



“Enabling Students to Accomplish their Academic Goal”

Recruitment and Appointment of Independent Members and Co-opted Members Policy

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Contents

1.	Introduction.....	3
2.	What is an Independent Director (i.e. an Independent Member)?.....	4
3.	Who is the Chair of the Board of Directors?.....	5
4.	What is a Co-opted Member?.....	5
5.	Recruitment process.....	6
5.1	Annual Knowledge and Experience Audit.....	6
5.2	Role Description and Person Specification.....	7
5.3	Vacancies.....	7
5.4	Key Individuals.....	7
5.4.1	Independent Directors (i.e. Independent Members).....	8
5.4.2	Chair of the Board of Directors.....	9
5.5	Application, selection and appointment process.....	10
5.5.1	Independent Directors.....	10
5.5.2	Co-opted Members.....	11
5.5.3	Chair of the Board of Directors.....	12
6.	Code of Conduct.....	12
7.	Conflicts of Interest.....	13
7.1	Register of Interests.....	13
8.	Annual performance review.....	13

1. Introduction

Bellmont College Limited [Company Number: 13184498], trading as Belmont College, is a provider of higher education programmes.

Bellmont College's sole shareholder is Belmont College Holding Limited [Company Number: 16663541].

Bellmont College is committed to ensuring and demonstrating accountability through trust, and through a commitment to fostering a culture of openness and transparency.

We are committed to ensuring the Office for Students ('OfS') Public Interest Governance Principles are met.

The OfS states¹ that a fit and proper person (the 'OfS Fit and Proper Person Definition'):

- is of good character [1];
- has the qualifications, competence, skills and experience that are necessary for their role [2];
- is able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed [3]; and
- has not been responsible for, been 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 [4].

With regards to **Point 2**, this Policy sets out how, *inter alia*, through our recruitment and appointment processes, we ensure that the Chair, Independent Directors (i.e. Independent Members) and Co-opted Members of Belmont College's Board of Directors have the qualifications, competence, skills and experience that are necessary for their role.

Further, OfS Initial Condition of Registration E9 requires a provider's "Key Individuals", that includes Independent Members and the Chair, to have sufficient knowledge and expertise to facilitate the provider to:

- comply with the ongoing conditions of registration applicable to it (if registered);
- deliver, in practice, the provider's business plan; and
- deliver, in practice, the provider's fraud and public money arrangements.

Note: OfS Initial Condition of Registration E9 also provides that, with regards to the "fit and proper person" requirement, a provider's "Relevant Individuals" must be fit and proper for the purposes of ensuring that:

- the provider is suitable to access and receive public funds;
- public trust and confidence in the higher education sector is maintained; and
- the provider is suitable to protect the interests of students.

¹ Annex B of the OfS Regulatory Framework.

A separate *Fit and Proper Person Policy* sets out how we ensure that our “Relevant Individuals” are fit and proper persons, for (i) Initial Condition of Registration E9; and (ii) if our application to register with the OfS is successful, Conditions of Registration E1 and E2.

2. What is an Independent Director (i.e. an Independent Member)?

Our Articles of Association provide that an Independent Director (i.e. an Independent Member) is:

“A director who is neither a member of staff, student nor shareholder, and who does not otherwise hold any interest (beneficial or otherwise) in the equity of the Company (but who may be remunerated in accordance with Article **Error! Reference source not found.**), and who shall have significant experience of higher education in the United Kingdom”

Article 1

To ensure independence, the Application Form for an Independent (Non-Executive) Director includes the following:

<p>As an independent non-executive director, your role is to provide an <u>independent</u> view of the company (Bellmont College), separate from its day-to-day running.</p> <p>You must therefore be independent from the company.</p> <p>Certain eligibility restrictions have been put in place to safeguard the independence of a non-executive director from being compromised (actually or potentially) or from appearing to be compromised.</p> <p>Please answer the following questions to enable an assessment of your independence from the company to be undertaken:</p>	
Have you been an executive director of Belmont College?	Yes/No
Have you been employed by Belmont College within the last 3 years?	Yes/No
Have you been a student of Belmont College within the last 3 years?	Yes/No
Have you had a significant contractual relationship with Belmont College within the last 3 years?	Yes/No
Do you have close family ties with any of Belmont College’s Senior Management Team, or members of the Board of Directors?	Yes/No
Are you a shareholder of Belmont College Limited or Belmont College Holding Limited, or a family member of such other person?	Yes/No
Is there any other reason why you consider your independence could be compromised (actually or potentially) or appear to be compromised?	Yes/No
If you have answered <u>yes</u> to any of the above questions, please provide details:	

Our Articles of Association further provide that:

“There shall be a minimum of three directors, of which at least one director shall be an Independent Director”.

Article 19.1

“Independent Directors shall be appointed for a term of three years. A retiring Independent Director shall be eligible for re-appointment for up to one further term of three years. In certain circumstances, an Independent Director may be re-appointed for a further term of up to three years, to give an overall maximum term of office of nine years.”

Article 19.3

“All directors shall:

- meet the “fit and proper” test for members of the governing body of a registered provider of higher education, as required by the Office for Students from time to time;
- have a sound understanding of the Company’s governing documents and business objectives and targets, its strategy for achieving those objectives and targets, and any associated risks; and
- have sufficient awareness of the characteristics of the cohort of students the Company has recruited and/or intends to recruit and their academic needs.”

Article 19.4

3. Who is the Chair of the Board of Directors?

Our Articles of Association provide as follows:

“The directors shall appoint a chair of the board, who shall be appointed from amongst the Independent Directors.

The person so appointed for the time being is known as “the Chair”.”

Articles 14.1 and 14.2

4. What is a Co-opted Member?

Our Articles of Association provide for Co-opted Members as follows:

“The Board may at any time co-opt any external person who is willing to act as a non-director board member, and is permitted by law to do so, to serve as an additional non-director board member of the Company.”

Article 19.8

“A person co-opted as a board member under Article 19.8 must satisfy the requirements of Article 19.4 at the time of their co-option and for the duration of their appointment.”

Article 19.9

“A co-opted non-director board member shall hold office for a single term of three (3) calendar years from the date of their co-option. In certain circumstances, a co-opted non-director board

member may be re-appointed by a decision of the Board for a further term of up to three (3) years, to give an overall maximum term of office of six (6) years.”

Article 19.10

“A co-opted non-director board member shall, for the duration of their appointment, be entitled to attend and speak at Board meetings but shall not be entitled to vote at such meetings or be counted in the quorum. A co-opted non-director board member shall not be a director for the purposes of the Act or these Articles.”

Article 19.11

5. Recruitment process

5.1 Annual Knowledge and Experience Audit

We have determined the knowledge and experience that is required of our Board of Directors (collectively) to ensure it can effectively discharge its duties, taking into account our size (in terms of income and expenditure, physical and human resources, student numbers and number of courses), as being:

- Audit and internal controls
- Equality, diversity and inclusion issues
- Financial management
- Fraud prevention
- Governance (corporate and academic)
- Health and safety legislation
- Higher education in an academic context
- Human resources including aspects of employment law
- Law, including its application in an education context
- Management of quality and standards, and quality enhancement, in a Higher Education context
- Marketing and communications
- OfS regulatory requirements
- Prevent Duty
- Public policy and public affairs, particularly in a Higher Education context
- Risk management
- Strategic planning and implementation
- UKVI regulatory requirements

We undertake an annual audit of directors' knowledge and experience as a director in relation to the areas set out above based upon their level of expertise (none/basic/competent/specialist) and whether they are currently using them (within Belmont College or externally).

5.2 Role Description and Person Specification

There is a Role Description and Person Specification for: (i) the Chair of the Board of Directors; (ii) Independent Directors; and (iii) Co-opted Members.

5.3 Vacancies

In view of the size of Belmont College, the Board of Directors itself operates the processes for the appointment of Independent Directors and Co-opted Members of the Board of Directors (and its committees).

We maintain a Schedule of Appointments which sets out the terms of office of all directors and Co-opted Members of the Board (and its committees).

We also maintain a record of these individuals' skills and experience, based upon the Annual Knowledge and Skills Audit (see **Section 4.1** above). This information informs the "Key areas of expertise" column in the Schedule of Appointments.

The Annual Knowledge and Skills Audits also feeds into our cycle of internal and external governance effectiveness reviews (see the Governance Framework).

When a vacancy arises due to the resignation of an Independent Director or Co-opted Member, the completion of their term of office, or the creation of a new Independent Director or Co-opted External Member, the most recent Annual Knowledge and Skills Audit is considered to help identify any gaps in expertise in order to inform recruitment.

The Board may advertise or employ professional search consultants to assist it in filling vacancies. Nominations for new Independent Directors or Co-opted External Members are also sought from the members of the Board. Nominations for new Co-opted Members of the Board's committees are also sought from the members of those committees.

5.4 Key Individuals

Paragraph **E9.1** of OfS Initial Condition of Registration E9 sets out that **key individuals** must meet **minimum knowledge and expertise requirements**. The minimum requirements differ depending on the individual's role and responsibilities.

The key individuals include:

- Chair of the Board of Directors
- Independent Member of the Board of Directors

Paragraph 6 of OfS Initial Condition of Registration E9 provides as follows:

"An individual may fulfil more than one of the roles listed under the 'key individuals' definition in **E9.2**. For example, the accountable officer may also be the Finance Senior Manager. Where one individual holds multiple roles, the OfS will assess them against the knowledge and expertise requirements for both roles. In these cases, the OfS will normally assess that individual against the knowledge and expertise requirements relevant to each role."

As stated above at **Section 3**, the Chair of the Board of Directors is also an Independent Director.

Paragraph 7 of OfS Initial Condition of Registration E9 provides as follows:

“Where a provider has more than one independent member, only one must meet the relevant knowledge and expertise requirements. The provider may choose which independent member to nominate for this purpose.”

We have decided that, unless otherwise stated for a specific appointment of Independent Director, all Independent Directors must meet the relevant knowledge and expertise requirements.

Paragraphs 12 and 13 of OfS Initial Condition of Registration E9 provides as follows:

“The requirement for an individual to have ‘**sufficient awareness**’ of a subject sets a minimum threshold for the level of knowledge they should have. Sufficient awareness is limited to broad, high-level knowledge of requirements, plans, policies, or other listed matters rather than in-depth knowledge of the relevant subject matter. It would not need to include knowledge of the practical, operational steps necessary to ensure compliance or deliver plans.

The requirement for an individual to have ‘**a sound understanding**’ of a subject sets a higher threshold. In this case, the individual should have a more in-depth knowledge. It would include the broad, high-level knowledge described above, as well as a more detailed knowledge of the most important elements of a requirement, plan, policy or other listed matter. It would include, where relevant, some understanding of the practical, operational steps that the provider has in place to meet a requirement, or ensure a policy or process is consistently followed. It would not, however, necessarily require the individual to have comprehensive knowledge of all the detail, or hands-on expertise in delivering a policy or process themselves.”

5.4.1 Independent Directors (i.e. Independent Members)

Paragraph **E9.1d** of OfS Initial Condition of Registration E9 sets out the **minimum knowledge and expertise requirements** for Independent Directors:

The individual proposed as the independent member of the provider’s governing body has:

- “i. a **sound understanding** of:
 - A. the following matters set out in the provider’s business plan:
 - a. the provider’s business objectives and targets;
 - b. the provider’s strategy for achieving its business objectives and targets;
 - c. any risks arising from assumptions made by the provider in the formation of its business plan which could impact its ability to achieve its business objectives and targets; and
 - d. how the provider plans to manage those risks;
 - B. the provider’s set of governing documents, including but not limited to any provisions which authorise or obligate the individual to act on behalf of the provider; and

- C. the provider's fraud and public money arrangements and any obligations these place on how the individual carries out their duties, including but not limited to any obligations to act if they find evidence of fraud or misuse of public money, and the individual's role in providing scrutiny over, and challenge of, these arrangements;
- ii. **sufficient awareness** of:
 - A. the broad characteristics and academic needs of the cohort(s) of students the provider has recruited and/or intends to recruit for its planned higher education provision, as set out in its business plan; and
 - B. the regulatory requirements imposed by ongoing condition of registration E3 and associated guidance;
- iii. **sufficient knowledge and expertise** to enable the individual to provide effective scrutiny over, and challenge of, activities of the provider and its governing body."

5.4.2 Chair of the Board of Directors

Paragraph **E9.1a** of OfS Initial Condition of Registration E9 sets out the **minimum knowledge and expertise requirements** for the Chair of the Board of Directors:

The individual(s) proposed as the chair(s) of the provider's governing body has:

- "i. a **sound understanding** of:
 - A. the following matters set out in the provider's business plan:
 - a. the provider's business objectives and targets;
 - b. the provider's strategy for achieving its business objectives and targets;
 - c. any risks arising from assumptions made by the provider in the formation of its business plan which could impact its ability to achieve its business objectives and targets; and
 - d. how the provider plans to manage those risks;
 - B. the provider's set of governing documents, including but not limited to any provisions which authorise or obligate the individual to act on behalf of the provider; and
 - C. the regulatory requirements imposed by ongoing condition of registration E3 and associated guidance;
- ii. **sufficient awareness** of:
 - A. the broad characteristics and academic needs of the cohort(s) of students the provider has recruited and/or intends to recruit for its planned higher education provision, as set out in its business plan;
 - B. how the higher education system in England functions and the context of the sector in which the provider plans to operate;

- C. regulatory requirements imposed by the OfS and associated guidance (beyond ongoing condition of registration E3 and associated guidance);
 - D. action that the OfS can take to address a breach of its regulatory requirements or an increased risk of breach; and
 - E. the provider's fraud and public money arrangements and any obligations these place on how the individual carries out their duties, including but not limited to any obligations to act if they find evidence of fraud or misuse of public money;
- iii. **sufficient knowledge and expertise** to enable the individual to provide effective leadership of the provider's governing body."

Paragraphs 23 and 24 of OfS Initial Condition of Registration E9 stipulates the following with regards to the Chair of the Board of Directors:

For the Chair of the Board of Directors, 'effective' leadership of the governing body means guiding it in a way that positively affects the provider's decision making. This should result in better outcomes for students and taxpayers while helping to avoid the potential adverse consequences of poor decisions.

To lead in this way, the Chair would need a combination of the knowledge and expertise, such as:

- a. Previous experience of organisational governance and how boards operate, gained through similar positions on governing bodies or chairing committees.
- b. Sufficient seniority and confidence, derived from business leadership experience and understanding of how organisations run, to enable the individual to lead and advise others.
- c. Knowledge and understanding of the provider's business activities and the external environment to a level of detail that would allow the individual to effectively chair discussions and facilitate decision making.

5.5 Application, selection and appointment process

During the application / appointment process, we ensure that individuals satisfy the following two elements of the OfS Fit and Proper Person Definition, to ensure that, *inter alia*, they:

- have the qualifications, competence, skills and experience that are necessary for their role; and
- are able by reason of their health, after reasonable adjustments are made, to properly perform the tasks of the office or position for which they are appointed.

We also ensure that (unless the Board of Directors determines this will not apply to a specific appointment) each Independent Director satisfies the relevant knowledge and expertise requirements set out in **Section 5.4.1** above. We also ensure that the Chair of the Board of Directors satisfies the relevant knowledge and expertise requirements set out in **Section 5.4.2** above.

This is normally validated through an interview.

5.5.1 Independent Directors

Applicants for the role of Independent Director apply by completing an Application Form and submission of a CV.

The Application Form comprises the following sections:

- Personal details
- Knowledge and experience [following the format of the Annual Knowledge and Experience Audit]
- Independence
- Commitments under the Directors' Code of Conduct
- Personal Statement
- References
- Office for Students' Fit and Proper Person Declaration
- Signature and Consent

The CEO undertakes due diligence checks on candidates that includes the Fit and Proper Person Declaration that is included in the Application Form.

Applicants are considered by the Board of Directors. The Board will conduct interviews before making an appointment. The interview will determine whether the applicant satisfies the relevant knowledge and expertise requirements set out in **Section 5.4.1** above.

Independent Directors are appointed by the Board of Directors.

Independent Directors are appointed for a term of three calendar years. A retiring Independent Director shall be eligible for re-appointment by a decision of the Board of Directors for up to one further term of three years. In certain circumstances, an Independent Director may be re-appointed by a decision of the Board of Directors for a further term of up to three years, to give an overall maximum term of office of nine years.

An offer of appointment will be made by the Chair. At this stage the applicant will be asked whether any reasonable adjustments are required to enable them to properly perform the tasks of Independent Director.

On acceptance, a formal letter of appointment, confirming the terms and conditions of the appointment, is sent from the Chair.

New members are invited to a briefing and induction by the Chair and the CEO. This includes an introductory meeting with other members of the Board.

5.5.2 Co-opted Members

Applicants for the role of Co-Opted Member apply by completing an Application Form and submission of a CV.

The Application Form comprises the following sections:

- Personal details
- Knowledge and experience [following the format of the Annual Knowledge and Experience Audit]
- Independence (if applicable)
- Commitments under the Directors' Code of Conduct (that also applies to Co-Opted Members)
- Personal Statement
- References
- Office for Students' Fit and Proper Person Declaration
- Signature and Consent

The CEO undertakes due diligence checks on candidates that includes the Fit and Proper Person Declaration that is included in the Application Form.

Applicants are considered by the Board of Directors. The Board may conduct interviews before making an appointment.

Co-opted Members are appointed by the Board of Directors.

Co-opted Members shall be appointed by a decision of the Board of Directors for a single term of three calendar years. In certain circumstances, a Co-opted Member may be re-appointed by a decision of the Board of Directors for a further term of up to three years, to give an overall maximum term of office of six years.

An offer of appointment will be made by the Chair. At this stage the applicant will be asked whether any reasonable adjustments are required to enable them to properly perform the tasks of Co-opted Member.

On acceptance, a formal letter of appointment, confirming the terms and conditions of the appointment, is sent from the Chair.

New members are invited to a briefing and induction by the Chair and the CEO. This includes an introductory meeting with other members of the Board.

5.5.3 Chair of the Board of Directors

As stated in the Articles of Association, the Chair of the Board of Directors must be an Independent Director.

Applicants are considered by the Board of Directors. The Board will conduct interviews before making an appointment. The interview will determine whether the applicant satisfies the relevant knowledge and expertise requirements set out in **Section 5.4.2** above.

An offer of appointment will be made by one of the directors. At this stage the applicant will be asked whether any reasonable adjustments are required to enable them to properly perform the tasks of Chair (and Independent Director).

On acceptance, a formal letter of appointment, confirming the terms and conditions of the appointment, is sent from one of the directors.

6. Code of Conduct

Bellmont College has a Code of Conduct for Directors which sets out the standards of conduct for members of the Board of Directors, and which all members are required to abide by. The Code of Conduct aligns with the expectations of OfS Initial Condition of Registration E7. In common with other governance policies, whilst Co-opted Members of the Board and its committees are not directors of the Belmont College, the Code of Conduct applies to them as if they were and, where "director" is used in the Code, that term includes such individuals.

7. Conflicts of Interest

As stated above, in our Articles of Association, Independent Directors are defined as "Directors who are neither members of staff, students nor shareholders, and who do not otherwise hold any interest (beneficial or otherwise) in the equity of the Company".

This definition is also applied to Co-opted Members of the Board and its committees.

Independent Members and Co-opted Members owe an on-going obligation to remain independent and to comply with our Conflicts of Interest Policy.

7.1 Register of Interests

We maintain a Register of Interests of the members of our Board of Directors and its committees (including Co-opted Members), and senior staff, which is updated annually through the declaration process set out in the Conflicts of Interest Policy.

It is the responsibility of each individual to inform the Chair of the Board of Directors about any changes to the register at any time.

Additionally, at each meeting of the Board of Directors and its committees, the agenda requires members to declare any interests in relation to items under discussion.

Where a declaration is made, the Chair of the meeting shall decide whether the declaration is sufficient or whether recusal from participation in discussion of the item is required.

Where the Chair of the meeting declares an interest, the meeting shall collectively decide whether declaration is sufficient or whether recusal from participation in discussion of the item is required.

8. Annual performance review

The Board is committed to critical self-evaluation of its work and to developing its annual performance review processes.

The practice of one-to-one performance reviews of Independent Directors and Co-opted Members of the Board and committees follows the process of individual self-assessment:

Annually (Mid-June to early July) each Independent Director and Co-opted Member of the Board and its committees complete a self-assessment questionnaire which encompasses the following and considers individual and Board performance in the context of the Board's Terms of Reference:

- Your individual performance
- Our overall performance as a Board

- The performance of the Chair
- The performance of the CEO
- Areas for development – individual/Board

One-to-one meetings take place between the Chair and each individual, drawing upon completed self-assessments.

The Chair presents a summative report on the process at the next meeting of the Board, highlighting areas for future development.

This process enables appropriately open, professional and self-critical conversations and demonstrates a robust and transparent approach.

Note: Executive members of the Board also participate in the Board performance review process, with a focus solely on the governance aspects of their roles.