

Academic Board

Terms of Reference (ToR)

Navitas UK Holdings Limited (NUKH)

Registered Company Number: 06009965

Registered Company Address: The Lambourn, Wyndyke Furlong, Abingdon, Oxfordshire, OX14 1UJ

Last Reviewed: November 2025

Introduction

This Terms of Reference (ToR) sets out the functions and responsibilities of the Academic Board (AB). All members of the Academic Board commit to acting in the best interests of the Company and to working together in an open, honest, accountable and objective manner.

Definitions

In this Terms of Reference:

- Board means the Academic Board that reports to the Board of Directors (Governing Body) of the Company;
- Governing Body means the Board of Directors / Governing Board of the Company;
- Chair means the Chairperson of the Academic Board;
- Company means Navitas UK Holdings (NUKH) and its subsidiary companies (network of Colleges and registered entities);
- Member means an appointed representative, by term, of the Academic Board.

Objectives of the Academic Board

The Academic Board is the principal academic body of the Company.

The Academic Board is responsible for all academic matters relevant to NUKH operations, and includes:

- i. Educational strategy, including key learning & teaching principles
- ii. Review of policy and academic provision
- iii. Quality assurance and standards
- iv. Academic compliance and governance
- v. Academic Business Development
- vi. HE and pathway sector developments and impacts
- vii. Student experience and support

Through its association with a global organisation (Navitas Pty Limited / Marron Group Holdings Pty Ltd) the context and wider operations of the business will be taken into consideration as the Academic Board carries out its responsibilities.

Responsibilities of the Academic Board

The Academic Board is responsible for:

- i. Review of policies, procedures and regulations in relation to the maintenance and enhancement of academic quality and standards and the student experience; and to ensure that those policies integrate the opinions of the student body;
- ii. Monitoring wider HE policy environment and recommend and implement appropriate Company responses;
- iii. Ensuring that the development of academic policy frameworks and initiatives are informed by evidence-based good practice and wider trends within the Pathways and University sector;
- iv. Determining, reviewing and monitoring the implementation of NUKH Education Strategy;
- v. Setting policies relating to the academic programmes that are delivered by NUKH, specifically to:
 - a. Determine, oversee and keep under review policies relating to student discipline, attendance, safeguarding, academic conduct, examinations and resits, complaints, management of risk and student welfare and wellbeing;
 - b. Determine the Quality Assurance Framework that is used within the College network and ensuring that NUKH complies with the Quality Code;
 - c. Determine policies, practices and strategies that ensure that Colleges comply with Office for Students ongoing conditions of registration and oversee the implementation of those policies;
 - d. Oversee and keep under review policies relating to student performance, retention, outcomes and achievement, and monitor the Colleges' individual and collective implementation of academic policies;
 - e. Determine and oversee a central staff development and improvement policy for academic staff;
 - f. Support the development of an academic community, and facilitate dialogue across the College network;
 - g. Ensure compliance with annual programme monitoring review requirements and in line with the expectations of the Quality Code;
 - h. Review annual monitoring reports and periodic review reports from Colleges and produce a divisional annual academic report;
- vi. Devising, overseeing and monitoring academic Key Performance Indicators (KPIs) relating to the student experience and student outcomes and other relevant categories;
- vii. Providing strategic direction on programme design and development across the College network;

- viii. Liaison with learning and teaching specialists from across the Navitas Group to ensure that there is an influence, contribution and alignment to Group pedagogic strategy, thinking and expectations;
- ix. Identifying and managing academic risk;
- x. Developing and overseeing a data strategy aligned to meeting expected requirements;
- xi. Reviewing annually relevant Policy Regulations relating to learning, teaching, quality assurance and the student experience;
- xii. Identifying strategic priorities for future learning, teaching, quality enhancement and student experience policies and initiatives, including Artificial Intelligence.

Authority

The Academic Board is established by authority of the Governing Body to operate as an advisory group to assist the Governing Body discharge its duties for academic governance of the Company.

The Academic Board may set up sub-committee(s) to enable it to discharge its responsibilities.

The Chair of the Academic Board is responsible for leadership of the Academic Board, for setting the agenda prior to the meeting, for the efficient organisation and conduct of the Academic Board's function, and for briefing all members in relation to issues arising prior to or at Academic Board meetings.

Operation of the Academic Board

Size:

The Academic Board shall be of a suitable size to ensure it has the necessary skills to discharge its responsibilities, including as a minimum:

- A Chairperson who is an executive of NUKH (Chair)
- One (1) member who is independent of the Company
- Three (3) UPE College Director/Principals (CDP) on a rotational basis; each CDP will be a member of the committee for at least one academic year:
 - One (1) representative from an English Colleges
 - One (1) representative from a Scottish and/or Welsh Colleges
 - One (1) representative from a European Colleges
- Two (2) UPE Senior Learning & Teaching representatives from College/Campuses of the Company

- Academic Registry team members
- At least two (2) student representatives who may attend part or all of a meeting
- Standing invitations to all meetings will be held by all statutory Directors of the Company
- Other managers of the Company may be invited to attend meetings from time to time at the Chair's discretion

Quorum:

The quorum for an Academic Board meeting is at least half of the current membership except where there is a requirement to maintain one (1) independent of the Company. There must be one independent member at all meetings whether that be the elected independent or a nominated alternative.

If not in-person, a member is treated as present at a meeting held by audio or audiovisual communication if the member can hear and be heard by all others attending and engaging fully.

Frequency:

The Academic Board will meet as frequently as required to perform its functions but must, at a minimum, meet three (3) times a year. Meetings may be held by members communicating with each other using any technology which enables them to simultaneously hear each other and participate in discussion.

Reporting

The Academic Board must report to the Governing Body, at the first meeting subsequent to each Academic Board meeting, regarding the proceedings of each Academic Board meeting, and any recommendations and any other relevant issues for the Governing Body to consider.

Annually, the Academic Board shall prepare an annual report of its performance against this Terms of Reference.

Changes to the Terms of Reference

Changes to the Academic Board's Terms of Reference must be approved by the Governing Body.

These Terms of Reference shall be reviewed annually.