditors.
- xviii. To ensure the LSST has effective policies and procedures in place for detecting fraud, irregularity, and bribery; to receive assurance from the Audit Committee on the adequacy and implementation of these measures; and to be notified of any significant incidents or non-compliance.
- xix. To ensure periodic external/independent review is conducted for its terms of reference, composition, and effectiveness.

3. Procedural and Operational Rules

3.1. Culture of the Board

- 3.1.1. The Board of Governors and the Executive Committee members value a strong culture of governance which provides the support and challenge to enable the School to thrive and develop. This is based on shared values and a sense of joint endeavour which requires trust, openness, transparency, professionalism and cooperation together with a commitment to governance in terms of time and a range of experience and skills.

3.2. Overall Role of the Board of Governors

- 3.2.1. The Board of Governors is the overarching decision-making body of the School and is responsible for overseeing the activities of the School and determining its strategic direction.

3.3. Membership and Appointment of the Board of Governors

- 3.3.1. The Company's Articles of Association state that the terms "governor" and "director" are synonymous, governors are directors, and that the Board of Governors is the

Company's Board of Directors. The governors are responsible for the management of the company's business (Articles of Association Article 4).

3.3.2. The membership of the Board of Governors is specified in Governance Handbook and provides for there to be different categories of members, as follows:

- Chair – Non-Executive Director
- CEO – Executive Director
- Finance Director – Executive Director
- Independent Governor (Non-Executive Director)
- Independent Governor (Non-Executive Director)
- Independent Governor (Non-Executive Director)
- Principal – Ex officio attendee (non-voting)
- Vice-Principal – Ex officio attendee (non-voting)
- SU President or nominated student representative (by invitation) (non-voting)

3.3.3. The roles are defined as follows:

- Chair – Non-Executive Director

The Chair leads the Board of Governors and is responsible for ensuring its effectiveness in all aspects of its role. As a Non-Executive Director, the Chair does not engage in day-to-day management but provides oversight and strategic leadership.

- CEO – Executive Director

The Chief Executive Officer is an Executive Director, meaning they are a member of the Board and part of the executive management team. The CEO is responsible for the overall operational leadership, strategic implementation, financial oversight and performance of the organisation.

- Finance Director – Executive Director

The Finance Director is an Executive Director responsible for financial strategy, planning, compliance, and oversight. They report directly to the CEO and contribute to board-level decision-making regarding financial matters.

- Independent Governors – Non-Executive Director

Independent Governors are Non-Executive Directors appointed for their experience, impartiality, and external perspective. They do not have executive responsibilities and are not part of the management team. Their primary role is to provide independent scrutiny, constructive challenge, and governance oversight.

- Principal and Vice-Principal – Ex Officio Attendee (Non-Voting)

The Principal and Vice-Principal attend Board meetings by virtue of their position (ex officio) but do not have voting rights. They contribute to discussions, particularly on academic and operational matters, and serve as a key liaison between executive operations and the Board.

- SU President or nominated student representative (By Invitation) (Non-Voting)

The Student Union (SU) President or nominated student representative may attend Board meetings by invitation to represent the student body's views. This is a non-voting role designed to ensure student input into governance decisions while maintaining formal independence from board responsibilities.

3.4. Appointment and Recruitment

3.4.1. This section sets out the process for recruiting and appointing governors to the Board, including independent non-executive governors, in line with the Company's Articles of Association. It aims to support transparent, merit-based recruitment while respecting shareholder rights.

3.4.2. Eligibility Criteria

To be considered for appointment, a person must:

- Be willing and able to act as a governor.
- Be permitted by law (e.g. not disqualified under the Companies Act 2006 or other relevant legislation).
- Demonstrate skills, experience or professional knowledge relevant to the strategic needs of the institution (e.g. governance, finance, education, audit, compliance, etc.).
- Be committed to the mission, values, and integrity of the institution.

3.4.3. Routes of Appointment

In accordance with the Articles of Association the appointment can be done:

3.4.3.1. By Shareholders

The holders of a majority of the shares may appoint any number of individuals as governors, including independent governors. This appointment is made by written notice to the Company, which:

- Must be signed by the majority shareholders.
- Takes effect when delivered to the registered office or presented at a Board meeting.

3.4.3.2. By the Board

Governors may be appointed by a decision of the Board of Governors, but only with the prior written consent of a shareholder governor.

3.4.4. Recruitment Process (for Independent Governors)

Where appropriate, the Board will follow a structured, merit-based recruitment process.

3.4.4.1. Needs Analysis

The Governance Committee or Chair identifies current skill gaps or strategic needs on the Board.

3.4.5. Role Description & Advertisement

A clear role profile is drafted, including expectations, responsibilities, term of office, and eligibility criteria. Positions may be advertised publicly or filled via nomination.

3.4.6. Expression of Interest / Application

Candidates may be asked to submit a CV and brief personal statement outlining their interest and relevant experience.

3.4.7. Shortlisting & Interview

Conducted by the Chair and one or more governors. Interviews focus on suitability, alignment with values, and independence of thought.

3.4.8. Due Diligence

Includes:

- i. References
- ii. Conflict of interest declarations
- iii. Fit and proper checks
- iv. Approval and Appointment

3.4.9. Subject to the relevant route (shareholder resolution or Board appointment with consent), the appointment is:

- i. Confirmed in writing
- ii. Registered with Companies House (Form AP01)
- iii. Entered into the Board minutes

3.4.10. Post-Appointment Requirements

All newly appointed governors must:

- I. New Governors checklist
- II. Sign a Governor Letter of Appointment
- III. Complete a Declaration of Interests
- IV. Sign the Governance Code of Conduct Acknowledgement
- V. Participate in an induction programme
- VI. Be added to the Register of Governors

3.5. Appointment of Independent Members

3.5.1. A governor is considered independent when they:

- Have no material relationship with the institution (not family, not staff, not suppliers)
- Are not financially dependent on the School
- Are free of conflicts of interest
- Can exercise objective judgment in the best interests of the institution

3.5.2. In considering candidates for independent membership, the Board of Governors shall normally advertise the vacancies and may conduct a search. The Board shall have regard to the balance of skills and experience of the members of the Governing Body and to the diversity of the membership of the Governing Body.

3.5.3. The following areas are regarded as core competencies or desirable skills for governors:

- Higher education knowledge
- Legal and regulatory awareness
- Financial acumen
- Risk management
- Governance and leadership
- Digital literacy and cybersecurity expertise

3.5.4. LSST is committed to fostering a diverse and inclusive Board of Governors that reflects the values and communities it serves. To this end, the Board will:

- Annually review diversity data (e.g., gender, ethnicity, age, disability, socio-economic background) of its membership;
- Set measurable objectives to improve underrepresented characteristics on the Board;
- Incorporate inclusive recruitment practices when appointing new governors.

3.5.5. The members of the Board of Governors are remunerated for their services

3.5.6. LSST is committed to maintaining continuity, effectiveness, and independence in its governance structures through structured succession planning.

3.6. Appointment of Principal and Vice Principal

3.6.1. The Principal and Vice-Principal shall serve as ex officio attendees of the Board. While the Principal and Vice-Principal contribute to strategic discussions and

presents academic and operational updates, they shall not hold voting rights and shall not be registered as a company director under the Companies Act 2006.

- 3.6.2. This structure preserves the distinction between governance and management, allowing the Principal and Vice-Principal to focus on institutional leadership while maintaining appropriate board oversight.

3.7. Optional Appointment of Staff Member of the Board

- 3.7.1. Where it is deemed beneficial to the strategic governance of the School, the Board of Governors may appoint a member of staff to serve as a Staff Governor or Board Attendee, subject to the following conditions:

- The staff member must demonstrate substantial experience and expertise relevant to higher or further education, regulatory compliance, institutional development, or other key strategic areas.
- The appointment must be based on merit, governance needs, and institutional impartiality, and not as a representative of staff interests or in a union capacity.
- The individual must undergo the same appointment process as other independent or non-executive governors, including due diligence, declaration of interests, and approval by the full Board.
- The appointee must comply with the School's governance code, including conflict of interest policies, and act in the best interest of the institution as a whole, not as a representative of staff groups.
- The Board reserves the right to determine whether such an appointment carries voting rights, depending on the nature of the appointment and regulatory guidance.
- In the event of a conflict between the appointee's executive/operational role and their governance responsibilities, the Board shall take appropriate steps to manage or mitigate such conflicts, including recusal or restricted participation in certain matters.

3.8. Induction

- 3.8.1. Newly appointed governors are provided with a structured induction programme to ensure they understand their roles, responsibilities, and the institution's strategic objectives. This includes completing all aspects from New Governors checklist, access to essential governance documents and training on regulatory requirements.

3.9. Terms of Office

- 3.9.1. The term of office for independent governors is three years, unless terminated earlier by either party giving to the other one month's prior written notice.

3.9.2. Reappointments follow the same considerations of contribution, independence, and skill balance.

3.10. Removal of a Member of the Board of Governors

3.10.1. In accordance with the Articles of Association (Article 22), the holder(s) of a majority of the shares may remove any governor, including independent governors, from office in the following circumstances:

- i. A governor may resign by written notice;
- ii. The member has been absent from meetings of the Board of Governors for a period of twelve months without permission;
- iii. Where a member is unable or unfit to discharge the functions of a member;
- iv. Where a governor is no longer able to meet the requirements of the OfS definition of 'fit and proper'.

3.10.2. Where a staff member ceases to be employed by the School, the term of office as a member of the Board of Governors will automatically come to an end.

3.11. Training

3.11.1. All Governors are required to undergo mandatory training on Safeguarding and Prevent to ensure they are equipped with the knowledge and understanding necessary to fulfil their responsibilities in protecting students and promoting a safe and supportive environment. This training will cover key aspects of safeguarding, including identifying signs of abuse, responding appropriately to concerns, and adhering to the institution's safeguarding policies.

3.11.2. Governors will also receive training on the Prevent Duty, which aims to prevent individuals from being drawn into terrorism by understanding the risks and knowing how to challenge extremist ideologies. Training will be provided upon appointment and regularly updated to maintain compliance with current legislation and best practices. It is the responsibility of the Board to ensure all Governors complete this training and remain up-to-date on these critical areas of governance.

3.12. Annual Evaluation of Effectiveness

3.12.1. The School emphasises the effectiveness of its committees through regular performance reviews, clear terms of reference, and alignment with institutional priorities. Committees such as the Executive Committee, Audit Committee, Academic Board, and Remuneration Committee are evaluated annually to ensure they meet their objectives.

3.12.2. The evaluation process should be carried out at the final meeting of each academic year alongside consideration of Committee Terms of Reference and membership.

3.12.3. A formal Board-level self-assessment should be conducted every two years, with the option for external facilitation (e.g., Advance HE or governance consultants) to provide independent insights.

4. Regulations Concerning the Role

4.1. The Chair of the Board of Governors has the following key responsibilities:

- **Leadership:** Provide strategic leadership to the Board of Governors, ensuring that governors fulfil their roles effectively, both collectively and individually.
- **Advocacy:** Support and champion the School's aims, goals, and objectives as outlined in the Schools Strategy and associated plans and policies.
- **Chairing Meetings:** Preside over meetings of the Board of Governors.
- **Delegated Authority:** Act on behalf of the Board of Governors as delegated and authorised by the Board.
- **Operational Efficiency:** Ensure the efficient and effective functioning of the Board and its committees, serving as the direct reporting link for the Secretary in relation to the conduct of Board business, including agendas, papers, and minutes.

4.2. Members are individuals appointed to a committee or body through the relevant appointment process. Categories of members, as defined in the Articles of Association, are distinct from attendees and reflect the varying roles and contributions to governance.

4.3. The Secretary, who serves as Clerk to the Board of Governors, is appointed by the Board and must be a member of the permanent staff of the School. The Secretary's responsibilities include providing authoritative guidance on governance regulations and ensuring that governance policies and practices align with statutory obligations and the appropriate governance frameworks.

4.4. Attendance and Time Commitment

4.4.1. There shall normally be at least four ordinary meetings of the Board of Governors in each academic year. At least seven days' notice of meetings of the Board or its committees shall be given by correspondence and accidental want of service of notice on any member shall not affect the validity of a meeting.

4.4.2. In the event of an emergency requiring urgent attention, a Board meeting may be convened with no less than 48 hours' notice.

4.5. Standards of Public Life

4.5.1. The Board of Governors is entrusted with public funds and therefore has a particular duty to fulfil the highest standards of corporate governance at all times and ensure

that members are discharging their duties with due regard for the proper conduct of public business.

4.5.2. Institutions of higher education were included among the public spending bodies examined by the Committee on Standards in Public Life, and consequently Members of the Board of Governors should observe the Seven Principles of Public Life drawn up by the Committee.

4.5.3. These principles are as follows:

Selflessness: Governors should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their families or their friends.

Integrity: Governors should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity: In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, Governors should make choices on merit.

Accountability: Governors are accountable for their decisions and actions to the public and must submit themselves to appropriate scrutiny.

Openness: Governors should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty: Governors have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership: Governors should promote and support these principles by leadership and example.

4.5.4. New members joining the Board of Governors are asked to embrace these principles by signing a declaration. Other declarations will be required in accordance with the prevailing governance, statutory and regulatory requirements.

4.6. Mapping the IHE Code of Governance to LSST

4.6.1. The School adopts the ten principles of the IHE Code of Governance for Independent Providers of Higher Education (September 2021) and integrates them into its institutional structure and operations. Below is how LSST aligns its governance practices with each principle:

IHE Principle	Mapping	Evidence / Supporting Documents
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1. Clarity	<p>LSST maintains a clearly defined governance structure separating strategic oversight (Board of Governors) from operational management (Executive Team).</p> <p>The Governance Handbook articulates the respective responsibilities and lines of accountability.</p>	<ul style="list-style-type: none"> - Articles of Association as private limited company registration no. 04640769 - Governance Handbook - Board Terms of Reference - LSST Organisational Chart
2. Collective Responsibility	<p>The LSST Board operates under the principle of collective responsibility, with all members sharing accountability for the decisions made.</p> <p>Regular Board meetings and annual strategy reviews ensure unified decision-making, with all members contributing to strategic goals and institutional success.</p>	<ul style="list-style-type: none"> - Board Minutes - Business and Strategic Plan - Board Annual Effectiveness Review - Nominated accountable officer - Equality, diversity and Inclusion Policy
3. Academic Governance	<p>Academic governance at LSST is driven by its Academic Board, which oversees the quality and standards of teaching, learning, and research.</p> <p>The institution adheres to Office for Students Regulatory framework and policies to maintain academic standards and ensures alignment with sector-wide expectations for academic excellence.</p> <p>Student representatives participate in academic governance structures, ensuring their voices contribute to decision-making.</p>	<ul style="list-style-type: none"> - Academic Board Terms of Reference - Student Participation and Involvement Policy
4. Risk Management	<p>LSST has a structured and proactive Risk Management Framework. The Board and Audit Committee oversee institutional risk through a quarterly updated risk register and scenario-based planning.</p>	<ul style="list-style-type: none"> - Risk Management - Audit Committee Minutes - Financial controls - Complaints Policy
5. Size and Skill	<p>The Board is appropriately sized and constituted to provide breadth of experience.</p> <p>A skills matrix informs appointments, and regular training ensures currency of knowledge.</p>	<ul style="list-style-type: none"> - Board Skills Matrix - Governor Recruitment Policy
6. Effectiveness	<p>The Board undergoes regular evaluations (internal and external) to assess performance.</p>	<ul style="list-style-type: none"> - Annual Board Effectiveness Report - External Review Reports

	<p>Governance is benchmarked against the IHE Code and OfS' Public Interest Governance Principles.</p> <p>LSST collaborates with peer institutions for shared learning.</p>	<ul style="list-style-type: none"> - Annual Schedule of business - Conflict of Interests Policy
7. Integrity	<p>LSST enforces high ethical standards. Policies on conflicts of interest, declarations, and whistleblowing ensure governors act with transparency and probity.</p>	<ul style="list-style-type: none"> - Code of Conduct - Conflict of Interest Policy - Whistleblowing Policy - Board members declaration of interests - Board members to meet 'fit and proper' criteria
8. Remuneration	<p>LSST's Remuneration Committee ensures fair, transparent, and justifiable remuneration for senior staff and executives.</p> <p>Decisions on pay and benefits are guided by sector norms, benchmarking, and value for money, with clear policies to avoid excessive or inappropriate compensation.</p> <p>The remuneration framework aligns with LSST's commitment to financial sustainability and fairness. Board members are remunerated.</p>	<ul style="list-style-type: none"> - Remuneration Committee Terms of Reference
9. Fair Reporting	<p>LSST publishes accurate, timely, and balanced reports. Financial and governance reporting complies with OfS.</p> <p>LSST publishes minutes of the Board of Governors on the website.</p>	<ul style="list-style-type: none"> - Audited Financial Statements - Dividend Policy - Board of Governors minutes published on website
10. External and Student Engagement	<p>LSST prioritises stakeholder engagement. LSST actively engages with external stakeholders, including employers, industry partners, and local communities, to align its offerings with workforce needs and societal challenges.</p> <p>Student engagement is integral to governance, with elected student representatives participating in key committees, including the Academic Board and Board of Governors.</p>	<ul style="list-style-type: none"> - Student Feedback - NSS Action - GuildHE membership - QAA membership - Quality Strategy Network membership - AdvanceHE membership - Campus Advisory Boards with regional employers - Staff holding Fellowship of the HEA - Engagement with the Association of Higher Education Professionals, including staff holding

	Regular student feedback mechanisms, such as surveys and focus groups, ensure the student voice influences governance and decision-making.	Fellowship
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5. Code of Conduct

- 5.1. The Board of Governors will exercise its responsibilities in a corporate manner. A decision of the Board is a decision taken by the members collectively, acting as a body and that creates collective responsibility which each member has a duty to uphold, whether or not they supported it originally and whether or not they were present at the meeting when the decision was taken.
- 5.2. It is central to the proper conduct of public business that the Chair and Members of the Board should act and be perceived to act impartially and not be influenced in their role as Board Members by social or business relationships. Thus, each Member must avoid putting himself or herself in a position where there is a conflict (actual or potential) between their personal or other interests and those of the School.
- 5.3. Board and Committee Members must declare any material interests they may currently have which could give rise to a conflict of interest in matters likely to be considered by the Board or any of its Committees. On appointment, the Governor will be asked to complete a Register of Interests form for the purpose of declaring any material interests they may currently have which could give rise to a conflict of interest in matters likely to be considered by Board or any of its committees. The Secretary, on behalf of the Board maintains a Register of Interests which is updated annually on a routine basis before the start of each academic year.
- 5.4. Board members will often receive information of a confidential or private nature in the course of their duties, which is not yet public, or which may not be intended to be made public. The established practices of the Board would normally make clear the status of the information presented; however, as a general guide, Board confidentiality requirements include:
- Any matter expressly designated as confidential;
 - Personnel matters affecting individual employees of the School;
 - Information about commercially sensitive matters, or where disclosure might lead to damage or loss to the School and/or third parties.
- 5.5. Matters cease to be confidential once they have been officially announced by the School. The official record of Board meetings is the approved minutes of the meeting. Board members should not use, exploit or disclose information of a confidential nature received in the course of their duties, except to other Board members. In any event, such information should never be used for the purpose of personal or financial gain, to bring the School into disrepute, or to benefit any particular group within the School.

- 5.6. Even in the case of open business, it is important that members pay due regard to the principle of collective decision making when making any statement about Board discussions or decisions. Free and frank debate is the cornerstone of good governance and, as such, it is vital that members do not feel any inhibition on their ability to speak freely and express views in debate which might be controversial.

5.7. Standards of Public Life

- 5.7.1. The Chair of the Board or of the meeting shall preside over the meeting and control the conduct of the debate. All contributions to the debate shall be addressed to the Chair of the meeting.
- 5.7.2. Members of the Board of Governors shall not be bound in their speaking and voting by mandates given to them by other bodies or persons and there shall be no provision for the appointment of proxies.
- 5.7.3. Members must behave, at all times, in accordance with the principles of working behaviours expected by the School. Where behaviours are in conflict with these expectations as deemed by the Chair or Secretary, the member may be required to remove themselves or shall be removed from the meeting.
- 5.7.4. Decisions of the Board will be made by the Board by consensus wherever possible.

5.8. Chair's Actions

- 5.8.1. In circumstances where a Board or committee action is required and requirements are such that it would not be timely to wait until the next meeting because it is deemed that a delay would impede the business of the School, the Chair may be approached to take action on the item.
- 5.8.2. Following Chair's action the Chair should make a report to the following meeting of the Board and any documents signed by the Chair should be reported to the meeting so that the action taken by the Chair can be recorded in the minutes of the meeting.

5.9. Minutes and Actions

- 5.9.1. The Secretary is responsible to the Chair for recording of the minutes. The Minutes of the Board of Governors and their respective committees should conform to the published template, recognising that there will be acceptable variations to meet the needs of specific bodies.
- 5.9.2. A redacted and summarised version of the minutes from the Board of Governors will be published on LSST's website to support transparency and public accountability, while protecting sensitive or confidential information.

5.10 Records of Members of the Board of Governors

- 5.10.1. The School provides information about how it uses personal data in its Privacy Notice for Governors. This notice explains which data the School collects, the purposes for which the School process it, the lawful bases for processing, how long it is used and



stored, and how we share personal data. Some Governor data is routinely published. The privacy notice also includes information about data protection rights, how the Governors can exercise those rights, and contact details for the School's Data Protection Officer.