

TERMS OF REFERENCE OF THE BOARD OF GOVERNORS AND ITS COMMITTEES: November 2019

BOARD OF GOVERNORS

The functions and responsibilities of the Board are defined in the Memorandum and Articles of Association and the Statement of Primary Responsibilities:

<http://www.trinitylaban.ac.uk/media/131498/trinity%20laban%20cmd%20memandarts%20approved%20february%202011%20final.pdf>

https://www.trinitylaban.ac.uk/sites/default/files/statement_of_primary_responsibilities_of_the_board_of_governors.pdf

The Board will act, in accordance with the Memorandum and Articles of Association and in line with national guidance on good practice, to:

1. Determine the educational character and mission of Trinity Laban through the approval of long-term academic and business plans and key performance indicators, and to ensure these meet the interests of the stakeholders.
2. Delegate authority to the Head of the Institution as chief executive, in order to direct academic, corporate, financial, estate and personnel management of the Institution, in association with the senior management team, acting within the terms of the Memorandum and Articles of Association.
3. Ensure the establishment and monitoring of systems of control and accountability, including financial and operation controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest, in order to ensure the effective and efficient use of resources, the solvency and the safeguarding of the assets of the Institution.
4. Approve annual estimates of income and expenditure and ensure the establishment and maintenance of processes to monitor and evaluate the performance of the Institution against the plans and approved key performance indicators, including benchmarking, where possible, against other comparable institutions.
5. Establish processes to monitor and evaluate the performance and effectiveness of the governing body.
6. Conduct business in accordance with best practice in higher education corporate governance and with the principles of public life drawn up by the Committee on Standards in Public Life.
7. Safeguard the good name and values of the institution.
8. Conduct the appointment, grading, suspension, appraisal, assignment, dismissal and determination of the pay and conditions of service of the head of the institution as chief executive, and other senior post holders as identified by the Board, and to put in place suitable arrangements for monitoring their performance.
9. Appoint a Secretary to the governing body and ensure that, if the appointee has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.

10. Set a framework for the pay and conditions of service of all other staff and establish a human resources strategy.
11. Be the institution's legal authority and, as such, to ensure that systems are in place for meeting all legal obligations, including those arising from contracts and other legal commitments made in the institution's name.
12. Make provision for the general welfare of students, in consultation with the Academic Board
13. Act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the Institution.
14. Ensure that the institution's constitution is followed at all times and that appropriate advice is available.
15. Oversee the relationships between the Institution and other bodies, including Trinity College London, the TCM Trust and the Laban Endowment Trust.

Meetings: normally four per year

Membership

Chair: Independent governor

Membership as determined by the Board within the terms of the Memorandum and Articles of Association:

Maximum of 15 independent governors

1 teaching staff governor

1 support staff governor

2 student governors (the Presidents of the Students' Union or another SU officer on the nomination of the Presidents).

The Principal

In attendance:

Secretary and Clerk to the Board

Other senior officers as required

Quorum

A majority of independent governors and no fewer than eight governors present

FINANCE AND GENERAL PURPOSES COMMITTEE

Reporting to the Board of Governors

The Committee will advise the Board of Governors on policy developments, the institution's solvency and the use and safeguarding of its resources and assets. The Committee will deal with business of a general nature that does not specifically fall to other standing committees. The Committee will be available, from time to time, in order to deal with urgent institutional business, reporting to the Board as appropriate on the action that it may take. The Committee will carry out these responsibilities with regard to the Scheme of Delegation and statement of the Primary Responsibilities of the Board.

1 Resources, budgets and business development

- 1.1 To advise the Board on the provision of resources and assets and acceptable levels of liabilities for the Institution.
- 1.2 To consider the annual budget for income, expenditure and capital and the five year forecast and to make recommendations to the Board.
- 1.2 To monitor regular reports on institutional income and expenditure, considering any significant variations to the budgets and the general financial position of the Institution during the course of the financial year. To make recommendations to the Board for any extra-budgetary spending.
- 1.4 To consider the draft annual report and accounts and to advise the Board on the strategic issues that may arise.
- 1.5 To oversee the strategic direction of estates and IT.
- 1.6 To oversee the strategic direction and monitor the performance of the Institution's business and commercial enterprises.
- 1.7 To advise the Board on the creation of subsidiary companies and joint ventures and the appointment of directors of subsidiary companies.
- 1.7 To oversee the strategic direction of marketing, student recruitment, communications, fund-raising and development.

2 Financial regulations and banking and insurance

- 2.1 To approve the institutional financial regulations.
- 2.2 To approve the post holders authorised as signatories for banking facilities and to report to the Board as and when there is a change of signatory.
- 2.3 To approve the opening or closing of institutional bank accounts and any loan facilities.
- 2.4 To approve the level of insurance provision at regular intervals and to report material changes to the Board of Governors.
- 2.5 To approve any other significant financial arrangements with third parties, as determined in the Financial Regulations.

3 Tuition fees and fee debt

3.1 To approve the institutional tuition fees, reporting to the Board of Governors.

3.2 To monitor fee debt, reporting to the Board of Governors as appropriate.

4 Investments

To act in accordance with the Memorandum and Articles of Association, (see the extract below), in order:

4.1 To oversee the stewardship and application of endowments.

4.2 To select and appoint appropriate delegated investment manager(s) and regularly to review performance and terms of engagement.

4.3 To recommend the Investment Policy to the Board and to approve the investment strategy proposed by the delegated financial expert.

4.4 To report at least once annually to the Board.

4.5 The Committee will be assisted in these functions by an Investment Portfolio Review Group, including the Chair of FGP or his nominee (who may be a Governor or an independent member approved by FGP). The other members of the Group will include the Principal and the Director of Finance and the Secretary and Clerk to the Governors or his nominee, who will serve as Secretary. FGP may appoint other members at its discretion. The quorum for the group will be at least two members.

Extract from M&AA:

The company shall delegate the management of investments to a financial expert, but only on terms that:

- (i) the investment policy is set down in writing for the financial expert by the Board;*
- (ii) transactions are to be reported promptly to the Board;*
- (iii) the performance of the investments is reviewed regularly with the Board;*
- (iv) the Board is entitled to cancel the delegation arrangement at any time;*
- (v) the investment policy and the delegation arrangement are reviewed at least once a year;*
- (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board;*
- (vii) the financial expert must not do anything outside the powers of the Board.*

Meetings: normally three per year.

Membership

Chair (independent governor, appointed by the Board on the recommendation of the Nominations Committee)

At least three other independent members of the Board of Governors

With:

The Principal

In attendance:

Secretary & Clerk to the Board

Director of Finance & Estates

Director of Strategy & Business Operations

Director of Corporate Affairs

Other senior officers as required

Administration of the Committee

The Secretary & Clerk to the Board or his/her nominee will act as Secretary to the Committee.

Quorum

50% of the members, with a minimum of three independent governors present.

HUMAN RESOURCES COMMITTEE

Reporting to the Board of Governors

The Committee will provide strategic oversight of human resources strategy, policy and practice and monitor how people and organisational development strategies contribute to improved organisational performance.

1. To recommend the institutional People Strategy to the Board for approval.
2. To oversee the implementation of the People Strategy and the management of human resources and employee relations with regard to the strategic development of the Institution.
3. To approve performance indicator reports relating to Human Resources and people management practice across Trinity Laban including to receive reports, from time to time, on the operation and effectiveness of the People and Organisational Development function and people management practices.
4. To act on behalf of the Board of Governors, considering and approving the broad framework of pay and conditions for staff, where necessary with reference to applicable national agreements and to recommended settlements of pay and conditions.
5. To receive reports on the operation of grievance, disciplinary and appeals procedures.
6. To oversee the institutional management of Health and Safety, approving an annual report for the Board.
7. To oversee the institutional management of safeguarding, approving an annual report for the Board.
8. To monitor compliance with statutory and other requirements upon the Institution as an employer, including Equality and Diversity and Health and Safety.
9. To review succession planning for senior staff.

Meetings: normally two per year.

Membership

Chair (independent governor, appointed by the Board on the recommendation of the Nominations Committee)

At least two other independent governors; one member may be appointed who is external to the Board.

With:

The Principal

In attendance:

Secretary and Clerk to the Governors

Director of Strategy & Business Operations

Assistant Director (People & Organisational Development)

Other senior officers as required

Administration of the Committee

A nominee of the Secretary & Clerk to the Board will act as Secretary to the Committee.

Quorum

At least two independent members present.

REMUNERATION COMMITTEE

Reporting to the Board of Governors

The Committee will meet annually to determine, under delegated authority from the Board, the remuneration of the Principal, the executive team and such other senior post holders as the Board may determine from time to time. The Committee will seek comparative information on salaries and other emoluments and conditions of service as may be relevant in the Higher Education sector, including the annual UCEA survey.

1. The Committee will consider the following components as appropriate:
 - Basic salary;
 - Benefits in kind;
 - Pension provision;
 - Any provision for performance related pay;
 - The main contractual terms and conditions for each post, including notice periods.
2. To approve and assess the achievement of performance targets for the Principal and senior officers. The Committee will take account of feedback from the Chair on the performance of the Principal and Secretary & Clerk. The Committee will also take account of feedback from the Principal on the performance of other senior officers.
3. To review senior staff equal pay issues.
4. To advise the Board, with the approval of the Chair, on any severance settlement or compensation that may be payable in the event of early termination of the employment of the Principal or other senior post holders.
5. To submit an annual report to the Board on the remuneration of senior staff.

Meetings: normally one per year.

Membership

Chair of the Board of Governors
Vice-Chair(s) of the Board of Governors
Chair of the Human Resources Committee
At least one other independent governor

Administration of the Committee

A nominee of the Secretary & Clerk to the Board will act as Secretary to the Committee.

Quorum

At least three independent governors, including the Chair of the Board. In exceptional circumstances a Vice-Chair of the Board may deputise for the Chair.

The Principal and senior officers of the Institution will be absent from the discussion of their own remuneration.

AUDIT COMMITTEE

1. Reporting to the Board of Governors

The Committee is authorised by the governing body to investigate any activity within its terms of reference. The Committee is authorised to seek any information it requires from any employee, and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the governing body to obtain external legal or other independent professional advice and to secure the attendance of non-members with relevant experience and expertise, normally in consultation with the Principal as designated officer and/or the Chair of the governing body. The Committee will seek the prior approval of the governing body before incurring significant direct expenditure.

1. To advise the governing body on the appointment of the external auditors, the audit fee, the provision of any non-audit services by the external auditors and any questions of resignation or dismissal of the external auditors.
2. To discuss, if necessary, with the external auditors, before the audit begins, the nature and scope of the audit.
3. To discuss with the external auditors problems and reservations arising from the interim and final audits, including a review of the management letter incorporating management responses, and any other matters the external auditors may wish to discuss (in the absence of management where necessary).
4. To consider and advise the governing body on the appointment and terms of engagement of the internal audit service, the audit fee, the provision of any non-audit services by the internal auditors and any questions of resignation or dismissal of the internal auditors.
5. To review the internal auditors' audit needs assessment and the audit plan; to consider major findings of internal audit investigations and management's response; and promote co-ordination between the internal and external auditors. To ensure that the resources made available for internal audit are sufficient to meet the institution's needs (or make a recommendation to the governing body as appropriate).
6. To keep under review the effectiveness of risk management, control and governance, and in particular to review the external auditors' management letter, the internal auditors' annual report, and management responses. The Committee will recommend to the Board appropriate levels of 'risk tolerance' for the Institution following proposals from the Principal's Management Group.
7. To monitor the implementation of agreed audit-based recommendations.
8. To ensure that all losses have been properly investigated. Where, in the opinion of the Audit Committee, the amount is significant, the internal and external auditors (and where appropriate the OfS Accounting Officer) will be informed, and a fuller investigation carried out.
9. To oversee the institutional policy on fraud, bribery, irregularity, OfS Reportable Events and public interest disclosures, receiving notification of any action taken under these policies.

10. To gain satisfaction that appropriate arrangements are in place to promote economy, efficiency and effectiveness.
11. To receive any relevant reports from the National Audit Office, the OfS and other organisations.
12. To ensure that the Institution maintains effective arrangements for the management and quality assurance of data supplied to HESA, OfS and other funding bodies. The Committee will approve an annual report from the Data Quality Group.
13. To monitor annually the performance and effectiveness of external and internal auditors, and to make recommendations to the governing body concerning their re-appointment, where appropriate.
14. To consider elements of the annual financial statements in the presence of the external auditors, including the auditors' formal opinion, the statement of members' responsibilities and any corporate governance statement. This will include consideration of internal control and risk management statements.
15. To review the audit aspects of the draft annual financial statements. These aspects will include the external audit opinion, the statement of members' responsibilities, the statement of internal control and any relevant issue raised in the external auditors' management letter. The Committee will, where appropriate, confirm with the internal and external auditors that the effectiveness of the internal control system has been reviewed, and provide comments in the annual report to the governing body.
16. To recommend the draft annual report and accounts to the Board, ensuring compliance with the OfS Terms and Conditions for Funding before transmission to the Charity Commission, Companies House and OfS.
17. In the event of the merger or dissolution of the institution, to ensure that the necessary actions are completed, including the approval of a final set of financial statements.

2. Reporting procedures to the Board

As set out in the operational standards for the Board of Governors and its committees.

The Board will receive a summary report of each meeting and the full minutes will be made available to all members.

The Committee will prepare an annual report for the financial year. The report will be addressed to the governing body, summarising the activity for the year. It will give the Committee's opinion on the extent to which the governing body may rely on data quality, risk management, control and governance, and the arrangements for securing economy, efficiency and effectiveness based upon the information presented to the Committee. The Audit Committee's annual report should normally be submitted to the governing body before the members' responsibility statement in the annual financial statements is signed.

3. Meetings and attendance

The Committee will normally meet at least three times each financial year. The Secretary may call other meetings at the request of the internal or external auditors.

The Director of Finance and representatives of the internal and external auditors will normally attend meetings where business relevant to them will be discussed. The Committee should meet privately, at least once a year, with the external and internal auditors, without officers present.

4. Membership

Chair: Appointed by the Board (must be an independent member)

At least three other members; at least two must be independent members of the Board; one member may be appointed who is external to the Board.

The members of the Committee must have no executive responsibility for the management of the Institution. The chair of the governing body may not be a member of the committee. Members should not have significant interests in the Institution.

5. In attendance

The Principal
Secretary & Clerk to the Board
Director of Finance & Estates
Director of Strategy & Business Operations

6. Administration of the Committee

The Secretary & Clerk to the Governing Body or his nominee will act as Secretary to the Audit Committee; any nominee must be in a position to maintain an appropriate level of independence.

7. Quorum

A minimum of two independent members of the Board of governors.

8. Meetings and attendance

Members should make all reasonable attempts to attend duly called and notified meetings. Apologies for absence should be notified to the Secretary as soon as practicable.

Failure to attend two consecutive meetings without good cause may result in a review of membership.

NOMINATIONS COMMITTEE

Reporting to the Board of Governors

1. To consider nominations for the election of governors and to make recommendations to the Board; the Committee will approve a protocol for the selection process, subject to endorsement by the Board, paying regard to the need for balance of abilities and membership; the needs of the Institution, principles of equality and diversity and legal requirements on the appointment of charity trustees.
2. To recommend the overall framework and balance of membership of the Board of Governors for approval by the Board.
3. To conduct at least a bi-annual skills audit of the Board and to oversee the maintenance of a skills register in order to inform the selection of governors.
4. To consider nominations for the appointment of members to sub-committees of the Board and the chairs of sub-committees, making recommendations to the Board.
5. To consider nominations for the appointment of the Chair and vice-chair(s) of the Board and to make recommendations to the Board.
6. To oversee performance reviews for governors and to consider the renewal of membership terms of governors, making recommendations to the Board.
7. To review the membership of members of the Board who, without good cause, do not attend a minimum of two scheduled board meetings during the academic year, making recommendations to the Board; The Committee will similarly review the record of attendance of members of the board sub-committees, making recommendations to the Board.
8. To approve a procedure and criteria for honorary awards, acting on delegated authority from the Board and receiving recommendations from a working party appointed by the Executive. The Committee will make recommendation to Academic Board and the Board of Governors for the presentation of honorary awards.
9. To consider nominations for appointments to honorary offices of the Institution, including patrons, honorary presidents and vice-presidents, and to make recommendations to the Board.

Meetings

Normally three per year

Membership

Voting members

The Chair of the Board (in the chair)

At least three other independent governors

With: The Principal

In attendance:

Secretary and Clerk to the Board

Director of Dance

Director of Music

Director of Development and Corporate Affairs

Administration of the Committee

The Secretary & Clerk to the Board or his/her nominee will act as Secretary to the Committee.

Quorum

Three independent governors

BLACKHEATH HALLS BOARD OF TRUSTEES

(NB: Blackheath Halls is a wholly owned subsidiary company of Trinity Laban: it is registered as a charity and has a trading subsidiary)

1. The Board of Trustees will manage the Company in accordance with the provisions of the Companies Act and the Memorandum and Articles of Association of Blackheath Halls Limited.
2. The Board may delegate the day to day management of the affairs of the Company to any person or committee. The Board will not delegate the approval of the Halls Accounts to any other committee.
3. The Board will provide such information as may be required to meet the requirements of the parent company, Trinity Laban Conservatoire of Music and Dance.
4. The Board will act in line with the legal agreement with the Hearn Foundation for the lifetime of the agreement.

Membership

As approved from time to time by the Trinity Laban Board and in conformity to the legal agreement with the Hearn Foundation for the lifetime of that agreement.

Directors of the Company and Trustees of the Charity

(representing Trinity Laban):

Professor Anthony Bowne (in the Chair)
Mirella Bartrip
Barry Douglas
Jonathan Peel

Representing the Hearn Foundation:

Francesca Robinson
Peter Hearn
Dame Joan Ruddock

In attendance:

Secretary and Clerk to the Board
Director of Blackheath Halls

Administration of the Committee

The Secretary & Clerk to the Board or his/her nominee will act as Secretary to the Committee.

Quorum

As defined in the Articles of Association.