

The City College

Board of Governors

Terms of reference

1: Preamble

The Board of Directors acknowledges that the Board of Governors has oversight of academic and related matters, and that the Board of Directors will keep its commercial and legal responsibilities separate from the academic decisions overseen by the Board of Governors and generated by the committees and officers of the college. The Board of Governors has decision-making powers within its remit. The Board of Governors has collective responsibility within its remit.

2: Overview of the Board of Governors: primary responsibilities

The Board of Governors is responsible for the oversight of The City College subject to the ultimate commercial and legal authority of the Board of Directors. The Board advises and oversees the directors and committees of the college on matters which include but do not exhaust educational standards and quality, strategy, risk, resourcing, employment, and regulatory body matters.

The Board of Governors will apply to itself and to the college the mandatory requirements of the regulatory bodies and will implement those elective elements of national regulation which are applicable to an institution of its size and character. The Board will align itself and the college with the *Higher Education Code of Governance* of the Committee of University Chairs, and with cognate codes, taking into account the size and character of the college.

Among other duties the Board of Governors will ensure that students:

- are supported to access, succeed in, and progress from, higher education.
- receive a high quality academic experience, and their interests are protected while they study or in the event of college, campus or course closure.
- are able to progress into employment or further study, and their qualifications hold their value over time.
- receive value for money: intrinsic, lifetime prospects, protection and transparency for taxpayers.

3: Detailed responsibilities

1: To approve the mission and strategic vision of the institution, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.

- 2: To ensure that processes exist to monitor and evaluate the performance and effectiveness of the institution against the plans and approved key performance indicators, which should be – where possible and appropriate – benchmarked against other comparable institutions.
- 3: To delegate authority to senior management, for the academic, corporate, financial, estate and human resource management of the institution.
- 4: 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.
- 5: To establish processes to monitor and evaluate the performance and effectiveness of the governing body itself.
- 6: To conduct its business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by advisory, awarding and statutory bodies.
- 7: To safeguard the good name and values of the institution.
- 8: To appoint senior management, and to monitor management performance.
- 9: To appoint a Secretary to the Board and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
- 10: To be an employing authority for all staff in the institution and to be responsible for establishing a human resources strategy.
- 11: With due regard for the commercial and legal responsibilities of the Board of Directors of the company, to be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the institution's assets, property and estate.
- 12: To assist the Board of Directors of the company so as to ensure that systems operate for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name.
- 13: To receive assurance that adequate provision has been made for the general welfare of students.
- 14: To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.

15: To ensure that the institution's constitution is followed at all times and that appropriate advice is available to enable this to happen.

4: Typical tasks (indicative list, not exhaustive)

1: Approve the mission and strategic vision of the college, long-term academic and business plans and key performance indicators, and ensure that these meet the interests of stakeholders.

2: Nominate to the college person(s) for election or appointment to any ceremonial posts.

3: Oversee the work of the Academic Board and its subcommittees.

4: Oversee the appointment of holders of senior posts.

5: Advise the Board of Directors on the appointment of any auditor(s) for the college.

6: Oversee the amendment, and/or repeal of regulations, policies, procedures.

7: Oversee with the Board of Directors the properties, assets, benefits and liabilities of the College.

8: Oversees collaborations and joint ventures with other bodies.

9: Act as trustees or managers of any property, legacy, endowment, bequest or gift made to the College to further its aims.

10: Provide for the welfare and reward of staff.

11: Review the academic work of the College and receive reports from the Academic Board, and to take such steps as it thinks proper for the purpose of ensuring the efficiency and effectiveness of the College in the provision of teaching, learning and scholarly activity.

12: Oversee the operation of the staff grievance policy.

13: Provide for the welfare of the students of the College.

5: Core values of higher education

The Board of Governors commits to the core values of higher education which include:

- Autonomy as the best guarantee of quality and reputation.

- Academic freedom and high-quality research, scholarship and teaching.
- Protecting the collective student interest through good governance.
- The publication of accurate and transparent information that is publicly accessible.
- The achievement of equality of opportunity and diversity throughout the institution.
- The principle that higher education should be available to all those who are able to benefit from it.
- Full and transparent accountability for public funding.

6: Elements of governance

The Board of Governors is unambiguously and collectively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit.

The Board protects institutional reputation by being assured that clear regulations, policies and procedures that adhere to legislative and regulatory requirements are properly approved, ethical in nature, and followed.

The Board ensures institutional sustainability by working with senior management to set the institutional mission and strategy. In addition, it needs to be assured that steps are being taken to deliver them and that there are effective systems of control and risk management.

The Board receives assurance that academic governance is effective by working with the Academic Board, its subcommittees and other working groups of the college.

The Board works with senior management to be assured that in external and collaborative ventures effective control and due diligence take place.

The Board promotes equality and diversity throughout the institution, including in its own operation.

The Board ensures that governance structures and processes are effective by referencing them against recognised standards of good practice.

7: Compliance with Office for Students requirements

The Board of Governors will ensure compliance with Office for Students requirements in such matters as:

- Have in force an access and participation plan and publish access and participation statements as required by regulatory authority.
- Provide a high quality academic experience for all students and enable a student's achievement to be reliably assessed.
- The college will support all students, from admission through to completion, with the support that they need to succeed in and benefit from higher education.
- The college will deliver successful outcomes for all of its students, which are recognised and valued by employers, and/or enable further study.
- The college will ensure that qualifications awarded to students hold their value at the point of qualification and over time, in line with sector recognised standards.
- The college will deliver courses that meet the academic standards as they are described in the Framework for Higher Education Qualifications at Level 4 or higher.
- The college will participate in the Teaching Excellence and Student Outcomes Framework as required by the regulatory body.
- The college will demonstrate that in developing and implementing its policies, procedures and terms and conditions, it has given due regard to relevant guidance about how to comply with consumer protection law.
- The college will: i. As required by the regulatory body co-operate with the requirements of the student complaints scheme run by the Office of the Independent Adjudicator for Higher Education, or any successor body, including the subscription requirements. ii. Make students aware of their ability to use the scheme.
- As required by the regulatory body the college will: i. Have in force, publish and operate a student protection plan for its assessment of the regulatory risk presented by the college and for the risk to continuation of study of all of its students.
- The college will: i. Be financially viable. ii. Be financially sustainable. iii. Have the necessary financial resources to provide and fully deliver the higher education courses as it has advertised and as it has contracted to deliver them. iv. Have the necessary financial resources to continue to comply with all conditions of its registration.
- The college's governing documents must uphold the public interest governance principles that are applicable to the college.
- The college will have in place adequate and effective management and governance arrangements to: i. Operate in accordance with its governing documents. ii. Deliver, in

practice, the public interest governance principles that are applicable to it. iii. Provide and fully deliver the higher education courses advertised. iv. Continue to comply with all conditions of its registration.

- The governing body of the college will: i. Accept responsibility for the interactions between the college and the OfS and its designated bodies. ii. Ensure the college's compliance with all of its conditions of registration and with the OfS's accounts direction iii. Nominate to the OfS a senior officer as the 'accountable officer' who has the responsibilities set out by the OfS for an accountable officer from time to time.
- The governing body of the college will notify the OfS of any change of which it becomes aware which affects the accuracy of the information contained in the college's entry.
- The college will comply with guidance published by the OfS to facilitate, in co-operation with electoral registration officers, the electoral registration of students.
- The college will provide to the OfS, and publish, in the manner and form specified by the OfS, the transparency information set out in section 9 of HERA.
- The college will provide to the OfS, and publish, information about its arrangements for a student to transfer.
- The college will: i. Provide the OfS, or a person nominated by the OfS, with such information as the OfS specifies at the time and in the manner and form specified. ii. Permit the OfS to verify, or arrange for the independent verification by a person nominated by the OfS of such information as the OfS specifies at the time and in the manner specified and must notify the OfS of the outcome of any independent verification at iii. Take such steps as the OfS reasonably requests to co-operate with any monitoring or investigation by the OfS,
- The college will comply with any terms and conditions attached to financial support received from the OfS principles.

8: Public Interest Governance Principles

The Board of Governors will ensure that the college adheres to the public interest governance principles applicable to colleges registered with the national regulatory body. In 2019 these principles are:

1: Academic freedom: Academic staff at an English higher education provider have 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 of losing their jobs or privileges they may have at the college.

2: Accountability: The college will operate openly, honestly, accountably and with integrity and demonstrate the values appropriate to be recognised as an English higher education provider.

3: Student engagement: The Board ensures that all students have opportunities to engage with governance, and that this allows for a range of perspectives to have influence.

4: Academic governance: The Board receives and tests assurance that academic governance is adequate and effective through explicit protocols with the Academic Board and its subcommittees.

5: Risk management: The Board will ensure that the college operates comprehensive corporate risk management and control arrangements (including for academic risk) to ensure the sustainability of the college's operations, and its ability to continue to comply with all of its conditions of registration. And the best interests of students.

6: Value for money: The Board will ensure that there are adequate and effective arrangements to provide transparency about value for money for all students and, as appropriate, for taxpayers.

7: Freedom of speech: The Board will ensure that freedom of speech within the law is secured within the college.

8: Governing body: The size, composition, diversity, skills mix, and terms of office of the Board of Governors will be appropriate for the nature, scale and complexity of the college.

9: Fit and proper: The Board of governors must go through the following checks to ensure that Board Members are a fit and proper person. These checks include:

1. Members must complete an application form and complete a self-declaration form.
2. Must provide a copy of the passport
3. Proof of address
4. Checks on the government website for insolvency and bankruptcy information
5. Checks on Companies house for any disqualification of a director
6. DBS record if available.
7. Checks on the social media if there are any adverse comments posted about the members.
8. Declare any conflict of interest

Members of the governing body, those with senior management responsibilities, and individuals exercising control or significant influence within the college must be fit and proper persons.

10: Independent members of the governing body: There will be at least one external member of the Board of Governors who is independent of the college and whose term of office is normally limited to a maximum of three terms of three years.

11: Regularity, propriety and value for money: The Board of Governors ensures that there are adequate and effective arrangements operate to ensure any public funds received are effectively managed, in line with the conditions of grant and the principles of regularity, propriety and value for money, and to protect the interests of taxpayers and other stakeholders. This also applies to any funds passed to another entity for the provision of facilities or learning and teaching, or for research to be undertaken.

9: Subcommittees

Having regard for the size of the college, the Board of Governors may create subcommittees/working parties to handle business such as remuneration, audit (qualitative and quantitative), appointments, diversity and equality. This list does not exclude other themes for subcommittees/working parties.

10: Membership

Following inception of the Board of Governors by invitation, membership shall be:

- One or two directors of the Board of Directors (number at the discretion of the Board of Directors)
- *One or two employers (to be elected by the Board of Governors)
- Two students or alumni (usually one of each) (students to be elected by the student body)
- One member of staff (staff member to be elected by the staff of the college)
- * One or two external individuals with significant teaching and/or administrative experience of higher education.

The secretary will be chosen by the Board from among the above members.

* The chair of the Board of Governors or any vice-chair shall be elected by the Board of Governors from among the asterisked members.

The Board of Governors may co-opt further members and/or invite individuals to advise the committee 'in attendance'. Members of the Board each have equal voting rights. In attendance invitees do not have voting rights.

11: Requirements in an individual Governor Required

is a good combination of:

- Skills and expertise
- Experience of higher education
- Being a fit and proper person
- Lack of conflict of interests around The City College
- Interest in higher education.

12: Conflicts of Interest

Where an individual governor is deemed to have a conflict of interest in any theme, that governor will absent self from discussion and decision on the theme.

13: Terms of Office

Student/alumni members may serve for a single term of office normally of three years.

Staff members, employer members and external individuals with significant HE experience may normally serve for a maximum of three terms each of three years.

Unlike other members, Directors do not have a maximum term.

14: Chair's action

The Chair may take Chair's action on behalf of the Board no more than twice in any period of 12 months. All Chair's action must be reported to the following meeting of the Board.

15: Quorum

The quorum for any meeting shall be four members and must include at least one of: the employers or other external members.

16: Frequency of meetings

At least twice each year.

17: Compensation

For attendance at meetings Board of Governors members may claim travel and incidental expenses.

18: Conflicts of interest

Governors are expected to declare conflicts of interest and to follow the college's rules and UK conventions for performance.

19: Remuneration of Senior Managers of the College

The Board of Governors takes cognizance of the Committee of University Chair's Higher Education Remuneration Code:

<https://www.universitychairs.ac.uk/higher-education-remuneration-code-2/>

The Board and College express support for the Code, and currently arrange affairs to comply with the Code, exception made (as allowed by the Code) for The City College's status as a private limited company in which directors are allowed to take dividends and in which the directors are also senior managers of the college.

20: Standing agenda items Every meeting:

- Apologies
- Minutes of the previous meeting
- Matters arising
- Report from the director of the Board of Directors • Health and safety
- Finance
- Audit of use of public monies
- Student matters
- Action plan update
- Any Other Business • Next meeting.

At least once per year:

- Strategic direction
- Budget
- Risk register and Business Continuity Plan
- Access, Participation and Equality (inc. on the Board of Governors)
- Financial statement(s) / Annual Accounts
- Prevent Duties
- Student protection (course closure themes)
- Safeguarding
- Assessment outcomes
- Complaints overview report
- Appeals overview report
- Staffing levels and training

- Staff grievances overview
- Consumer protection compliance
- Governance review
- Senior Management review
- Calendar of Board meetings
- Calendar of significant college events (policy/procedure reviews, external reviews, programme monitoring and review)
- Calendar of Board of Governors appointments/reappointments
- Transparency and publication of information • Key Performance Indicators (KPIs) and benchmarking
- Contingency.

21: Standing orders

Papers will normally be circulated at least one calendar week in advance of meetings

The names of governors and other governance information cited for publication by regulators will be published on the college website.

Overall skills requirement in the Board of Governors as a body - in addition to 'fit and proper', the major requirements are:

(see below)

Finance and financial reporting
HE teaching
Assessment in education
Health and Safety management
Entrepreneurship
Estate management
Legal qualification

Customer service
Scholarship and research
Student welfare
HE college administration
International educational experience
HE quality and standards review
Regulatory body experience
Business administration

22: Subcommittees and working parties

The Board will establish subcommittees and working parties as required. They will report directly to the Board of Governors.

The general orders and conventions of the Board of Governors will also apply as appropriate and *mutatis mutandis* to its subcommittees and working parties.

22.1: Audit Subcommittee

Terms of Reference:

- The Audit Subcommittee is a permanent subcommittee. The Board of Governors will task the subcommittee with reporting and advising on any or all of the Board's responsibilities in finance, financial reporting and audit (see above).
- Membership: at least three members of the Board of Governors, to be elected by the Board.
- Frequency: at least twice per calendar year, normally in the four weeks before a full meeting of the Board of Governors.

22.2: Remuneration Subcommittee

Terms of reference:

- The Board of Governors will task the subcommittee with reporting and advising on any or all of the Board's responsibilities in deciding and overseeing the remuneration of college managers (see above).
- Membership: at least three members of the Board of Governors, to be elected by the Board
- Frequency: at least once per calendar year, and normally in the four weeks before a full meeting of the Board of Governors

Sources for these terms of reference include: the Committee of University Chairs Higher Education Code of Governance and the Office for Students Regulatory Framework for Higher Education.