

CORPORATION BOARD - TERMS OF REFERENCE*

The Corporation Board of NPTC Group of Colleges (“the Corporation”) (“whilst bound by the Further Education Corporations (replacement of Instrument and Articles) (Wales) Order 2006), from September 2014, the Corporation agreed to comply with Freedoms and requirements afforded by the Further and Higher Education (Governance and Information) (Wales) Act 2014. With particular reference to:

- Borrowing and investing by further education corporations;
- Deminimis requirements with regard to the Instrument and articles of government of further education corporations;
- Deminimis requirements in respect of Corporation Membership. The only compulsory members of the Corporation are as follows:
 - the chief executive;
 - at least two other members of staff at the institution;
 - at least two students at the institution; and,
 - one or more representatives of local employers or Businesses.
- Dissolution of further education corporations;
- Intervention by Welsh Ministers in respect of institutions within further education sector;
- Abolition of duties of further education institutions to comply with directions; and,
- Abolition of power to regulate higher education courses in further education sector.

The Corporation is responsible for:

1. The conduct of the institution in accordance with the provisions of, and any provision made pursuant to the Education Acts as defined in Section 578 of the Education Act 1996, any subsequent Education Acts, the Learning & Skills Act 2000, any regulations, orders or directions made by the Welsh Assembly Government and subject thereto, in accordance with the provisions of the Instrument of Government, these Articles, any rules or bye-laws made under these Articles and any trust deed regulating the institution.
2. The determination of the educational character and mission of the institution and for oversight of its activities;
3. The strategic overview, direction and governance of the Group;

* The Terms of Reference of the Corporation are as defined in the Articles of Government, Clauses 2 & 3:1 (a) – (g) and should also be read in conjunction with the Instruments and Articles of Government, Article 19 Local Laws and Bye-Law and Standing Orders of the Corporation.

4. The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
5. Approving annual estimates of income and expenditure and Group Annual Accounts;
6. The appointment, grading, appraisal, suspension, determination of the pay and conditions of service and dismissal of the holders of senior posts ("the Executive");
7. The determination regarding pay being made after receipt of advice from the Chairs' Committee. The Principal not taking any part in the consideration of his/her own salary, or having a vote on that matter;
8. Setting a framework for the pay and conditions of service of all other staff;
9. Since there is no Academic Board, ensuring that arrangements are in place through the Corporation Board for advising the Principal on the standards, planning, co-ordination, development and oversight of the academic work of the institution, including arrangements for the admission, assessment and examination of students and the procedures for the expulsion of students for academic reasons;
10. To receive timely and appropriate reports on the educational performance of the College from the Standards & Performance Management Group; and to receive reports on student enrolments, retention, attainment and progression from the relevant staff member;
11. To receive timely and appropriate reports from the relevant staff member, regarding student welfare and student engagement, including strategic oversight of student safeguarding and ALN requirements;
12. To receive annual reports from the Student Union and approve the student accounts on an annual basis;
13. To approve all College Policies, Procedures and Financial Regulations (such approval may be delegated to the Research and General Purposes Committee);
14. To receive reports on higher education that allow the Governing Body to be able to approve the annual quality assurance statement to the Higher Education Funding Council Wales;
15. To receive Estyn Inspection and External Quality Assurance Review Reports and approve and monitor the implementation and attainment of targets in action plans;

16. To review and monitor the NPTC Group's strategic and operational response to the Welsh Government's challenge of transforming the provision bilingual and Welsh-medium education for post-16-year-old students and life-long learner.
17. To have oversight and approve where appropriate (in accordance with statutory requirements and the Group's financial regulations) the Group's capital estates programme.
18. To receive timely and appropriate reports on the performance of the Group Subsidiary Companies and act in accordance with Appendix 1 of these Terms of Reference.
19. To review the Standing Orders of the Group on a Bi-Annual Basis (next review date September 2021). A copy of the Standing Orders is at Appendix 2.

Appendices

1. Subsidiary Governance
2. Schedule of Current Board Members

Appendix 1 - Subsidiary Governance

With regard to the governance structure, as a limited company, each subsidiary company must have its own Independent Board of Directors and that, as long as the company remains solvent, a Director has an overriding duty to act in the best interests of the subsidiary company. However, while the subsidiaries may be limited companies, they were acquired with public funds. It is therefore imperative that the principles of good governance were followed to ensure transparent accountability. Consequently, the Corporation has required the subsidiary boards to apply the following principles:

- Where appropriate the, Group's best practice policies should be embedded in to the subsidiary.
- The subsidiary board should ensure that the subsidiary has an effective system of risk management and reporting. This included an annual audit cycle which is reported back to the Corporation Audit Committee.
- The subsidiary board should ensure that Directors appointed have the requisite skills and appropriate breadth of knowledge and experience for the subsidiary's objectives and business.
- Subsidiary Directors should attend regular Director training.
- Corporation approval for the appointment of individual Directors of the subsidiary Boards should be sought.
- The Corporation may appoint at least one Governor to the subsidiary.
- The subsidiary should provide an annual report on its activities and its annual accounts to the Corporation.
- Subsidiary Registers of Interest and Hospitality, Gifts and Travel should be reported to the Corporation via the Assistant Principal Governance.
- **The relationship between the Corporation and the subsidiaries is set out in a management agreement between the parties, which is to be reviewed and approved on annual basis by the Corporation and the Board of Directors for each subsidiary.**

Appendix 2

SCHEDULE OF BOARD MEMBERS

NAME OF MEMBER		CATEGORY AND COMMITTEES	DATE		COMMENTS
SURNAME	FORENAME		APPOINTED	EXPIRY	
Lewis <i>Chair</i>	Rhobert	Chairs and R&GP	03.05.18	03.05.24	1 st Term: Approved as Chair on 17.11.2021
Hehir <i>Vice-Chair; Chair, Audit</i>	James	Chairs and Audit	29.03.06	04.04.23	4 th Term: Approved as Audit Chair on 02.12.2021.
Cragg <i>Co-Chair, R&GP</i>	Graham	Chairs and R&GP	10.12.98	11.07.24	5 th Term
Ifans <i>Co-Chair, R&GP</i>	Mandy	Chairs and R&GP	08.06.11	07.06.24	3 rd Term
Burgoyne	Tony	Staff R&GP	24.10.13	03.05.22	2 nd Term
Cluer	Clare	Staff R&GP	03.05.18	03.05.22	1 st Term
Dacey	Mark	Principal Chairs and R&GP	01.05.04	<i>Ex officio</i>	
Dorrance	Matthew	Co-opted R&GP	21.10.21	21.10.24	1 st Term
Harding	Jill	R&GP	22.10.08	04.04.24	4 th Term

Harvey	Matthew	Co-opted Audit	28.04.16	28.04.24	1 st Term
Morgan	Helen	Co-opted R&GP	08.06.11	13.11.24	3 rd Term
Stephens	Ceri	R&GP	04.04.19	04.04.24	1 st Term
Turner	Heather	Co-opted Audit	29.01.20	29.01.24	1 st Term
Williams	James	Co-opted Audit	22.07.21	21.10.24	1 st Term: Approved as Co-opted Adviser on 21.10.2020.
Vacant					
Vacant					
Vacant		LA Member			
Vacant		LA Member			
Vacant		Student			
Vacant		Student			
Jones	Susan Ann	Co-opted Adviser	24.07.2021	24.07.24	1 st Term

The Corporation Board currently has two vacancies and one Co-opted advisor

Appendix 3

STANDING ORDERS

Introduction

1. These Standing Orders supplement the provisions of the Further Education Corporations (Replacement of Instrument and Articles of Government) (Wales) Order 2006 (“the Order”). In the event of any conflict between these Standing Orders and the above-mentioned legislation, the legislation shall prevail.
2. The Corporation whilst bound by the Order, from 1 September 2014, the Board agreed to comply with Freedoms and requirements afforded by the Further and Higher Education (Governance and Information) (Wales) Act 2014. With particular reference to:
 - Borrowing and investing by further education corporations;
 - De-Minimis requirements with regard to the Instrument and articles of government of further education corporations;
 - De-Minimis requirements in respect of Board Membership. The only compulsory members of the Board are as follows:
 - i. the chief executive;
 - ii. at least two other members of staff at the institution;
 - iii. at least two students at the institution; and,
 - iv. one or more representatives of local employers or Businesses.
 - Dissolution of further education corporations;
 - Intervention by Welsh Ministers in respect of institutions within further education sector;
 - Abolition of duties of further education institutions to comply with directions; and,
 - Abolition of power to regulate higher education courses in further education sector.

Terms of Reference

3. Members shall comply in all respects with, and observe, the Terms of References approved by the Corporation and as published in the Governance Handbook.

Quorum

4. At the commencement of each meeting, the AP: Governance shall determine whether the meeting is quorate. The quorum will include any Members attending via video or audio technology. The quorum for meetings of the Corporation Board shall be as outlined in Paragraph 13 of the Instrument of Government. The quorum for all Committees of the Corporation Board shall be as defined within the relevant Terms of Reference of that Committee.

5. If the number of Members present in person or via videoconferencing, excluding co-opted advisers, does not constitute a quorum, the meeting shall not be held as outlined in Paragraph 13 (2) of the Instrument of Government.
6. If the number of Members present, in person or attending via video or audio technology, excluding co-opted advisers, falls during a meeting below the level of the quorum, the meeting shall be terminated immediately as outlined in Paragraph 13 (2) of the Instrument of Government.

Attendance

7. An attendance register will be circulated by the Assistant Principal: Governance at the beginning of each meeting to record those members in attendance including those Members attending via videoconferencing.
8. The Assistant Principal: Governance will list the Members present and apologies for absence in the minutes of each meeting.
9. The Corporation Board and its Committees aim to achieve **70 percent** attendance at all of its meetings. Attendance will be monitored by the Chair's Committee on an annual basis.

Clerking Arrangements

10. The Assistant Principal: Governance or a nominated replacement, must be in attendance at each meeting of the Corporation Board and its Committees. The Principal cannot act as Assistant Principal: Governance or temporary Assistant Principal: Governance to the Corporation or its Committees.
11. The Agenda and *all* papers will be circulated no later than the **Friday** before the meeting taking place in the following week. Any late papers will be admissible only with the permission of the Chair.
12. If a Board Member requires more clarification, information or evidence, regarding a report, then they are encouraged to contact the Assistant Principal: Governance, if needed, before the meeting.

Public Access to Meetings

13. Before consideration of the first item on the agenda, the Chairperson shall enquire if any members of the press/media are present and will remind all members of the public, who are present, of the Corporation's policy regarding their conduct and access to meetings (as set out in these Standing Orders).

Chairing Meetings

14. At meetings of the Corporation Board, the Chairperson or, in his/her absence, the Vice-Chairperson, shall Chair the meeting. In the case of Committees, the Committee Chairperson shall contact one of his /her fellow Committee Members in advance of the meeting to assume the role of Acting Chairperson for that meeting in his/her absence. In the event of this action not being taken, the

Committee at the commencement of the meeting will elect one of the Members present to Chair the meeting.

Agendas

15. The order of business of each meeting will be in accordance with the published agenda unless a majority of the members present determine otherwise. Agendas will be divided into Part I – Non-Confidential Items; Part II – Confidential Items; and Part III – Confidential Staff Items. Members of the public will be excluded from all Part II and Part III items. Staff Governors, Officers (with the exception of those permitted by the Corporation Board) and Student Members will be excluded from Part III items dealing with staffing issues.
16. The first item of business at each meeting will be Declarations of Interest. The second item of business at each meeting will normally be approval or otherwise of the minutes of the last meeting which, if agreed by a majority of the Members present to be accurate, shall be signed by the Chairperson as a true record. The minutes of the previous meetings need not appear on the agenda of any special meeting.

Rules of Debate

17. The Chairperson will apply the rules of debate to the consideration of any item of business on the agenda as follows:
 - a) The Chairperson will introduce the item of business;
 - b) The Member or Officer responsible for placing the item on the agenda will present the item and lead discussion on it;
 - c) Questions and points of clarification may be asked either during and/or at the end of the debate by other Members present;
 - d) The Chairperson will seek any other views on the item being discussed;
 - e) At the conclusion of discussion, the Chairperson will seek a consensus regarding the resolution being sought by the item of business;
 - f) A vote shall not be held if a proposer and/or seconder cannot be identified;
 - g) If consensus is not achieved a vote must be held in accordance with Paragraph 14 (1) of the Instrument of Government.
 - h) If it is a wish of the majority of Members present and eligible to vote that a secret ballot be held, the Assistant Principal: Governance will arrange for the drafting and issue of ballot papers to all Corporation Board Members present;

- i) In the event of an equal division of votes, the Chairperson of the Corporation, or the appropriate Committee, shall have a second and casting vote;
- j) Members may not vote by proxy;
- k) In accordance with Paragraph 12 (5) of the Instrument of Government, Members of the Corporation shall not be bound in their speaking and voting by mandates given to them by other bodies or persons.
- l) When attending Board meetings, Members should:
 - Consider the issue(s) from a strategic perspective – is it demonstrated that all potential impacts have been properly assessed? It is important to gain understanding but avoid going into operational detail, which is not the remit of the Board.
 - Challenge constructively. If any Member has concerns about the report or what another Member is saying, alternative suggestions should be offered in a supportive manner.
 - Be prepared to make decisions in the absence of perfect information – is the information good enough?
 - Draw upon their own knowledge and experience – but don't quote hearsay.
 - Always treat your colleagues with respect – allow them to have their say without interruption – never have side conversations during the meeting.
 - In the interests of courtesy, mobile phones should be turned off or changed to silent mode.

Collective Responsibility

18. All Members shall comply with the doctrine of collective responsibility and stand by a decision even if it was not passed by a unanimous vote.

Conflict of Interest

19. The first item of business on all agendas must be 'Declarations of Interest'. The onus is on Members and Officers present to declare any conflict of interest prior to the commencement of the meeting. If a member holds an interest, they must act in accordance with Paragraph 11 of the Instrument of Government.
20. If either the Assistant Principal: Governance to the Corporation or any other Member present knows, or has reason to believe, that a conflict, or potential

conflict, of interest exists in respect of any other Member present, he/she shall bring the matter immediately to the attention of the Chairperson of the Corporation or Committee in order that a decision can be made in accordance with Paragraph 11 of the Instrument of Government.

Review

21. Standing Orders will be reviewed every two years as part of the ongoing process of review and evaluation of College Governance. The next review date will be September 2022.