

Open Awards Board of Trustees Terms of Reference

The terms of reference of the Open Awards Board of Trustees is set out below.

Purpose and Function of the Board of Trustees

1. Purpose

The Trustees as charity Trustees have control of the Charity and its property and funds. They are responsible for formulating strategic aims, ensuring policies and practice are in keeping with the objects of Open Awards as legally constituted and seeking best practice and accountability in exercising its statutory and regulatory responsibilities; and legal functions.

2. Functions of Trustees

Governance

- 2.1. Developing and implementing a set of corporate governance principles, policies, standards, and practices that optimally support the Company's strategic priorities.
- 2.2 Establish and oversee a framework of delegation and systems of control.
- 2.3 To delegate some of their functions to committees consisting of two or more individuals appointed by them (All committees must have a minimum of one Trustee and all proceedings of committees must be reported promptly to Trustees) in accordance with terms of reference to be determined from time to time by the Trustees.
- 2.4 Agree policies and make decisions on all matters that may create significant financial risk or which affect material issues of principal.
- 2.5 Critically assess, approve and subsequently monitor the arrangements made by the organisation for the maintenance of good health and safety standards.
- 2.6 Critically assess, approve and subsequently monitor the arrangements made by the organisation for the promotion of; and to meet legal requirements of relevant Equality of opportunity and Diversity legislation and best practice.

- 2.7 Appoint (and if necessary remove) the Chief Executive/Responsible Officer or other senior member of staff; delegating to them the day to day management of the organisation.
- 2.8 Appoint (and if necessary remove) any person to act as Secretary in accordance with the Companies Act.
- 2.9 To appoint (and remove) a Chair. The Chair shall be appointed annually at the first meeting of the Trustees held after the AGM.
- 2.10 Work with fellow Trustees, the Chief Executive/Responsible Officer and the Senior Management Team to shape the governance and development of Open Awards.

Strategic Responsibilities

- 2.11 Establish a strategy and policies and plans to achieve the objectives of the organisation having regard to advice from any Chief Executive/Responsible Officer appointed from time to time.
- 2.12 Approve, evaluate and monitor the processes for the design, delivery and award of qualifications and units and the plan of provision for the organisation.
- 2.13 Establish policies and procedures for the effective management of centres delivering and awarding units and qualifications through Open Awards, including agreeing the application of sanctions up to and including the removal of centre recognition and monitor the response to sanctions.
- 2.14 Oversee the development, review and implementation of a comprehensive set of policies and procedures affecting the employment of staff, their remuneration and their health and well-being.
- 2.15 Monitor the organisation's performance in relation to the strategies, policies, plans, financial controls and other decisions of the Trustees.

Regulatory responsibilities

- 2.16 Establish policies and procedures to assure the regulatory authorities that the organisation has the capacity and capability to meet their licence requirements and/or conditions of recognition; and report on these from time to time as required by the regulatory authorities.
- 2.17 Consider the outcomes of regulatory and other external assessments of the organisation and ensure that appropriate responses are devised, successfully implemented and monitored.
- 2.18 Monitor systems for the ratification of all accreditations and regulatory compliance. This includes responsibility for quality assurance across all areas and regulatory standards are met and monitored.

- 2.19 To establish an Access to Higher Education Committee with responsibility for monitoring all matters relating to the Quality Assurance of Open Awards operation as an Authorised Validating Agency (AVA), licensed by the QAA.
- 2.20 To establish a Business Development Committee with responsibility for monitoring all matters relating to Ofqual and Qualification Wales qualifications.
- 2.21 To establish such other committees as Trustees believe contribute to the governance and development of Open Awards.
- 2.22 To establish monitoring and reporting procedures to ensure delegated responsibilities are undertaken.

Financial Responsibilities

- 2.21 Establish a financial and budgetary framework within which the organisation shall operate and oversee and ensure the effective, efficient and proper use of resources in the organisation and safeguard its assets.
- 2.22 Monitor annual financial performance of the organisation and its solvency against agreed strategic aims and annual targets, benchmarks and performance indicators.
- 2.23 Establish and monitor the organisation's Reserves and Investment Policies, seeking expert, independent advice as necessary.

3. Membership

- 3.1 Membership of the Board consists of at least 5 and not more than 12 individuals.
- 3.2 Trustees are elected at the AGM for terms of up to three years. No Trustee is permitted to serve more than three consecutive terms of office or for a combined period exceeding nine years.
- 3.3 Trustees are automatically members of the organisation.
- 3.4 Trustees must not receive any payment of money or other material benefit from Open Awards except for the reasonable reimbursement of out of pocket expenses or where written permission has been sought and gained from The Charity Commission.
- 3.5 Open Awards Trustee Board must contain a good mix of experience and governance with individuals whose values and interest are aligned to Open Awards. There must be at least one representative from the Further Education sector and at least one representative from the Higher Education sector.
- 3.6 Trustees who are not from current Open Awards providers or Higher Education Institutions must have clear skills, experience or ability that enhance the Board of Trustees and the contribution they make to the organisation.
- 3.7 Trustee applications are welcomed at anytime in the year, although Trustees can only be appointed to vacancies. Expressions of interest must be written

and appointments will be made by the Chair of Open Awards. Each application will be judged at an interview to determine that the applicant meets the requirements set out in 3.5 and 3.6.

4. Number and conduct of Meetings

- 4.1 The Trustees must hold at least three meetings each year.
- 4.2 A quorum at a meeting of the Trustees is not less than one third of the Trustees or four whichever is the greater.
- 4.3 A meeting of the Trustees may be held in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all other participants. All such meetings to be conducted in line with Open Awards procedures.
- 4.4 The Chair or (if the Chair is unwilling or unable to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 4.5 Every issue may be determined by a simple majority of votes cast at a meeting but a written resolution signed by all Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 4.6 Except for the Chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 4.7 Any Trustee who does not attend three Trustee meetings in a year, without good reason will be asked by the Chair to resign their position.

5. Declarations of and Managing Conflicts of Interest

- 5.1 On joining the Board of Trustees and annually thereafter each Trustee will complete a formal Declaration of Interests proforma.
- 5.2 Trustees will declare an interest in any item on the agenda of a meeting they attend at the start of the meeting or as soon as the interest becomes known, whichever is the soonest.
- 5.3 Trustees will withdraw from the meeting whilst that item is discussed.
- 5.4 Trustees will not be eligible to vote on any item in which they have an interest.
- 5.5 Trustees are responsible for monitoring conflicts of interest on all Open Awards committees and ensuring that the appropriate action is taken.

6. Records and Accounts

- 6.1 The Trustees must comply with the requirements of the Companies Act, the Charities Act and instructions from Regulators as to keeping records, the audit of accounts and the preparation and transmission of information, including:
 - Annual returns;
 - Annual reports; and

- Annual statements of account;
- Minutes of Trustee meetings;
- All resolutions in writing;
- All reports of committees;
- All professional advice obtained;
- Approval of specified AVA returns (see section 7)
- Approval of specified OFQUAL returns (see section 8)
- Risk Register
- The Investment Policy

7. AVA Responsibilities

7.1 The Board of Trustees is the ultimate authority for the Open Awards AVA license and is responsible for ensuring that the organisation meets its responsibilities as an AVA.

7.2 The Board of Trustees has direct responsibility, which may not be delegated for the formal approval of:

- the annual AVA statement of compliance to QAA;
- any written submission required by QAA for the process of AVA monitoring and review ;
- formal statements to QAA about how the AVA has addressed requirements for the renewal of the AVA licence or any other queries formally raised by QAA about the AVA's compliance with the licensing criteria the AVA's strategic plan for Access to HE.

The Board of Trustees has ultimate responsibility for:

- the allocation of resources for all AVA activities;
- the strategic planning of AVA activity;
- all procedures associated with the granting or withdrawal of approval of Access to HE providers, Diplomas and courses;
- all outcomes of such activity;
- the assurance of quality and standards on Access to HE Diplomas;
- the procedures for the award and certification of Access to HE Diplomas;
- the extent and limits of authority for the Access to HE Committee.

7.3 The Board of Trustees will monitor the performance of the Access to HE committee through regular reports from the Chair.

7.4 The Board of Trustees will ensure that Open Awards itself does not become a provider of Access to HE Diplomas or a receiver of Access to HE students in contravention of the QAA licensing criteria.

7.5 The Board of Trustees will ensure that Open Awards communicates information at the earliest opportunity to QAA in accordance with regulatory obligations:

- any incidents that occur that are of such significance that they may threaten the reputation of the Access to HE qualification, the Recognition Scheme or QAA, or which damages the goodwill or reputation in the Access to HE logo trademark and Access to HE word trademark.
- any change in its circumstances that constitute a medium or long term threat to its viability as an AVA.

- any decision or imminent decision to merge with another organisation or in any other way change its organisational form or ownership.
- Any changes to:
 - its aims
 - its legal identity
 - the name(s) under which it operates
 - the locus of authority for the AVA licence within the AVA's governance structure
 - the terms of reference, including the membership specification, of its governing body and any other body that may hold specific delegated Access to HE responsibilities
 - any formally binding relationships with any external organisations
 - the Chief Executive Officer.

8. OFQUAL/Qualifications Wales Responsibilities

- 8.1 The Board of Trustees is the ultimate authority for the organisations recognition by OFQUAL and Qualifications Wales and is responsible for ensuring that the organisation meets its responsibilities as an Awarding Organisation.
- 8.2 The Board of Trustees has direct responsibility, which may not be delegated for the formal approval of:
- Annual Statement of Compliance.
 - Self-assessment of the organisation against OFQUAL's General Conditions of Recognition and Qualifications Wales Standard Conditions of Recognition.

9. Review

- 9.1 The Terms of Reference for the Board of Trustees were last reviewed November 2023 and the next review is due 2026 or as changes in law, best practice or regulatory requirements require.