



## **THE BOARD OF DIRECTORS**

### **TERMS OF REFERENCE**

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## **1. Introduction**

- 1.1. The Board of Directors (BoD) of London Churchill College (LCC) is responsible for the statutory and strategic oversight of the College to ensure it meets its fiduciary and regulatory duties and the expectations of the English Higher Education sector as set out in the relevant Act, regulatory framework and code, e.g.- Companies Act 2006, Higher Education Code of Governance and Regulatory Framework for Higher Education in England. The Board aims to promote the success of the College, facilitates effective, entrepreneurial and prudent management and deliver the mission and strategic aspirations for the long-term success of LCC.
- 1.2. The Mission of the College is “to provide the highest quality learning opportunities that meet the specific needs of our students and which promote and enhance self-confidence, develop personal achievement and an enterprising outlook to maximise employability”.

## **2. Values**

- 2.1. As an English Higher Education provider, London Churchill College commits to the values set out in the Higher Education Code of Governance (2018 Revision), which include:
  - 2.1.1. Autonomy.
  - 2.1.2. Academic freedom.
  - 2.1.3. Protecting the collective student interest.
  - 2.1.4. Transparency.
  - 2.1.5. Accountability for funding.
  - 2.1.6. Equality of opportunity and diversity.
  - 2.1.7. Accessible to all those who are able to benefit from it.
  - 2.1.8. Full and transparent accountability for public funding.

## **3. Responsibilities of the Board of Directors**

- 3.1. To ensure the Board meets its fiduciary, regulatory, sector and other duties and expectations and to achieve the long-term success of the College, the Board of Directors will undertake the following responsibilities:
  - 3.1.1. The Board Members unambiguously and collectively take responsibility and are accountable for the College’s activities, taking all final decisions on matters of fundamental concern within the Board’s remit.
  - 3.1.2. The Board protects the College reputation by being assured that clear regulations, policies and procedures that adhere to legislative and regulatory requirements are in place and followed.
  - 3.1.3. The Board promotes equality and diversity throughout the College, including in relation to its own operation, its membership and the operation of the subsidiary boards/committees.



- 3.2. The Board ensures institutional sustainability by working with the subsidiary Boards / Committees to determine the mission and strategic aims of the College and has arrangements in place to have oversight of its activities.
- 3.3. The Board governs and manages the investments, accounts, finance, and corporate affairs of the College and is responsible to use resources effectively and efficiently to ensure financial and operational sustainability of College whilst safeguarding its assets.
- 3.4. The Board works with the College executives and the Principal to be assured that effective control and due diligence take place in relation to significant external activities.
- 3.5. The Board approves or determines the terms of reference of the Academic Board, the College Oversight Board (CoB), and the Audit, Remuneration and Risk Committee (ARRC). The Board receives assurance that academic governance is effective by working with the College Oversight Board.
- 3.6. The Board is responsible to establish effective systems of control and risk management. In addition, it periodically seeks advice from the Audit Remuneration and Risk Committee on the appropriate and effectiveness of its arrangements for such systems of control and risk management.
- 3.7. The Board has in place appropriate audit arrangements including a properly constituted Audit, Remuneration and Risk Committee (ARRC), which provides advice to the Board on matters related to remuneration and external audit.
- 3.8. The Board is responsible to produce and approve the financial statements, financial forecasts and financial commentaries. In addition, it seeks advice from the Audit, Remuneration and Risk Committee whether these documents comply with the regulatory body accounts direction.
- 3.9. The Board reflects and acts upon the advice received from the Audit, Remuneration and Risk Committee (ARRC), the College Oversight Board (CoB), and the Academic Board.
- 3.10. The Board appoints the Principal, members of the College Oversight Board and departmental Heads of the College.
- 3.11. The Board regularly publishes clear information about its arrangements for securing value for money, data about the sources of its income and the way that its income is used, the pay of senior staff in accordance with the regulatory body's accounts direction and publication of this information.
- 3.12. The Board regularly publishes strong and written commitment to comply with the higher education remuneration code published by the Committee of University Chairs (CUC).
- 3.13. The Board ensures that the College is owned and controlled by fit and proper persons and it publishes information about inter-relationships between companies/ organisations.
- 3.14. The Board takes responsibility for being open and accountable in its own decision-making and makes publicly available the Minutes of the meetings of its Board Committees, except where such material is genuinely confidential.
- 3.15. The Board publishes information about the size, composition and terms and reference of its own and its sub Committees or groups and it maintains a public register of conflicts of interest of the key members of the Boards and Committees.
- 3.16. The Board complies with all regulatory requirements and provides timely, accurate and complete information to the regulatory and designated bodies when required.



- 3.17. The Board undertakes biennial review of the adequacy and effectiveness of its own governance and management arrangements, with external input, particularly with regard to its compliance with the Articles of Association, the public interest governance principles, conditions of registration and accreditations with external bodies or organisations.
- 3.18. The Board ensures that it is fit and proper and it establishes processes to monitor and evaluate the performance and effectiveness of how the Board and the College are run. In the absence of any formal appraisal schemes, the Chair of the Board should have an annual discussion with each member to assess the contribution made in the previous year, to look forward to the challenges of the coming year and consider how the College can support the member to increase contribution in the future.
- 3.19. The Board promotes academic freedom and freedom of speech. The Board should take such steps as are reasonably practicable to ensure that freedom of speech within the law is secured within the College and that academic staff have freedom to offer opinions with impunity.
- 3.20. The Board undertakes a “fit and proper person” review of its members.
- 3.21. The Board ensures it complies with the Articles of Association of the College.

#### **4. Fit and Proper Persons**

- 4.1. To ensure that the College is owned and managed by “fit and proper” persons, the Board will undertake the “fit and proper” persons tests of the following individuals:
  - 4.1.1. The College Principal
  - 4.1.2. Members of the College Oversight Board and Audit, Remuneration and Risk Committee.
  - 4.1.3. The ‘Accountable Officer.’
  - 4.1.4. The Directors of London Churchill College Limited

#### **5. Compliance with the Relevant Public Interest Governance Principles**

- 5.1. The College’s Articles of Association have adopted and followed the ‘Corporate Governance Principles of Unlisted Companies’ produced by the Institute of Directors, as a reference point. As this code is not specifically a code of governance for a Higher Education provider, LCC will also consult other references including the code published by the Committee of University Chairs (CUC).

#### **6. Attendance**

- 6.1. The Board is to meet at least six times per year in its offices and at such other time or place as may be determined by the Chair.

#### **7. Membership**

- 7.1. The number, tenure and composition of Directors shall be determined by the Articles of Association. Unless and until so fixed, the minimum number of directors shall be five;



there shall be no maximum number; the Directors must include at least two Non-Executive Directors with complementary experience or skills.

- 7.1.1. Number of members: Minimum of five.
- 7.1.2. Ex-Officio Members: The Principal of the College
- 7.1.3. Non-Executive Members: Minimum of two
- 7.1.4. Co-opted Member: Student Member (a student representative)
- 7.1.5. Chair: Director of the College

7.2. Directors are appointed by the Shareholders at the Annual General Meeting (AGM). However, a new Director may be appointed by the Board which can later be confirmed by the Shareholders in a General Meeting as soon as practical. For the Co-opted Member, the Board can make an appointment on a short-term basis and the appointment is not generally subject to the confirmation by the Shareholders. Co-opted Members do not have voting rights and may be excluded from meetings where sensitive and confidential matters are to be discussed. The Board might invite other experts where the Board deems it necessary in discharging its responsibilities.

## **8. Quorum**

- 8.1. The Board will be quorate when a minimum of three executive members are present. If the Board is inquorate, the business may still take place but any decision will require ratification by a quorate Board of Directors.
- 8.2. The Board can invite other executives, students and non-executives as observers to the Board.

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