



College of
Policing

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Board of Directors Terms of Reference

December 2015

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1 Purpose

- 1.1 The purpose of the College of Policing is to provide those working in policing with the skills and knowledge to protect the public, reduce crime and reach their full potential. It will raise professional standards in policing by using the policing knowledge base, its legal powers, its influence and connection with its members and its ability to set educational requirements, test new ideas and innovate.

The College of Policing has three complementary functions:

- knowledge – developing the research and infrastructure for growing evidence of ‘what works’
- education – supporting the development of individual members of the profession
- standards – supporting the development of forces, using the best available evidence of ‘what works’.

The Board of the College of Policing (the Board) ensures the long-term success of the College of Policing.

- 1.2 The Board is accountable for the good governance of the College and will:
- set the College’s strategic direction and aims
 - provide to the executive the leadership, support and monitoring needed as it implements the work needed to meet the College’s goals
 - shape and reflect the culture of the College, including endeavouring to make sure its actions and decisions are transparent, based on the best available evidence and meet the College’s ethical values.
- 1.3 The Board will act with proper regard to the requirements related to the College’s current dual status. The College is a company limited by guarantee, owned by the Home Secretary, and an Arm’s Length Body of the Home Office and is, therefore, bound by both government frameworks and company law. The Board directors will act at all times in what they consider to be the best interest of the College, in line with their statutory duties as company directors.
- 1.4 These terms of reference have been developed with particular regard to the UK Corporate Governance Code and good practice, including the Chartered Institute of Public Finance and Accountancy/International Federation of Accountants 2014 International Framework – Good Governance in the Public Sector.

2 Roles

Strategic direction

- 2.1 The Board owns the College's Five-Year Strategy and aims to ensure that the executive has the necessary financial, human and other resources in place to achieve its aims, priorities and plans.
- 2.2 The Board has regular away days and strategic development sessions, with the executive, outside of the formal Board meetings. This is to ensure that it has the time to consider and give direction in relation to priority areas across the College's business.
- 2.3 The Board is supported by the following committees:
 - the Professional Committee, chaired by the Chief Executive Officer (CEO)
 - the Audit and Risk Committee (ARC), chaired by an independent non-executive director
 - the Nominations and Remuneration Committee (NRC), chaired by an independent non-executive director
 - the Members' Committee, chaired by a non-executive director.
- 2.4 The terms of reference of the Board and its committees, agreed by the Board, are published on the College website.

Leadership and oversight

Planning and performance

- 2.5 The Board will agree the corporate business plan at least annually, having received the recommendations of the executive and the Professional Committee. The Board will recommend its agreed plan to the home secretary. The business plan will reflect priorities and be consistent with the longer-term strategy.
- 2.6 The executive will provide the Board with sufficient clear, consistent, timely and comparable performance information for each of its meetings. The data must enable the Board to monitor and steer the College's performance against the annual business plan and longer-term strategic goals.

- 2.7 The Board will consider any significant variation from the business plan in-year.
- 2.8 To ensure proportionate decision making at the right level, the Board has delegated to the Professional Committee limited authority to approve new commissions in-year on its behalf. That authority excludes any instance where the work will/may:
- result in a significant or controversial change to national policing practice
 - be challenged by significant sectors of policing and/or police and crime commissioners (PCCs)
 - require the amendment or cancellation of other current projects previously approved by the Board
 - require the reassignment of significant staff, finances or other resources
 - lead to new or amended legislation, regulations or codes of practice
 - have a major impact on the work of external policing partners
 - represent a material risk to the College's reputation.
- 2.9 Where any one of these criteria is met, the Professional Committee will refer the decision to the Board with a clear recommendation. The CEO reports all of the Professional Committee's business to the Board and the Board directors may ask for any issues to be brought to the Board for consideration.

Risk management and internal controls

- 2.10 The Board will set the risk appetite for the College and seek evidence that controls are in place to manage risk effectively. It will also seek evidence of the assurance framework across internal and external controls. The ARC will support the Board in this and will report to each Board meeting.
- 2.11 The executive will provide the Board with sufficient clear, consistent, timely and comparable information for each of its meetings. This data must enable the Board to have confidence that risk management is robust and effective.

Financial management

- 2.12 The Board will scrutinise financial information and seek evidence that financial controls across the College are robust and defensible. It will be supported in this by the ARC.

Shaping the culture

- 2.13 The Board sets the College's values and standards, as set out in the College's Code of Ethics, and aims to set a good example through its own behaviours and actions.
- 2.14 Board members will operate collectively, corporately and objectively for the good of the College when undertaking their duties as Board directors.

3 Appointments to the Board

- 3.1 The NRC will make recommendations to the Board relating to new appointments to the Board or its committees and any extensions or curtailment of appointments. Once the Board has reached agreement, the Chair will put the recommendations to the Home Secretary, where necessary, for confirmation.
- 3.2 The Board and its committees will ensure they have the required mix and balance of skills, experience, knowledge of the College's business and independence to ensure their effectiveness.
- 3.3 Appointments will be made through a formal, rigorous and transparent process.

4 Board meetings arrangements

- 4.1 The Board will usually meet every two months. Exceptional meetings may be arranged to address urgent matters, at the discretion of the Chair.
- 4.2 Meetings will usually be held in the College's London office.
- 4.3 The Company Secretary will make suitable arrangements for all meetings and record meeting minutes. Minutes will be approved by the Chair before being circulated to directors and will be signed as a true copy once agreed with directors. Board minutes will be published on the College's website and filed in the company books.
- 4.4 The Chair will meet with each of the non-executive directors individually at least once a year.
- 4.5 The Chair will meet the non-executive directors as a group, without the CEO or any members of the executive, at least once a year.
- 4.6 The non-executive directors will meet without the Chair at least once a year to consider the Chair's performance. The Board will appoint a senior independent director who will lead on this and other responsibilities.

Board attendees

- 4.7 Other than the College's CEO, Board members are not entitled to send representatives to the Board in their absence. The CEO may be represented by another member of the College executive and that representative would have full voting rights.
- 4.8 The College's executive directors will usually attend the Board in an advisory capacity. Other than the CEO, no members of the executive will have voting or decision-making rights.
- 4.9 The company secretary will attend Board meetings and will be responsible for arrangements and minute-taking.
- 4.10 At the discretion of the Chair, other subject matter experts and specialists can be invited to attend to contribute to particular agenda items.

Decision making

- 4.11 The Board's decisions will be based on a collective understanding of policy issues and risks and will draw on the diverse skills, knowledge and perspectives of its directors.
- 4.12 The Board will take note of the matters that are reserved to the member, as set out in the College's legal terms of reference.
- 4.13 Any matter requiring Board approval will require a simple majority of the directors present at a meeting, subject to a minimum attendance requirement of five directors that must comprise, at least:
- the Chair of the College of Policing (or a fellow non-executive director acting as Chair in his/her absence)
 - the CEO (or an executive representative in his/her absence)
 - one policing director
 - two other directors (ie, two independent directors or one independent and the PCC).
- 4.14 The Board will aim to make decisions by consensus. If a vote is required, decisions will be made on a simple majority with the Chair having a casting vote. All other directors will have equal voting rights.
- 4.15 No director will have the right of veto on any issue.
- 4.16 The details of votes will be recorded in the minutes of the meeting.

Information requirements

4.17 Each meeting will be provided with the following information as a standing requirement:

- written or oral update report from the Chair
- written or oral update report from the CEO
- written report summarising the performance of the College against the agreed corporate business plan
- written report describing the financial position of the College, including movement against forecast and expenditure against budget
- written report describing corporate risks faced by the College, assurance measures and mitigating actions
- written or oral reports from the Chairs of committees established by the Board that have met between Board meetings.

4.18 The Chair may require any other reports on behalf of the Board.

5 Board effectiveness and support

Effectiveness review

- 5.1 The Board will conduct an annual review of its own performance and effectiveness and that of its committees and individual directors. The review will include consideration of the balance of skills, abilities and knowledge across the Board and committees and how they each work as a whole. The NRC will lead the review, the Board will consider the findings and the Chair will act on them. This may include recruiting new members and seeking the resignation of current directors. Every three years, an external review of the Board and its committees will be carried out. The annual report will include details of how this evaluation is carried out.

Board support

- 5.2 The Chair and the Board will be supported by the Company Secretary. The support will include facilitating induction and enabling access, especially but not exclusively, for independent directors, to College staff.

About the College

We're the professional body for everyone who works for the police service in England and Wales. Our purpose is to provide those working in policing with the skills and knowledge necessary to prevent crime, protect the public and secure public trust.

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