

NCG Corporation Board

Terms of Reference

1. Membership

1.1. As per the Instrument and Articles of Government, the Corporation shall consist of:

1.1.1. Up to eleven independent members who appear to the Corporation to have the necessary skills to ensure that the Corporation carries out its functions under article 3 of the Articles of Government.

1.1.2. DfE members (if appointed by the Secretary of State).

1.1.3. The Chief Executive of NCG.

1.1.4. At least one and not more than two members who are members of the institution's staff and have a contract of employment with the institution and who have been nominated and elected as set out in the Instrument and Articles of Government.

1.1.5. At least one and not more than two members who are students at an NCG college and have been nominated and elected by their fellow students, or if the Corporation so decides, by a recognised association representing such students ('student members').

1.2. Appointment to the Corporation Board is subject to approval by the Corporation.

1.3. The members of the Corporation shall appoint a Chair and a Vice-Chair from among themselves (undertaken via the Search Committee and through the process outlined in the Governor Recruitment and Appointment Policy). Further information can be found in article 6 of the Instrument of Government.

2. Meetings

- 2.1. The Corporation shall meet at least once in every term and shall hold such other meetings as may be necessary.
- 2.2. Meetings of the Corporation shall be quorate if 40% of the total number of members are present. If the number of members present for a meeting does not constitute a quorum, the meeting shall not be held. If during a meeting there ceases to be a quorum, it has been agreed by the Corporation Board that the meeting may continue, however no decisions are to be taken
- 2.3. Every question to be decided at a meeting of the Corporation shall be decided by a majority of votes cast by the members present. In the event of a tied vote, the Chair shall have a second or casting vote.
- 2.4. Only members of the Corporation have the right to attend meetings. However, other individuals such as members of the Executive Team may be invited to attend for all or part of any meeting where their area of responsibility is under discussion. Where someone has been invited to attend, they shall be entitled to attend and speak at such meetings, but not to vote.
- 2.5. The Corporation may invite the Corporation's advisers or other third parties to attend meetings as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).

3. Minutes and Papers

- 3.1. The Clerk to the Corporation will normally provide written notice of each meeting and an agenda at least seven days in advance.
- 3.2. Having regard to the criteria for confidentiality used by the Corporation, separate minutes will be prepared for the non-confidential and confidential items.

3.3. All minutes will remain confidential until they have been approved by the Corporation. Any minute which provides personal information about an individual or meets other NCG's other criteria for confidentiality shall remain confidential.

3.4. At every meeting, the minutes of the last meeting shall be taken as an agenda item, and, if agreed to be accurate, shall be approved as a true record.

4. Responsibilities

4.1. The main responsibilities of the Corporation, identified in its Articles of Government, are:

- The determination and periodic review of the educational character and mission of the institution and the oversight of its activities.
- Publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities.
- Approving the quality strategy of the institution.
- The effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets.
- Approving annual estimates of income and expenditure.
- The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal, and determination of pay in the capacity of a member of staff.
- Setting a framework for the pay and conditions of service of all other staff.

4.2. The Corporation retains to itself the powers and duties specified below. To provide effective governance within the legal requirements, the Corporation delegates other functions to specified committees, to the Chair of the Corporation and to the Chief Executive of NCG.

4.3. The Corporation may not delegate the consideration of the case for dismissal, and the power to determine an appeal in connection with the dismissal of the Chief Executive of NCG, the Clerk or the holder of a senior post, other than to a committee of at least three members of the Corporation, including the Chair or the Vice-Chair.

5. Powers and Duties Reserved by the Corporation

5.1. The determination and periodic review of the educational character and mission of NCG (the “Group”) and the oversight of its activities:

- 5.1.1. Approving and monitoring the implementation of the NCG Purpose, which serves as its mission.
- 5.1.2. Approving and monitoring the implementation of the NCG Strategy.
- 5.1.3. Approving and monitoring the implementation of the NCG Values.
- 5.1.4. Approving and monitoring the implementation of the annual NCG Accountability Statement.
- 5.1.5. Approving the annual NCG Business Plan, including capital and revenue budgets and financial forecasts (as required by ESFA), and performance monitoring progress incorporating financial and quality KPIs.
- 5.1.6. Approving property purchases and any other purchases required to be discharged by the Corporation, in accord with Financial Regulations.
- 5.1.7. Approving a Group policy and framework for:
 - a. Attendance of Non-Committee Members at Committee Meetings

- b. Anti-Bribery and Corruption
 - c. Anti-Money Laundering
 - d. Careers Guidance
 - e. Code of Conduct
 - f. Code of Conduct for Suppliers and Subcontractors
 - g. Code of Practice on Freedom of Speech
 - h. Complaints
 - i. Data Protection
 - j. Equality, Diversity, Inclusion and Belonging (incl. approving Group EDIB annual report)
 - k. Financial Regulations (as per the below)
 - l. Freedom of Information
 - m. Further Education Fees
 - n. Higher Education Fees / access agreement with OFFA
 - o. Health and Safety (incl. approval of annual report)
 - p. Information
 - q. Modern Slavery
 - r. Quality (improving teaching, learning and assessment)
 - s. Risk Management (incl. high level risk register)
 - t. Safeguarding
 - u. Subcontracting Provision
 - v. Supply Chain Fees and Charges Policy
 - w. Treasury (as per the below)
 - x. Whistleblowing / Disclosure
- 5.1.8. Approving the formation of any Student Union, the Student Union Code of Practice, and the Student Union constitution.
- 5.1.9. Monitoring the Governance of NCG's Higher Education provision (delegated to the HE Governance Committee which is a committee of the Corporation).

- 5.1.10. Publishing arrangements for obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities.
- 5.2. The effective and efficient use of resources, the solvency of the institution and the Corporation and safeguarding their assets.
 - 5.2.1. Ensuring funding is used only in accordance with legal powers.
 - 5.2.2. Appointing an Accounting Officer.
 - 5.2.3. Approving the Financial Regulations (individuals may not make financial commitments outside the Financial Regulations).
 - 5.2.4. Approving the Treasury Policy.
 - 5.2.5. Approving the Internal Audit Plan following endorsement by the Audit & Risk Committee.
 - 5.2.6. Approving the appointment of the external auditor including any extension to the contract of the external auditor.
 - 5.2.7. Approving the Financial Statements Audit Plan following endorsement by the Audit & Risk Committee.
 - 5.2.8. Approving the Annual Report and Accounts following endorsement by the Audit & Risk Committee.
 - 5.2.9. Monitoring Financial Performance.
 - 5.2.10. Monitoring Human Resources.
- 5.3. The appointment, grading, suspension, dismissal and determination of the pay and conditions of service of Senior Post Holders and the Clerk, including, where the Clerk is, or is to be appointed as, a member of staff, the Clerk's appointment, grading, suspension, dismissal, and determination of pay in the capacity of a member of staff. The Corporation has authorised the Chair of the Corporation to approve variation from a previously agreed remuneration package on appointment. The Corporation may delegate decisions on dismissals and appeals

to committees of at least three members of the Corporation convened for the purpose, including the Chair or the Vice Chair of the Corporation.

5.3.1. Identifying which posts are senior posts, after discussion with the Chief Executive, via the Appraisal and Remuneration Committee.

5.4. The determination of NCG's governance arrangements:

5.4.1. The modification or revocation of the Instrument and Articles of Government.

5.4.2. Approving the Corporation's Standing Orders.

5.4.3. Approving the Code of Conduct for Governors.

5.4.4. The appointment and removal of members of the Corporation (with advice from Search Committee, as appropriate).

5.4.5. The appointment and removal of the Chair and Vice-Chair of the Corporation.

5.4.6. The appointment and removal of the members of committees of the Corporation, including members of College Boards.

5.4.7. The acquisition, formation, or dissolution of subsidiary companies.

5.4.8. The appointment and removal of Directors of subsidiary companies.

6. Delegation to the Chair of the Corporation

As per Instrument and Articles, there may be occasions when issues arise which should be placed before the Corporation or its committees, but the next scheduled meeting provides excessive delay, and the Clerk deems it not significant enough to call a Special Meeting. In such circumstances, the Corporation have empowered the Chair of the Corporation (or, in their absence, the Vice Chair) to take action on behalf of the Corporation provided that such a course of action does not run contrary to the Articles of Government, Financial Regulations and/or any other relevant regulations.

The types of Chair and Vice-Chair of the Corporation's actions envisaged are namely day to day issues and matters judged too urgent to await the next scheduled meeting but which do not merit the calling of a Special Meeting.

The Corporation delegates the following powers to the Chair of the Corporation, or in their absence, the Vice-Chair of the Corporation:

- 6.1. To take action on behalf of the Corporation provided that such a course of action does not run contrary to the Articles of Government, Financial Regulations and / or any other relevant regulations.
- 6.2. At short notice and where there is no remuneration, to authorise the appointment of a director to a board of a subsidiary company (approval by the Corporation is required where the director is to be remunerated).
- 6.3. To carry out the appraisal of the Chief Executive and the Clerk to the Corporation.
- 6.4. To make statements on behalf of the Corporation (with the Chief Executive).

7. Delegation to the Chief Executive of NCG

- 7.1. The main responsibilities of the Chief Executive, identified in NCG's Articles of Government, are:
 - 7.1.1. Making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation.
 - 7.1.2. The determination of the institution's academic and other activities.
 - 7.1.3. Preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation.
 - 7.1.4. The organisation, direction and management of the institution and leadership of the staff.
 - 7.1.5. The appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay

and conditions of service of staff, other than the Senior Post Holders or the Clerk, where the Clerk is also a member of the staff.

7.1.6. Maintaining student discipline and, within the rules and procedures provided for within these Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.

7.2. The Chief Executive may delegate functions identified in section 7.1 above to any other manager, with the exception of the management of budget and resources which may not be delegated although may be supported by the Chief Finance Officer.

7.3. The following powers are delegated to the Chief Executive by the Corporation and may not be delegated further. These functions will normally be addressed through management committees such as Executive Board or Academic Board.

7.3.1. Setting a framework for the pay and conditions of service of all staff other than senior post holders.

7.3.2. Making rules and procedures, as appropriate and after consultation with staff, concerning the suspension of staff other than senior post holders and the Clerk, however where there is one policy, this responsibility shall remain with the Corporation Board for final approval.

7.3.3. Making rules and procedures, as appropriate and after consultation with staff, concerning the conduct, discipline, dismissal, redundancy and redeployment and the hearing of appeals for staff other than senior post holders and the Clerk. Rules concerning conduct are to show regard to the need for academic freedom as specified in the Articles, however where there is one policy, this responsibility shall remain with the Corporation Board for final approval.

7.3.4. Making rules and procedures, as appropriate, concerning the hearing of grievances of staff other than senior post holders and the Clerk, however where there is one policy, this responsibility shall remain with the Corporation Board for final approval.



7.3.5. Making rules concerning the conduct of students, including procedures for their suspension and expulsion (including expulsion for an unsatisfactory standard of work or other academic reason).

7.4. To make statements on behalf of the Corporation.