

**LUMINATE EDUCATION GROUP  
UNIVERSITY CENTRE LEEDS BOARD**

**TERMS OF REFERENCE  
2023/24**

**1. Background and Objective**

- 1.1 The University Centre Leeds Board ('the board') was established by the Board of Governors ('Group Board') as part of the Luminare Education Group Governance Structure. It is established under the terms of clause 4 of the Articles of Government.
- 1.2 The objective of the board is to have oversight of the operation of University Centre Leeds and compliance with the Office for Students (OfS) conditions of registration on behalf of the Group Board.
- 1.3 The board will operate in accordance with these terms of reference until such date as determined by the Group Board.

**2. Membership**

- 2.1 The board shall consist of up to twelve members made up of:
- At least one and up to two members of the Board of Governors
  - Up to seven co-opted members with appropriate expertise
  - One staff elected member
  - University Centre Leeds HE Officer (ex-officio)
  - Group CEO (ex-officio)
- 2.2 Members of the executive/senior leadership team will attend meetings as and when required.
- 2.3 The Chair of the Group Board shall be entitled to attend meetings of the board but shall not have a vote or form part of the quorum.
- 2.4 Members will be appointed by the Group Board and will hold office for a period of two years. The Board may re-appoint members for further terms of office (up to a maximum of four, two-year terms<sup>1</sup>) subject to an assessment against the following criteria:
- Whether the skills and experience of the member are still required
  - Whether it would be appropriate to take the opportunity to refresh the range of skills and experience available to the board
  - The member's contribution and commitment to the board's work
  - The length of the member's previous service<sup>1</sup>

A member's term of office will expire automatically unless the Group Board agrees a further appointment.

- 2.5 The Group Board will review the membership from time to time and may make changes as it sees fit.

**3. Election of Chair**

- 3.1 The Chair of the board will be appointed by the Group Board and shall serve as Chair for a period determined by the Group Board (up to a maximum of four two year terms<sup>1</sup>). Only governor members are eligible for appointment as Chair.
- 3.2 In the absence of the Chair, the other members present shall choose someone from among themselves to act as Chair for that meeting.

#### **4. Frequency of Meetings, Notice and Quorum**

- 4.1 The board shall usually meet on a termly basis, scheduled annually in advance. Additional meetings may be called as necessary in agreement with the Chair.
- 4.2 Written notice of each meeting, an agenda and supporting papers shall normally be circulated no later than five working days before the date of the meeting.
- 4.3 The quorum for meetings of the board shall be three members, including at least one governor.

#### **5. Responsibilities of the University Centre Leeds Board**

- 5.1 To develop targets/measures for University Centre Leeds for approval by the Group Board and to monitor and report performance accordingly.
- 5.2 In relation to University Centre Leeds, to have oversight of:
  - The delivery of the University Centre Leeds strategy and objectives and its contribution to Luminare Group strategic priorities
  - Ongoing development of University Centre Leeds
  - The quality of teaching and learning of HE provision at University Centre Leeds, including non-recognised provision
  - Stakeholder satisfaction (parent/employer/learner voice)
  - Financial performance against budget
  - Human resources
  - Risk management
  - Health & Safety, Safeguarding/Prevent, Equality, Diversity & Inclusion and SEND
- 5.3 To monitor and advise the Group Board on the Corporation's compliance with Office for Students (OfS) conditions of registration.
- 5.4 To escalate any issues arising from 5.1, 5.2 or 5.3 above for the attention of the Group Board.
- 5.5 To approve any policies specific to the University Centre Leeds, as delegated by the Group Board.
- 5.6 To consider and approve any business case or investment plan relating to University Centre Leeds prior to its recommendation to the Group Board.
- 5.7 To review and assess any bids, tenders and business development opportunities relating to University Centre Leeds prior to submission to the Group Board for approval.
- 5.8 In undertaking the above, the board shall undertake appropriate engagement with internal and external stakeholders.

#### **6. Powers**

- 6.1 The board's powers of determination shall be those delegated explicitly by the Group Board. In the absence of such delegation, the board shall instead be required to recommend a course/courses of action for determination by the Group Board.
- 6.2 There shall be no casting vote. Any issue of dissent or failure to agree a majority for a recommendation shall be reported for determination by the Group Board.

#### **7. Clerking Arrangements**

7.1 The Director of Governance (or nominee) shall act as Clerk.

## **8. Reporting to the Group Board**

8.1 A report providing a summary of the minutes of each meeting of the board shall be presented to the next ordinary meeting of the Group Board.

## **9. Other Matters**

9.1 The board shall:

- Ensure that new and existing members receive appropriate training in all aspects of the board's responsibilities
- Conduct an annual review of the board's effectiveness against its Terms of Reference
- Maintain and operate to an annual reporting schedule which covers all key matters as per the board's Terms of Reference

<sup>1</sup> *In accordance with the recommendations of the Nolan (Neill) Committee on Standards in Public Life, a governor/co-opted member shall not serve for more than eight years in total. However, the Board retains the discretion to vary this general rule if there are exceptional reasons for an individual being appointed for a further term of office.*