



## **The Norland Foundation**

### **Board of Trustees Terms of Reference**

#### **Constitution and purpose**

1. The Board of Trustees is responsible for the governance of The Norland Foundation (the 'Charity') in accordance with its Articles of Association and the Charity's Objects as defined in the Charity's Articles. It must not only ensure that the Charity makes the most effective use of its resources but must also provide direction and stewardship for the Charity.
2. Members of the Board are both Trustees of the Charity and Directors of the Norland Foundation as a Company limited by Guarantee. Accordingly members' activities are governed by both Charity Law and Company Law.
3. The Charity's Articles of Association (its constitution) set out who may become a Trustee of the Charity, how Trustees are appointed and the extent of their powers.
4. The Board of Trustees is responsible for acting in accordance with the Shared Resources and Governance Agreement. This agreement between the Charity and its wholly owned subsidiary, Norland College Ltd sets out, inter alia, the governance relationship between the two entities.

#### **Membership of the Board of Trustees**

5. The membership of the Board is set out in the Charity's Articles of Association. The Board must be composed of at least three Trustees. The Board must always consist of a majority of Independent Trustees. The maximum number of Trustees is determined by the Board.
6. Independent Trustees are members of the Board who are not Directors, Officers or employees of Norland College Ltd.
7. All Trustees have voting rights except where a conflict of interest occurs.
8. The Principal, Chief Financial Officer and Charity Secretary are in attendance.

## **Term of Office**

9. The term of office of a Trustee will normally be for a period of three years. A Trustee will be eligible for re-election by the Board for one further term of three years. After serving two consecutive terms in office, a Trustee will normally only be eligible for re-election following the elapse of one year since retirement as a Trustee. Where, however, the Board considers it in the best interests of the Charity, the Board may decide that a Trustee who has served two consecutive terms in office be eligible for re-election on retirement, and to decide the number of further terms.

## **Attendance and decision-making**

10. The Trustees must hold at least two meetings of the Board each year.
11. The Board will be quorate when two Trustees are present. At least one Trustee must be an Independent Trustee. Where however the total number of Trustees on the Board is more than five, the Board will be quorate when half of the total number of Trustees in office are present (provided that a majority of the Trustees present are Independent Trustees).
12. If the total number of Trustees in office is less than three or is not quorate as described above, the Trustees must not take any decision other than as described in Article 9.3 of the Articles of Association.
13. The Chair is to have delegated authority to act between meetings, following appropriate consultation with members, to deal with matters of urgency or in exceptional circumstances. Details of any action taken shall be reported to the next meeting of the Board.

## **Statement of Responsibilities**

14. The Board of Trustees is responsible for:
  - 14.1 Ensuring that the Charity has a clear vision, mission and set of values.
  - 14.2 Developing a strategy to achieve the Charity's Objects, ensuring appropriate steps are taken to deliver that strategy with effective systems of control, risk management and monitoring of performance in place.
  - 14.3 Ensuring that operational plans, budgets and fundraising strategies support the vision, mission and strategy.
  - 14.4 Ensuring that the Charity's financial obligations are met. Ensuring adequate financial controls are in place and that all assets and liabilities are recorded.
  - 14.5 Ensuring that the major risks to the Charity are regularly identified and reviewed and that systems are in place to mitigate or minimise those risks.
  - 14.6 Acting as the guardians of the Charity's assets, both tangible and intangible, taking all due care over their security, deployment and proper application.
  - 14.7 Ensuring that intangible assets such as the Norland brand, good name and reputation are recognised, used and safeguarded.
  - 14.8 Seeking assurance that policies and procedures are in place which adhere to legislative and regulatory requirements and are ethical in nature.
  - 14.9 Promoting equality and diversity throughout the activities of the Charity.

## Duties

15. To appoint a Chair of the Board from the independent Trustees or from the Board of Directors as appropriate and in agreed circumstances.
16. To appoint a Secretary to the Charity.
17. To establish sub-committees.
18. To ensure that systems exist for reporting to external agencies and that those reports are timely and accurate.
19. To ensure the Board is of an appropriate size and has adequate skills and experience to discharge its responsibilities and to establish processes to monitor and evaluate the performance and effectiveness of the Board of Trustees.
20. To conduct itself in accordance with best practice in charity governance (in particular the Charity Governance Code) and in accordance with all constitutional, legal and regulatory requirements.
21. To appoint auditors and such other professional advisers as may be required.
22. To safeguard the good name and values of Norland.

## Remuneration and Other Activities

23. Trustees may claim expenses for reasonable costs incurred when fulfilling their role. Expenses are for out-of-pocket payments Trustees have to pay in order to carry out their duties.
24. Trustees may from time to time provide consultancy services to the Charity and/or Norland College Ltd at a reasonable fee as required subject to conflict of interest management and non-conflicted Trustees' and Directors' satisfaction that the payment is in the best interests of both the Charity and Norland College Ltd. Such activities are subject to Board approval and may be undertaken on a fixed fee contract basis only.

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