



## MANAGEMENT AND GOVERNANCE

### Legal, Regulatory and Charitable Status

OCRPL is a duly registered charitable company (limited by guarantee), registered with the Companies House and Charity Commission on 23 December 2005. Its registered number with the Companies House is 5662830 and with the Charity Commission it is 1139185.

OCRPL is self-governing and legally independent of national government. The Memorandum and Articles of Association set out the constitution of OCRPL, which outlines its objects, powers and framework of governance, together with any further Resolutions or Byelaws that are deemed necessary or expedient for the proper conduct and management of OCRPL.

The governing body of OCRPL is the Board of Directors, which is the body corporate, the owner of the assets of the institution and the employer.

The Resolutions or Byelaws of OCRPL empowers the formation of a Senate and a Council. Both the Senate and Council assist the Board of Directors in the effective management and governance of OCRPL and in carrying out the objects, aims and mission of OCRPL. The respective Resolution or Byelaws serve as the constitution for both the Senate and Council. Directors sitting on the Board are also required to sit on either the Council or the Senate in order to maintain proper control and oversight in the exercising of their fiduciary duties of OCRPL.

OCRPL is regulated principally by the Office for Students (OFS).

OCRPL is required to have robust systems of risk management and internal control and as a result benchmarks its system of governance with the codes and principles that are considered to be best practice in the higher education sector. The Higher Education Code of Governance developed by the Committee of University Chairs (CUC) sets out its core values and primary elements on the basis of 'apply or explain'.



## **The Council**

The Council, subject to the powers afforded it by the Board of Directors, exercises general control over the affairs of OCRPL and is responsible for strategic planning, monitoring effectiveness and performance, finance, audit, estate management and human resource management. Special persons fulfilling specific roles and functions may be co-opted onto the Council in keeping with any Resolutions or Byelaws of OCRPL.

Much of the business of the Council is conducted through its specialist committees, which advise the Council on:

- Finance;
- HR and General Administration;
- Audit and Risk;
- Bursaries and Student Affairs.

The Council's mandate is set out in the applicable Special Resolution or Byelaws of OCRPL.

## **The Senate**

OCRPL's academic governance is delegated to the Senate and derives its mandate and powers from the Board of Directors, and as contained in the Special Resolution or Byelaws.

The Senate oversees OCRPL's academic management, including curriculum and all aspects of quality and standards associated with OCRPL's mandate to be a University with degree-awarding powers. It has the power to make regulations, including those which (subject to the approval of the Board of Directors) delegate any of its powers. Senate meetings concentrate on major issues of academic strategy, policy, priority and performance.

The Senate is supported by a structure of specialist committees that advise the Senate in areas such as, but not limited to:

- Research
- Curriculum and Qualifications



- Quality Assurance and Enhancement
- Learning and Teaching
- Student Support and Discipline

### **The Board of Directors**

As previously mentioned, the Board of Directors is the body corporate which is the owner of the assets of the institution, the employer, and the ultimate body responsible for decision making powers. Through its Articles and Memorandum of Association, as well as its Resolutions (special or ordinary) and Byelaws, it has the necessary powers to delegate certain responsibilities to the Senate and the Council.

The above arrangement is appropriate for the size and complexity of our organisation because we are concentrating on a very specific area of higher education, through post-graduate research, which allows for the necessary flexibility while maintaining quality control over all aspects of the organisation.

### **Governance Effectiveness**

The effectiveness of OCRPL's governance structures and arrangements are kept and will continue to be kept under regular review. This review will have a two-pronged approach:

1. An annual effectiveness review appraises business and decision-making against the terms of reference for all OCRPL's committees providing opportunity to consider and implement changes when required, and between major governance reviews;
2. A more detailed review of effectiveness and performance, intended to take place every three (3) years, benchmarked against guidance set out in the external *Codes of Governance*, regulatory requirements and good practice elsewhere in the higher education sector