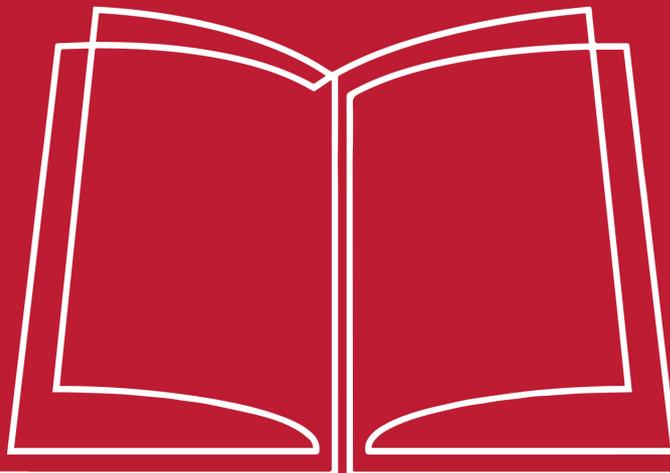


# Board of Directors



## Terms of reference

For further information:

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# Terms of reference

## Introduction

This document sets out the collective role and responsibilities of the Board of Directors. The Board must ensure that the Directors are aware of their roles and duties and must ensure that they are not in any position of conflict.

## Main responsibilities

The main responsibilities of the Board are as follows:

1. To act within the parameters set by the Companies Act and any trade union legislation currently in force, and any other company-related legislation as applicable.
2. To comply with the Objects and Powers of the College as set out in the College's Articles of Association.
3. To carry out the functions and act within the powers of the Board as set out in its Articles of Association and the regulations set out in the By-Laws of the College.
4. To review and adopt the strategic plan for the College, including addressing the College's business strategies and goals.
5. To review and evaluate key policies adopted by the College.
6. To scrutinise the conduct of the College's business and operations and evaluate whether its business is being properly managed.



7. To identify the main business risks faced by the College and make sure that robust internal controls and mitigating measures to address the risks are identified and implemented.
8. To support leadership to enable the College's business objectives are met within the framework of the College's internal controls.
9. To make sure that all candidates appointed to the Board are of sufficient calibre, and to put in place a process to provide for the orderly succession of members of the Board with due consideration to diversity.
10. To establish Committees of the Board and to be responsible for all decisions made by the Committees.
11. To establish Groups, Branches, and Directorates as considered needful.
12. To review the College's information systems and make sure they are adequate, including systems for compliance with applicable laws, regulations, rules, directives, and guidelines.
13. To consider proposals and recommendations from Committees, Boards and groups of the College.
14. To consider and review terms of reference for Committees, Boards and Groups of the College.



## **Other functions**

1. To review the College's performance on a regular basis.
2. To receive updates on various business operations from the Executive Team.
3. To bring independent judgement and scrutiny to decisions taken by the Board and provide objective challenges to the Executive Team.
4. To approve financial statements of the College, including accounting policies of the College.
5. There are key matters reserved for the Board for decision as follows:
  - a) Review and adoption of the College's strategy plan
  - b) Review and approval of the College's annual budget
  - c) Approval of financial statements, including accounting policies of the College
  - d) The acquisition and disposal or closure of business entities
  - e) Capital investment and disposal of tangible assets
  - f) Financing of the College's activities
  - g) Corporate restructuring not covered by the above
  - h) The change of name of any company within the College group of companies and establishment of any new company, subject to the provisions of the Articles of the College

## **Process of the Board**

1. The Board is chaired by a Chair elected by the other members of the Board.
2. The Board meets four times a year (normally no more than four months will elapse between meetings).
3. The Company Secretary of the Company acts as the Secretary to the Board and will be in attendance and record the proceedings of every meeting.



4. The Board may invite any employee of the College to attend its meetings.
5. The Board will have access to any form of independent professional advice, and the advice and services of the Company Secretary as required to carry out its functions.
6. All deliberations and decisions taken by the Board and its Committees will be documented and approved by the respective Chairs.