

**Central
Film
School**



Central Film School

Board of Directors Terms of Reference

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Section A – Purpose and Structure

1. Purpose and responsibilities of the Board of Directors (BoD)

The BoD has overall responsibility for the management and administration of the School. It delegates some of its responsibilities to the CEO and management team and to committees. Its core focuses are:

- to ensure high standards of corporate governance to include integrity, objectivity, openness and transparency
- to ensure that an appropriate framework exists to manage the quality of learning and teaching and to maintain academic standards
- to ensure the welfare of students and staff
- to appoint the School's CEO and senior management team
- to approve the Strategic Plan, and Key Performance Indicators to be used to monitor the performance of the School as a whole
- to monitor the School's delivery against the Strategic Plan and Key Performance Indicators
- to approve the annual budget
- to ensure that funds provided by the Office for Students (OfS) are used in accordance with the Terms and Conditions of Funding, and that the conditions of funding of any other funding bodies are similarly met
- to approve borrowing or loans above an agreed value
- to approve contractual commitments over an agreed value and to authorise School signatories
- to approve the Financial Statements and accompanying reports, including the Corporate Governance Statement
- to approve the appointment of the School's bankers, and internal and external auditors
- to approve policies and strategies designed to ensure good financial and risk management, and to monitor the School's arrangements for risk management in ways which the BoD shall from time to time determine
- to approve the School's Health and Safety Policy and procedures and protocols for its implementation and monitoring
- to approve the sale, purchase and lease of School property over an agreed value and/or an agreed period of time
- to approve building projects over an agreed value and monitor their progress
- to approve employment policies and strategies to ensure compliance with employment legislation and guidance and procedures and protocols for their implementation and monitoring.
- to approve recommendations made by management to make academic and academic-related staff redundancies
- to approve procedures for handling internal grievances and for managing conflicts of interest
- to ensure compliance with all legislation affecting the School
- to agree proposed changes to the School's Financial Regulations

- to establish processes to evaluate the performance and effectiveness of the BoD itself

2. Roles and responsibilities of the BoD

The BoD should exercise its responsibilities in a corporate manner, with decisions being taken collectively by the members acting as a body. Members should not act individually or in informal groupings to take decisions on School business on an *ad hoc* basis outside the constitutional framework of School meetings.

School Members nominated by particular constituencies should not act as if delegated by the group they represent. No member may be bound, when speaking or voting, by mandates given to him/her by others, except when acting under approved arrangements as a proxy for another member of the BoD.

When acting as a corporate entity the BoD must at all times:

- observe the highest standards of impartiality, integrity and objectivity in relation to its responsibilities including the stewardship of public funds. It should be able to demonstrate that resources are being used with probity and without grounds for criticism that public funds are being used for private, partisan or party political purposes
- maximise value for money through ensuring that its responsibilities are discharged in the most efficient, effective and economical way within available resources
- ensure that School funds are properly safeguarded
- operate within the limits of delegated authorities agreed with the OfS for expenditure of the School and in accordance with any other conditions relating to the use of public funds
- observe high standards of corporate governance at all times
- take into account, in reaching decisions, any guidance issued by the Government and other key stakeholders
- be accountable to students and to the public for the activities of the School: The BoD should conduct all its dealings with students, staff and the public in an open and responsible way
- promote the [Seven Principles of Public Life](#) advocated by the [Committee on Standards in Public Life](#)

Section B - Members, Terms of Office, Quorum and Frequency

The Chair of the BoD shall be appointed by the School's Investor Directors, be independent of the School and whose term of office is limited to a maximum of three terms of three years.

Other members shall include Investor Directors and 'Additional Directors'. Additional Directors shall have a term of three years and shall be eligible for one additional term of three years. The BoD also has the right to nominate a person to be an Observer, to offer advice and guidance to the BoD where appropriate.

BoD meetings are deemed quorate by the presence of the Chair and two Directors.

The BoD shall usually meet once every quarter – extraordinary meetings may be held at the discretion of the BoD and in line with required notice periods to BoD members.

Document Title:	CFS BoD Terms of Reference
Document Ref:	CFSBoDToF_01
Version:	1.0
Issuing Authority:	CFS Board of Directors
Owner:	BoD Chair
Author:	Rory Curley
Document Approval Date:	23/03/2020
Last Amended:	23/03/2020
Sensitivity:	Unclassified
Effective from:	23/03/2020
Review Date:	1 st Quarterly BoD Meeting 2021
History:	First Published 24/03/2021