

**LUMINATE EDUCATION GROUP
KEIGHLEY COLLEGE BOARD**

**TERMS OF REFERENCE
2025/26**

Background and Objective

- 1.1 The Keighley College Board ('the board') was established by the Board of Governors ('Group Board') at its meeting held on 24 April 2017 as part of the 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 undertake the oversight of the operation of Keighley College (developmental, quality and financial aspects) 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
 - Keighley College SU President or equivalent (ex-officio)
 - Group CEO (ex-officio)
- 2.2 The Deputy CEO Curriculum & Quality, Keighley College Principal and Chief Financial Officer (or nominee) will attend all meetings. Other 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 Group Board may re-appoint members for further terms of office (up to a maximum of four two year terms¹) 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 service¹
 - Consideration of board diversity in its broadest sense, including diversity of thought

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 and Vice Chair(s)

- 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 terms¹).
- 3.2 At the beginning of each year, the board will appoint up to two of its members to serve as Vice Chairs for that academic year.

3.3 In the absence of the Chair and the Vice Chair(s), 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 Keighley College Board

5.1 To develop targets/measures for Keighley College for approval by the Group Board and to monitor and report performance accordingly.

5.2 In relation to Keighley College, to have oversight of:

- The delivery of the Keighley College strategy and objectives and the college's contribution to group strategic priorities
- Ongoing development of Keighley College
- The quality of education (including teaching, learning and assessment)
- Stakeholder satisfaction (parent/employer/learner voice)
- Financial performance against budget
- Human resources
- Risk management
- Health & Safety, Safeguarding/Prevent, Equality & Diversity and SEND

5.3 To escalate any issues arising from 5.1 and 5.2 above for the attention of the Group Board.

5.4 To approve any policies specific to Keighley College, as delegated by the Group Board.

5.5 To consider and approve any business case or investment plan relating to Keighley College prior to its recommendation to the Group Board.

5.6 To review and assess any bids, tenders and business development opportunities relating to Keighley College prior to submission to the Group Board for approval.

5.7 Annually, and in conjunction with the Group CEO, to review and make recommendations to the Group Remuneration Committee on senior staff remuneration, such review to be carried out in accordance with the policy determined by the Group Board.

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 key issues, risks and recommendations arising from 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 and Group Scheme of Delegation

¹ *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 Group 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.*