

Education and Learning Committee: Terms of Reference

The Education and Learning Committee (the Committee) is responsible for advising the CGIUKI Board (The Board) on all aspects of all qualifications within CGIUKI, including all those leading to membership of the Institute. It also monitors the delivery of the learning and development programme and provides assurance to the Board regarding the implementation of the programme and its alignment with CGIUKI's strategy. The Committee is supported by an Assessment Review Panel (The ARP), which monitors the quality and standard of CGIUKI examinations.

1. Membership

- 1.1. The Committee shall have a minimum of four members. These might include Fellows, Associates, Affiliated members of the Institute and non-members of the Institute where their skills and expertise have been identified as appropriate. Due regard must be given to achieving a balance of practitioners and academics among its membership.
- 1.2. Non-Board members must not account for more than one third of the membership of the Committee.
- 1.3. Owing to the technical nature of the Committee's responsibilities, advisers shall be invited to attend meetings on a regular basis. Advisers to the Committee should bring an independent view on a range of educational matters, drawing on knowledge and expertise which is not otherwise available to the Committee.
- 1.4. The Chair of the ARP will be a member of the Committee.
- 1.5. Members of the Committee shall be appointed by the Board on the recommendation of the Nomination Committee and in consultation with the Chair of the Committee.
- 1.6. Membership of the Committee shall be regularly reviewed by the Chair of the Committee with input from the Head of Education and Learning.
- 1.7. Appointments to the Committee shall be for a period of three years, which may be extended, subject to Board approval, for up to an additional three-year period.
- 1.8. The CGIUKI President shall be invited to attend all meetings as a guest.
- 1.9. The Chair of the Committee shall be appointed by the Board for a period of three years, which may be extended, subject to Board approval, for up to an additional three-year period.

2. Secretary

- 2.1. The Head of Secretariat or the Head of Education & Learning shall be the secretary to the Committee. The secretary will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Quorum

- 3.1. The quorum of the Committee at any meeting shall be three members.
- 3.2. If the Chair of the Committee is not present then those present will decide which of their number is to take the chair to the conclusion of that meeting only.
- 3.3. A duly convened meeting of the Committee, at which the quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Meetings

- 4.1. The Committee will meet at least twice a year. The meetings shall be scheduled after the ARP meetings have taken place.
- 4.2. Meetings can be held by electronic means.
- 4.3. Decisions can be made by the Committee by written resolution.

5. Notice of meetings

- 5.1. Meetings of the Committee shall be called by the secretary or the Board members who are members of the Committee.
- 5.2. Unless otherwise agreed, notice, agenda and papers shall be forwarded no later than five working days before the date of the meeting.

6. Minutes of meetings

- 6.1. The secretary shall minute the proceedings and resolutions of all meetings, including the names of those present and in attendance.
- 6.2. The secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly.
- 6.3. Minutes of meetings shall be circulated within five working days to the Chair of the Committee and within 10 working days to all members of the Committee.

7. Duties

The Committee shall monitor and advise on:

- 7.1. All academic and professional aspects of the delivery and student experience of CGIUKI's learning and development programme which includes all qualifications.
 - 7.1.1. Review and challenge as necessary:
 - 7.1.1.1. Progress against KPIs to ensure delivery of programme benefits and outcomes.
 - 7.1.1.2. The high-level interdependencies and the management of strategic risks as they relate to the programme and impact on business.
 - 7.1.1.3. The effectiveness of resource plans and funding in assisting in delivery of the programme.
- 7.2. That the appropriate resource structure is in place for the delivery of the programme. Quality controls and standard setting policies and procedures.
- 7.3. Provide comment and constructive feedback on regular reports from the Executive regarding qualifications and education product proposals, their suitability for the market and commercial viability projections.
- 7.4. The Committee shall agree:
 - 7.4.1. Student admissions policies.
 - 7.4.2. Any new student-related guidance and policies. The entire list of guidance and policies shall be reviewed on a biennial basis.
 - 7.4.3. Transitional arrangements when a programme structure has been changed.
- 7.5. The Committee shall also:
 - 7.5.1. Approve any student prize lists, under delegated authority from The Chartered Secretaries' Charitable Trust, with delegated authority to the Chair of the Committee as necessary.

- 7.5.2. Receive regular reports from the ARP.
- 7.5.3. Review annually a schedule of standing items to be discussed by the Committee.
- 7.5.4. To liaise and advise the Board on the work of the Professional Standards Committee.

8. Reporting responsibilities

The Committee Chair or their alternate shall:

- 8.1. Report formally to the Board on its proceedings after each meeting on all matters within the Committee's duties and responsibilities.
- 8.2. Make whatever recommendations to the Board the Committee deems appropriate on any area within its remit where action or improvement is needed.

9. Other matters

- 9.1. The Committee shall have access to sufficient resources in order to carry out its duties, including access to staff as reasonably required.
- 9.2. Resources shall include an agreed provision to facilitate, at least once a year, a review of its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10. Authority

The Committee acts under delegated authority from the Board and is authorised to:

- 10.1. Seek any information it reasonably requires from an employee of the Institute to perform its duties.
- 10.2. Obtain, at the Institute's expense, external legal or other professional advice on any matter within its terms of reference subject to the availability provision. Any expenditure required must be agreed with the Chief Executive and the CGIUKI President.

Assessment Review Panel – Terms of Reference

1. Authority

- 1.1. The Assessment Review Panel (the Panel) acts under delegated authority from the Education and Learning Committee and may seek from the Institute's employees any information it reasonably requires performing its duties

2. Role

- 2.1. To monitor the quality and standard of all the CGIUKI's qualifications, including reviewing and confirming examination results following each examination sitting.

3. Membership

- 3.1. The Chair of the Panel will also be a member of the Education and Learning Committee. They will be appointed by the Education and Learning Committee for a period of three years, which may be extended, subject to the Education and Learning Committee's approval, for up to an additional three-year period.
- 3.2. All members will be appointed by the Education and Learning Committee, in consultation with the Chair of the Panel, for a period of three years, which may be extended subject to the Education and Learning Committee's approval, for up to an additional three-year period.
- 3.3. Members will include Fellows and Associates, and non-members of the Institute may be invited to join the Panel where their skills and expertise have been identified as appropriate.
- 3.4. No more than two members of each examination Review Group will be members of the Panel.
- 3.5. Owing to the technical nature of the Panel's responsibilities, due regard must be given to achieving a balance of practitioners and academics among its membership.
- 3.6. Members should bring an independent view on a range of educational matters, drawing on knowledge and expertise which is not otherwise available to the Panel.
- 3.7. The Head of Education and Learning or their deputy will be the secretary to the Panel.

4. Role of the Chair

- 4.1. To agree an annual schedule of meetings in advance.
- 4.2. To agree each meeting's agenda including any items raised by the Education and Learning Committee members.
- 4.3. To ensure a full and frank discussion takes place with reference to contributions made in advance by members unable to attend.
- 4.4. To agree minutes as a true and accurate record of the meeting.
- 4.5. To report the Panel's activities to the Education and Learning Committee and make recommendations including changes to its remit or membership.
- 4.6. To initiate any agreed actions following feedback from the Education and Learning Committee.

4.7. To review and update annually the Panel's terms of reference and to evaluate the Panel's performance on a regular basis.

4.8. To keep under review the balance of skills, knowledge and experience on the Panel and ensure membership is regularly refreshed so that particular individuals do not exert undue influence.

5. Meetings

5.1. The Panel will meet at least twice a year following each of the exam sessions. Other meetings of the Panel might be called on an ad-hoc basis on businesses deemed necessary by the Executive and the Chair.

5.2. The Panel can invite members of the Executive to attend as required.

5.3. The quorum of the Panel is three members.

5.4. The agenda and papers will be issued no later than five working days before the date of the meeting unless otherwise agreed.

5.5. The secretary will minute the meetings, including recording any conflicts of interest.

5.6. Copies of minutes will be provided to the Education and Learning Committee and PSC once they have been approved by the Chair.

6. Duties

6.1. To undertake a post examination audit of the Chartered Governance Qualifying Programme (CGQP) examinations, prior to the release of the examination results, and including the following:

6.1.1. Monitoring of standards of marking.

6.1.2. Monitoring and agreement of examination results.

6.1.3. Moderation of exam results where necessary with reference to the 'Guidance for mark adjustments'.

6.1.4. Consideration of examination feedback.

6.1.5. A review of reports from examiners.

6.1.6. A review of reports from CGQP Review Groups.

6.1.7. Adjudicating in instances of disagreement between examiners and review groups.

6.2. To review results and reports on all other CGIUKI's qualifications on an annual basis and to give feedback and direction.

6.3. To receive an annual report on the accredited postgraduate programmes and to monitor their standards by reviewing External Examiner's reports.

6.4. To advise on academic and professional aspects of the CGQP and related awards when required by the Education and Learning Committee

6.5. To provide quality assurance services and support, as directed by the Education and Learning Committee for other divisions of the Institute as necessary.

6.6. To receive and provide a response to feedback from the Professional Standards Committee (PSC) of The Chartered Governance Institute, recommending follow-up actions as necessary.

6.7. At least once a year, the Panel will review its own performance, constitution and terms of reference to ensure it is operating effectively, and to recommend any changes it considers necessary to the Education and Learning Committee for approval.