



NLBC Governance Handbook

Remit, Structure, Function and
Responsibilities of the NLBC Board,
Sub-Committees, Council and working
groups

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1. Introduction and Company Structure

The National Land Based College (NLBC) is a not-for-profit company limited by guarantee (Reg. No. 9635465) registered on 11th June 2015 and a charity in England and Wales (Reg. No.1164698). The registered trading arm NLBC (UK) Trading Limited, is a private limited company (Reg. No.10327416), which will undertake NLBC’s commercial activities in the areas of Consultancy, Education, Training and other commercial services. Academic and not-for-profit business is conducted through NLBC, while commercial (for profit) activities are conducted through NLBC (UK) Trading Limited, with all profits being paid into NLBC to support their charitable objectives. Non-Executive (NEDs) are appointed to one or more of the above noted companies.

NLBC’s mission is Championing Skills Development for Land Based Industries and will achieve this as a virtual college operating in a hub & spoke model, through collaborations, partnerships and contemporary teaching and engagement methodologies and technologies. NLBC’s principal purpose is to drive up the skills level across all sectors of the land based industry and far better engage industry with training, education and continuing professional development in all its forms. NLBC aims to develop models of training and skills development that will be adopted across the UK and sold internationally.

NLBC is supported by Landex (subscriber organisation for specialist land based colleges and universities across the UK) and 28 of the Landex member specialist providers acted as guarantors of the NLBC and, along with Landex and City & Guilds, provided the initial development funding. These NLBC Member/Guarantors are listed in Table 1 (below) and **Annex A** states the Guidelines for NLBC Membership/Guarantor status. NLBC has a 7-year Joint Services Agreement with City & Guilds, signed in August 2016.

This document outlines the structure of NLBC, its Board, sub-committees, Council and its governance and consultative structure as at 1st January 2016.

Abingdon and Whitney College	Hereford and Ludlow College (Holme Lacy)
Askham Bryan College (York & Newton Rigg)	Kingston Maurward College
Bedford College (Shuttleworth)	Moulton College
Berkshire College of Agriculture *	Myerscough College
Bridgwater College (Cannington)	Northumberland College (Kirkley Hall)
Capel Manor College	Nottingham Trent University (Brackenhurst)
Coleg Cambria (Llysfasi and Northop)	Plumpton College
College of West Anglia (Milton)	Reaseheath College
Cornwall College	Royal Agricultural University
East Durham College (Houghall)	Scotland’s Rural College
Easton and Otley College	Sparsholt College
Guilford College (Merrist Wood)	University of Lincoln
Hadlow College	Warwickshire College (Moreton Morrell & Pershore)
Harper Adams University	Wiltshire College *
Hartpury College	Writtle University College
Note: The original 28 Member/Guarantors have now been joined by two other Member Colleges; Berkshire College of Agriculture (BCA) and Wiltshire College (Lackham).	

2. NLBC Board of Directors

2.1. NLBC Development Board

An NLBC Development Board was established in July 2015, Chaired by Lord Donald Curry of Kirkharle Kt, CBE. The Development Board consisted of 21 Directors, 10 Principals/Vice-Chancellors from UK specialist land based colleges and universities, and 11 from Land Based industries, including Lord Curry as Chair.

2.2. NLBC Permanent Board Structure

The current NLBC Development Board became the Board of Directors in December 2016. As per the previously agreed Articles of Association (June 2015) this new permanent NLBC Board has a minimum of 15 Directors and the composition is as follows:

- 7 Directors from the College/University sector (Principals or equivalent).
- 7 Directors from the Employer / Industry sector.
- An independent Board Chair, who will come from the Employer / Industry sector, or be (for example) a politician or a former senior civil servant.
- Two Vice Chairs, one from the 7 Employer sector Board members and the other from the 7 College/University sector Board members.
- At least one Independent NLBC Director, who will be appointed for specific skills/experience/contacts, following a recommendation from the Board.
- The Board has the ability to co-opt non-executive directors as required.

The following will also attend NLBC Board Meetings but will not have voting rights:

- Chief Executive, NLBC
- Personal Assistant of the CEO, NLBC (or deputy) to take Board Minutes.
- Chief Executive, Landex.
- Chief Executive, City & Guilds or their nominee.
- Other staff members or individuals may be invited to attend for all, or part of board meetings at the discretion of the Board.

2.3. The Remit of the Permanent NLBC Board

2.3.1. The Permanent NLBC Board remit includes responsibilities for:

- Determining long-term institutional strategy and policy.
- Monitoring delivery of strategy.
- Promoting quality and efficiency.
- Corporate social responsibility, including safeguarding moral, ethical, financial standards and the NLBC charitable objectives.
- Appointing and monitoring the performance of the Chief Executive.
- Approving and monitoring all financial activity, including company budgets and management accounts.

2.3.2. The NLBC Board concentrates mainly on business, strategic, financial and policy matters, together with consideration of the reports that are required for the NLBC Board to meet its fiduciary duties and responsibilities for monitoring the achievement of the NLBC's charitable objectives.

2.4. Evolution of the Existing NLBC Board

- 2.4.1. The permanent NLBC Board is made up predominantly by existing Directors from the Development Board. A staggered recruitment and appointment process will then be followed (see 2.5), with the first active recruitment taking place no earlier than the end of 2017. The overall Governance structure must be reviewed by the NLBC Board annually.
- 2.4.2. It is proposed there will be four meetings each year.
- 2.4.3. An Executive Chair has been appointed for the NLBC Board (January 2017) for a period of 3 years. The role descriptor for the Chair is in **Annex B**.
- 2.4.4. Employer / Industry Board Membership. The following are proposed, which includes recruitment of two new members:
 - Vice Chair for Employers/Industry
 - Producer Representative (who has the confidence of the NFU)
 - Chief Executive of AHDB
 - Chair AgriSkills Forum
 - Representation from agriculture/horticulture sector
 - Representation from animal/veterinary sector.
 - Representation from the equine sector.
- 2.4.5. College/University Sector Board Membership. Seven (7) Principals or Vice Chancellors from Landex member institutions will be appointed. One will act as the Vice-Chair representing colleges/universities and at least one Director will be from a specialist land based Higher Education Institution.
- 2.4.6. At least one Landex Principal representative of a GFE. Independent NLBC Director – ideally from one of the devolved Nations.
- 2.4.7. NLBC Directors will normally serve two terms of three years. However, in exceptional circumstances a Director may be invited by the Board to serve an additional three-year term. Non-Executive Directors appointed for a three-year term shall retire from office at the Board meeting immediately preceding the end of their third year in office, but will be eligible to continue in office for a further period of up to three years. Directors/Trustees who are appointed as a result of their posts in other bodies (e.g. College Principals, Chair of AgriSkills Forum) will be required to relinquish their NLBC responsibilities when they resign from their post in the other body.
- 2.4.8. In the longer term, a board consisting of a minimum of >15 Directors may be considered to be too large and we could look to reduce the minimum number to 13, with equal numbers of principals/vice-chancellors and industry directors with a minimum of 6 of each.

2.5. Retirement by Rotation

There is a planned rotation of the Board members, balanced with all directors not retiring at the same time, ensuring continuity on the Board. The full NLBC Board was appointed in January 2017 and after one year, five of the Directors will either be replaced, or reappointed for a three-year term, with recruitment taking place in 2018 if necessary. This process will then be repeated in 2019/20 and consequently, the initial Directors will be appointed for differing periods of office between 1 and 3 years. However, all Directors recruited from 2018 onwards will serve a minimum of 3 years in post.

3. Responsibilities and Duties of NLBC Directors

The following section summarises the responsibilities and duties of all Directors of NLBC:

- As a minimum, company law applies in all areas of activity.
- The members of NLBC (currently the Landex members) are responsible for nominating its Board of Directors. Future appointments to the NLBC Board will be through a recruitment process managed by the whole Board of Directors.

3.1. As Trustees of a Registered Charity

3.1.1. NLBC Directors must undertake the normal fiduciary duties that are embodied in the Companies Act and, as a charity, the Directors are Company trustees as defined by section 177 of the Charities Act 2011. The key responsibilities of Charity Trustees are listed below and full details of the general and specific duties of a charity trustee can be found at:

<https://www.gov.uk/guidance/charity-trustee-whats-involved#trustees-6-main-duties>

- Ensure your charity is carrying out its purposes for the public benefit
- Comply with your charity's governing document and the law
- Act in your charity's best interests
- Manage your charity's resources responsibly
- Act with reasonable care and skill
- Ensure your charity is accountable

3.1.2. Promote and safeguard the objectives of NLBC as embodied in its Articles of Association.

3.1.3. Uphold the 7 principles of public life as defined by the Committee on Standards in Public Life; Selflessness; Integrity; Objectivity; Accountability; Openness; Honesty; and Leadership. Full details of which can be located at:

<https://www.gov.uk/government/publications/the-7-principles-of-public-life/the-7-principles-of-public-life-2>

3.1.4. Act impartially and in the best interests of NLBC as a whole, and should not be influenced in their conduct as Directors of NLBC by social or business relationships or by any other affiliation.

3.1.5. Set an example by demonstrating the highest standards of behaviour.

3.1.6. Not publicly criticise the organisation or fellow Directors.

3.1.7. Not undermine Board decisions or to distance themselves from those decisions outwith the Board meetings.

3.1.8. Public Statements: Directors are encouraged to be advocates for NLBC, but must be aware that when writing or speaking on any matter related to NLBC, that they might be perceived as representing the Board, even when they are writing or speaking in a personal capacity. It is essential, therefore, that any articles or speeches relating to policy and actions relevant to NLBC are intimated to the Chair or Chief Executive in advance.

- 3.1.9. Media: If a Director is approached by the media in relation to a matter relevant to NLBC, it is good practice to leave responses to the Chair, the Chief Executive.
- 3.1.10. Collectively, the Board of NLBC will provide entrepreneurial leadership to NLBC and set NLBC's strategic aims.
- 3.1.11. Confidentiality: Directors must respect confidentiality of sensitive information held by NLBC, within the parameters of the Freedom of Information Act 2000. This includes commercially sensitive information, personal information and information received in confidence by NLBC. It is essential that the debate which takes place in the Board meeting room is not reported outside it. There are provisions in Board papers and documents to identify confidential information and Directors must always respect and comply with the requirement to keep such information confidential and private. In the case of papers and documents which are not marked as confidential, Directors are requested to exercise caution as to whether or not these should be made available to outside bodies or individuals. No information should ever be used for the purpose of personal or financial gain or be used in a manner which is likely to bring NLBC into disrepute. If Directors are in doubt as to what may be disclosed they should seek advice from the Chair or the Chief Executive.
- 3.1.12. Non-Executive Directors are expected to contribute to:
- Strategy: directors should constructively challenge and contribute to the development of strategy;
 - Performance: directors should scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
 - Risk: directors should satisfy themselves that financial information is accurate and that financial controls and systems of risk management are robust and defensible.
- 3.1.13. Non-Executive Directors are also responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing and, where necessary, removing senior management and in succession planning.
- 3.1.14. The Board Chair of NLBC conducts an annual review with each Director of the contribution that they believe they have made to the Board throughout the year. The review normally takes the form of an informal dialogue. The main purpose of the review is to ensure that the Board is benefiting fully from the knowledge and experience of the Directors for the benefit of NLBC. The review is intended to be supportive and developmental and not a judgemental system of appraisal.
- 3.1.15. Directorial duties are discharged through contributions to the NLBC Board, NLBC (UK) Trading Limited Board, and Committees and related structures.
- 3.1.16. Independent Professional Advice for Directors: In the event that independent advice is deemed necessary by a Non-Executive Director, the Chair is empowered by the Board to commit NLBC to pay the reasonable

costs of such advice. Such advice would not normally be obtained without prior discussion with the Chief Executive.

3.1.17. Reserved Matters and Scheme of Delegation: The NLBC Directors may delegate any of their powers to any committee consisting of one or more Directors and such other persons as the Directors shall determine.

3.1.18. Powers of NLBC Directors, Delegation of Directors Powers, and Disqualification and Removal of Directors are all covered in the Articles of Association (Section 16, 17 and 18).

4. NLBC Board Meeting Protocol

4.1. The Board Chair (see Annex B)

4.1.1. It is the role of the NLBC Chair to see that Board business is conducted in an orderly fashion and to ensure that members obtain a fair hearing. Members wishing to speak shall do so through the Chair.

4.1.2. The Chair is also responsible for leading the meeting to reach decisions. The Board will normally make decisions on the basis of agreement by consensus, but where the Chair believes it to be in the interest of the progress of a debate, or where it is proposed and seconded by two members present, the Chief Executive may be asked to count and record a vote by a show of hands.

4.1.3. At each Board meeting, there will be the opportunity for the Chair to raise orally matters of which s/he thinks the Board needs to be aware.

4.1.4. One of the two Vice-Chairs to act as deputy in the absence of the Chair at Board meetings.

4.1.5. As per 6.2.5 in the Articles of Association, at the discretion of the Chair, payment can be made to any Director for reasonable out-of-pocket expenses to attend Board meetings, up to the limits defined in the published NLBC policy.

4.2. Collective Responsibility

4.2.1. Board members should be encouraged to express any differing views within the NLBC Board's internal decision-making process. In the event that a member has a reservation regarding a particular decision, they may ask for their dissent to be formally recorded in the minute. Once a decision has been reached, all members should support it.

4.3. Quorum of NLBC Board

4.3.1. Unless otherwise fixed by the Directors, the quorum of the NLBC Board is fifty percent (see article 21.3 in NLBC Articles of Association) and unless so fixed at any other number, shall be eight or such lower number of directors as shall be in office from time to time (including at least four Directors appointed under Article 15.1.2 being Vice Chancellors/Principals).

4.4. Agendas and Papers

4.4.1. Any member can, by contacting the Chief Executive, suggest agenda items of business. The agenda and designation of business will be decided by the

Chair. The agenda of business and accompanying papers will normally be distributed one week prior to the scheduled meeting of the Board.

- 4.4.2. Reports will aim to keep the NLBC Board informed about ongoing events with regard to the development of strategic objectives for the company, about performance against targets, and to provide an opportunity for Non-Executive Directors to follow up items of interest with the Board.
- 4.4.3. Minutes of a Board meeting will be submitted to the Chair for preliminary approval, and thereafter to the subsequent meeting of the Board for approval and signing by the Chair.

4.5. Conflict of Interest (see Section 23 of the Articles of Association)

- 4.5.1. All Directors are required to complete a register of interests on appointment (Board members complete this form on appointment to the Board) and must notify the Chief Executive when any changes to this need to be made. Members' interests will be recorded in a Register of Interests.
- 4.5.2. If any member has, or could be perceived to have, an interest in a matter that is being considered by the NLBC Board, then it is their duty to declare that interest at the start of the meeting or as soon as they become aware of it, whether or not that interest has already been recorded in their register of interests. This declaration will be recorded in the minutes by the Chief Executive. The member must decide, taking advice from the Chair, whether they should:
 - Remain in the meeting and participate fully;
 - Remain in the meeting but make no contribution; or
 - Withdraw from the meeting for the discussion of, and any decision on, the relevant item.
- 4.5.3. The Chair may, in any event, ask a member to leave the meeting if s/he thinks it is appropriate.
- 4.5.4. Whilst individual members have a responsibility to consider their position with regard to conflict of interest, prior to the meeting the Chief Executive will consider the agenda in the context of the register of members' interests and advise the Chair accordingly.

5. Sub-Committees of the NLBC Board

The NLBC Board will authorise the minimum number of Boards and Committees necessary to oversee specific functions and make recommendations to the Board. Standing sub-committees will be established as required in cases where there is a continuing need otherwise Task & Finish Groups will be used.

NLBC Board Sub-Committees are expected to take matters as far as appropriate before making recommendations to the Board. The Chair of each Sub-Committee will normally have responsibility for judging when it is appropriate to make recommendations to the Board: where items are routine, they will stay with the Committee until the final stage of decision making; and where items are novel, unusual or potentially contentious, proposals should be considered by the Board at an earlier stage.

Initially three NLBC Board Sub-Committees will be formed reporting to the NLBC Board:

- Remuneration and Appointments Committee;
- Audit and Risk Committee;
- Strategic Partnership Group, within the Joint Services Agreement with City & Guilds (Terms of Reference in **Annex C**).

5.1. Remuneration and Appointments (R&A) Committee

5.1.1. The remit of the R&A Committee is to consider and to make recommendations to the NLBC Board covering the following items:

- Recommending appointment and removal of NLBC Board members and the Chair.
- Appointment and removal of representatives of NLBC on Boards of external organisations.
- Recommending the terms and conditions, of all Executive and Non-Executive Board members, including remuneration of any Executive Board members.
- To act as a search shortlisting Committee for candidates for the post of Chief Executive Officer, should that post fall vacant.
- To provide advice to the NLBC Board and Chief Executive Officer as Negotiator, on matters related to salaries and changes in terms and conditions of NLBC staff.

5.1.2. The membership of the R&A Committee is the NLBC Chair, the two Vice Chairs and at least 1 other member. The quorum of the R&A Committee is two Directors.

5.1.3. In attendance: Chief Executive and their PA for minute taking.

5.1.4. The R&A Committee will meet at least twice a year, to coincide, whenever possible, with NLBC Board dates.

5.2. Audit and Risk (A&R) Committee

5.2.1. The remit of the A&R sub-Committee is to oversee all aspects of audit and risk management for NLBC and its trading company on behalf of the Board. The A&R committee will review and consider the NLBC annual financial statements and matters relating to the internal operations of the Executive, in particular risk management, corporate governance, internal & external audit and compliance with legislation and regulation. The specific duties of the Committee are listed under the headings below:

5.2.2. Risk Management and Audit Oversight:

- Consider and advise the Board on the adequacy of the arrangements for the assessment and management of risk in relation to governance, operation and internal control processes, towards the achievement of NLBC's objectives.
- Review and endorse the overall health and safety strategy and consider any items of concern specifically referred to it by the Chief Executive.

- Review the adequacy of the arrangements for the management of NLBC's compliance with legislation and regulation, focusing on data security and cyber-security, freedom of information and health and safety, and covering other aspects as part of the Board's risk management responsibilities.
- To provide an oversight of the assessment of strategic risks (those which relate to the achievements of NLBC's objectives), reviewing the strategic risk register and presenting the register to the Board for approval.
- Give consideration to, and advise on, any other NLBC business of particular importance or complexity.

5.2.3. Compliance, Whistleblowing and Fraud:

The A&R Committee will develop an oversight over these areas through:

- Review the adequacy and security of NLBC's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters.
- Review NLBC's procedures for detecting fraud and for staff to report suspected fraud to the internal auditors.
- Review NLBC's systems and controls for the prevention of bribery and receive reports on non-compliance.
- The A&R Committee is authorised by the NLBC Board to investigate any activity within its terms of reference, and to seek any information it requires from staff in the conduct of its enquiries.
- The A&R Committee is authorised to obtain independent professional advice if it considers this necessary. The Committee must be mindful of the cost of such resources.

5.2.4. Membership of the A&R Committee:

- The membership of the A&R Committee shall comprise at least four members, who shall be Non-Executive members of the Board. In addition, invited members may be appointed to the Committee. Members of the Committee shall be appointed by the Board, on the recommendation of the R&A Committee.
- The proposed Chair of the A&R Committee is NLBC Director with a background in high level management of audit and risk. All A&R Committee members shall have some experience in audit and/or risk management. The quorum of the A&R Committee is three Non-Executive NLBC Directors.
- The NLBC Chief Executive will normally attend meetings of the A&R Committee in the capacity as Accountable Officer.
- Other non-members may be invited to attend all or part of any A&R Committee meeting as and when appropriate and necessary. Non-member attendees may have a role in introducing papers, providing clarification, and contributing to debate, but they will not take part in Committee decisions.

- Meetings of the A&R committee will be held at least twice a year. The Chair may convene such additional meetings as s/he deems necessary. The Accountable Officer (NLBC Chief Executive) may also ask the Chair to convene further meetings to discuss particular issues on which s/he wants the Committee's advice.
- Annual report will be prepared for the NLBC Board to provide assurance on the matters which are within the remit of the A&R Committee.

5.3. Strategic Partnership Group and Associated Groups

The NLBC/City & Guilds Strategic Partnership Group (SPG) was agreed and set out within the Joint Services Agreement with City & Guilds. More detailed Terms of Reference for the SPG has been written see **Annex C**.

In addition to the Strategic Partnership Group (SPG), within our working relationship with City & Guilds the following joint groups will operate:

- **Industry Skills Groups:** To enable and facilitate employer engagement activities through the establishment of 10 Industry Skills Groups as detailed in the City & Guilds Joint Services Agreement (TOR - **Annex D**).
- **Qualifications Steering Group:** To provide strategic educational support during the development, production and review of qualification content as well as associated assessment and ancillary materials, based upon the business case set by the Strategic Partnership Group (TOR – **Annex E**).
- **Qualifications Writing Groups:** To provide technical and professional expertise in the development, production and review of qualification structure and content, as well as associated assessment and ancillary materials, to meet the needs of employers (TOR – **Annex F**).

6. NLBC Council

6.1. Council Structure and Frequency

- 6.1.1. A NLBC Council will be established. The Council will have responsibility of advising the overall direction for the NLBC and in addition fulfil a monitoring function.
- 6.1.2. The NLBC Council will constitute a body of predominantly land based 'industry stakeholders' to provide consultation and input to the external scan of NLBC's strategy and as a source of consultation for the NLBC Board in respect of NLBC's client community and related bodies.
- 6.1.3. The NLBC Council could be chaired by the same person as the NLBC Board, or by a separate President. If the proposal for a Council is agreed, a role Descriptor for an 'President' will be written and presented to the Board.
- 6.1.4. The NLBC Council is to meet two times per year, coinciding with two of the same dates as the executive NLBC Board where possible. This would cut down on the overall number of meeting dates per year and also save on travel and expenses for NLBC staff and Directors who also sit on the Council.

6.2. Remit of the NLBC Council

Within the responsibility of advising the overall direction for the NLBC and in addition fulfil a monitoring function, the NLBC Council will specifically:

- Bring together representatives of the principal stakeholders involved in improving the quality and competitiveness of land based industries;
- Guide NLBC in the development and delivery of a programme of education and training and knowledge exchange (KE) which meets the needs of the land based sector and the environmental stewardship as influenced by UK and EU policy frameworks;
- Provide a forum for the discussion of issues relevant to education, training and KE;
- Provide feedback to NLBC on the effectiveness of its education, training and KE activities;
- Provide linkage with government funded organisations in the land based sector; and
- Liaise with relevant NLBC stakeholder engagement groups including the Industry Groups.

6.3. Make-Up of the NLBC Council

- 6.3.1. Size of Council should be quite large to allow all interested groups to participate and this is initially proposed to be 40 members with representation from across all areas of land based (no areas should be able to dominate), including Chairs of the 10 'NLBC Industry Skills Groups'.
- 6.3.2. The international dimension, and ambition beyond the initial NLBC core work, is pivotal to the financial development of the organisation and should be considered in due course.
- 6.3.3. A list of potential NLBC Council members will be supplied i.e. key organisations/trade bodies that are considered to be key stakeholders in addition to the college/university sector.
- 6.3.4. NLBC Development Board members who will not be part of the permanent Board could be invited to join the NLBC Council.
- 6.3.5. NLBC Chair, Vice-Chairs, Chief Executive and Programme Development Manager will attend Council meetings

7. Annexes

Annex A: Guidelines for NLBC Membership/Guarantor status

Annex B: Executive Chair Role Descriptor

Annex C: Terms of Reference C&G Strategic Partnership Group

Annex D: Terms of Reference – Industry Skills Groups

Annex E: Terms of Reference – Qualification Steering Group

Annex F: Terms of Reference – Qualification Writing Groups

Annex A: Guidelines for NLBC Membership/Guarantor status

1.0 Memorandum and Articles

The relevant sections of the memorandum and articles state:

- 1.1 Every person who wishes to become a Member shall deliver to the Company an application for Membership in such form as the Directors require to be executed by it agreeing to be bound by these Articles.
- 1.2 Unless otherwise determined by the Board (approved by at least 75% of the Directors) all Members shall be and remain a “designated specialist provider” (as defined by the Education Funding Agency and Skills Funding Agency (or any successor thereto) and/or be a member of Landex Limited.
- 1.3 All new Members admitted after the incorporation of the Company shall be admitted only following approval by the Board by at least 75% of the Directors.
- 1.4 The terms and conditions of Membership shall be determined by the Directors.
- 1.5 Membership is not transferable nor shall it be encumbered by a Member and will terminate if the Member:
 - 1.5.1 resigns by notice in writing; or
 - 1.5.2 ceases to exist or operate; or
 - 1.5.3 becomes bankrupt or insolvent or makes any arrangement or composition with its creditors generally; or
 - 1.5.4 ceases to meet the criteria for membership; or
 - 1.5.5 acts in a way which in the opinion of the Board acting by at least 75% of the Directors brings itself and/or the Company in to disrepute; or
 - 1.5.6 in the opinion of the Board acting by at least 75% of the Directors does not engage with the activities of the Company including the Company operating as a National College (as defined by the UK Govt. from time to time); or
 - 1.5.7 has an outcome from either an Ofsted or QAA inspection which determines the Member to be offering low quality education services or low quality outcomes and which the Board acting by at least 75% of the Directors determines; or
 - 1.5.8 under procedures approved by the Members from time to time.

2.0 Membership Criteria

Membership is open to both specialist HEIs and FECs from across the United Kingdom that satisfy the following conditions:

- 2.1 Further Education Corporations (FECs) are required to be designated ‘Specialist Land based’ providers as recognised by the Education Funding Agency (EfA) and the Skills Funding Agency (SfA).

Higher Education Institutions (HEIs) are required to either be designated ‘Specialist Land based’ providers as recognised by the EfA and SfA, and/or provide a range of specialist land based higher education programmes and be members of Landex.

- 2.2 Have been judged to be 'good' or 'outstanding' following inspection by Ofsted
Have achieved following QAA Higher Education Review (HER) an outcome of 'meets'
or 'commended' in all four judgement categories.
- 2.3 Provide letters of support for the National College from 4 employers from the
agriculture, horticulture or related industry.
- 2.4 Landex members are required to contribute £2,000 each towards the development
costs of the National College. Landex will provide matched funding at least equal
to the member contributions until 2017/18.

Any designated specialist providers that are not members of Landex opting to join
the National College will make a contribution of £12,000.

3.0 Failure to Maintain the Requirements for Membership

In most cases the requirements for membership are clear cut and well defined by the
Memorandum and Articles. However, the position with respect to judgements by Ofsted
and the QAA, or their successor organisations, are less clear cut particularly where
institutions offer a wide curriculum, only part of which is land based.

Continual changes in curriculum and quality priorities at a National level can lead to poor
outcomes in the short term whilst providers adjust to the changing demands and it is
necessary to reflect this in National College membership.

The following action to address poor quality assessment outcomes is proposed:

- 3.1 Where a member is given a '**requires improvement**' grade for either 'Overall
Effectiveness' or for the 'Quality of Teaching and Learning' by Ofsted they will be
required to agree with the National College or an appropriately qualified sub-
contractor an improvement plan to be implement and monitored over a period of
up to 18 months.

Where this plan is implemented in full and the necessary improvement judged to
have taken place, no further action will be taken unless a further 'requires
improvement' grade is awarded by Ofsted in which case the action under clause
3.2 will apply.

- 3.2 Where a member is given an '**inadequate**' grade for either 'Overall Effectiveness' or
for the 'Quality of Teaching and Learning' their membership will be suspended and
they will be required to agree with the National College or an appropriately qualified
sub-contractor an improvement plan to be implemented and monitored over a
period of up to 6 months.

Where this plan is achieved in full and the improvement is judged to have taken
place no further action will be taken unless a further 'inadequate' grade is awarded
by Ofsted in which case termination of membership will be considered under clause
1.5 above. Full membership will only be reinstated after Ofsted has confirmed that
the necessary improvement has taken place.

Where a 'requires improvement' grade is awarded by Ofsted reflecting some
improvement, action under clause 3.1 will apply.

- 3.3 Where a member is awarded at least one '**requires improvement**' judgement
following HER or equivalent they be required to agree with the National College or

an appropriately qualified sub-contractor an improvement plan to be implement and monitored over a period of up to 18 months.

Where this plan is implemented in full and the necessary improvement judged to have taken place, no further action will be taken.

- 3.4 Where a member is awarded at least one '**Does not meet**' judgement following HER or equivalent their membership will be suspended and they will be required to agree with the National College or an appropriately qualified sub-contractor an improvement plan to be implement and monitored over the following 12 months.

Where this plan is achieved in full and the improvement judged to have taken place, no further action will be taken and full membership will be reinstated. If this is not the case, termination of membership will be considered under clause 1.5 above.

These guidelines will be subject to periodic review by the Board.

February 2017

Annex B: Executive Chair Role Descriptor

Role Title: Executive Chair of the National Land Based College (NLBC) Board.

Accountable to: Vice-Chairs and Board of Trustees/Directors.

Direct Report: Chief Executive.

Background: A background of, and passion for, the land based sector is required. Previous experience as a Chair or trustee essential.

Role Summary

- Provide leadership and direction to the Board of Trustees/Directors and enable the Board to fulfil their responsibilities for the overall governance and strategic direction of the organisation.
- Ensure that the organisation pursues its objects as defined in its governing document, charity law, company law and other relevant legislation/regulations.
- Provide support for the Chief Executive and the employees, helping them achieve the aims of the organisation; and to optimise the relationship between the board of Trustees/Directors and the staff.
- Facilitate the Board of Trustees/Directors in stimulating excellent, well-rounded, and carefully considered strategic decision-making.

Main Responsibilities of the Chair

With the Chief Executive

- Formulate strategic plans and regular review of long-term strategic aims of the charity.
- Develop organisational policies, define goals, targets and evaluate performance against agreed targets.

In relation to the Board

- Approve the annual cycle of the board meetings, meeting agendas, chair and facilitate meetings, monitor decisions taken at meetings and ensure they are implemented.
- Liaise regularly with the Chief Executive to maintain a clear grasp of the charity's financial position and to ensure full and timely financial transparency and information disclosure to the Board.
- Lead and mentor other Board Trustees/Directors to fulfil their responsibilities and enable access to training/coaching/information to enhance the overall contribution of the Board.
- Annually review the Board structure, role, staff relationships and ensure implementation of agreed changes/developments are carried out.
- Encourage team working among Board Trustees/Directors and encourage them to identify and recruit new trustees as required.
- Create a strong, profitable and fulfilling working relationship with Board Trustees/Directors and the Chief Executive through review and self-reflective evaluation of contributions and effectiveness of the Board.

In relation to the Chief Executive Officer (CEO)

- In participation with the Vice-Chairs and Board, appoint the CEO and lead the process of appraising and constructively guiding the performance of the CEO.
- Assume guardianship of the legal and financial integrity of the organisation.
- Consult with CEO on matters of strategy, governance, finance, and HR.
- Oversee CEO's activities in the implementation of Board's strategy & policies.
- Maintain careful oversight of any risk to reputation and/or financial standing of the organisation.
- Receive regular informal progress reports of the organisation's work and financial performance through the CEO.

In relation to the community and code of conduct

- Represent the organisation as a spokesperson at appropriate events, meetings, or functions.
- Protect and manage the property of the organisation.
- Lead the Board in fostering relations with potential clients and potential partners/funders/donors.
- Act as final stage adjudicator for disciplinary and grievance procedures if required.
- Facilitate change and address conflict within the Board of Trustees/Directors, within the organisation and liaise with the Chief Executive to achieve this.
- Undertake review of external complaints as defined by the organisation's complaints procedure.
- Ensuring adherence and compliance around key policies to e.g. Equality of Opportunity, Health & Safety and in all decisions and discussions of the Board and its sub-committees.
- Attend and be a member of other committees or working groups when appropriate in role as Chair.
- In order to perform the above role, the Chair should have reasonable access to all staff and information, in line with the board's fiduciary duties.

Qualities of a Chair

Essential

- Understanding and acceptance of the legal duties, responsibilities and liabilities of Trusteeship and adhering to Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty, and leadership.
- Commitment to the charity's objects, aims and values and willingness to devote time to carry out responsibilities.
- Strategic and forward looking vision in relation to the charity's objects and aims.
- Good, independent judgement, political impartiality, and the ability to think creatively in the context of the organisation and external environment.

- Good communication and interpersonal skills and the ability to respect the confidences of colleagues.
- Balancing tact and diplomacy with willingness to challenge and constructively criticise.

Desirable

- Prior experience of committee/trustee work.
- Knowledge of the type of work undertaken by the organisation i.e. land based sector and education.
- A wider involvement with the voluntary sector.
- Experience of chairing meetings, committee work, some experience of charity finance, charity fundraising.
- Leadership skills exercised through a period change.

Time Commitment

The expectations of the Executive Chair are as follows:

- Attendance at 4 Board meetings a year and any additional meetings that may be required in person or by telephone conference.
- There will be two Council Meetings a year and where possible these will be convened around Board meetings.
- Attendance at the annual Strategy event.
- A private session of the Board (full board members) will take place annually to assess the performance of the Chief Executive.
- It is important that the Chair is available to the Chief Executive on a regular basis, including face-to-face meetings at least once per month.
- In addition to Board Meetings, other contact – usually electronic or by telephone – will be necessary.
- Attendance at external events in a representational role and meetings with key stakeholders will also be necessary.

Annex C: Terms of Reference C&G Strategic Partnership Group

The National Land Based College (NLBC) and City & Guilds (C&G) Joint Services Agreement (JSA, Schedule 4) outlines the terms of reference (TOR) for a Strategic Partnership Group. These expanded TOR are based on those in the JSA.

1. Purpose

To create strategy and prioritise activities on which products and services are to be developed, set priorities and timescales and pass this direction to the Steering Group.

2. Membership

There will be 8 members who regularly attend the Strategic Partnership Group meetings. C&G and NLBC will have equal senior representatives on the Strategic Board.

For NLBC:

- Chief Executive of NLBC;
- Board member of NLBC, Vice-Chair representing Landex members;
- Programme Development Manager NLBC; and
- A representative of employers chosen by NLBC.

For C&G:

- Director, Product and Marketing
- Head of Industry Products and Services;
- Head of Commercial and Finance;
- A representative of employers chosen by C&G.

NB: Additional NLBC and C&G staff may attend the Strategic Partnership Group meetings as necessary.

3. Functions

The functions of the Strategic Partnership Group are:

- 3.1. The group will have ultimate sign-off and ownership on all products and services;
- 3.2. Create strategy based upon information from other Groups;
- 3.3. Prioritise activities within a 3 to 5-year operational plan;
- 3.4. Identify national and international opportunities for developments;
- 3.5. Pass strategic direction, priorities and timescales to the Steering Group;

- 3.6. The group will ensure adherence to quality principles & will have oversight on quality assurance;
- 3.7. The group will identify other parties or individual that they may wish to be brought in to provide specific expertise as required. However, this must be agreed in advance by the SPG Chair.
- 3.8. The group will have overall oversight and sign-off for PR and Marketing activities.

4. Meetings and Administration

- 4.1. Tim Jackson has been nominated as the Chairperson however, this will be reviewed on an annual basis. Leigh Morris will Chair meetings in TJ's absence;
- 4.2. NLBC will nominate an individual responsible for organising all Strategic Partnership Group meetings and actions and will be responsible for providing and facilitating all documentation and information;
- 4.3. The Strategic Partnership Group meetings will usually be held quarterly, with a calendar of dates set for a 12-month period;
- 4.4. The Strategic Partnership Group reports through the Chief Executive of the NLBC to the NLBC Board and through the Director, Product and Marketing to the C&G UK Board;
- 4.5. The agreed escalation policy is detailed in section 16 'Dispute Resolution' of the JSA.

Annex D: Terms of Reference – Industry Skills Groups

NLBC will lead on employer engagement activities through the establishment of 10 Industry Skills Groups, as detailed in the City & Guilds Joint Services Agreement (JSA, Schedule 4).

1. Purpose

To provide industry specific guidance and information that can be used in the design and development of technical products and services.

2. Membership

Industry Skills Groups (ISG) will be established for the following TEN sectors:

1. Agriculture – Crops/Livestock
2. Animal Care and Management
3. Aquaculture and Fisheries Management
4. Equine Care and Management
5. Forestry/Arb
6. Horticulture/Landscape/Turf
7. Countryside Management and Gamekeeping
8. Vitaculture/Oenology
9. Land Based Engineering
10. Floristry

NB: There may be a requirement to have further sub-division e.g. arable farmers may want separate conversation to dairy farmers.

- a. A minimum of 6 and maximum of 12 employer representatives to attend each ISG to be agreed between NLBC and City & Guilds.
- b. Membership shall include appropriate representation of all UK nations.
- c. Each of the consultative NLBC Industry Skills Groups will bring together NLBC members of staff and external individuals and representatives.
- d. City & Guilds will have a representative on each of the groups.
- e. A member of the industry will Chair each of the Industry Skills Groups and they (or their deputy) will have a seat on the NLBC Council. Chairs will be proposed by NLBC for joint agreement.
- f. The NLBC Board Chair and Vice Chairs will be ex-officio members of all Industry Groups and will attend as appropriate.

- g. NLBC staff representation will comprise of the NLBC Chief Executive and/or Programme Development Manager, with other staff brought in to provide papers/make presentations as required.
- h. The number of external members in each Industry Group will be varied to meet evolving needs, but will provide for manageable groups in which consultation can be business-like and meaningful, with members providing a well-informed consultation panel.
- i. Guest speakers and other visitors to the Groups may be invited on a temporary basis as approved by each Industry Group Chair.
- j. NC shall procure that City & Guilds has the right to appoint an additional representative to each group.
- k. The NLBC will act as Senior Administrator to each Industry group.
- l. Members of an Industry Skills Group shall normally undertake a term of 4 years.

3. Functions

The function of each sub-Industry Skills Group are to:

- a. Give advice and assistance to enable a greater understanding of the policies and changes within the sector to be realised;
- b. Advise on market trends within the sector;
- c. Advise on and contribute to the development of strategy, products and services;
- d. Identify potential quality concerns.

4. Meetings and Administration

NLBC will manage & be responsible for all activity in relation to the running of each group:

- Frequency of meetings: Each Industry Skills Group will meet twice per year.
- Each Industry Skills Group reports through the Chair to the Strategic Partnership Group.

5. Connection to Existing Industry Groups:

A number of areas of land based industries already have groups that have a remit, either in part or entirely, for education, training and skills e.g.

- AHDB Dairy Pro – the dairy farming industry’s one-stop-shop for training and development.
- Chartered Institute of Horticulture, Training and Education Group.
- Forestry Learning and Development Working Group Meeting.

The Aim is to link to these groups as appropriate and take advantage of existing industry engagement and enthusiasm around the skills agenda. We must be seen to make best use of existing networks and not create new groups if not required. Relationship with such existing groups will be reviewed and proposed on a case-by-case basis.

Annex E: Terms of Reference – Qualification Steering Group

City & Guilds and NLBC will jointly lead on Qualification Steering Group (QSG) activities.

1. Purpose

To provide strategic educational support during the development, production and review of qualification content as well as associated assessment and ancillary materials, based upon the business case set by the Strategic Partnership Group (SPG).

NB: The Steering Group will have specific delegated decision making abilities, set out through the joint Chairs; however, because changes to regulatory, funding and other related policies can change, City & Guilds may not be bound by the decision rights of the QSG, but further discussion could be initiated.

2. Membership

Membership of the QSG will be established as necessary to ensure there is appropriate representation of:

- Designated (by SFA/EFA) Specialist land-based institutions
- Designated Specialist land-based provision within GFE institutions and Universities

NB: There may be a requirement to have sub-groups (e.g., to specifically consider needs within a specific Nation).

- a. Normally, a minimum of eight and maximum of 10 core representatives will be required to contribute to the QSG, however, additional or fewer representatives may be required.
- b. Membership of the QSG shall include representation of all United Kingdom nations, as appropriate.
- c. Representatives will be at a Vice-Principal/Curriculum Manager level, be able to present a strategic land-based perspective and have an appropriate knowledge of broader educational policy and funding to be able to contribute meaningfully.
- d. NLBC shall have responsibility for ensuring City & Guilds have access to appropriate representatives and will liaise directly with its member institutions to request that these representatives are released as necessary; initial membership of the QSG shall be agreed between NLBC and City & Guilds.
- e. NLBC member institutions shall normally only have a maximum of one representative on the QSG.
- f. Staff from City & Guilds and NLBC will jointly Chair the QSG.
- g. Additional NLBC and City & Guilds staff may attend QSG meetings as necessary.
- h. Additional individuals may be brought in to provide specific expertise as required. However, this must be agreed in advance by the Chairs of the QSG.

- i. The number of representatives on the QSG will be varied to meet evolving needs, but will provide for a manageable group in which work can be business-like and meaningful.
- j. Guest observers to the QSG may be invited to meetings. However, this must be agreed in advance by the Chairs of the QSG.
- k. City & Guilds will act as Secretariat to the QSG.
- l. Representatives have no fixed term of membership of QSG, but there shall be no assumption that membership exists beyond the lifetime of a specific project or in the circumstances where members leave their post at a college or as employees of City and Guilds.
- m. The Chairs reserve the right to replace or find alternate representatives where individuals are unable to contribute meaningfully, unable to present a strategic view, or for other appropriate reasons.
- n. Representatives will contribute experience from their own institutions to discussions, but are expected to provide a strategic view which is representative of the sector.
- o. At the request of City & Guilds, NLBC shall be responsible for liaising with Landex Committees to obtain wider support or opinion to compliment or supplement that of the QSG.
- p. No NLBC member institution shall ideally be represented on both the SPG and the QSG.

3. Functions

The functions of the QSG are to:

- a. Support and contribute to the development of a specific qualification(s) or other project from inception through to regulation;
- b. Give advice and assistance to enable a greater understanding of the implications and impact of potential policies and changes in the education sector;
- c. Advise on market trends within the education sector and suggest opportunities for enhancement and potential new markets;
- d. Aid and support the sourcing of high quality writers and reviewers;
- e. Steer, Review and validate the work of the Qualification Writing Groups (QWG).

4. Meetings and Administration

City & Guilds will manage and have responsibility for all activity directly relating to the running of the QSG.

- Meetings will be initiated and held as frequently as necessary to ensure projects are delivered.
- City & Guilds will endeavour to hold meetings in convenient locations in order to enable all representatives to attend.
- Until 2018, City & Guilds will meet reasonable travel, accommodation and subsistence expenses of technical members of the QSG, but will not pay a release or consultancy fee. Subsequently, City & Guilds will not be responsible for meeting any expenses associated with membership of the QSG.
- Representatives are responsible for liaising with their individual employer to ensure they are able to attend meetings, as well as responsible for ensuring any appropriate aspects of their employer's policies and procedures have been met.
- Representatives may be required to contribute to the work of the QSG outside of scheduled meetings and are responsible for liaising with their employer to make them aware of any associated commitments.
- To ensure regulatory requirements are met, representatives and NLBC staff are required to maintain confidentiality when reviewing qualification materials and must not disseminate information or materials without the authorisation of City & Guilds, which will not reasonably be withheld.
- Intellectual property rights associated with all outcomes from the QSG shall be owned and used as set out in the Joint Service Agreement (JSA).

5. Connection to other Groups:

Members of the QSG also sit on the Landex Curriculum & Quality group, which is a key linkage to senior curriculum leaders in all land based colleges and universities.

Each QWG Chair reports through the City & Guilds joint Chair to the QSG.

The joint Chairs of the QSG report directly to the SPG.

NB: Where there is a difference in technical opinion between the QWG and the QSG, the opinion of the QWG shall have a higher weighting, but City & Guilds reserves the right to make the final decision.

Annex F: Terms of Reference – Qualification Writing Groups

City & Guilds will lead on Qualification Writing Group(s) (QWG) activities.

1. Purpose

To provide technical and professional expertise in the development, production and review of qualification structure and content, as well as associated assessment and ancillary materials, to meet the needs of employers.

2. Membership

Writing Groups will be established as and when necessary for the following ten industries:

- Agriculture – Crops/Livestock
- Animal Care and Management
- Aquaculture and Fisheries Management
- Equine Care and Management
- Forestry/Arboriculture
- Horticulture/Landscape/Turf
- Countryside Management and Gamekeeping
- Vitaculture/Oenology
- Land Based Engineering
- Floristry

NB: There may be a requirement to have sub-industry groups (e.g., to specifically consider veterinary nursing), or cross-industry groups (e.g., where generic qualification content is being developed).

- a. Normally, a minimum of four technical writers will be required by City & Guilds to contribute to the work of each QWG, however City & Guilds may request additional or fewer writers.
- b. Membership of each QWG shall include representation of all United Kingdom nations, as appropriate.
- c. NLBC shall have responsibility for ensuring City & Guilds have access to high quality writers with appropriate technical expertise related to the task/project to be undertaken and will liaise directly with its member institutions to ensure these writers are released as necessary.
- d. NLBC shall ensure that proposed technical writers are not involved in similar development work with other Awarding Organisations which would be viewed as competitive. In the event of doubt, NLBC should inform City & Guilds who will make the final judgement.

- e. NLBC member institutions shall normally only have a maximum of one technical writer on any individual QWG.
- f. A member of City & Guilds staff with assessment expertise will Chair each QWG.
- g. A member of NLBC staff will attend each QWG.
- h. Additional NLBC and City & Guilds staff may attend QWG meetings as necessary.
- i. Additional individuals may be brought in to provide specific expertise as required. However, this must be agreed in advance by the Chair of the QWG.
- j. The number of technical writers and the individual writers on each QWG will be varied to meet evolving needs, but will provide for manageable groups in which work can be business-like and meaningful.
- k. Guest observers to a QWG may be invited to meetings. However, this must be agreed in advance by the Chair of the QWG.
- l. City & Guilds will act as Secretariat to each QWG.
- m. Members of QWG have no fixed term of membership, but there shall be no assumption that membership extends beyond the lifetime of a specific task or project.
- n. City & Guilds reserve the right to request NLBC replace or find alternate technical writers in the event existing writers are unable to contribute meaningfully, unable to meet reasonable deadlines, or for other appropriate reasons.

3. Functions

The functions of each QWG are to:

- a. Provide specific technical and professional expertise;
- b. Contribute to the development and review of qualification(s) structure and content;
- c. Contribute to the development and review of assessment and ancillary materials;
- d. Produce qualification content and assessment materials based upon guidance provided by the relevant Industry Group and the Qualification Steering Group (QSG);
- e. Produce qualification content and assessment materials within agreed timescales to criteria determined by City & Guilds.

4. Meetings and Administration

City & Guilds will manage and have responsibility for all activity directly relating to the running of each QWG.

- Meetings will be held as frequently as necessary to ensure projects are delivered.
- City & Guilds will endeavour to hold meetings in convenient locations in order to enable all participants to attend.
- Until 2018, City & Guilds will meet reasonable travel, accommodation and subsistence expenses of technical members of the Writing Groups, but will not pay a release or consultancy fee. Subsequently, City & Guilds will not be responsible for meeting any expenses associated with membership of QWGs.
- Technical writers are responsible for liaising with their individual employer to ensure they are able to attend meetings, as well as responsible for ensuring any appropriate aspects of their employer's policies and procedures have been met.
- Technical writers are likely to be required to contribute to the work of their QWG outside of scheduled meetings and are responsible for liaising with their employer to make them aware of any associated commitments.
- To ensure regulatory requirements are met, technical writers and NLBC staff are required to maintain confidentiality in the production of assessment materials (particularly 'live' assessment materials) and must not disseminate information or materials without the authorisation of City & Guilds.
- Intellectual property rights associated with all outcomes from each QWG shall be owned and used as set out in the Joint Service Agreement (JSA).

5. Connection to other Groups:

Each QWG Chair reports through the City & Guilds joint Chair to the QSG.

NB: Where there is a difference in technical opinion between the QWG and the QSG, the opinion of the QWG shall have a higher weighting, but City & Guilds reserve the right to make the final decision.