

Board of Directors

Terms of Reference

(to be read in conjunction with the Scheme of Delegation)

1. Remit

The Board of Directors is the executive governing body of the College and carries responsibility for ensuring the effective management of the College and for planning its future development. The role and composition of the Board is defined by the Articles and Memorandum of Association. The general powers of the Board of Directors are given in, and limited by, the Trust Deed of Newbattle Abbey College.

The Board of Directors has ultimate responsibility for all the affairs of the College.

2. Responsibilities

- 2.1** Determination of the educational character and mission of the College and oversight of its activities.
- 2.2** Formulation, approval and monitoring of the College Strategic Plan and Outcome Agreement.
- 2.3** Ensuring delivery of an excellent student experience and monitoring of all relevant KPIs.
- 2.4** The effective and efficient use of resources, the solvency of the College and the safeguarding of its assets.
- 2.5** The approval of annual budget including estimates of income and expenditure. The Board shall ensure that the College adheres to the funding requirements specified in funding agreements including, but not limited to, the Scottish Funding Council Financial Memorandum.
- 2.6** As the employer, the Board is accountable for the College as a responsible employer, leading and exemplify the College's approach to equality and diversity and social responsibility and ensuring the College observes good practice including the establishment and monitoring of clear procedures for handling internal grievances and 'whistleblowing' complaints.
- 2.7** The establishment of a Remuneration Committee, as specified in the Financial memorandum, to agree the pay and conditions of senior staff, including the Principal.
- 2.8** Approval of the appointment of external and internal auditors.
- 2.9** Approval and monitoring of the strategic risk register.
- 2.10** Approval of audited annual accounts.

- 2.11 Appointment and removal of the Principal
- 2.12 Appointment and removal of the Secretary to the Board.
- 2.13 Approval of the Students' Association constitution and the election regulations for student officers.
- 2.14 Oversee the appointment, induction, development and review of Board members.
- 2.15 Establish processes to monitor and evaluate the performance and effectiveness of the Board itself including an externally facilitated evaluation of effectiveness of the Board and its Committees not less than every three years.

The Board may set up such committees as it believes necessary to ensure the effective oversight of College activities. The role of the committees is to assist the Board in delivering its responsibilities and to make recommendations to the Board with respect to those responsibilities, in line with the Scheme of Delegation.

A committee:

- Scrutinises draft strategies and plans coming to the Board for approval.
- Provides assurance to the Board on implementation of plans agreed by the Board
- Alerts the Board to new or emerging risks to the delivery of its objectives, strategies and plans.
- Recommends actions to the Board, consistent with their area of focus.
- Provides an annual report to the Board on its activities and future plans.

The current committees are Chairs' (incorporating Nominations), Planning and Resources, Learning and Teaching, Remuneration, and Audit.

The Secretary to the Board provides an annual timetable of reporting from committees to the Board, in line with the Scheme of Delegation.

3. Membership

In carrying out their duties, Directors should at all times observe the Nine Principles of Public Life.

The Board will make arrangements for the appointment of an independent Chair, Vice Chair and Senior Independent Member. The Chair shall be responsible for leadership of the Board and be ultimately responsible for its effectiveness.

The term of office of all Directors is three years from the date of appointment. The maximum period of continuous office is two terms, in normal circumstances.

4. Working Practices

The Board of Directors meet no less than four times a year and is serviced by the Secretary to the Board.

The Vice Chair of the Board or another nominated member of the Board may deputise in the absence of the Chair.

A Quorum is fifty percent of the membership of the Board.

It is expected that the Board will act collaboratively in the interests of the College. If consensus cannot be reached and a formal vote is taken on a particular issue, the majority will be 50% of members eligible to vote. In the event of a tied vote, the Chair shall have the casting vote.

Board minutes will be published on the College website. In line with FOI (Scotland) Act 2002, some matters may be exempt from publication in the minutes for commercial or Data Protection reasons.

Approved by Board of Directors, June 2022