



Board of Directors Terms of Reference

Constitution and purpose

1. These Terms of Reference are subject to Company's Articles of Association and any relevant rules and regulations.
2. Norland Board of Directors is responsible for the statutory oversight of Norland College to ensure it meets the standards of both a company limited by shares and of a higher education institution which has access to public funds. In doing so it recognises the core values and primary elements of governance as set out in the Higher Education Code of Governance 2014 (HECOG).
3. The Board of Directors is responsible for ensuring that the College has in place the physical and human resources to meet the needs of its students, and for ensuring the enhancement of the learning experience and the maintenance of academic standards.

Membership

4. Membership of the Board is determined from time to time by the Board of Directors. The membership of the Board is comprised of three classes of member. Independent Members who are also Directors in accordance with the Articles of Association, ex-Officio members and co-opted members. All Independent Members have voting rights except where a conflict of interest occurs. Ex-officio and Co-opted Members do not have voting rights.

Ex-officio and co-opted members may be excluded from meetings where sensitive and or confidential matters relating to them are to be discussed.

Independent Members	No less than five
Ex-officio Members	The Principal of the College
Co-opted Members	Staff Member (elected by the staff) Student Member (elected by the students)

In attendance:

- Vice-Principal
- Chief Financial Officer
- Clerk to the Board

Term of Office

5. The term of office of an Independent Board member will normally be for a period of three years. Two further terms of three years may be undertaken subject to satisfactory performance. The term of office of the Chair of the Board of Directors will also be for three years, renewable for two further three year terms. The term of office for Co-opted members of the Board will be for one year renewable.

Attendance

6. The Board is to meet at least four times per year and at such other time or place as may be determined by the Chair.
7. The Board will be quorate when five independent members are present. If less than five independent members are present, the business may still take place but any decision will require ratification by a quorate Board of Directors.
8. In fulfilling the requirements of Model Article 1.2, 'Chairing of Directors' meetings', the Directors shall normally appoint the elected vice-chair when the elected chair is not available or has a conflict of interests. If neither is able to chair a meeting, the chair of the Finance Committee shall normally serve.
9. Directors should commit to attend Board meetings.

Statement of Responsibilities

10. The Board commits to the following key elements of governance contained within the HECOG guidelines:
 - 10.i The governing body is unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit.
 - 10.ii 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.
 - 10.iii 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.

- 10.iv 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.
- 10.v The governing body is responsible for ensuring that freedom of speech operates throughout the College and that staff shall have the freedom within the law to question and test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy or losing their jobs or any privileges they may have at the College. This freedom and ability to voice opinion also applies to staff and student representatives on the Board.
- 10.vi The governing body works with the Executive to be assured that effective control and due diligence take place in relation to institutionally significant external activities.
- 10.vii The governing body must ensure that governance structures and processes are fit for purpose by referencing them against recognised standards of good practice.

Terms of Reference

- 11. Working with the Executive, to approve the mission and strategic vision of Norland, its objectives, business plans and key performance indicators, and to ensure these meet the interests of students and stakeholders.
- 12. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.
- 13. To maintain the financial viability and solvency of the College.
- 14. To appoint a Chair and Vice Chair of the Board.
- 15. To appoint the Principal and Clerk to the Board.
- 16. To approve the Scheme of Delegation.
- 17. To establish sub-committees, and, where appropriate, to recommend to the Nominations and Governance Committee the appointment of co-opted members to sub-committees.
- 18. To vary or revoke the Articles of Association.
- 19. To ensure that systems exist for reporting to external agencies and that those reports are timely and accurate.
- 20. To ensure processes are in place to monitor and evaluate the performance and effectiveness of Norland against the plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.
- 21. To have overall responsibility for preserving academic standards in accordance with the Articles of Association and ensure that processes are in place to establish and maintain the academic standards of the programmes and for the enhancement of the quality of learning opportunities.

In pursuit of this the Board must appoint an Academic Board as a committee of the Board of Directors, establish its terms of reference which include delegated responsibilities for the setting and maintenance of academic standards.

22. To ensure the Board is of an appropriate size and has adequate skills and experience to discharge its responsibilities and to establish processes to monitor and evaluate the performance and effectiveness of the Board of Directors. The Board membership must include at least one higher education professional in addition to the Principal and staff member at all times.
23. To conduct its business in accordance with best practice in corporate governance and in accordance with relevant regulations and statutes.
24. To safeguard the good name and values of Norland.
25. To be the employing authority for all staff in Norland and to be responsible for establishing a human resources' strategy.
26. To ensure that systems exist to promote equality and diversity throughout the College, including in relation to its own operation.
27. To be the principal financial and business authority of Norland College Ltd, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and, where relevant, share responsibility with the Norland Foundation for Norland's assets, property and estate.
28. To receive reports from the Principal on matters relating to health and safety in compliance with health and safety legislation.
29. To comply with its responsibilities for the Prevent agenda to ensure that all independent members receive relevant training and monitor the College's actions.
30. To appoint auditors and such other professional advisers as may be required.
31. To be Norland College's legal authority and, as such, to ensure that systems are in place for meeting all Norland's legal obligations, including those arising from contracts and other legal commitments made in Norland's name.
32. Where relevant, to act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of Norland College.
33. To review these Terms of Reference at least once a year to ensure they remain fit for purpose.

Remuneration and Other Activities

34. Directors may claim expenses for reasonable costs incurred when fulfilling their role. Expenses are for out-of-pocket payments Directors have to pay in order to carry out their duties.
35. Directors may from time to time provide consultancy services to the College at a reasonable fee as required subject to conflict of interest management and non-conflicted Directors'

satisfaction that the payment is in the best interests of the College. Such activities are subject to Board approval and may be undertaken on a fixed fee contract basis only.

Chair's Action

36. The Chair is to have delegated authority to act between meetings, following appropriate consultation with members, to deal with matters of urgency or in exceptional circumstances. Details of any action taken shall be reported to the next meeting of the Board.

Minutes of Meetings

37. Minutes of Board Meetings will be made available on the College website subject to redaction by the Chair and/or the Principal where matters of commercial or personal sensitivity are recorded.