



**NATIONAL FILM AND  
TELEVISION SCHOOL**

# **The National Film and Television School**

## **STRUCTURE & STANDING COMMITTEES OF THE BOARD OF GOVERNORS**

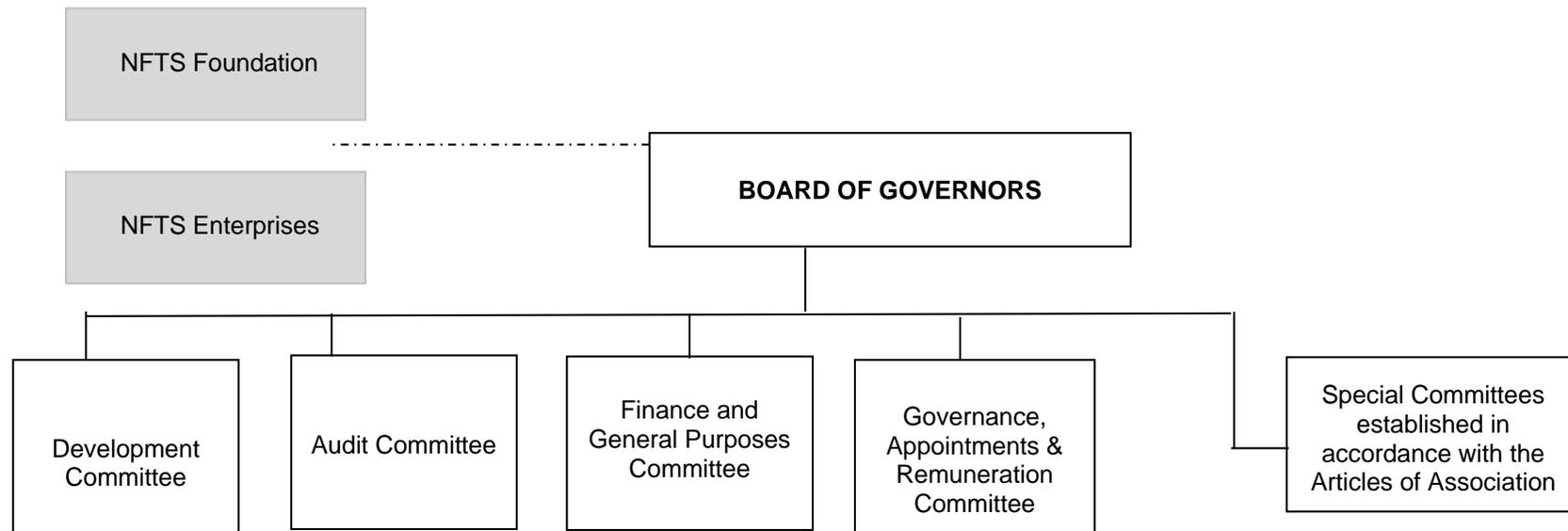
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**COMMITTEE STRUCTURE OF THE BOARD OF GOVERNORS**



## **Membership of NFTS Standing Committees of the Board of Governors.**

### Finance and General Purposes Committee

Stephen Louis (Chair)  
Patrick McKenna  
Ken Roberts  
Leon Morgan  
Tom Betts  
Robert Kingston

### Audit Committee

Steve Mertz (Chair)  
Christine Corner  
Neil Forster  
Tracey Price

### Governance, Appointments & Remuneration Committee

Patrick McKenna (Chair)  
Stephen Louis  
Bal Samra

### Development Committee

Patrick McKenna (Chair)  
Additional Member TBC  
Additional Member TBC

Updated: June 2017

## **BOARD OF GOVERNORS**

### Terms of Reference and Statement of Primary Responsibilities

The NFTS Board of Governors has adopted this Statement as a summary of its responsibilities. The Statement conforms to the model Statement of Responsibilities published by the Committee of University Chairmen.

1. To approve the mission and strategic vision of the institution, long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders.
2. To delegate authority to the head of the institution (known as the Director), as chief executive and the accountable officer, for the educational, corporate, financial, estate and personnel management of the institution and to establish and keep under regular review the policies, procedures and limits within such management functions as shall be undertaken by and under the authority of the Director.
3. To ensure the establishment and monitoring of systems of control and accountability, including financial and operational controls and risk assessment, and procedures for handling internal grievances and for managing conflicts of interest.
4. The Audit Committee receives a report at each of its meetings on the major risks facing the School. Any matters of concern are reported to the Board.
5. To ensure processes are in place to monitor and evaluate the performance and effectiveness of the institution against the plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.
6. To establish processes to monitor and evaluate the performance and effectiveness of the Board itself.
7. To conduct its business in accordance with best practice in higher education corporate governance.
8. To safeguard the good name and values of the institution.
9. To appoint the Director of the NFTS as chief executive and accountable officer, and to put in place suitable arrangements for monitoring his/her performance.

10. To appoint a Clerk to the Board and to ensure that, if the person appointed has managerial responsibilities in the institution, there is an appropriate separation in the lines of accountability.
11. To be the employing authority for all staff in the institution and to be responsible for establishing appropriate human resources policies and practices.
12. To be the principal financial and business authority of the institution, to ensure that proper books of account are kept, to approve the annual budget and financial statements, and to have overall responsibility for the institutions assets, property and estate.
13. To be the institution's legal authority and, as such, to ensure that systems are in place for meeting all the institution's legal obligations, including those arising from contracts and other legal commitments made in the institution's name.
14. To make such provision as it thinks fit for the general welfare of students.
15. To act as trustee for any property, legacy, endowment, bequest or gift in support of the work and welfare of the institution.
16. To ensure that the institution's articles of association are followed at all times and that appropriate advice is available to enable this to happen.
17. To prepare the annual financial statements, ensuring that:-
  - suitable accounting policies are selected and applied consistently
  - judgements and estimates are made that are reasonable and prudent
  - applicable Accounting Standards have been followed
  - the going concern basis is used unless it is inappropriate to presume that NFTS will continue in operation for the foreseeable future.

### Membership

The number of members is limited to 25 (Articles of Association)

### Quorum

Five Independent members

### Frequency of Meetings

As required but a minimum of four times per year.

## **AUDIT COMMITTEE**

### Terms of Reference

The Committee is authorised by the Board of Governors to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee.

All employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board of Governors to obtain outside legal or other independent professional advice and to secure the attendance of non-members with relevant expertise and expertise if it considers this necessary, normally in consultation with the Director and/or Chair of the Board of Governors. However it may not incur direct expenditure in this respect in excess of £5,000 without the prior approval of the Board of Governors.

The Audit Committee will review the audit aspects of the draft annual financial statements. These aspects will include the external audit opinion, the statement of members' responsibilities, the statement of internal control and any relevant issue raised in the external auditors' management letter. The Committee should, where appropriate, confirm with the internal and external auditors that the effectiveness of the internal control system has been reviewed, and comment on this in its annual report to the Board of Governors.

### Duties of the Audit Committee

1. To advise the Board of Governors on the appointment of the External Auditors, the audit fee, the provision of any non-audit services by the External Auditors and any questions of resignation or dismissal of the External Auditors.
2. If necessary to discuss with the External Auditors, before the audit begins, the nature and scope of the audit.
3. To discuss with the External Auditors problems and reservations arising from the interim and final audits, including a review of the management letter incorporating management responses, and any other matters the External Auditors may wish to discuss (in the absence of School's management where necessary).
4. To consider and advise the Board of Governors on the appointment and terms of engagement of the Internal Auditors, the audit fee, the

provision of any non-audit services by the Internal Auditors and any questions of resignation or dismissal of the Internal Auditors.

5. To review the Internal Auditors' audit risk assessment and strategy; to consider major findings of internal audit investigations and management's response; to monitor the outcome of such findings; and to promote co-ordination between the Internal and External Auditors.
6. The Committee will ensure that the resources made available for internal audit are sufficient to meet the School's needs (or make a recommendation to the Board of Governors as appropriate).
7. To keep under review the effectiveness of the risk management, control and governance arrangements, and in particular to review the External Auditors' management letter, the Internal Auditors' annual report, and management responses.
8. To monitor, within an agreed timescale, the implementation of agreed audit-based recommendations, from whatever source.
9. To ensure that all significant losses have been properly investigated and that the Internal and External Auditors, and where appropriate the HEFCE Accounting Officer, have been informed.
10. To oversee the School's policies on fraud, irregularity and public interest disclosures, including being notified of any action taken under these policies.
11. To satisfy itself that appropriate arrangements are in place to promote economy, efficiency and effectiveness.
12. To monitor annually the performance and effectiveness of External and Internal Auditors, including any matters affecting their objectivity, to promote coordination between the services, and to make recommendations to the Board of Governors concerning their reappointment, where appropriate.
13. To consider elements of the annual financial statements in the presence of the External Auditor, including the Auditor's formal opinion, the statement of members' responsibilities and any corporate governance statement. This responsibility includes consideration of internal control and risk management statements.
14. To oversee the Schools management of risk, as a part of this process to receive and review the School's Risk Register at each meeting.
15. To ensure appropriate audit work on risk management is undertaken and to challenge risk owners on progress towards the mitigation of risks.

16. In the event of the merger or dissolution of the institution, to ensure that the necessary actions are completed, including arranging for a final set of financial statements to be completed and signed.
17. To receive any relevant reports from the National Audit Office, HEFCE and other organisations.
18. To consider any matters referred or delegated by the Board of Governors.

#### Major objectives

To adopt a risk-based approach to assessing systems and controls.

To monitor action plans and address any key risks identified in the School's Strategic and Operational plans.

To ensure the highest quality of financial reporting by reviewing financial statements on behalf of the Board of Governors.

#### Other duties:

To present the minutes of Committee meetings to the Board of Governors

To prepare an annual report covering the School's financial year and any significant issues up to the date of preparing the report. The report will be addressed to the Board of Governors and the Director, summarising the activity for the year. It will give the Committee's opinion on the adequacy and effectiveness of the School's arrangement for the following:

- Risk management, control and governance (including the accuracy of the statement of internal control included in the annual statement of accounts)
- Economy, efficiency and effectiveness (VFM)
- The School's systems for the management and quality assurance of data

This opinion should be based on the information that is provided to the Committee.

The annual report should be submitted to the Board of Governors before the governors' responsibility statement in the annual financial statements is signed.

To ensure a copy of the annual report is submitted to HEFCE, as required.

## Constitution and Membership

The Audit Committee is a standing committee of the School's Board of Governors. It advises both the Board and the Director as the Accountable Officer.

The Committee's membership, including its chair, is appointed by the Board of Governors and consists of members with no executive responsibility for the management of the School. There shall be no less than three members from the Board of Governors, one of whom should have a background in finance, accounting or auditing.

No member of the Committee may also be a member of the Finance & General Purposes Committee. Staff members of the Board may not serve on this Committee. The Committee may, if it considers it necessary or desirable, co-opt advisers or specialists with particular expertise. A quorum is two members.

## Meeting requirements and attendance

The Director of Finance, a representative of the internal auditors, and a representative of the External Auditors shall normally attend meetings where business relevant to them is to be discussed.

The Committee should meet normally at least two times a year each financial year. There should be at least one meeting a year, or part thereof, where the external auditors and internal auditors attend without management present. The internal or external auditors can request a meeting of the Committee if they consider it necessary.

**FINANCE & GENERAL PURPOSES COMMITTEE**Terms of Reference

The Finance and General Purposes Committee is a standing committee of the Board of Governors with the following responsibilities:

Finance

1. To submit to the Board of Governors at or before the start of each quarterly board meeting the estimates of income and expenditure of the curriculum and administrative activities of the NFTS, and supporting services, and to provide assurance to the Board of Governors on the viability of those estimates.
2. To review annually the out-turns of income and expenditure of the curriculum and administrative activities of the NFTS and supporting services and to report to the Board of Governors thereon.
3. To approve financial forecasts.
4. To monitor and control expenditure, and to report to the Board of Governors whenever necessary on banking operations, investments, cash statements, and other matters relevant to the income and expenditure of the NFTS.
5. To delegate specified operational powers to individuals and to publish a statement of such delegations.
6. On behalf of the Board of Governors, to exercise the following devolved powers:
  - To approve expenditure additional to the budget of up to £25,000 in any one instance and to approve contracts up to the value of £100,000 per annum and to make recommendations to the Board of Governors on amounts beyond those limits.
  - To appoint bankers and any investment managers and determine the period and terms and conditions relating to any such appointments.
  - To devise an investments strategy for the NFTS and to be responsible for the investments of the NFTS.

To report to the Board of Governors thereon.

## General

1. To oversee generally the provision of such property, services and amenities as may be necessary for the efficient running of the NFTS.
2. To consider and deal as appropriate with such other issues or matters referred to it by the Board of Governors or Director of the NFTS.
3. The Chair (or in the Chair's absence the Deputy Chair) may take action on behalf of the Finance and General Purposes Committee on any matter that is in the Chair's opinion either urgent (but not requiring a special meeting) or non-contentious.
4. To review the Health and Safety reports from the Health and Safety Officer and the minutes from the Health and Safety Committee in accordance with the NFTS Health and Safety Policy and to report any significant concerns to the NFTS Management team and the Board of Governors.
5. To review the Hospitality Register and Policy for Anti-Bribery to ensure their effective implementation.
6. To consider key issues relating to the school' duties as a UK Border Agency (UKBA) Sponsor Licence holder.

## Membership (6 voting members)

Minimum four members including two governors and one staff member. Non-governors may also be members.

*Three voting members of the Committee constitute a quorum.*

## Frequency of Meetings

As required but a minimum of four times per year.

## **GOVERNANCE, APPOINTMENTS AND REMUNERATION COMMITTEE**

### Terms of Reference

The Governance, Appointments and Remuneration Committee is a standing committee of the Board of Governors with the following responsibilities:

1. Make recommendations with respect to the proper functioning of the Board of Governors;
2. Review Board policies annually and consider governance trends;
3. Recommend approval of School and Board policies;
4. Monitor the effectiveness of the Board Orientation Strategy and recommend professional development opportunities for Board members;
5. Conduct timely Board self-evaluations and make recommendations for ways to improve Board functioning;
6. Receive and consider nominations of candidates for the positions of Chair of the Board and Deputy Chair of the Board and recommend for Board approval the name of one person for each position at the first meeting in each calendar year;
7. Identify core competency profiles for existing and upcoming Board vacancies;
8. To determine on behalf of the Board of Governors the salary, other remuneration (including performance reward payments), performance criteria and conditions of service of the following positions;
  - a) Director
  - b) Deputy of Curriculum and Registrar
  - c) Director of Finance

The Chair may determine that the committee should determine the remuneration of other senior managers and staff as appropriate.

9. To approve the design of, and determine targets for, any performance/merit related pay arrangements operated by the School

and approve the total payments made under such schemes.

10. To ensure that all provisions regarding the disclosure of remuneration, including pensions, are fulfilled.
11. To determine a material financial settlement for i) the Director and ii) where settlements are outside of normal policy, any member of staff listed in [II] above, in the event of individuals specified in i) and ii) leaving the employment of the institution in circumstances where that is deemed appropriate.
12. In respect of other staff the Committee will: (i) receive and review decisions made by the Director in relation to salaries, other emoluments and conditions of service; and (ii) approve the overall remuneration policy.
13. To set the terms of reference for any remuneration consultants who advise the Committee.
14. To deal with other relevant remuneration matters referred to it by the Board of Governors.

#### Membership

Minimum three members.

The Director of the NFTS and the NFTS Personnel Officer will be invited to attend meetings from time to time to provide the Committee with information on specific items on the agenda.

No individual shall be present during discussions or decisions reached in relation to his/her own remuneration.

*Three voting members of the Committee constitute a quorum.*

#### Frequency of meetings

Meetings shall normally be held twice a year.

## **DEVELOPMENT COMMITTEE**

### Terms of Reference

The Development Committee is a standing committee of the Board of Governors with the following responsibilities:

1. Develop a co-ordinated School strategy for fundraising.
2. To review progress on fundraising targets and agreeing targets for the Senior Management Team and the Head of Development.
3. To prioritise fundraising projects in line with wider School strategy and policies.
4. To advise the School on how philanthropy can maximise income potential.
5. To make recommendations to the Board of Governors on development strategy, policies, activities and future direction.
6. To receive regular reports of progress on fundraising projects with potential and current donors.
7. To ensure the fundraising strategy is implemented through the Head of Development and the Alumni and Events Team.
8. To oversee the development of marketing materials for fundraising projects.
9. To approve naming opportunities made by the Senior Management Team and Head of Development.
10. To ensure the NFTS Donations Policy is regularly reviewed.

### Membership

- Three Board Members
- Two members selected from the staff members of the Board.

*Three voting members of the Committee constitute a quorum.*

### Frequency of Meetings

At least once per year.

