



## Institutional Governance & Board of Directors Overview

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**1. REVISION HISTORY AND APPROVAL**

<b>Revision</b>	<b>Nature of change</b>	<b>Approval</b>	<b>Date</b>
1.0	First Issue	JL	27/07/21
1.1	Revision	RM/JL	6/3/24

## 2. GUIDING PRINCIPLES – BOARD OF DIRECTORS GOVERNANCE STRUCTURE

- 2.1. The Board of Directors manage and directs PCI College through the Mission, Vision and Values structure ensuring compliance with all regulatory, statutory, validation and accrediting bodies.

## 3. INSTITUTIONAL MISSION, VISION AND VALUES

- 3.1. **Mission:** Empower our learners to fulfil their potential by delivering robust contemporary training in mental well-being by inspiring the development of emotional and cognitive knowledge and effective practice skills to the benefit of society.
- 3.2. **Vision:** To be a successful and profitable business, providing security to our stakeholders and continuously expanding opportunities and facilities for students, staff and the community.
  - 3.2.1. be well established as a centre of excellence and innovation in Mental Health & Wellbeing and psychological education and training.
  - 3.2.2. be committed to, and renowned for, high-quality training provision.
  - 3.2.3. be involved and influential within academic and professional sectors and contemporary and responsive to the developing professional climate.
  - 3.2.4. offer optimum experiences and opportunities in inclusive provision, with a particular focus on the needs of the adult learner and mature learner.
  - 3.2.5. be an excellent employer, so that staff will be well supported, empowered, valued, and respected, with clear and positive expectations of involvement, contribution, and achievement.
- 3.3. **Values:** The values of the institution are expressed as follows;
  - 3.3.1. **Wisdom:** creating a deeper understanding of knowledge and expertise in the field of mental wellbeing
  - 3.3.2. **Responsibility:** being committed to developing and creating sustainable wellbeing
  - 3.3.3. **Integrity:** to know and have the courage to be leaders in the field (do what is right)

## 4. BOARD OF DIRECTORS ROLES

- 4.1. The role of the Board of Directors is to ensure:
  - 4.1.1. Clear corporate governance
  - 4.1.2. Commercial strategy and market review planning
  - 4.1.3. Ensuring the strategic plan is initiated and followed as directed
  - 4.1.4. Risk assessments have been completed, reviewed, and actioned
  - 4.1.5. The ethos and mission of the college are held at the forefront of all planning and development
  - 4.1.6. Manage all financial decisions growth, development, and investment
  - 4.1.7. Ensure Revenue, VAT, and legal compliance

## 5. BOARD OF DIRECTORS RESPONSIBILITIES

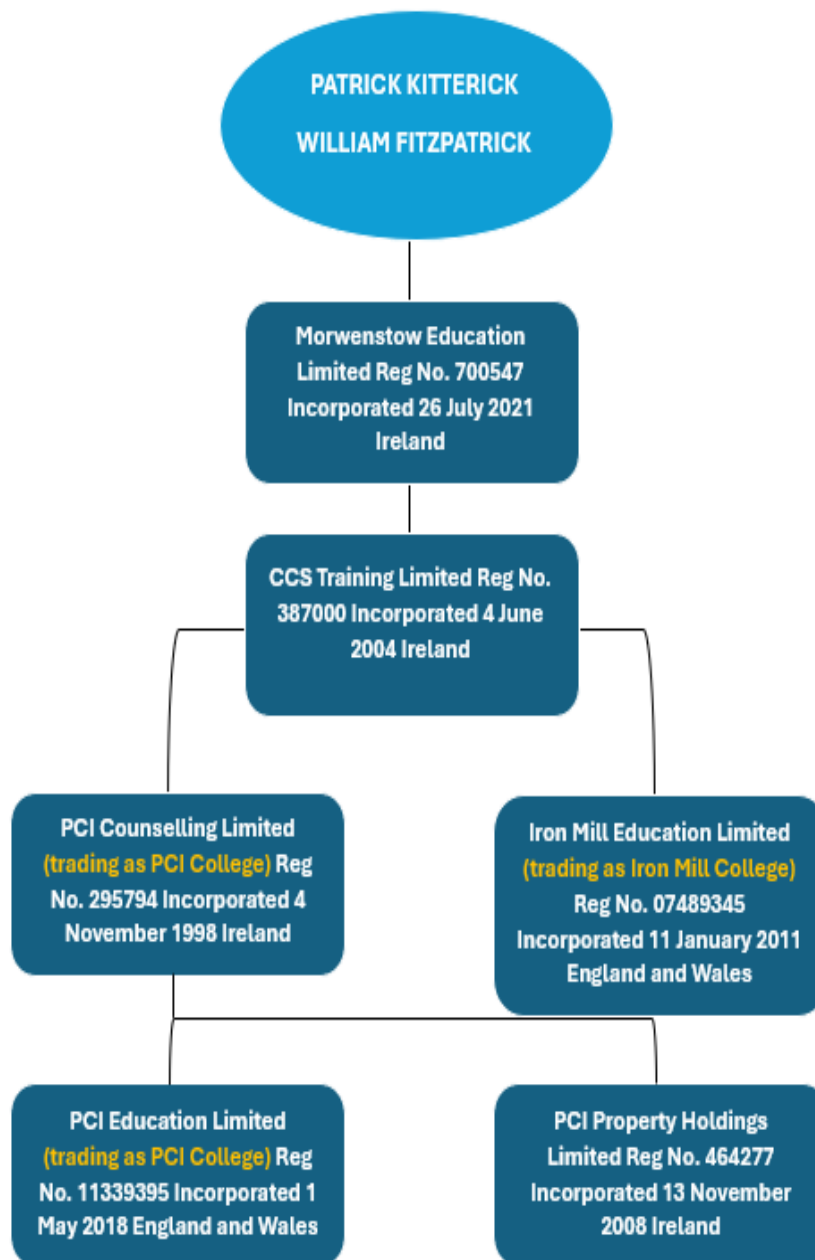
- 5.1. The Board of Directors will:
  - 5.1.1. Act in good faith in what the Directors consider to be the interests of PCI College and exercise its powers only for the purposes allowed by law
  - 5.1.2. Act honestly and responsibly with the conduct of the affairs of PCI College
  - 5.1.3. Only use property, or information about PCI College for legitimate purposes of the college.
  - 5.1.4. Not agree to restrict a Director's power to exercise an independent judgment unless
    - 5.1.4.1. The case concerned falls within section 228(2) of the Companies Act, 2014
    - 5.1.4.2. The Director's agreeing to such has been approved by a resolution of the Company in general meeting
  - 5.1.5. Avoid any conflict between the Directors' duties to PCI College and the Director's other

interests (including personal) unless the Director is released from his or her duty to the college in relation to the matter concerned, whether in accordance with provisions of the college's constitution by a resolution of it in general meeting;

- 5.1.6. Exercise the care, skill and diligence which would be exercised in the same circumstances by a reasonable person having both
- 5.1.6.1. the knowledge and experience that may reasonably be expected of a person in the same position as a Director
  - 5.1.6.2. the knowledge and experience which a Director has;
  - 5.1.6.3. in addition to the duty to have regard to the interests of its employees in general, and have regard to the interests of all its members and stakeholders.
  - 5.1.6.4. **Note:** The above overview demonstrates PCI College's commitment and meets the criteria of the QAA Partnerships (qaa.ac.uk) and QQI requirements on Governance and Management of Quality. QQI (2016b). Statutory Quality Assurance Guidelines developed by QQI for all Providers (QG1-V2). Retrieved from: [QQI Statutory Quality Assurance Guidelines](#)

## 6. COMPANY OWNERSHIP STRUCTURE

### 6.1. Overview



## **6.2. Morwenstow Education Limited**

6.3. Morwenstow Education Limited, registered number 700547, was formed in 2021 to acquire the shares in CCS Training Limited. The company which is a purely holding company holds the investment in CCS Training Limited and the bank borrowings necessary to acquire the investment.

## **6.4. CCS Training Limited**

6.5. CCS Training Limited is a holding company, registered in Ireland Reg No 387000 and holds the shares in the group's two principal trading entities PCI Counselling Limited and Iron Mill Education Limited. The company employs no staff, and its only source of income is management fees from the two subsidiary companies. The company which sets the strategy of both PCI College and Iron Mill College. The company was acquired by Morwenstow Education Limited from the estate of the company's late owner Martin Kitterick.

## **6.6. PCI Counselling Limited (PCI College)**

6.7. PCI Counselling Limited trading as PCI College ([www.pccollege.ie](http://www.pccollege.ie)) is the group's largest trading entity, registered in Ireland Reg No 295794. PCI College holds all relevant insurances required, including PEL cover under the registered name of PCI Counselling Ltd. Founded in 1991, PCI College is Ireland's leading provider of further and higher education and continuing professional development in the field of counselling and psychotherapy. The college delivers the following range of courses, four of which are in partnership with Middlesex University, to its body of almost 900 learners at its main campus in Clondalkin (Dublin) and at venues in Belfast, Limerick, Cork, Kilkenny, Carrick-on-Shannon and Athlone. PCI College also runs a range of CPD and tailor-made training programs and provides a low cost counselling service.

## **6.8. PCI Education Ltd– Northern Ireland**

6.9. PCI Education Limited, trading as PCI College, is registered in England and Wales, Reg No 11339395. PCI College started to deliver courses in Belfast in 2014 and following the success of those courses, and the increased number of learners, in 2018 it was deemed necessary to incorporate in Northern Ireland, to better account for VAT and other UK taxes. PCI Education Limited is a 100% subsidiary of PCI Counselling Limited and operates from Stranmillis University College, Belfast holds separate relevant insurances required in Northern Ireland under its registered name PCI Education Ltd. Professional Indemnity Insurance etc. for PCI College, including Northern Ireland, are held by PCI College under its registered name PCI Counselling Ltd, as the lead organisation. All Quality Assurance, PCI College Policies and Procedures are managed through PCI Counselling Ltd.

6.10. References through all documentation pertaining to PCI College refer to 'PCI Counselling Ltd' and 'PCI Education Ltd' as one entity namely 'PCI College'. See Institutional Context, Relationships & Jurisdiction in Quality Assurance Management Policy.

## **6.11. PCI Property Holdings Limited**

6.12. PCI Property Holdings Limited, registered as a private company Reg No 464277, is a 100% subsidiary of PCI Counselling Limited, owns Corrig House, Old Naas Road, Clondalkin Dublin 22, which it leases to PCI College.

**6.13. Iron Mill Education Limited**

6.14. Iron Mill Education Limited, trading as Iron Mill College, ([www.ironmill.co.uk](http://www.ironmill.co.uk)), registered in England and Wales, Reg No 07489345, was founded in 1981 and acquired by CCS Training Limited in 2011. Operating from its principal campus in Exeter, Devon, and a subsidiary campus in Poole, Dorset, the college delivers its flagship degree programme, which it runs in partnership with the University of Worcester. Iron Mill College provides a range of counselling and psychotherapy courses to its c400 learners, it also runs a series of CPD and tailor-made training programmes in addition to providing a low-cost counselling service.

**7. OVERVIEW OF THE BOARD OF DIRECTORS**

7.1. PCI College Board of Directors, who are directors of CCS Training Limited, and each of the other group companies, are William Fitzpatrick and Pat Kitterick, who have overall responsibility for the governance, performance, effective control and creating an environment of trust, transparency and accountability across the group, that fosters business integrity, consistency of delivery and prudent management. Full Bio's of the Board of Directors and the Senior Management Team including all staff is available to view at [PCI College Senior Staff](#)

**8. STRATEGIC MANAGEMENT**

8.1. The Board of Directors meet regularly with the lead in each College (PCI College and Iron Mill College) to ensure clear directives are met, continuity planning is in place at all times and the ethos of CCS Training filters down through the decision-making and planning processes.

**8.2. CCS Training Annual Strategy Meeting**

**Attendees:** Board of Directors, PCI and IMC College Board Members, Student Representatives and External Consultants from both Colleges, plus key staff members to ensure representation of all college departments from both colleges.

**Frequency:** annual 2 day event

**Purpose:** Consultation and collaboration, making full use of the broad range of expertise offered in both teams in responding to strengths, weaknesses, opportunities, challenges; team/relationship/building; generating innovative ideas and opportunities for college development; reviewing and developing Mission, Vision and Values. Review of 5 Year Strategic Planning for both Colleges (PCI College and Iron Mill College).

8.3. The Board of Directors is involved in the review of financials and Strategic Management/Board Meetings to ensure appropriate governance.

**8.4. Finance Meetings**

**Attendees:** Board of Directors, Finance Manager and PCI College Director

**Frequency:** Monthly

**Purpose:** Review all financial information, Profit & Loss, overheads, operational decisions and strategic investment.

**8.5. PCI Board/Strategic Management Meetings**

**Attendees:** Board of Directors, Finance Manager, Academic Director, Head of Counselling & Psychotherapy, PCI College Director and Marketing, Student Recruitment & Retention Manager

**Frequency:** 3 meetings per annum

**Purpose:** Steering of PCI College; initiating planned projects; receiving progress reports; overseeing implementation of departmental goals, reviewing learner recruitment and tuition fee collection. Activating Strategic Directives/Recommendations



8.6. The Board delegates the general day-to-day running and management of PCI College to the College Director and the Senior Management Team.

8.7. Subject to the Board Reserved Matters, the PCI College Director has full powers to represent PCI College in its relations with third parties and in the negotiation and signing of contracts and agreements, to fulfil the obligations and commitments of the College, including the following:

- Determining the employment, rate of remuneration (including benefits, bonuses, etc) and termination of employees of the college (other than the Senior Management Team)
- Negotiating, entering into and implementing contracts and agreements on behalf of the PCI College
- Determining the marketing and pricing of college courses and any other services provided by of PCI College
- Generally managing and supervising the business and operations of PCI College

#### **8.8. Strategic Management Meetings**

**Attendees:** Board of Directors, Finance Manager, Head of Counselling & Psychotherapy, PCI College Director, Head of Operations, Academic Director, and Director of Marketing, and Student Recruitment

**Frequency:** every 3 weeks

**Purpose:** To review updates provided by the senior management team including operational projects; monitor goals agreed at Annual Strategy Meetings and review business plans and objectives. Cost-benefit and resources analysis etc.

#### **8.9. Monthly Business Review Meeting (MBR) – Senior Management**

**Attendees:** PCI College Director, Director of Marketing, Head of Operations, Head of Counselling & Psychotherapy, Academic Director, Finance Manager

**Frequency:** Monthly per annum

**Purpose:** to work jointly on 5-year plans in terms of management of current and forthcoming developments/changes, overall planning for these, identifying teams/project leaders etc., identifying areas for collaboration, and initiating action plans. Review Heads of Department feedback.

#### **8.10. Heads of Department Meetings (HOD)**

**Attendees:** Heads of Department and Academic Administrator

**Frequency:** Monthly

**Purpose:** Review operational projects (Milestones etc.), inter-departmental communication and collaboration, learner communication, and Quality Assurance updates.

8.11. The Board delegates the management of academic governance and quality assurance with respect to the PCI College's Academic Council in order to safeguard the academic autonomy of the Council. No member of the Board of Directors may be appointed as a member of the Academic Council.

#### **8.12. Academic Council – Reporting into the PCI Board Meetings/Strategic Management**

**Attendees:** Senior Management, Heads of Department, All Programme Leaders and Student Representative

**Frequency:** Quarterly

**Purpose:** Meet to discuss Quality Assurance, programme delivery, learner progression, and operational challenges i.e. venue etc.

#### **8.13. Academic Boards (Subject, Award, Progression & Programme Voice Group)**

**Attendees:** Various including External Consultant as required

**Frequency:** Twice per annum

**Purpose:** To review, learner feedback, review and ratify academic results and award classifications.

- 8.14. Research and Ethics Committee**  
**Attendees:** Various Academic Staff  
**Frequency:** 3 meetings per academic year  
**Purpose:** Identify research opportunities and propose research projects, oversee the Ethics of all programmes and provide guidance on Thesis Supervision and Management.
- 8.15. Programme and Module Reviews**  
**Attendees:** Programme Leaders and Module Leaders (Senior Management as required)  
**Frequency:** One meeting per annum  
**Purpose:** Review Programme and Module delivery to ensure Quality Assurance, to keep up to date with the field and relevant references/articles are available
- 8.16. Lecturers Meeting**  
**Attendees:** All Academic Staff and support departments as required  
**Frequency:** Two meetings per annum  
**Purpose:** Review Programme delivery ensure Quality Assurance, upskilling on Microsoft Teams, Referencing etc. ensure lecturing body is up to date with the field and changes to PCI College policies and procedures.
- 8.17. Additional meeting structure complementing day to day operations and quality assurance;
- 8.18. Staff/ Student Collaborative Meetings**  
**Attendees:** Heads of Department and Student Voice Leaders  
**Frequency:** 3 meetings per academic year  
**Purpose:** Student Feedback to be shared and reviewed, proposals to be discussed with Student Voice Leaders. Feedback to be disseminated in Staff Meetings, plus Senior Management/Board Meetings as appropriate.
- 8.19. Weekly Business Review (WBR) Meetings**  
**Attendees:** Head of Department and their team  
**Frequency:** Weekly  
**Purpose:** Team meeting to ensure clear communication, transparency, updates, task lists, projects and clear prioritisation across all departments.
- 8.20. Staff Meetings**  
**Attendees:** All direct employees of PCI College  
**Frequency:** Minimum one meeting per annum (two meetings where business demands allow)  
**Purpose:** To provide updates on Strategic Plans, Board of Director updates in conjunction with providing an opportunity for feedback and training along with team building skills and suggestions for training and development.
- 8.21. Staff CPD/ Training events**  
**Attendees:** Open to all staff on all contract types  
**Frequency:** Two meetings per annum, available to Lecturing staff (Separate training and CPD available for administrative staff)  
**Purpose:** To ensure upskilling of the lecturing team, moving to online lecturing etc.
- 9. BOARD RESERVED MATTERS**
- 9.1. Board Reserved Matters outlined below provided that they are taken in the ordinary course of management of PCI College business include:
- 9.1.1.Approving the Annual Budget and Strategic Business Plan in conjunction with the PCI College Director
- 9.1.2.Approving the accounts and opening of any bank accounts
- 9.1.3.Appointing the college's accountants and solicitors

- 9.1.4. Approve any item or series of items of capital or other expenditure or entering into any transaction, contract, agreement or arrangement incurring a liability to the Company in excess of five thousand Euro (EUR 5,000) unless provided for in the Annual Budget.
- 9.1.5. Approve entering into any transaction, contract, agreement or arrangement having a duration of three (3) years or longer.
- 9.1.6. Approve of any disposal by the College of any asset having a value in excess of EUR 5,000.
- 9.1.7. Recommending any annual dividends to be paid by the Company to the shareholders
- 9.1.8. Approve the establishment by PCI College of any joint venture, strategic alliance, affiliation or equivalent with any third party.
- 9.1.9. Approve PCI College taking or agreeing to take any freehold or leasehold interest in or licence over any land, building, premises or property.
- 9.1.10. Approve the borrowing any monies or incurring any debt from banks or similar financial institutions.
- 9.1.11. Approve the appointing, removing, promoting, demoting or replacing any members of the Senior Management Team.
- 9.1.12. Establishing remuneration for the Senior Management Team and all Heads of Department.
- 9.1.13. Setting performance objectives for the PCI College Director
- 9.1.14. Approve any move to the place of management and control or places of business of the college.
- 9.1.15. Approve the Finance Manager entering into any litigation other than for the collection of debts owing to the College in the ordinary course of its business.
- 9.1.16. Approve the terms of reference for the Academic Council and PCI College Board/Strategy Meetings.

**10. LINKED POLICIES AND PROCEDURES**

Linked Policies	QA Management Policy Teaching and Learning Strategy Institutional Link Tutor Specification Institutional Cyclical Review Policy and Procedure
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