



## Board of Directors Terms of Reference

### Constitution and purpose

1. These Terms of Reference are subject to Norland College Ltd's Articles of Association and any relevant rules and regulations.
2. Norland Board of Directors is responsible for the statutory oversight of Norland 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 Committee of University Chairs (CUC) Higher Education Code of Governance (2020) (HECOG).
3. The Board of Directors is responsible for ensuring that Norland 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. Invitation to Board meetings is determined from time to time by the Board of Directors. Directors (including the appointment of the Chair) are appointed by the Norland Foundation following the recommendation of the Nominations and Governance Committee. 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 members do not have voting rights. Co-opted members such as the Staff Member and the Student Member are not full company directors and shall not have voting rights. They do not carry the same responsibilities as the governing body in terms of, for example, accountability, as this burden would be inappropriate. However, they should have equal rights in terms of their participation in all Board matters.

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

<b>Independent Members</b>	No fewer than five
<b>Ex-officio Members</b>	The Principal of Norland (no voting rights)
<b>Co-opted Members</b>	Staff Member (selected from nominations - no voting rights)

Student Member (usually the Head of Set,  
selected by the students – no voting rights)

***In attendance:***

- Vice-Principals
- Chief Financial Officer
- Senior Administrator

**Term of Office**

5. The term of office of an Independent Member of the Board 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. Where, however, the Board considers it in the best interests of Norland, the Board may decide that a Director who has served three consecutive terms in office be eligible for re-election on retirement, and to decide the number of further terms. This must be ratified by the Norland Foundation. The term of office for the Staff Member shall be for one term of three years, not renewable. The term of office for the Student Member shall be for one year renewable. The term of office for other Co-opted Members of the Board will be for one year renewable. Ex-officio members are members for the duration of their role.

**Attendance**

6. The Board holds a minimum of three meetings per year plus other meetings as required 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 fewer 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 is unambiguously and exclusively accountable for institutional activities, taking all final decisions on matters of fundamental concern within its remit.
11. The Board works with the Executive to be assured that effective control and due diligence take place in relation to institutionally significant external activities.

12. The Board commits to the key elements of governance contained within the Committee of University Chairs (CUC) Code of Governance (2020) and the IHE Code of Governance (2021). This includes a commitment to ensure that freedom of speech operates throughout Norland 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 of losing their jobs or any privileges they may have at Norland. This freedom and ability to voice opinion also applies to staff and student representatives on the Board.

## Terms of Reference

13. 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.
14. 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.
15. To maintain the financial viability and solvency of Norland.
16. To appoint a Chair and Vice Chair of the Board.
17. To appoint the Principal and have oversight of the Principal's annual appraisal as conducted by the Remuneration Committee.
18. To approve the Scheme of Delegation.
19. To establish sub-committees, and, where appropriate, to recommend to the Nominations and Governance Committee the appointment of Co-opted Members to sub-committees.
20. To appoint Board members to committees following the recommendation of the Nominations and Governance Committee.
21. To propose variations or revoking of the Articles of Association.
22. To ensure that systems exist for reporting to external agencies and/or regulatory bodies and that those reports are approved by the Board, are timely and accurate.
23. 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.
24. 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, and establish its terms of reference which include delegated responsibilities for the

setting and maintenance of academic standards.

25. 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.
26. To conduct its business in accordance with best practice in corporate governance and in accordance with relevant regulations and statutes.
27. To safeguard the good name and values of Norland.
28. To be the employing authority for all staff in Norland and **to be responsible for establishing a human resources' strategy.**
29. To determine pay and conditions and approve pay awards for all staff except the Executive. And to approve staff promotion or progression within a grade.
30. To approve redundancy payments or compromise agreements and to manage Executive members' dismissal, disciplinary and grievance procedures, including the Principal.
31. To approve beginning recruitment to new posts for executive and non-executive members of staff.
32. To ensure that systems exist to promote equality, diversity and inclusion throughout Norland, including in relation to its own operation.
33. 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, to maintain adequate insurance and, where relevant, share responsibility with the Norland Foundation for Norland's assets, property and estate.
34. To approve, review and monitor capital projects as well as acquisition and disposal of property (land and including leasing and licencing).
35. To be the responsible body for financial and budgetary matters as detailed in the Delegation protocol 2.2.1-12 and the Finance Protocol.
36. To receive reports from the Principal on matters relating to health and safety in compliance with health and safety legislation.
37. To comply with its responsibilities for the Prevent agenda to ensure that all Independent Members receive relevant training and monitor Norland's actions.
38. To appoint auditors and such other professional advisers as may be required.
39. To be Norland'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.

- 40. Where relevant, to act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of Norland.
- 41. To review these Terms of Reference at least once a year to ensure they remain fit for purpose.

**Remuneration and Other Activities**

- 42. 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.
- 43. Directors may from time to time provide consultancy services to Norland 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 Norland. Such activities are subject to Board approval and may be undertaken on a fixed fee contract basis only.

**Chair’s Action**

- 44. 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**

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

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