



# Board of Trustees

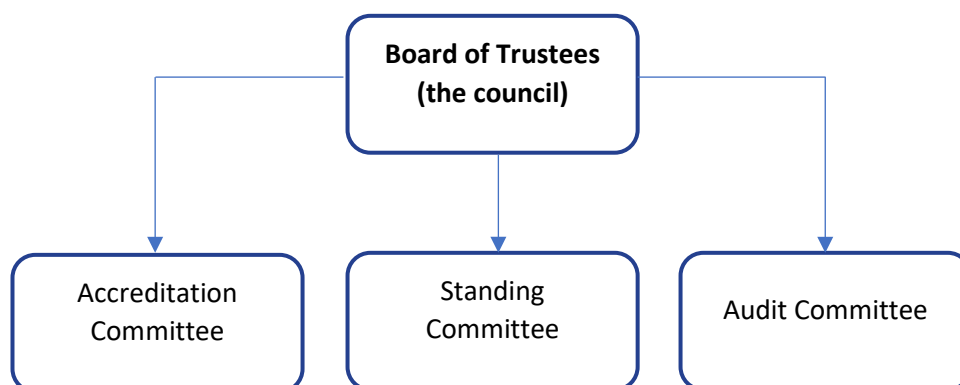
## Terms of reference

### Approval history

Version	Date	Notes	Approver
V0.1	22 February 2022	First draft to Standing Committee and the Council	
V0.2	2 March 2022	Revised following feedback from the Council	
V1.0	16 June 2022	Approved with minor revisions	Board of Trustees (Council)
V1.0	13 October 2022	Annual review	Board of Trustees (Council)
V1.0	12 October 2023	Annual review – approved with minor revisions	Board of Trustees (Council)

**Next review:** October 2024

## 1. Governance



- 1.1 The responsibilities of the Board of Trustees (the council) are outlined in the memorandum and articles of association (our governing documents). The purpose of the council is to offer strategic leadership and oversight, make sure we are meeting our legal obligations, and receive and consider reports from the Accreditation Committee, Standing Committee and Audit Committee.
- 1.2 If any members of the committee have any direct interest in an item on the agenda, they must declare it and will not take part in any discussion about that item.

## 2. Terms of reference

- 2.1 To elect trustees.
- 2.2 To receive and approve the audited accounts and financial statements.
- 2.2 To receive and approve the annual budget.
- 2.3 To contribute to and approve the strategic plan.
- 2.4 To appoint the chief executive officer.
- 2.5 To make sure we act in a way that is consistent with our published 'objects' (which are set out in our governing documents and describe our purpose) and the obligations we have by law.
- 2.6 To receive and consider reports from the Accreditation Committee, Audit Committee and Standing Committee.
- 2.7 To oversee employment matters including the whistleblowing policy.

## 3. Membership

- 3.1 There will be at least eight but no more than 12 council members (article 20.3).
- 3.2 The rules for council membership are set out in our governing documents (articles 20 to 23).
- 3.3 Members will be appointed for a term of three years and the other council members may decide to reappoint them for a second term of three years and, in exceptional circumstances, for further terms of as long as the council members decide (article 21.5).

- 3.4 One council member must be an international council member. This must be someone with relevant international experience who is either:
- a foreign national who lives in the UK;
  - a UK national who lives outside the UK; or
  - a foreign national who lives outside the UK.
- 3.5 One council member must be a student in further or higher education.
- 3.6 The Standing Committee will be responsible for identifying and recommending potential council members. It can ask two additional council members to join for this purpose.
- 3.7 Arrangements for searching for, selecting, appointing, inducting and training council members and the chair, for continuing and ending their membership, and for declaring any interest in an item on the agenda are described in the operational manual for committees.

## **4. Decision-making**

- 4.1 Decisions will be made by a majority vote, and the chair will have the casting vote.
- 4.2 There must be at least five members or one-third of the total number of members (whichever is more) present for the council to be able to make decisions (article 24.9). The council may change this number from time to time.
- 4.3 The council may appoint a subcommittee, chaired by the chair of the council (or someone they nominate), which may act as the ethical panel, if needed, for issues that fall outside the terms of reference of our committees. The subcommittee members will include at least two full members of the council.
- 4.4 The chair of the council can ask for any documents from, and have discussions with, any of our stakeholders as appropriate.

## **5. Meetings**

- 5.1 At least three ordinary meetings of the council will be scheduled during our financial year (September to August). The chair may also call an extraordinary meeting if they consider it necessary.
- 5.2 Members will normally be able to choose whether to attend ordinary meetings in person or to connect online.

## **6. Review**

- 6.1 The council will review these terms of reference each year at its first meeting of the financial year.

### **Related documents**

Articles of association (governing document)

Operational manual for committees

Standing Committee terms of reference

Audit Committee terms of reference

Accreditation Committee terms of reference