

**Company No: 2868027**

**THE COMPANIES ACTS 1985 TO 2006**

**Private Company Limited By Guarantee**

**THE COLLEGE OF INTEGRATED CHINESE MEDICINE**

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**COMPANY RULES**

Approved by the directors on [●] 2019 and ratified by special  
resolution on [●] 2019

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These Rules are made by the directors and ratified by the Members in accordance with article 44 of the articles of association of the College (**Articles**). Words and expressions defined in the Articles bear the same meaning in these Rules unless the context otherwise requires.

## **1. THE MANAGEMENT COMMITTEE**

- 1.1 The Management Committee is the name given by the College to the board of directors of the College (which is a limited company) and each member of the Management Committee is a director and has statutory and other legal responsibilities as a director of the College. The Management Committee's role is to promote the long-term sustainable success of the College for the benefit of its Objects.
- 1.2 All directors must act with integrity, lead by example and promote the desired culture.
- 1.3 The Management Committee should ensure that the necessary resources are in place for the College to meet its objectives and measure performance against them.
- 1.4 The Management Committee should also establish a framework of prudent and effective controls, which enable risk to be assessed and managed.
- 1.5 In order for the College to fulfil its Objects, the Management Committee should ensure effective engagement with, and encourage participation from, Members, students and other stakeholders.
- 1.6 The Management Committee should ensure that workforce policies and practices are consistent with the College's values and support its long-term sustainable success.
- 1.7 The Management Committee is constituted as set out in the Articles and its Terms of Reference and Standard Agenda Items are set out in Annexure 1.

## **2. THE COUNCIL**

- 2.1 The Council is the name given by the College to its Members, acting collectively, and is made up of the Members of the College who are appointed and removed as set out in the Articles.
- 2.2 It is the guardian of the constitution of the College and its Objects.
- 2.3 It appoints, and has power to remove, the members of the Management Committee and holds them to account. It performs an oversight and advisory function in relation to the College and the Management Committee.
- 2.4 It approves, on the recommendation of the Management Committee any changes to the Articles or these Rules (which together represent the constitution of the College) and to the policies and regulations of the College.
- 2.5 The Council will seek to ensure that the Members include those with expertise in the following areas:
  - (a) Educational procedures;

- (b) Validation of courses within Higher Education;
  - (c) Experience of the work of governing or management bodies within educational establishments;
  - (d) Finance;
  - (e) Legal issues;
  - (f) Knowledge of the acupuncture profession and its place in the health care of the nation; and
  - (g) Experience of the College's courses and institution through having attended the College.
- 2.6 The Council's Terms of Reference and Standard Agenda Items for Council Forum Meetings are set out in Annexure 2.

### **3. COUNCIL MEETINGS**

- 3.1 Formal decisions of the Council are made at general meetings or by written resolutions in accordance with the Companies Act. These include the appointment and removal of directors or Members and changes to the Articles or these Rules. At least one general meeting will be held in each calendar year.
- 3.2 In addition to formal general meetings the Council shall hold at least 2 other meetings in each calendar year (these are the **Council Forum** meetings) to provide a more frequent forum for its advisory and supervisory functions and to facilitate the exchange of information between the Council and the Management Committee.
- 3.3 At Council Forum meetings, the Members will make decisions through a majority vote of those Members present. Should there be a split vote, the Chairperson has the deciding vote. The minimum number of Members present for a vote to be taken is three. On issues which have been specified in writing, a vote may be cast in writing. The Chairperson or such other Member or Management Committee member as is designated by the relevant decision has the responsibility of taking any steps necessary to implement the decision. The requirements of the Articles and the Companies Act will apply to general meetings and formal resolutions under the Companies Act.
- 3.4 Subject to the Companies Act and except where it is necessary to restrict attendance by reason of confidentiality or conflict of interest, members of the Management Committee and two student representatives will be invited to attend both Council Forum meetings and general meetings.
- 3.5 Subject to the Companies Act and except where it is necessary to restrict attendance by reason of confidentiality or conflict of interest, a copy of the minutes of the Council Forum and general meetings will be circulated to all Council members, the Management Committee and student representatives.
- 3.6 The active involvement of Members is important and Members must make reasonable endeavours to attend general meetings and Council Forum meetings. If a Member does not attend three or more consecutive meetings (whether general

- meetings or Council Forum meetings) without good reason they agree that this constitutes grounds for their removal as a Member under article 29 of the Articles.
- 3.7 The Management Committee will make such arrangements as the Members require for the holding of general meetings and Council Forum meetings and, in particular, will convene general meetings where requested to do so by the Chairperson or by at least three other Members.
- 3.8 Except as provided in the Companies Act, the Articles or these Rules, the Members may regulate the proceedings of their meetings as they see fit and the decision of the Chairperson in relation to matters of procedure shall be final.

#### **4. CHAIRPERSON**

- 4.1 The Members shall, as the first business of the first general meeting or Council Forum meeting in each calendar year, appoint a person to chair their meetings (the **Chairperson**) and such person shall chair any meetings of the Members in that calendar year.
- 4.2 If the Members have not appointed a Chairperson, or if the Chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the meeting must appoint a Member to chair the meeting, and the appointment of the Chairperson must be the first business of the meeting.
- 4.3 The Chairperson's responsibilities include chairing Council Forum and general meetings, preparing agendas and liaison between the Members and the Management Committee.

#### **5. SUPERVISORY AND ADVISORY FUNCTIONS OF THE MEMBERS**

- 5.1 The Council reviews the operations of the College on a regular basis with a view to ensuring that CICM is fulfilling its Educational and Institutional policies and adhering to its other various policies (the policies referred to are those stated in the College's reports to the British Acupuncture Accreditation Board). To do this the Council must be given access to regular reports and any other information it requires.
- 5.2 For the purpose of performing this function, the Council can define which reports and information they require on a regular basis and any other College information on an ad hoc basis and the Management Committee shall provide this in a timely fashion. For the same purpose, any Member can request and will not be denied access to meetings of the Management Committee or to College classes or to meetings of any College committees.
- 5.3 Where the Members believe that the College is not being run in accordance with its policies or are otherwise concerned about the operations or management of the College, their responsibility is to communicate to the Management Committee specifically what they believe is wrong, either in writing or at a minuted meeting at which the Council and the Management Committee are present.
- 5.4 The Management Committee must respond to any concerns raised within a reasonable time. If the Council remains dissatisfied with the Management Committee's response to the issues, they shall meet to consider what further action,

if any, should be taken, including changes to the members of the Management Committee.

## **6. REMOVAL OF DIRECTORS**

6.1 The Council has powers under the Companies Act and the Articles to remove directors (including executive directors) and the Management Committee has the power to appoint and remove employees of the College. It is acknowledged that the Management Committee has the primary responsibility for managing the performance of College employees (including the executive directors), including, where relevant, carrying out investigations, disciplinary and capability reviews.

6.2 Where the Council raises concerns regarding the performance of executive directors, the Management Committee must take appropriate steps to investigate and address those concerns which may include disciplinary and capability reviews and disciplinary outcomes, including in appropriate circumstances termination of employment.

6.3 Ordinarily, the Council would expect to exercise its powers in relation to the appointment and removal of executive directors in consultation with the Management Committee, in accordance with the requirements of employment law and College regulations.

6.4 However, the Council retains the power to remove directors on its own initiative where appropriate, including in circumstances where the Council is not satisfied with the Management Committee's handling of a matter, where there are material conflicts of interest affecting the Management Committee in relation to a particular matter or where immediate action is necessary to protect the interests of the College.

## **7. CONFIDENTIALITY**

7.1 Each Member and director agrees that they will not at any time disclose to any person any confidential information concerning the business, affairs, students, staff or suppliers of the College, including the proceedings of any meetings of the Members or directors or information supplied for the purposes of those meetings, or use any such information except:

- (a) to the extent necessary for the performance of their duties to the College or
- (b) as may be required by law or any regulations applying to the College, a court of competent jurisdiction or any governmental or regulatory authority.

7.2 Should a Member breach their obligations under this Rule they agree that this constitutes grounds for their removal as a Member under article 29 of the Articles.

## **Annexure 1**

### **Terms of Reference and Standard Agenda Items for CICM Management Committee**

**Meeting Name:** CICM Management Committee

**Nature:** The Management Committee is the board of directors of the College (which is a limited company) and each member has statutory and other legal responsibilities as a director of the College. The Committee's role is to promote the long-term sustainable success of the College for the benefit of its Objects.

**Accountable to:** Council

**Frequency:** Every 3 to 4 weeks

#### **Terms of reference/functions:**

- 1) To manage the everyday operation of the College and its courses.
- 2) To monitor and review the academic, administrative and management staff required manage the College and the development and delivery of the curriculum.
- 3) To undertake strategic planning and risk management for the institution including course development and delivery, marketing and finance, resources, recruitment, staff training and development.
- 4) To review and respond to feedback from students and staff.
- 5) To report to the Council on the academic and institutional management of the College.
- 6) To consider issues relating to the College's liaison with Kingston University .
- 7) To consider Quality Assurance and Academic issues in relation to the QAA, BAAB, BAAC and Kingston University etc.
- 8) All members are to abide by the Nolan principles and follow the Management Committee code of conduct.

#### **Membership**

##### **The core members of the Management Committee include:**

- Joint Principal
- Joint Principal
- Dean
- Academic Director
- 2 Non-Executive Directors

**Minutes taken by:**

- Office Manager

**Notes:** A copy of the minutes is circulated to all staff members.

### **Standard Agenda**

- Temperature reading and apologies for absence
- Minutes of last meeting
- Matter arising from the minutes
- Student update – Level 4; Level 5; Level 6; Clinical; Learning Support; Regional Support; Graduation
- Teaching staff update – Teachers; Clinical supervisors; PSTs; Staff Development Day; CPD
- Admin update – Staffing
- CPD and 1 year courses
- Staff development including staff development day
- Course programmes: Curriculum, Assessment, Quality assurance – evaluation; staff appraisal any other Quality issues
- Marketing – Website; Prospectus, Advertising, Videos
- Validation - Board of Studies, Progression Boards, Liaison issues
- External Reporting - QAA, HESA, HEFCE, OIA, Prevent, BAAB, BAaC, CHAC
- Library and learning resources, IT
- Finances
- Building
- Risk management - Health and Safety, Business Continuity, Disaster Recovery, Academic etc
- Current projects/issues
- Council
- AOB

## Annexure 2

### Terms of Reference and Standard Agenda Items CICM Council

**Meeting Name:** Council

**Nature:** The Council is the guardian of constitution of the College and its Objects. It appoints, and has power to remove, the members of the Management Committee and holds them to account. It performs an oversight and advisory function in relation to the College and the Management Committee.

**Frequency:** Three times a year

#### **Terms of Reference/Functions:**

- To appoint and remove the members of the Management Committee and hold them to account.
- To approve, on the recommendation of the Management Committee, any changes to the Articles or the Rules (which together represent the constitution of the College) and to the policies and regulations of the College.
- To advise the College and the Management Committee of the College both in the realisation of its mission and all institutional and educational policies, academic governance and in the development of and changes to the mission and policies.
- To request any information and to have access to any meetings, classes or functions within the College.
- To be regularly updated with all information about College finances, Student Consultative Committee meetings, risk management and any changes that take place within the College. The Council can extend the list of information it requires at any time.
- All governors to abide by the Nolan principles and the Council Code of Conduct.

#### **Standard Agenda for Council Forum Meetings**

- Apologies and minutes of last meeting
- Matters arising
- College report
- Finances
- Health and Safety
- Student Consultative Committee
- AOB



**Note:** A copy of the minutes is circulated to all Council members, the Management Committee and student representatives.