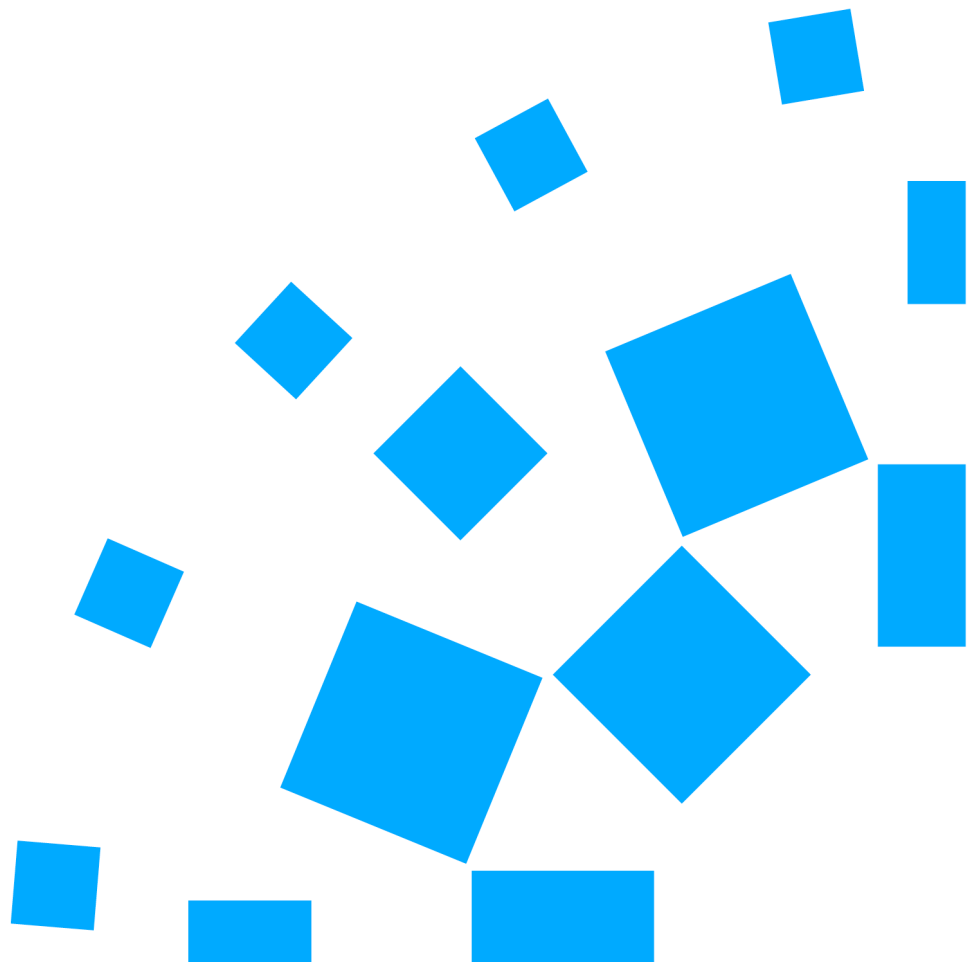


College Board

Terms of reference

Version number 2.1

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Contents

1. Purpose	3
2. Role	4
3. Responsibilities	4
4. Delegations	6
Audit and Risk Committee	6
Finance and Performance Committee	6
People (Nominations and Remuneration) Committee	6
Professional Committee	7
Executive Committee	7
5. Membership	8
6. Quorum	9
7. Decision-making arrangements	9
8. Governance	9
9. Minutes of meetings	11
10. Reporting responsibilities	11
11. Other matters	11
12. Authority	11

1. Purpose

- 1.1. The College of Policing (the College) is an independent professional body for policing in England and Wales. Our purposes are to promote policing excellence and to support everyone in policing to reduce crime and keep people safe. We do this through three principal activities:
 - sharing knowledge and good practice
 - setting operational standards
 - supporting professional development
- 1.2. The College is a company limited by guarantee whose sole member is the Secretary of State for the Home Department. The College is also an arm's-length body of the Home Office.
- 1.3. The legal basis for the College to set standards in policing is derived from the Anti-social Behaviour, Crime and Policing Act 2014. The protocol agreement between the Home Office and the College, 'the Protocol', provides further detail on the governance and funding of the College, the roles and responsibilities of the Secretary of State for the Home Department and the Chair and Chief Executive Officer of the College, along with other Directors of the Board of the College, and officials working for the Home Office.
- 1.4. The Board is collectively responsible for the success of the College.
- 1.5. The Board will act with proper regard to the requirements related to the College's dual status and in accordance with both government frameworks and company law.
- 1.6. These terms of reference have been developed with particular regard to the Financial Reporting Council UK Corporate Governance Code July 2018, Cabinet Office 'Arm's Length Body Boards: Guidance on Reviews and Appraisals', Government Functional Standard GovS 001: Government functions, and best practice guidance from the Chartered Governance Institute UK & Ireland.

2. Role

The Board:

- 2.1. owns the College's strategy and will ensure that the executive has the resources in place to achieve its stated aims, priorities and plans. The Board will give direction to the executive in relation to priority areas across the College's business.
- 2.2. will agree the College's annual business plan having received recommendations from the Executive and, where appropriate, its committees. The business plan will reflect the agreed priorities of the College and be consistent with its longer-term strategy. The Board will recommend that its agreed business plan is approved by the Home Secretary.
- 2.3. will be provided with sufficient clear, timely and comparable financial, risk management and performance reports to enable the Board to assess progress against the annual business plan and longer-term strategic goals.
- 2.4. 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. It will be supported in this regard by the Audit and Risk Committee.
- 2.5. sets the College's values and standards and aims to set a good example through its own behaviours and actions.

3. Responsibilities

- 3.1. The following reserved matters are the responsibility of the College Board and cannot be delegated.
 - Appoint and, if necessary, terminate the appointment of, the College Chief Executive, subject to the approval of the Home Secretary.
 - Appoint and, if necessary, terminate the appointment of Board members, subject to the approval of the Home Secretary.
 - Approve any amendments (to be proposed to the shareholder) to the Protocol between the Home Office and the College.

- Approve changes in the corporate structure, including establishing any new committees or subsidiaries, agreeing their terms of reference and delegated powers.
- Define and ensure compliance with the mission, goals, principles of governance and the College's values.
- Agree the College's overall business strategy and key objectives and approve and monitor business plans and annual budget.
- Approve new and revised police regulations, determinations, codes of practice and guidance.
- Approve and oversee a framework of delegation and internal controls.
- Approve settlement of any litigation involving amounts in excess of £1 million or materially affecting the reputation of the College.
- Ensure and monitor the College's compliance with all relevant legal and regulatory requirements, taking action in the event of non-compliance.
- Agree or ratify policies and decisions on all matters (not already delegated) that might create significant financial or other risk to the organisation, or that raise material issues of principle.
- Promote Diversity, Equality and Inclusion throughout the College, including in relation to its own operation.
- Approve the College's approach to Diversity, Equality and Inclusion, including any policies and strategies.
- To support, and monitor the work of, the Executive Committee.
- To abide by the Code of Conduct for Board Members of Public Bodies 2019 and the College Code of Ethics and promote and uphold its provisions to ensure the College meets the highest ethical standards of integrity and probity.
- Be responsible for effective working of the College Board and its relationship with the Executive Committee.
- Provide oversight, direction and constructive challenge to the College Chief Executive.

4. Delegations

- 4.1. The following matters are the responsibility of the College Board, which may choose to delegate them in accordance with paragraph 7.4 of the Protocol:

Audit and Risk Committee

- Make decisions on any conflict of interest arising for any individual College Board member or member of the Executive Committee.
- Approve key policies relating to those matters reserved for the College Board with the remit of the Audit and Risk Committee:
 - Approve the Health, Safety and Wellbeing Policy and review health and safety performance at least annually.
 - Approve the Counter-Fraud Policy.
- Review the gifts and hospitality register and annual declarations of interest.
- Scrutinise changes in accounting policies or practices.

Finance and Performance Committee

- Review financial performance and forecasts.
- Receive performance monitoring reports for external and internal programmes.
- Consider any significant variation from the business plan in-year, the reasons for it and the impact and consequences on other priority areas.

People (Nominations and Remuneration) Committee

- Review annually the effectiveness of the College's governance arrangements including in respect of its committees.
- Oversee the process for identifying and assessing candidates to fill board vacancies as and when they arise, in accordance with the Governance Code on Public Appointments.
- Ensure adequate succession planning for the College Board, its committees, subsidiaries and executives.

- Be responsible for the collective and individual appraisal of the College Board and its members, reviewing effectiveness, training needs and succession planning.
- Approve key policies relating to those matters reserved for the College Board within the remit of the NRC.
- Receive performance monitoring reports and metrics for People & Organisational Development.

Professional Committee

- Identify priorities across policing where national standards are required, including professional development, policy, training and practice in line with the College's strategy.
- Provide scrutiny and advice to ensure that products and services are based on the best possible evidence and draw on good practice.
- Consult the National Police Chiefs' Council on implementation issues relating to national standards.
- Consult the Association of Police and Crime Commissioners on resourcing issues relating to national standards.
- Lead debate on policing standards issues, including in response to recommendations arising from other public agencies (Home Office, His Majesty's Inspectorate of Constabulary and Fire & Rescue Services, Independent Office for Police Conduct).

Executive Committee

- Approve any decision to cease a significant activity or undertake any major rationalisation, including redundancy programmes.
- Approve any decision to establish a significant activity or undertake any major programme of work.
- Ensure that the College operates effectively, efficiently and economically.
- Review and approve changes to the corporate and strategic risk registers at least twice each year.
- Define the College's risk management strategy, policies, appetite and framework.

- Review corporate and strategic risks and mitigations in light of changing external or internal circumstances.
- Approve the risk management framework, key mitigations, controls and responsibilities for identifying and managing key risks facing the College.

5. Membership

- 5.1. Members of the College Board will be appointed by the Home Secretary having been recruited in accordance with the Governance Code on Public Appointments.
- 5.2. The size and composition of the Board are set out in the Protocol at paragraph 7.1. and 7.2.
- 5.3. Members of the Board will normally serve on the committee for the duration of the term confirmed in writing at the time of their appointment, unless the Board decides otherwise, or they elect to step down.
- 5.4. Only members of the Board have the right to attend meetings. The College's executive directors will attend Board meetings in an advisory capacity but, with the exception of the Chief Executive Officer, will not have any voting or decision-making rights.
- 5.5. Members of the Board may not nominate another person to attend the meetings in their place.
- 5.6. The Board may decide to co-opt an independent member to bring specific knowledge, expertise and challenge to the Board. A co-opted member would count towards the quorum for the Board but would not participate in any vote that the Board may take to reach a decision.
- 5.7. The Head of Corporate Governance or their nominee will act as the secretary to the Board and will ensure that the Board receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

6. Quorum

- 6.1. A quorum will be five members who will be:
- the Chair of the College of Policing or a fellow non-executive director acting as Chair in his or her absence
 - the Chief Executive Officer or an executive representative in his or her absence
 - one member from a 'reserved seat' as defined in paragraphs 7.2.ii – 7.2.vi of the Protocol
 - two 'independent' members as defined in paragraphs 7.2.vii of the Protocol

7. Decision-making arrangements

- 7.1. Decisions will be reached normally by consensus following discussion. Where a clear consensus cannot be reached, a vote will be taken, and the decision made by a simple majority of those present. If an equality of votes occurs the Chair will have a second, casting vote. The minutes of the meeting will record the results of voting and show the numbers for and against the proposal and the number of any abstentions.
- 7.2. Where a decision is required outside the normal meeting cycle for reasons of urgency and it is not possible to convene a meeting in person or a meeting by Teams at short notice, the Head of Corporate Governance will facilitate a Decision Under Urgency procedure. The outcome will be reported to, and included in the minutes of, the next scheduled meeting.
- 7.3. A written resolution of all members shall be as valid and effective as if it had been passed at a properly called and constituted meeting.

8. Governance

- 8.1. The Board will meet no fewer than four times a year and at such other times as the Chair will decide.
- 8.2. The Chief Executive Officer will be the Lead Officer.

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- 8.3. Meetings will be called by the Head of Corporate Governance at the request of the Chair.
 - 8.4. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, will be forwarded to each member of the Board, and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers will be sent to members and to other attendees, as appropriate, at the same time.
 - 8.5. The Chair will meet with each of the non-executive directors individually at least once a year.
 - 8.6. 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.
 - 8.7. 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.
 - 8.8. 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 the balance of skills, abilities and knowledge across the Board and committees and how they work severally and collectively. The Nominations and Remuneration Committee will lead the review. The Board will conduct an externally facilitated review of its performance and effectiveness every three years.
 - 8.9. The Chair and the Board will be supported by the Head of Corporate Governance, which will include facilitating induction and ongoing training and development activities for all directors.
 - 8.10. The Board will also meet to consider the development of College strategy and plans with the executive outside the formal cycle of Board meetings.

9. Minutes of meetings

- 9.1. The secretary will minute the proceedings and resolutions of all Board meetings, including the names of those present and in attendance.
- 9.2. Draft minutes of Board meetings will be circulated promptly to all members of the Board.
- 9.3. Once approved, minutes will be posted on the College website.

10. Reporting responsibilities

The Board will:

- 10.1. produce a report to be included in the company's annual report about its activities during the year

11. Other matters

The Board will:

- 11.1. have access to sufficient resources to carry out its duties, including access to the company secretariat of assistance if required
- 11.2. maintain an open and constructive relationship with the Home Office through regular bilateral meetings as set out in the timetable contained in the Protocol and through attendance at specific arm's-length body events

12. Authority

The Board is authorised to:

- 12.1. seek any information it requires from any Officer to perform its duties; and
- 12.2. obtain at the College's expense independent legal or professional advice on any matter it believes it is necessary to do so

About the College

We're the professional body for the police service in England and Wales.

Working together with everyone in policing, we share the skills and knowledge officers and staff need to prevent crime and keep people safe.

We set the standards in policing to build and preserve public trust and we help those in policing develop the expertise needed to meet the demands of today and prepare for the challenges of the future.

college.police.uk