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Developed by:	Steven Mundin
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Applicable to:	Staff members, Governing Board, Students
Related Policies/Procedures:	Academic Governance
Equality and Diversity	Equality Impact assessment was undertaken for this policy.

REVISION HISTORY

Version	Date	Revision description/Summary of changes	Author
2	29/05/20	Edited summary table and added EIA	Chrissy Moog

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sine fm   higher RECORDING STUDIO rhythm   MUSIC INDUSTRY Yorkshire   circuit RECORDS

company registration no: 06274005 VAT registration no: 932 5333 37

1. Introduction to Higher Rhythm Management and Governance

For the purpose of this policy, Governance is defined as the systems, structures, procedures and rules by which Higher Rhythm takes decisions on its affairs and is held accountable for them. This includes setting Higher Rhythm's strategic aims and objectives, monitoring and measuring performance against these, ensuring accountability and effective scrutiny, and appointing and ensuring the effectiveness of the Board, Committees, CEO and other senior staff members. This policy, therefore, provides an insight into the structures, processes and people that contribute to the effective governance of Higher Rhythm.

The development of our governance structures as well as this policy have been informed by a number of external documents and benchmarks, first and foremost by CUC's Higher Education Code of Governance, and also by the Office for Students guidelines, and UK Corporate Governance Code.

Higher Rhythm Ltd. Is a not-for-profit limited company incorporated in England, being established explicitly for a social purpose, primarily to address equality of access and to provide music, media, creative and digital experiences that nurture co-operation between people from a wide range of ages, ethnic, cultural and economic backgrounds

The services / activities provided by the organisation are broadly, training and professional development opportunities, private creative services, informal and formal short courses, volunteering opportunities, further education programmes and higher education programmes.

The organisation currently operates from two sites located in central Doncaster, South Yorkshire, and also conducts delivery at various remote locations where localised demand and need is evidenced.

The management and governance structures and approached outlined within this policy remains unchanged and is unaffected by the location where services are delivered.

Comparison between the HE Code of Governance and Higher Rhythm's arrangements

Higher Rhythm provides a comparison between Higher Rhythm's governance and arrangements and those set out in the CUC's Higher Education Code of Governance (https://www.universitychairs.ac.uk/publication/higher-education-code-of-governance-2018-revision/).

A description of the differences is set out in the table in Appendix 1.

To understand the reasons for the existing differences, it is necessary to understand the history of Higher Rhythm's governance structure.

Higher Rhythm was formed in 2001 as a not-for-profit organisation, and became incorporated as a not-for-profit limited company in 2007. As a not for profit company, we offer a wide range of services which have included short accredited courses and national diplomas for many years and the decision to extend our provision into higher education was a response to many instances of students who had graduated from a range of colleges and universities reporting to us that their higher education experience in music industry courses, had been below a standard necessary for them to make a transition

into working within the music industry. Our offer of a Higher National Diploma (HND), focused on high quality, small group size, and real industry-based education is therefore our solution to this, within the region and is only one aspect of the full range of services we provide as an organisation.

Our governance therefore needs to be consistent with the requirements to satisfy not for profit status and academic status of the organisation. Alongside accountability and propriety, effective governance at Higher Rhythm is served by diverse yet coherent structures, which maximize participation by all staff and board members.

There is a high degree of delegation of responsibility; this enables staff members to retain responsibilities in key areas where they are best place to make judgments on matters of direct relevance to them. Delegation takes place within an overall framework that sets required standards, monitors consistency of good practice, and promotes mechanisms that encourage decision-making on the basis of full consultation and consensus seeking. These mechanisms are part of the distinctiveness of the Higher Rhythm model.

Higher Rhythm's governance arrangement are well adapted to its nature as a not for profit training organisation and is aiming for a strong practice of academic self-government.

The Governing Board is an actively managing body which, together with the Committees, CEO and Senior Staff members, and supported by strong external participation and with members providing a broad democratic accountability, provides a depth and breadth of involvement in decision-making and supervision which facilitate good governance and foster academic achievement.

Monitoring and incremental updating of these governance arrangements continues to ensure their effectiveness. All of this contributes to Higher Rhythm's strong success as a training provider.

These aspects of Higher Rhythm's model are very unusual among higher education institutions and it is therefore unsurprising that Higher Rhythm's governance arrangements are different in some ways from most other higher education institutions and from some aspect of the Code.

Higher Rhythm's governance arrangements are in general well adapted to its model and to meeting the overriding governance requirements of accountability and effectiveness.

2.   Governing Board

There is a voluntary Governing Board currently consisted of three individuals with a further two steering members in support, representing BAME, women and young peoples' interests at board level. The governing board has ultimate decision-making powers and holds legal responsibility for the company. It has the responsibility to satisfy itself that the systems, structures, procedures and rules for running Higher Rhythm are appropriate, necessary and fit for purpose.

Members of the Governing Board are expected to ask probing, searching questions in relation to these matters and to satisfy themselves that the responses are sound, confident and consistent.

Parallel with this, the CEO is the lead staff member, responsible for delivery of strategy, quality, financial, legal and staff matters. The CEO is concerned with the day-to-day running of Higher Rhythm; with advising the Governing Board about policies and objectives, devising means of implementing agreed policies and meeting agreed objectives and as a member of the Education Committee, guiding the Governing Board in Higher Rhythm's academic strategy, development and determining curriculum content, and devising means of implementing agreed policies and meeting agreed objectives.

The Governing Board is responsible for organisational governance but also holds a management responsibility for the CEO. All management functions beyond this are conducted / overseen by the CEO.

The Education, Remuneration and Nominations committees work together with the Governing Board to ensure that strategies, polices, procedures and effective governance are in place and that there is a regular review of all the established systems in the organisation.

Current Governing Board:

Gwyn ap Harri (Chair) – Independent to the organisation
Martin Abonyi - Independent to the organisation
Karl Sparrow - Independent to the organisation
Yve Robinson (BME and Gender Equality Representative)
Marny Hibert-Richards (Student and Young Peoples' Representatives)

Company Secretary: Steven Mundin

Total number of members: 5
Quorum: 3

3.   Commitment

Higher Rhythm recognises the importance of maintaining a high standard of governance. It is therefore important that all individuals at Board and Senior Management levels take their responsibilities seriously and fully commit in terms of participating in the work of the Organisation and in their own professional development.

Members need to be able to make a full contribution and commitment to the Board which, as well as one Annual General Meeting per year, meets on an ad hoc basis and

also requires the specific skills and experiences of each board member on various tasks and working groups, throughout the year.

4. Appointment of the members of the Governing Board

Higher Rhythm's primary consideration in appointment decisions is whether the applicant has the skills and experience, which the board needs to be effective, and whether they are willing to uphold and support the ethos of the organisation. Majority of the members of the governing board are independent of the organisation.

It is important that everyone on the Governing Board, Committees and Senior Management has a strong commitment to the roles and to improving outcomes for our students, inquisitiveness to question and analyse and the willingness to learn. They need good inter-personal skills, appropriate levels of literacy in English and sufficient numeracy skills to understand basic data.

Potential new independent board members can be identified by existing board members or senior management, or can express personal interest in joining the organisation in this capacity. Within the organisation's Memorandum and Articles of Association, it is stated that members of the board are appointed for an unlimited time period with the role of Chair having a suggested three -year term. However, despite not being directly referenced in the Memorandum and Articles of Association, it is also suggested, on appointment, that all roles of the board have a three-year term. Prior to appointment, all Board Members are made aware of the commitment and recommendations. Due to the Memorandum and Articles of Association being central to the contracts we have in place with external funders and partners, any changes to the wording of this legal document have to be considered carefully, being balanced against the risk of breach of contract.

A board position can be terminated at any time or the board member can choose to leave their position at any time, and the circumstances and terms relevant to this are detailed in our Memorandum and Articles of Association. Board members and their relevant positions are reviewed as part of our AGM. Senior management positions is managed and appraised by the board annually.

When appointing new members of the board and staff in senior management positions, the board follows the 'Fit and Proper persons' test guidelines published by UK Government for Charitable and Non-profit bodies and also the Regulatory Framework for Higher Education published by Office for Students. All individuals prior to appointment also undergo a full DBS check. New board members will be interviewed by existing board members. All individuals appointed to Board, Committees, staff and volunteer positions will undergo DBS checks.

All roles of the Governing Board are reviewed for their effectiveness annually and the process of how this is undertaken is detailed in Section 12 of this document.

Students as members of Governing Board

One student nominee may be recommended by the Education Committee to a meeting of the Governing Board for approval. Each appointment is for twelve months from September to following August.

All student members of the board share the same responsibilities and obligations as other board members. No members are excluded from any discussions that take place at board meetings and all members are encouraged to participate fully in all decisions, except where they have a direct personal interest in the matter under discussion.

5.   Education Committee

The Education Committee is responsible for defining and keeping under review the educational strategy development and standards of Higher Rhythm.

The Higher Education Committee work together with the Governing Board in a mutually dependent relationship. The CEO is the chair of the committee. It operates in accordance with Higher Rhythm's policies on equal opportunities.

The Education committee meets three times a year. Membership is voluntary and members commit to serve on the committee for a period of three years except for student representatives who are elected for one year after which they are eligible for re-election.

Current Education Committee Members:

1. Chair:
    CEO – Steven Mundin
2. Governing Board Representative:
    Board member – Gwyn ap Harri
3. Elected Staff Representative:
    Quality and Media Services Manager – Chrissy Moog
4. Independent Representative:
    Graham Sutherland
5. Student Member:
    Doya Beardmore

Secretary and Correspondent: Helen Matthews

Total number of members: 5
Quorum: 3

6. Remuneration Committee

The Remuneration Committee, acting on behalf of the Governing Board and within the employment framework, is responsible for determining the salaries and conditions of service of Board appointments, advising the CEO on salaries and conditions of service of key senior staff, and considering the appropriateness of severance arrangements with respect to individual cases and other issues as they arise.

The Remuneration Committee meets once a year. Membership is voluntary and members commit to serve on the committee for a period of three years and shall retire for at least one year before being eligible for re-appointment.

Current Remuneration Committee Members:

1. Chair (Independent) – Michael Price
2. Independent member – Graham Sutherland
3. Staff member – Dan Whitehouse

Secretary and Correspondent: Helen Matthews

Total number of members: 3
Quorum: 2

7. Nominations Committee

The Nominations Committee, acting on behalf of the Governing Board, maintains oversight of and provides advice on matters relating to the membership of the Governing Board and its committees.

The Nominations Committee meets three times a year. Membership is voluntary and members commit to serve on the committee for a period of three years and shall retire for at least one year before being eligible for re-appointment.

Current Nominations Committee Members:

1. Chair: CEO – Steven Mundin
2. Media and Quality Services Manager – Chrissy Moog
3. Independent Member – Michael Price

Secretary and Correspondent: Helen Matthews

Total number of members: 3
Quorum: 2

8. 'Fit and Proper Persons'

Higher Rhythm would not knowingly appoint someone to any position who was deemed not to be a fit and proper person. We operate DBS checks on all staff and volunteers, board members/people with significant control, and we follow the 'Fit and Proper persons' test guidelines published by UK Government for Charitable and Non-profit bodies.

We assure that staff and board members meet the following criteria to be considered as a Fit and Proper person:

1. Is of good character.
2. Has the correct qualifications, competence, skills and experience that are necessary for their role.
3. Able by reason of their health, after reasonable adjustments are made to properly perform the tasks of office or position for which they are appointed.
4. Has not been responsible for, privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in their employment or in the conduct of any entity with which they are or have been associated
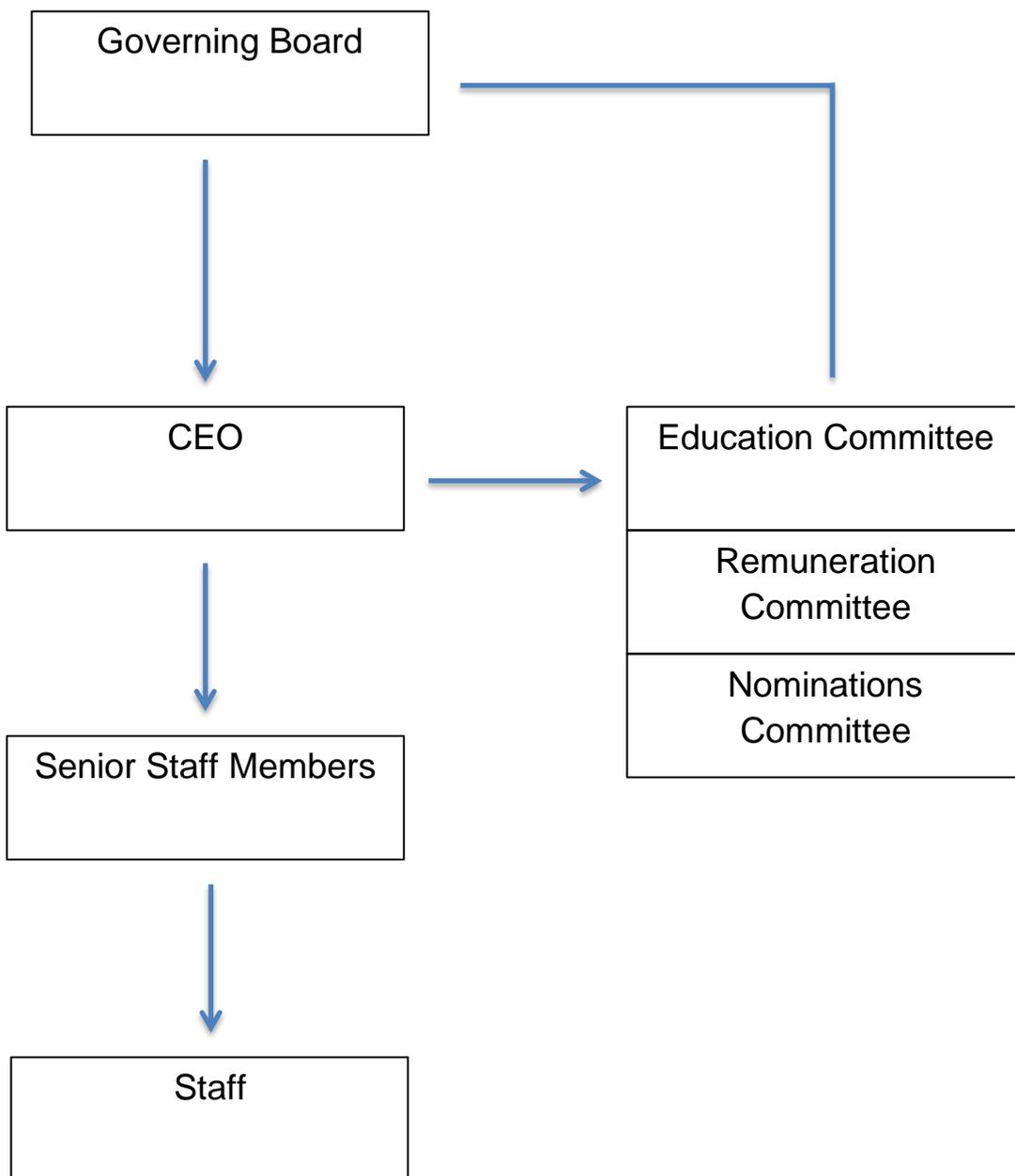
Additionally, in cases of all personnel in any way connected to governance, management or delivery of Higher Rhythm's Higher Education programme we follow the fit and proper persons test that is outlined in the Regulatory Framework for Higher Education published by Office for Students.

All members of the board and higher education committee are required to make a formal declaration that they are 'fit and proper persons' to take major decisions on behalf of Higher Rhythm, and for ensuring that its charitable funds are used only for charitable purposes.

9. Delegation Framework

The Governing Board, performance manages the CEO who works alongside the Education Committee. The Nominations and Remuneration committees act on behalf of the Governing Board. The CEO and the Senior Management team manage all other functions, as outlined in section 10.

The following delegation structure is in place:

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│    Governing Board      │─────────────────────┐
└─────────────────────────┘                     │
             │                                   │
             ▼                                   ▼
┌─────────────────────────┐      ┌─────────────────────────┐
│          CEO            │─────▶│  Education Committee     │
└─────────────────────────┘      ├─────────────────────────┤
             │                   │     Remuneration        │
             ▼                   │      Committee          │
┌─────────────────────────┐      ├─────────────────────────┤
│  Senior Staff Members   │      │     Nominations         │
└─────────────────────────┘      │      Committee          │
             │                   └─────────────────────────┘
             ▼
┌─────────────────────────┐
│         Staff           │
└─────────────────────────┘
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10.   Main Responsibilities and Terms of Reference

Governing Board

Higher Rhythm's Governing Board is responsible for:

1. Developing Higher Rhythm's strategic and operational plans.
2. Determining the educational character and mission of Higher Rhythm and for oversight of its activities.
3. Ensuring that financial control and risk management procedures are robust.
4. The effective and efficient use of resources, the financial viability of Higher Rhythm and safeguarding its assets, including ensuring value for money.
5. Approving annual projections of income and expenditure (and statements).
6. Appointing external auditors.
7. Ensuring that satisfactory arrangements are in place to promote economy, efficiency and effectiveness for the management and quality assurance of data submitted to funding bodies, Office for Students, and other relevant organisations.
8. Appointing particular key post holders including the CEO and overseeing their contracted terms and conditions.
9. Setting a framework for the pay and service conditions of all other members of staff.
10. Making rules regarding conduct, suspension and dismissal of staff and staff grievance procedures.
11. Ensuring an effective framework, overseen by Education Committee, to manage the quality of learning and teaching and to maintain academic standards.
12. Approving rules regarding the conduct of students and ensuring that students have opportunities for raising concerns.
13. Ensuring that appropriate provision is made for the general welfare of students, in consultation with Education Committee.
14. Overseeing major academic partnerships that involve significant risks
15. Approving the composition of the Higher Rhythm Education committee.
16. Agreeing policies (including those relating to students from admission to graduation) and delegating implementation of policies via the CEO.

Education Committee

Higher Rhythm's Education Committee is responsible for:

1. Developing the academic strategy of Higher Rhythm in accordance with the character and mission determined by the Governing Board.
2. Teaching and Courses.
3. Criteria for student admissions.
4. Appointment and removal of internal and external examiners.
5. Policies and procedures for assessment and examination of academic performance of students
6. Curriculum content
7. Academic Standards and the validation and review of courses.
8. Any regulations and frameworks that govern Higher Rhythm's academic award.
9. The procedures for awarding qualifications.
10. The procedures for expelling students for academic reasons.

11. Advising the Governing Board of the resources needed to support Higher Rhythm's academic activities.
12. Advise on such other matters referred to it by the Governing Board.

Remuneration Committee

Higher Rhythm's Remuneration Committee has overall responsibility for:

1. Determine the salaries and conditions of service of Board appointments.
2. Advise the CEO on salaries and conditions of service of key senior staff.
3. To consider the appropriateness of severance arrangements with respect to individual cases and other issues as they arise.

Nomination Committee

Higher Rhythm's Nominations Committee is responsible for:

1. Recommending to the Governing Board new members.
2. Recommending to the Governing Board lay appointments to its sub-committees.
3. Consider other issues relating to the membership of the Governing Board and its sub-committees.
4. Consider any other matters referred to the Committee by the Governing Board.
5. To consider all nominations in accordance with Higher Rhythm's equality and diversity policies.

CEO

The CEO is responsible for:

1. The executive management of Higher Rhythm and its day-to day direction and provides the vision and leadership necessary to put the Governing Board's decisions into effect.
2. Providing leadership, both academic and administrative, to the whole organisation
3. Advises the Governing Board on Higher Rhythm's annual financial statements and monitors performance and effectiveness of the internal and external auditors.
4. Seeks to assure the Governing Board that Higher Rhythm has adequate financial and management controls in place, which assure efficiency, effectiveness and value for money.
5. Considers Higher Rhythm's policies for risk management and monitors whether there is an adequate control of risk in relation to Higher Rhythm's activities.
6. Ensuring compliance with any statutory or regulatory responsibilities that relate to the activities of Higher Rhythm, providing advice to the Governing Board accordingly.
7. Being accountable for the public use of funds
8. Development of procedures and policies for Higher Rhythm.
9. Representing Higher Rhythm externally, within the UK and overseas (if applicable)
10. Advising on any matters referred by staff members.

Senior Staff

Senior staff members are responsible for:

1. Development of procedures relating to organisation and students from admission to graduation.
2. Operation of appropriate structures for academic governance
3. Review of organisational policies and procedures.
4. Managing other members of staff (temporary, etc)
5. Reporting to CEO developments, concerns, issues, etc.
6. Ensuring that Higher Rhythm acts reasonably and with vigour in setting and then pursuing its objectives.

Staff

The role of staff members is to manage, implement and carry out work that helps Higher Rhythm achieve its mission.

All staff has certain defined responsibilities and duties.

11. Annual Financial Statements

The annual financial statements show the performance and position of Higher Rhythm during the financial year and those, which are likely to affect Higher Rhythm's future development, performance and position.

Higher Rhythm's Annual Financial Statements are produced by an external body and the Governing Board scrutinize these statements, producing a director's report which is included within the final signed off version of the annual financial statements.

Social return on investment reports is also conducted on specific public funded projects (usually by an external body) to ascertain value for money.

Each externally funded project is also independently scrutinized by the relevant funder, which may also result in an audit being conducted by that or other relevant bodies.

Due to the relatively small-scale nature of the organisation, the above measures are deemed appropriate and there is no specific audit committee. However, the organisation openly accepts that where there is a specific requirement for an audit, an external auditor will be appointed.

Higher Rhythm commits to invest in both outstanding academic provision and the student experience.

12. Review of Governing Board's and Committee's effectiveness

The Governing Board is required to carry out a self-review of its operations and effectiveness every four years and may instruct an external consultant to support this process.

However, during our AGM, we undertake a review of the current board members and their effectiveness in terms of contributing appropriate experience and skills to current and on-going strategies.

The Education, Remuneration and Nominations committees are required to review their operations and effectiveness every four years and report any findings to the Governing Board. The committees are required to review their composition and operation annually and report these findings to the Governing Board.

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The Education, Remuneration and Nominations committees are required to review their operations and effectiveness every four years and report any findings to the Governing Board. The committees are required to review their composition and operation annually and report these findings to the Governing Board.

13. Monitoring and Review

Higher Rhythm's Policy Development, Approval and Implementation Policy (https://www.higherrhythm.co.uk/public-policies/) specifies that all Higher Rhythm policies are reviewed annually after approval, or earlier if needed in the light of new evidence / legislation guidance. Therefore, the wider operation of this policy will be reviewed at least annually in light of developments in the internal or external policy landscapes, specifically where amendments may be required to meet additional requirements from national or other regulatory bodies, particularly, the Office for Students. A self-assessment for this policy is also produced annually as part of its review.

14. Governance in the Public Interest

Academic freedom

All staff members have the right to question and to test any wisdom received or delivery methodology, and to put forward new ideas or opinions, even where these opinions may be controversial or unpopular, without placing themselves at risk of losing their employment or privileges with the organisation. This aligns with our LEAN management structure and our ambition to drive debate and innovate.

This area is covered in further detail in our Statement of Principles on Academic Freedom document (https://www.higherrhythm.co.uk/public-policies/).
Accountability

Higher Rhythm operates openly, honestly, and with integrity, demonstrating the values appropriate to being recognised as an English Higher Education provider.

We are accountable to a wide range of stakeholders including Awarding Bodies, Funders and partners, Students/Service users.

We are accountable to Awarding Bodies via internal and external moderation and adhering to systems required by these bodies.

We are accountable to Funders and partners via project/programme monitoring and adherence to agreements and contracts

We are accountable to Students/Service users by operating a Learner/Service User centered approach via consultations, feedback and operating an organisational structure which provides the opportunity for any individual at any level to put forward ideas and opinions which have the potential to shape the organisations policies and services.

Underlining our organizational accountability are our self-imposed company objects which clearly define our social mission as an organisation and these are therefore stated within our 'Memorandum and Articles of Association' to assure that we must adhere to being accountable to our relevant stakeholders through all activities.

Openly

Our mission is: to raise aspiration and develop new opportunity by providing music, media and creative experiences, that nurture participation from people from a wide range of ages and backgrounds; offering professional development, training and support for individuals and organisations, and promoting inclusion for people and communities least engaged.

The activities that we deliver as an organisation are designed to remain focused on this mission and our activities should publicly celebrate this mission through their design to reinforce why the organisation exists.

Operating as a licensed media provider via our Ofcom regulated broadcasting licence, we not only have a legal responsibility to operate openly as an organisation, we also possess a 24/7-365 opportunity to celebrate our culture of openness to the community and wider society via our media platforms and should capitalise on this ability wherever possible.

Honestly

We operate the following core values to continually guide our work:

SOCIAL – we exist exclusively for a social purpose
QUALITY – we strive to be a leader within our sector
INNOVATION – we constantly review practice to find new and better ways
SUPPORT – we provide our services primarily for those with greatest identified need
INTEGRITY – we are committed to building trust and maintaining an excellent reputation

Our legal structure as a company incorporating in England and Wales obligates us to operate legally and honestly in all operations as a legal entity. We have however voluntarily formed the company under more a robust, not-for-profit structure where company directors / governing board cannot financially benefit from the company and this condition is stated within our company 'Memorandum and Articles of Association' to provide an added safety net against potential dishonesty and/or corruption.

Integrity

Within our company objects it is explicitly stated that we will: provide our services in a way that nurtures co-operation between people from a wide range of ages, ethnic, cultural and economic backgrounds. We monitor this process periodically to self-assess our effectiveness at meeting our company objects and to assure that we remain focused on these. This means that we are fundamentally bound to assure that our work is focused on the benefit to stakeholders, and this remains central to the dynamic that drives our work forward

Student Engagement

The organisation's governing board ensures that all learners, students, volunteers and service users, have the opportunity to engage with the governance of the organisation, allowing a wide range of perspectives to make a visible influence on operation and strategy.

There is student representation in the Governing Board and the Education Committee, which ensure that student voice is heard. Various feedback mechanisms are built into every course, online service user forums, public and project level meetings and a widely accessible feedback / suggestion box at each of our locations.

Comments, ideas, and opinions are collated regularly by admin and teaching staff, feeding back to the Education Committee, who in turn carries common themes to the Governing Board via meetings and electronic communications.

Academic Governance

This management and governance policy supports our Education Committee with the implementation of policies and practices to maintain and enhance the academic quality and standards across Higher Rhythm.

Our Academic Governance Framework (https://www.higherrhythm.co.uk/public-policies/) describes Higher Rhythm's policy for effective governance. The aim of Higher Rhythm's approach to academic governance is to minimise bureaucracy and establish a clear distinction between management and governance by making the Education Committee accountable for decisions and strategic delivery, consultation and communication in areas of responsibility and for providing assurance through regular reports to the Governing Board. The reports include Key Performance Indicators in the following areas: course uptake attendance statistics, grades and qualifications performance, internal progression data (from FE to HE), and representation of people with protected characteristics in the student population.

Risk Management

The Governing Board is responsible for Higher Rhythm's system of internal controls and for reviewing its effectiveness. A system of internal controls exists to manage and control the risk of failure to achieve the organisation's objectives.

The system of internal control is based on an ongoing process designed to identify the principal risks to the achievement of policies, aims and objectives, to evaluate the nature and extent of those risks, and to manage them efficiently, effectively and economically.

Our risk management process involves comprehensive, organisation-wide and project-level risk management via upholding risk registers, detailing relevant control and mitigation arrangements. Key risks are identified, categorized, and assigned to personnel according to the most appropriate duties and responsibilities, ultimately assigning ownership to each risk.

Different areas of risk:

Organisational Level – Organisational wide risks which includes specific Academic Risks are contained and assessed in our central risk register within our Business Plan, which is reviewed as detailed in our risk management policy. Academic risks are also detailed in our student protection plan.

Project Level – We conduct risk assessments for individual projects that we deliver. This is done via RA/MS produced for delivering activities at external/specific venues or risk assessments shared with project partners in the case of partner activities delivered within our facilities. A competent lead staff member carries out risk assessments. Further details of our approach to risk assessment at project level are contained in our Health and Safety Policy.

Details of our risk management processes can be found in our Risk Management Policy (https://www.higherrhythm.co.uk/public-policies/).

Value for Money

The Governing Board is responsible for delivering value for money from public funds. Higher Rhythm recognises its responsibility to achieve value for money (VFM) in all its activities, regardless of their source of funding.

Higher Rhythm is committed to the pursuit of efficiency, economy and effectiveness within its overall organisation and academic strategy. Higher Rhythm will seek, wherever possible, to adopt best practice and to incorporate VFM principles in all its activities.

We conduct Social Return On Investment (SROI) studies on our organisation, programmes and specific projects. Our latest SROI data was obtained using the KEYFIT SROI tool based on data algorithms from UK Central Government and at an organisational level, for every £1 invested, the local economy was strengthened by £1.53.

We also record and show value of volunteer hours contributed and last year this equated to an added value of £47,800 across our organisation.

Additionally, we assess the proportion of organisational spend classified as being local and within the last year this totaled 96%.

For our HE programmes, our course costs are in-line with other regional providers. And we believe that the programmes we deliver exceed the offer of existing similar regional programmes due to the extensive real music industry experience of staff members and guest lecturers and the real music industry rooted delivery model.

Further Information on our VFM strategy is available here: https://www.higherrhythm.co.uk/public-policies/.

Freedom of Speech

Being an organisation established for social purpose we exist to nurture the personal aspirations and ambitions of the individuals who participate in our organisation's activities and this process relies on providing an environment, which promotes freedom of speech and freedom of expression.

Details of how the Governing Board ensures freedom of speech within the law is secured within our organisation are included within our Freedom of Speech policy.

15. Validation of our Learning Programmes

The organisation does not have its own degree awarding powers. All HE and FE programmes are validated by Pearson, and introductory level Arts Award accreditations are validated by Trinity College London.

16. Contact Details

Higher Rhythm Ltd.
53-57 Netherhall Road
Doncaster

South Yorkshire
DN4 7RX

For further information on Higher Rhythm's governance arrangements, or to provide feedback on the information provided, please email your comments or questions to mail@higherrhtyhm.co.uk. We will use the contact information that you provide in your message to respond to you. In connection with your contact information, you can view Higher Rhythm Data Protection policy here: https://www.higherrhythm.co.uk/public-policies/

Appendix 1

Difference between CUC's Higher Education Code of Governance and Higher Rhythm's Governance and Arrangements.

HE Code guidelines	Higher Rhythm
PRIMACY OF GOVERNING BODY **Element 1: The governing body is unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit.**	√: The Governing Board's decision is final.
REGULATION AND ACCOUNTABILITY Three instances are given in the HE Code: the governing body **must** seek assurance that the institution meets the legal and regulatory requirements imposed on it as a corporate body; the accountability requirements falling on the governing body in respect of public funding **must** be followed; and its members as charity trustees **must** comply with legislation governing charities and case law in the exercise of their duties	√: The Governing Board receives assurance on the legal, regulatory and accountability requirements through reports from CEO and Education Committee.
REPRESENTATION OF STAFF AND STUDENTS ON GOVERNING BODY Staff and student members of the governing body share the same legal responsibilities and obligations as other members and **must** not be routinely excluded from discussions.	√: Higher Rhythm's Governing Board includes staff and student members; they have the same responsibilities and obligations as the other members.
OPENNESS AND TRANSPARENCY The governing body **could** consider… including in its annual report a corporate governance statement which sets out the institution's governance arrangements (including the extent to which it has adopted this Code), policies on public disclosure and making the report widely	√: Higher Rhythm's publicly available annual Financial accounts include a Director's report. Meeting agendas and unreserved minutes are posted on the Staff Intranet and Student Resource Site, within two weeks of being produced.

available. Publishing agendas and minutes of its meetings.	
PUBLICATION OF A STATEMENT OF PRIMARY RESPONSIBILITIES The governing body **should**…clearly define and communicate the scope of its own responsibilities in the context of legislation, governing instruments and guidance including the HE code through a Statement of Primary Responsibilities.	√: The main responsibilities of Higher Rhythm's Governing Board are in Section 9 of this policy.
INSTITUTIONAL REPUTATION THROUGH GOVERNANCE **Element 2: The governing body protects institutional reputation by being assured that clear regulations, policies and procedures that adhere to legislative and regulatory requirements are in place, ethical in nature, and followed.**	√: Higher Rhythm's Governing Board approves changes in legislation and approves changes to and oversees policies and procedures (taking advice from Educational Committee on academic matters).
ETHICAL BEHAVIOUR AND CONFLICTS OF INTEREST In protecting the reputation of the institution, the governing body will want to ensure the highest standards of ethical behaviour among its members, who **must** act ethically at all times in line with the accepted standards of behaviour in public life, and in the interests of the institution. The HE Code then addresses the following points: • members of governing bodies **must** act, and be perceived to act, impartially, and not be 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; • the governing body **must** ensure that its decision-making processes are	√: New Governing Board and Committee members are provided with documents setting out their duties, providing guidance on public benefit and conflicts of interest. Higher Rhythm maintains a register of interests. The register is published on the intranet. In addition, members of the Governing Board and Committees are asked to declare any interest that could give rise to conflict If the chair of a meeting identifies a conflict of interest pertaining to an agenda item, the member concerned maybe absent from the Governing Board's discussion on that matter and this will be recorded in the meeting minutes. The register is made available to the chair of a planned meeting previous to the meeting taking place.

free of any undue pressures from external interest groups; • members whose views are not consistent with the decisions of the governing body should abide by the principle of collective decision making and avoid putting specific interests before those of the institution; • individually members **must not** make any agreement for which they do not have authority.	
GOVERNANCE OF THE STUDENT UNION Legislation requires that the governing body **must** take practical steps to ensure that the students' union or association operates in a fair, democratic, accountable and financially sustainable manner. This requirement is *in addition to* corporate and charity legislation that many student organisations are independently subject to	**X**: Higher Rhythm currently has no student union due to the extremely small scale of the Higher Education programme (only one class with 12 students), making this impractical. However, there is a student representation in both The Governing Board and Education Committee.
PRACTICAL ROLE OF GOVERNING BODY **Element 3: The governing body ensures institutional sustainability by working with the Executive to set the institutional mission and strategy. In addition, it needs to be assured that appropriate steps are being taken to deliver them and that there are effective systems of control and risk management**	√: The Governing Board is responsible for the organisation's sustainability; it sets the organisational mission and strategy and (alongside the Education committee) takes the actions needed to ensure their delivery, receiving reports on control and risk management.
ROLE OF HEAD OF INSTITUTION The governing body is responsible for the mission, character and reputation of the institution at a strategic level, and members will need to be adequately informed in order to carry out this key responsibility. They can expect the head of the institution to help them by providing strategic advice and guidance on the mission and strategic development of the	√: Higher Rhythm's CEO carries out all roles required by the HE Code.

institution. [In the example Statement of Primary Responsibilities of the governing body, one of its duties is:] To delegate authority to the head of the institution, as chief executive, for the academic, corporate, financial, estate and human resource management of the institution.	
STRATEGIC PLAN AND SUSTAINABILITY The strategic plan plays a crucial role in ensuring the successful performance of the institution, and the governing body will want to demonstrate its commitment to and support for the plan by formally approving or endorsing it in accordance with its constitution. Aligned to this, it **must** ensure there is an appropriate financial strategy and be responsible, without delegation, for the approval of the annual budget. It **must** rigorously assess all aspects of the institution's sustainability… 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. In ensuring sustainability, the governing body **must** be in a position 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 governing body **must** undertake appropriate remedial action.	√: Higher Rhythm's Governing Board is responsible for the development and approval of the business plan and its delivery, monitoring its implementation through KPIs. The Business Plan contains the strategic plan of the organisation. The Governing Board approves the annual budget and the annual financial statements. The Senior Management also has important roles in relation to organisational sustainability, the delivery of the strategic plan, and assurance to the funding body. The Governing Board produces an Environmental Action Plan annually which benchmarks performance in key areas such as carbon reduction, waste management and water / energy consumption. This environmental action plan is also externally assessed.
AUDIT COMMITTEE The Audit Committee **must** be composed of a majority of independent members (who may also be drawn from outside the governing body) and produce an annual report for the governing body, including: its	**X**: Higher Rhythm's Annual Financial Statements are produced by an external body and the Governing Board scrutinize these statements, producing a director's report which is included within the final signed off

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.	version of the annual financial statements. Social return on investment reports are also conducted on specific public funded projects by an external body ascertaining value for money. Each externally funded project is also independently scrutinized by the relevant funder, which may also result in an audit being conducted by that or other relevant bodies. Due to the relatively small-scale nature of the organisation, the above measures are deemed appropriate and there's no specific audit committee. However, the organisation openly accepts that where there is a specific requirement for an audit, an external auditor will be appointed.

REMUNERATION COMMITTEE
 	
Governing bodies **must** establish a Remuneration Committee to consider and determine, as a minimum, the emoluments of the Vice-Chancellor and other senior staff as prescribed in constitutional documents or by the governing body.
The Remuneration Committee composition **must** include the [external] Chair of the governing body, be composed of a majority of independent members (who, as with audit, may also be drawn from outside the governing body) and have appropriate experience available to it. The Vice-Chancellor or other senior staff may be members of, or attend, the Remuneration Committee but **must not** be present for discussions that directly affect them. Other requirements set out in the HE Code are that the Remuneration Committee **must**:
    consider comparative information on the emoluments of employees within its remit and record decisions;
    report on its decisions and
	√: Higher Rhythm has a Remuneration Committee to review the salaries of senior staff, which is comprised of three individuals and chaired by an external member who is not a member of the Governing Board.
	
	There is another independent member and a staff member to complete the three members of this Committee.

operations at least annually to governing body; and consider the public interest and the safeguarding of public funds alongside the interests of the institution when considering its business.	
SEPARATE BODY (E.G. SENATE OR ACADEMIC BOARD) RESPONSIBLE FOR UNIVERSITY ACADEMIC WORK **Element 4: The governing body receives assurance that academic governance is effective by working with the Senate/Academic Board or equivalent as specified in its governing instruments in order to maintain quality.**	**X**: Higher Rhythm does not have a Senate or Academic Board. The Governing Board takes academic policy decisions, advised by the Education Committee.
ASSURANCE ON ACADEMIC GOVERNANCE The HE Code explains that the governing body **must** satisfy itself that academic governance is operating effectively given the importance of the high-quality student experience and research portfolio, that academic risks are being effectively managed, and that it must understand and respect the principle of academic freedom.	√: Higher Rhythm's Governing Board exercises assurance on Academic Governance through delegation to, and reports from the Education Committee.
EXTERNAL ACTIVITIES **Element 5: The governing body works with the Executive to be assured that effective control and due diligence takes place in relation to institutionally significant external activities.** Examples given in the HE Code are the governance of subsidiary companies, and that fund-raising, donations, sponsored research and partnerships do not inappropriately influence institutional independence, mission or academic integrity.	√: Higher Rhythm's Governing Board (together with its Education Committee) exercises due diligence and control in relation to external activities.
EQUALITY AND DIVERSITY **Element 6: The governing body must promote equality and**	√: Higher Rhythm's Governing Board (alongside the Education Committee)

diversity throughout the institution, including in relation to its own operation. The governing body **must** ensure that there are arrangements in place to • eliminate unlawful discrimination, harassment and victimisation; • advance equality of opportunity between people who do and do not share a protected characteristic; and • foster good relations between people who share and those who do not share a protected characteristic. … The governing body **must** **…** satisfy itself that agreed action plans to implement the equality and diversity strategy are progressed throughout the institution. The governing body **must** also routinely reflect on its own composition and consider taking steps to ensure that it reflects societal norms and values.	promotes equality and diversity. The organisation is fundamentally formed to widen participation of under represented groups and this is explicitly stated in the Objects of our Memorandum of Articles and Association. An Equality Action Plan is produced every year and is included in the annually reviewed organisational business plan. The organisation routinely collects data on inclusion of people with protected characteristics in our services such as but not limited to people from BME groups, disabled people and gender. The Governing Board currently has 40% BME membership and current engagement of people from BME groups in the organisation's services is 12% which exceeds local area and regional representation. The organisation is also fundamentally focused on inclusion of people from disadvantaged backgrounds such as people experiencing economic marginalization and designs all activities delivered to take social disadvantage into account.
GOVERNANCE STRUCTURES **Element 7: The governing body must ensure that governance structures and processes are fit for purpose by referencing them against recognised standards of good practice.**	√**:** The organisation's governance structures and processes are referenced against the CUC Code. Some of our governance processes are also informed by the UK Corporate Governance Code and Office for Students' Guidelines.
EXTERNAL MAJORITY The governing body **must** have a majority of external members, who are independent of the institution.	√: Higher Rhythm' Governing Board currently has 80% external members and will maintain a majority of

	external members having historically been comprised entirely of external members. .
RIGHT TO REMOVE GOVERNING BODY MEMBERS The governing body **must** have the power to remove any of its members from office, and must do so if a member breaches the terms of his/her appointment.	√: Higher Rhythm's Governing Board has the right to remove any of its own members.
NOMINATIONS COMMITTEE The governing body **must** establish a Nominations Committee (or similar) 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 governing body. Normally final decisions on appointment are taken by the governing body.	√: Higher Rhythm has a Nominations Committee (comprise of CEO, Quality and Media Services Manager and one other member independent of the organisation), which advises on the appointment of new members. Final decisions on appointments are taken by the Governing Board.
DEPUTY CHAIRS The governing body will need to ensure suitable arrangements exist for the continuation of business in the absence of the Chair. In some cases arrangements for a Deputy Chair are codified within institutions' governing instruments.	√: Provision for a deputy chair is detailed in Higher Rhythm's Memorandum and Articles of Association.
APPOINTMENT AND REMOVAL OF THE SECRETARY/CLERK TO COUNCIL All members of the governing body **must** have access to the services of the Clerk. Arrangements for the appointment or removal of the Secretary/Clerk may be defined by governing instruments; where they are not, it **must** be a decision for the governing body as a whole.	√ The CEO is secretary to Governing Board and is appointed by the Governing Board.
REGULARITY OF REVIEW OF GOVERNING BODY'S OWN EFFECTIVENESS Governing bodies **must** conduct a regular, full and robust review of their	√: The Governing Board is required to carry out a self-review of its

effectiveness and that of their committees… Many governing bodies find an external perspective in this process useful, whether provided by specialist consultants or peer support from other governing bodies. 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.	operations and effectiveness every four years and may instruct an external consultant to support this process. However, during our AGM, we undertake a review of the current board members and their effectiveness in terms of contributing appropriate experience and skills to current and ongoing strategies. The Education, Remuneration and Nominations committees are required to review their operations and effectiveness every four years and report any findings to the Governing Board. The committees are required to review their composition and operation annually and report these findings to the Governing Board.
CHAIR OF GOVERNING BODY The governing body **should** … ensure that the governing body has sufficient skills, knowledge and independence, including though the appointment of an independent Chair, to enable it to discharge its responsibilities.	√: The chair of Higher Rhythm's Governing Board is independent to the Organisation and is appropriately skilled and experienced for the role.
SIZE OF GOVERNING BODY The governing body **should**… be of sufficient size that its responsibilities can be undertaken effectively and speedily, without being so large that it becomes neither unwieldy nor too small. It **could**consider establishing a size within the range of 12-25 members.	√: Higher Rhythm's Governing Board has five members which is appropriate for the scale of the organisation.

Appendix 2 – Equality Impact Assessment

Name of Proposal (policy/strategy/function/service being assessed)	Management and Governance
Those involved in assessment:	CEO, Quality and Media Services Manager
Is this a new proposal?	Yes
Date of Initial Screening	May 29, 2020

What are the aims, objectives?	To set out HR's Management and Governance
Who will benefit?	Staff, students, stakeholders
Who are the main stakeholders?	Staff and Governing Board
What are the desired outcomes?	For everyone to be clear about HR's Management and Governance Policy
What factors could detract from the desired outcomes?	Non-awareness of this current policy.
What factors could continue to the desired outcomes?	Regular follow up and updates about blended learning.
Who is responsible?	Quality and Media Services Manager
Have you consulted on the proposal? If so, with whom? If not, why not?	Yes, Governing Board.

Which protected characteristics could be affected and be disadvantaged by this proposal (please tick)		Yes	No
Age	Consider: Elderly, or young people		✔
Disability	Consider: Physical, visual aural impairment, Mental or learning difficulties		✔
Gender Reassignment	Consider: Transsexual people who propose to, are doing or have undergone a process of having their sex reassigned		✔
Marriage and Civil Partnership	Consider: Impact relevant to employment and/or training		✔
Pregnancy and maternity	Consider: Pregnancy related matter/illness or maternity leave related matter		✔
Race	Consider: Language and cultural factors, include Gypsy and Travellers group		✔
Religion and Belief	Consider: Practices of worship, religious or cultural observance, include non-belief		✔
Sex/Gender	Consider: Male and Female		✔
Sexual Orientation	Consider: Know or perceived orientation		✔

What information and evidence do you have about the groups that you have selected above?

Date of implementation: 290120

> N/A

Consider: Demographic data, performance information, recommendations of internal and external inspections and audits, complaints information, ethnicity data, audits, service user data, etc.

How might your proposal impact on the groups identified? For example, you may wish to consider what impact it may have on our stated goals: Improving Access, Reducing Social Inequalities, Developing Confidence, Developing skills, Supporting Vulnerable People

Examples of impact re given below:

a) Planning a trip with the students to a location, which may have impact on people with limited mobility.
b) Planning to extend access to studio without considering how the services may be accessed by people with limited mode of transportation.
c) Redesign of a services that is used by people who may not have English as a first language, and may be excluded from normal communication routes.

Please list the positive and negative impacts you have identified in the summary table on the following page.

Summary	
Positive impacts (note the groups affected)	Negative impacts (note the groups affected)
N/A	N/A

Summarise the negative impacts for each group:

> N/A

What consultation has taken place or is planned with each of the identified groups?

>

> N/A

What was the outcome of the consultation undertaken?

> N/A

What changes or actions do you propose to make or take as a result of research and/or consultation?

> Briefly describe the actions then please insert actions to be taken.
>
> N/A

Will the planned changes to the proposal: Please state Yes or No

Lower the negative impact?	N/A
Ensure that the negative impact is legal under anti-discriminatory law?	N/A
Provide an opportunity to promote equality, equal opportunity and improve relations i.e. a positive impact?	N/A

Taking into account the views of the groups consulted and the available evidence, please clearly state the risks associate with the proposal, weighed against the benefits.

> N/A

What monitoring/evaluation/review systems have been put in place?

> This policy, along with other policies, will be reviewed annually.

When will it be reviewed?

May 29, 2021

Date Review completed:	May 29, 2020
Signature:	Steven Mundin
Approved by:	Gwyn Ap Harri
Date Approved:	May 29, 2020