

TRANSFORMATIONAL TECHNOLOGIES PARTNERSHIP LIMITED

BOARD TERMS OF REFERENCE

1. Purpose and governance framework

The purpose of the Board of Transformational Technologies Partnership Limited is to oversee the activity and operation of the Black Country and Marches Institute of Technology.

In doing so, the Board recognises its responsibilities to ensure effective Corporate Governance by:

- Focusing on the organisation's purpose and on outcomes for learners and employers.
- Performing effectively in accordance with its defined functions.
- Promoting values for the whole organisation and demonstrating the values of good governance through behaviour.
- Taking informed, transparent decisions and managing risk.
- Developing the capacity and capability of the governing body to be effective.
- Being accountable to its stakeholders.
- Operating in accordance with the Nolan Principles of Standards in Public Life, as set out within the Trustees' Code of Conduct.

The Board also has a general duty to ensure that the Company operates within:

- The Articles of Association;
- Rules and guidance issued by relevant regulatory authorities; and
- All relevant laws.

Nothing in these terms of reference is intended to contravene the provisions of the Articles of Association and, where there is any conflict, the provisions of the Articles shall prevail.

2. Membership

Members of the Board shall be appointed by the Board subject to the prior written approval of the College, in accordance with the Articles of Association.

The number of Trustees (Directors) shall be no more than 15 and not less than 5, and shall comprise such number of representatives of local employers as the Board considers necessary from time to time to support the Board in identifying such employer related needs, requirements and issues as determined by the Board.

Only members of the Board have the right to attend Board meetings, however, other individuals such as College senior management and external advisers may be invited to attend all or part of any meeting as and when appropriate.

The Board shall appoint the Chair on an annual basis. In the absence of the Chair, the remaining members present shall elect one of themselves to chair the meeting.

3. Company Secretary

The Company Secretary or his/her appointee shall act as the Secretary of the Board.

4. Quorum

The quorum for the transaction of business at a meeting of Trustees is such number of Eligible Trustees as comprise at least 4 or 40% of the total number of Trustees then in office, whichever is greater, excluding any conflicted Trustee who has not been authorised to participate in discussions or a vote in accordance with Article 5 of the Articles of Association. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board.

5. Frequency of Meetings

The Board shall meet at least three times a year and otherwise as required.

6. Notice of Meetings

Meetings of the Board shall be summoned by the Company Secretary at the request of any of its members or at the request of external or internal auditors if they consider it necessary.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Board and any other person required to attend no later than 7 days before the date of the meeting.

7. Minutes of Meetings

The Company Secretary shall ensure that minutes of proceedings and resolutions of all meetings of the Board are produced, including recording the names of those present and in attendance.

The Company Secretary shall record any conflicts of interest reported at the meeting.

Minutes of Board meetings shall be circulated to all members of the Board before the next meeting of the Board.

8. Principal Functions

The Board takes account of the principal objects as set out within the Company's Articles of Association, which are :

- the advancement of education and training in particular by:
 - o meeting the economic needs for higher technical skills in STEM subjects to the transformational sectors of advanced engineering and manufacturing, modern

construction methodologies and medical engineering and healthcare, including strengthening or growing provision at Level 4+;

- developing progression pathways from Level 3 to higher level provision;
- promoting the up-skilling or re-skilling of the workforce;
- developing innovative modes of delivery of raising the prestige of technical training.

9. Matters reserved to the Board

• Strategy and management

- Approval of the Company's long term objectives and strategy, including the Institute of Technology's strategic aims.
- Review of delivery of the strategy and performance against plan.
- Oversight of the Company's operations ensuring:
 - competent and prudent management
 - sound planning and risk management
 - an adequate system of internal control
 - adequate accounting and other records
 - compliance with statutory and regulatory obligations
 - adequate financial resources
- Review of performance in the light of the Company's strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
- Overseeing the execution and delivery of major capital projects.
- Any material extension of the Company's activities into new business or geographic areas.
- Any decision to cease to operate all or any material part of the Company's business.
- Approval of any material change to the Company's principal policies.

• Strategic Initiatives and Company Structure

- Major changes to the Company's corporate structure including any merger or creation, acquisition or disposal of any subsidiary or associated company, or of any significant business operation, or any other initiative which has significant strategic implications for the Company.
- Changes to the Company's management and control structure.

• Financial reporting and controls

- Approval of the annual report and accounts and other required formal reports.
- Any approval of corporate expenditure over £50,000.

- **Internal controls and risk management**

Ensuring maintenance of a sound system of internal control and risk management including:

- receiving reports on, and reviewing the effectiveness of, the Company's risk and control processes to support its strategy and objectives.
- undertaking an annual assessment of these processes.
- approving an appropriate statement for inclusion in the annual report

- **Board membership and other senior management issues**

- Changes to the structure, size and composition of the Board, subject to the prior written approval of Dudley College of Technology.
- Ensuring adequate succession planning for the Board and senior management including any changes to the Board Composition and Succession Plan.
- Appointments to the Board, subject to the prior written approval of Dudley College of Technology.
- Appointment of the Company Secretary.

- **Delegation of Authority**

- Approval of terms of reference of Board committees where applicable.
- Receiving minutes and/or reports from the Board committees on their activities.
- Approval of the scheme of delegation including the financial scheme of delegation.

- **Corporate governance matters**

- Establishing board sub-committees and approving/varying their terms of reference.
- Undertaking a formal and rigorous review annually of its own performance, that of its committees and individual Trustees.
- Determining the independence of Trustees.
- Approving procedures for the detection of fraud and prevention of bribery.
- Approving policies on bribery prevention, fraud and whistleblowing.
- Authorising conflicts of interest, subject to the provisions of the Articles of Association.
- Review of the Company's overall corporate governance arrangements.
- Annual review of the terms of reference, scheme of delegation and schedule of business.

10. Delegation to committees

Subject to Article 10.3, the board may delegate any of its functions to committees consisting of two or more individuals appointed by them. At least one member of such a committee must be a Trustee and all proceedings of committees must be reported promptly to Trustees.

11. Other Matters

- In addition, the Board will receive reports and recommendations from time to time on

any matters or decision likely to have a material impact on the Company from any perspective (financial, operational, strategic or reputational).