

The National Film and Television School

STRUCTURE & STANDING COMMITTEES OF THE BOARD OF GOVERNORS

September 2024

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Membership of NFTS Standing Committees of the Board of Governors.

Board

- Sophie Turner Laing (Chair)
- Paloma Baeza
- Julian Bellamy
- Chris Bird
- Paul Clark
- Polly Cochrane
- Geoffrey Crossick
- Scott Forrest
- Cecile Frot-Coutaz
- Patrick Fuller
- Andy Harries
- Eloise Jenninger (SU President)
- John Lee (Staff Member)
- Andrew Macdonald
- Ollie Madden
- Pukar Mehta
- Charlotte Moore
- Adil Ray
- Laurent Samama
- Caroline Silver
- Hilary Strong
- Jon Wardle (Director)

Finance and General Purposes Committee

- Laurent Samama (Chair)*
- Sophie Turner Laing*
- Polly Cochrane*
- Caroline Cooper
- Geoffrey Crossick*
- Sarb Nijjer
- Hilary Strong*
- Gareth Tuck

Audit Committee

- Caroline Silver (Chair)*
- Paul Clark*
- Scott Forrest*
- Patrick Fuller*
- Pukar Mehta*
- Sonia Magris
- Janet Oakes

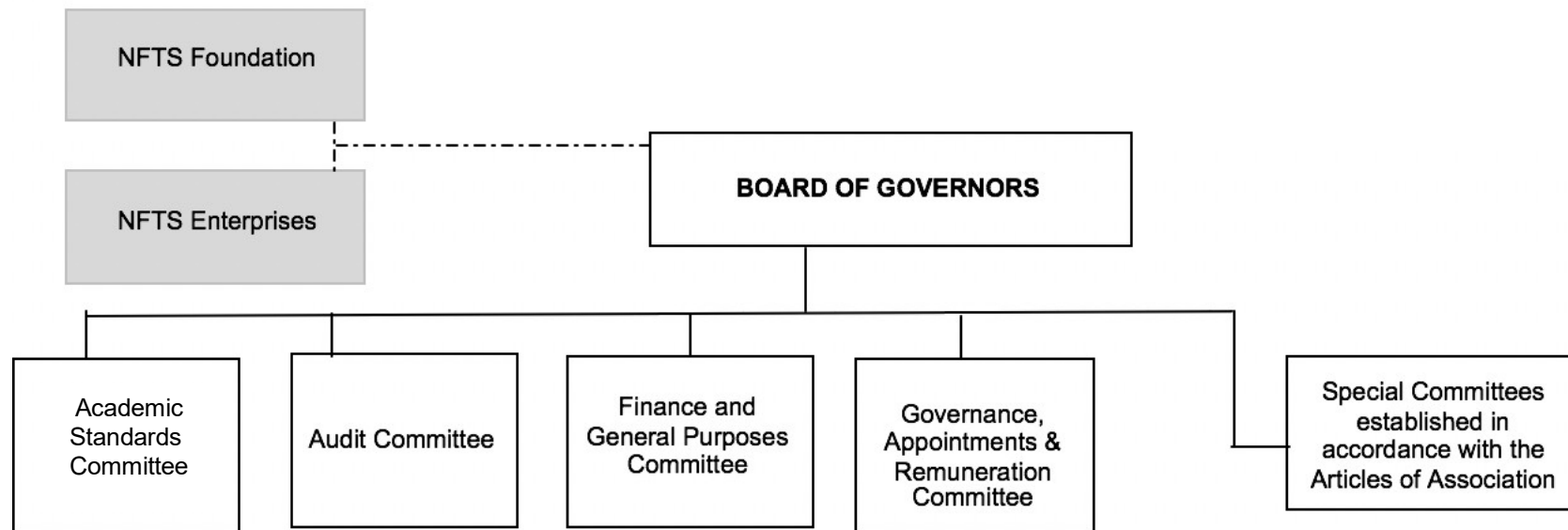
Governance, Appointments & Remuneration Committee

- Sophie Turner Laing (Chair)*
- Chris Bird*
- Caroline Silver*
- Laurent Samama*

** denotes Governor*

NFTS Foundation

- Stephen Louis (Chair)
- Judith Chan
- Neil Forster
- Steve Mertz



BOARD OF GOVERNORS

Terms of reference (reviewed September 2024)

The Board of Governors is responsible for setting the educational character and mission of the School, ensuring the efficient use of resources and approving budgets.

Purpose

The principal responsibility of the Board is to ensure that the School meets the Office for Students' Conditions of Registration and its other requirements. The Board also appoints the Director and Finance Director and sets the framework for the pay and conditions of all other staff. The Board has corporate responsibility for financial sustainability, risk assessment and management, and the policies relating to equality and diversity, health and safety, and corporate ethics.

The Board has adopted a Statement of Primary Responsibilities (see Appendix 1 below), as recommended by the Committee of University Chairs (CUC).

The Board of Governors delegates responsibility to a number of sub-committees: Finance and General Purposes Committee (F&GP); Audit Committee (AC); and Governance, Appointments and Remuneration Committee (GAR).

More specifically the Board of Governors is responsible for

- the determination of the educational character and mission of the School and the oversight of its activities;
- enabling the School to provide education and training, promote learning and engage in research and other scholarly activities efficiently and economically, and for applying the principles of justice and fairness in the conduct of the institution;
- assuring itself of the standard of its awards and the quality of courses offered by the institution;
- the effective and efficient use of resources, the solvency of the institution and for safeguarding its assets;
- approving annual estimates of income and expenditure; and
- enabling appropriate opportunities for students and staff to raise matters of proper concern with the Board of Governors.

Membership

- Up to 21 Independent Governors.
- The Director, ex officio.
- A Staff Governor, elected by the staff for a term of three years.
- A Student Governor, normally the SU President, normally for one academic year.

Note: Independent Governors serve for a term of up to three years, and are eligible for re-election for up to two further terms, each of up to three years.

In exceptional circumstances, and if approved by the Board, an Independent Governor may serve term(s) of office in excess of those specified above.

Meetings

Minimum number of people that must be present to constitute a valid meeting (Quorum): five Independent members._

There are normally four Board meetings peryear.

Trustees

Board members are also Trustees of the School, and as such oversee the trust, and must abide by charitable trust laws. Their primary duty is to act in the charity's best interests (see Appendix 2 below).

APPENDIX 1: Statement of Primary Responsibilities

The NFTS Board of Governors has adopted this Statement as a summary of its responsibilities. The Statement is aligned with the Public Interest Governance Principles for HE and conforms to the model Statement of Primary Responsibilities published by the Committee of University Chairs 2020

STRATEGIC

- a) To set and agree the mission, strategic vision and values of the institution with the Management.
- b) To agree long-term academic and business plans and key performance indicators, and to ensure that these meet the interests of stakeholders, especially staff, students and alumni.
- c) To ensure processes are in place to monitor and evaluate the performance and effectiveness of the institution against the strategy, plans and approved key performance indicators, which should be, where possible and appropriate, benchmarked against other comparable institutions.
- d) To promote the long-term financial sustainability of the institution.
- e) To ensure that the institution contributes positively to global environmental challenges and the achievement of net zero.
- f) To identify, understand and manage risk appetite and strategic risks and opportunities for the institution.

REGULATORY

- g) To ensure that systems are in place for securing continued compliance by the institution as a provider of higher education with the Office for Students' ongoing Conditions of Registration and all of the institution's statutory, legal and other regulatory compliance obligations.

ACCOUNTABILITY

- h) 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.
- i) To ensure that academic governance is robust and effective, and seek assurance that academic standards are appropriate, through explicit protocols with the Academic Standards Committee; and to monitor academic risk, ensuring it is appropriately managed.

DELEGATION AND MONITORING

- i) To appoint the Director of the NFTS as chief executive and accountable officer, and to put in place suitable arrangements for monitoring his/her/their performance.
- j) To delegate authority to the Director for the academic, corporate, financial, estate and human resource 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.
- k) To establish formal and rigorous processes to monitor and evaluate the performance and effectiveness of the Board itself and Board Committees, including the Chair of the Board and the Independent Trustees.

FINANCIAL

- l) 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 accountability for the institution's assets, property and estate.
- m) To ensure that there are adequate and effective arrangements in place to provide transparency about value for money for all students and for taxpayers.

LEGAL AND CONSTITUTIONAL

- n) 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.
- o) 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. This includes accountability for health, personal data, safety and security, and for equality, diversity and inclusion.
- p) To direct the manner in which the institution acts as trustee of any property, legacy, endowment, bequest or gift in furtherance of the objects of the institution.

EMPLOYMENT

- q) To be the employing authority for all staff in the institution and to be responsible for ensuring that an appropriate human resources strategy is established.
- r) 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.

STUDENTS

- s) To receive assurance that adequate provision has been made for the general welfare of students.

CULTURE AND VALUES

- t) To maintain and protect the principles of academic freedom and freedom of expression.
- u) To safeguard the good name, reputation and values of the institution.
- v) To promote a culture which supports equality, diversity and inclusion across the institution.
- w) To ensure that all students and staff have opportunities to engage with the governance and management of the institution, and to raise concerns in confidence.

In carrying out its duties and responsibilities, the Board shall conduct its business in accordance with:

- (a) best practice in higher education corporate governance, including the Higher Education Code of Governance published by the Committee of University Chairs, and the Public Interest Governance Principles for Higher Education; and
- (b) the principles of public life drawn up by the Committee on Standards in Public Life: Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty and Leadership - the Nolan Principles.

APPENDIX 2: Legal duties of Trustees

Board members are also Trustees of the School. The Trustees are the charity trustees of the School and the persons with the control and management of its administration. They have ultimate responsibility for directing the affairs of the School, ensuring that it is solvent, well run and promotes its charitable Objects for the benefit of the public for which it has been established: namely, *the advancement of education for public benefit*, and specifically: *to provide world-class training and education for film, television and the media industries*.

The Trustees' key legal duties as the School's charity trustees are to:

- act in the best interests of the School at all times;
- ensure that the School's funds are applied only in furtherance of its Objects; and
- act within their powers and exercise them for the benefit of the School, for the purposes for which they were given.

Trustees have a range of other specific legal duties under charity law and it is their responsibility to ensure that they understand these, and to seek appropriate advice and support, when necessary.

Trustees are required to carry out their duties with such care and skill as is reasonable in the circumstances.

AUDIT COMMITTEE

Terms of Reference (amended September 2024)

The Committee is authorised by the Board of Governors to advise and assist the governing body in respect of the entire assurance and control environment of the institution. It is authorised to investigate any activity within its term of reference and 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 experience 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, and any other matters the External Auditors may wish to discuss (in the absence of School's management, where necessary).
4. 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 the statement of internal control, in accordance with the regulator's accounts directions.
5. 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.

6. To review the Internal Auditors' audit risk assessment strategy and programme; 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.
7. 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).
8. To keep under review the effectiveness of the management of risk, including academic risk, culture, control and governance arrangements. This will include: reviewing the External Auditors' management letter, the Internal Auditors' annual report, and management responses; challenging risk owners on progress towards the mitigation of risks; and receiving and reviewing the School's Risk Register at each meeting.
9. To monitor, within an agreed timescale, the implementation of agreed audit-based recommendations, from whatever source.
10. To ensure that all significant losses have been properly investigated and that the Internal and External Auditors, and where appropriate, the OfS Accounting Officer have been informed – with a report on any significant losses becoming a standard agenda item for each meeting.
11. To oversee the School's policies on fraud, irregularity and public interest disclosures, including being notified of any action taken under these policies.
12. To satisfy itself that suitable arrangements are in place to ensure the sustainability of the School, and to promote economy, efficiency and effectiveness. This may include consideration of arrangements that:
 - a) provide transparency about value for money for all students and for taxpayers;
 - b) support the culture and behaviour that is prevalent within the School;
 - c) ensure the effective management of conflicts of interest; and
 - d) enable the appointment of 'fit and proper persons' to the governing body and senior executive positions.
13. To satisfy itself that effective arrangements are in place to ensure appropriate and accurate data returns are made to external stakeholders and regulatory bodies;
14. To receive any relevant reports from the National Audit Office and its equivalents in Scotland, Wales and Northern Ireland, the regulator and other organisations.
15. Monitor other relevant sources of assurance, for example other external reviews.
16. To oversee the School's policies and practices on GDPR, including being notified of any action taken - with a report on any GDPR becoming a standard agenda item for each meeting.

17. To oversee the School's policies and practices on Prevent, including being notified of any action taken - with a report on Prevent becoming a standard agenda item for each meeting.
18. To oversee the development and implementation of the School's strategic approach to safeguarding.
19. To review and approve the Freedom of Information Publication Scheme at least every three years.
20. 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.
21. To consider any matters referred or delegated by the Board of Governors.

Reporting Procedures

The minutes (or a report) of meetings of the Audit Committee will be circulated to all members of the governing body.

The Committee will prepare an annual report covering the institution's financial year and any significant issues up to the date of preparing the report. The report will be addressed to the governing body and the Director and will summarise the activity for the year. It will give the Committee's opinion of the adequacy and effectiveness of the institution's arrangements for the following:

- risk management, control and governance (the risk management element includes the accuracy of the statement of internal control included with the annual statement of accounts);
- sustainability, economy, efficiency and effectiveness.

This opinion should be based on the information presented to the Committee. The Audit Committee annual report should normally be submitted to the governing body before the members' responsibility statement in the annual financial statements is signed. The report will usually be published after consideration by the governing body.

Membership

- Three Board members appointed by the Board for three years each, with staggered succession dates, at least one of whom should have a background in finance, accounting or auditing and one of whom shall be the Chair.
- Up to four co-opted members, appointed by GAR Committee, for three years each, with full voting rights.
- Previous members are eligible for re-appointment up to a normal maximum of two consecutive terms of office.
- The Chair of the governing body should not be a member of the Audit Committee, and no member of the Committee may also be a member of the Finance & General Purposes Committee.
- Members should not have significant interests in the institution.
- Staff and student members of the Board may not serve on this Committee.
- In attendance: NFTS Finance Director, NFTS Registrar, representatives of the

internal and the external auditors.

- The Committee may also invite any persons whose specialist knowledge and experience will be of value to attend its meetings.
- The Committee may also invite other members of the Executive to attend for specific items of relevance, where necessary.

Quorum.

Three members of the Committee constitute a quorum, at least two of whom must be Board members.

- Appointed by GAR in consultation with Chair of relevant Committee
- Full members for the Committee with voting rights
- Term of appointment - 3 years renewable twice

Meeting requirements and attendance

The Director of Finance, the Registrar, 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 four 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. The Committee has the right, whenever it is satisfied that this is appropriate, to go into confidential session and exclude any or all other participants and observers other than the Clerk.

Review

The Audit Committee will annually review its terms of reference, and will periodically (and at a minimum of every four years) undertake a review of its own effectiveness and recommend any changes to the governing body.

FINANCE AND GENERAL PURPOSES COMMITTEE

Terms of Reference (amended September 2024)

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 in excess of £25,000 in any one instance and to make recommendations to the Board of Governors on amounts exceeding £100,000.
 - To appoint the School's bankers and determine the period and terms and conditions relating to such appointments.
 - To devise a treasury strategy for the NFTS and to be responsible for the safe custody of the monies of the NFTS.
 - To report to the Board of Governors thereon.

General

7. To oversee generally the provision of such property, services and amenities as may be necessary for the efficient running of the NFTS.
8. To oversee all commercial activity as well as donations made to the School, including all philanthropic giving.
9. 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.

10. The Finance and General Purposes Committee 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.
11. To review the quarterly and annual report on Health and Safety and to report any significant concerns to the NFTS Management team and the Board of Governors.
12. To review the Hospitality Register and Policy for Anti-Bribery to ensure their effective implementation.
13. To consider key issues relating to the school's duties as a UK Visas and Immigration (UKVI) Sponsor Licence holder.
14. To be responsible to the Board for the supervision of all collective agreements with NFTS staff.

Membership

- Chair of the Board (ex-officio)
- Director (ex-officio)
- Finance Director (ex-officio)
- Three Board members appointed for three years each, with staggered succession dates, one of whom will be the Chair of the Committee.
- Up to four co-opted members, appointed for three years each, with staggered succession dates.
- Previous members are eligible for re-appointment up to a normal maximum of two consecutive terms of office.
- The Committee may also invite any persons whose specialist knowledge and experience will be of value to attend its meetings.
- Other members of the Executive may attend for specific items of relevance, where necessary.

Quorum.

Three voting members of the Committee constitute a quorum, at least two of whom must be Board members.

Knowledge and Skills.

Ideally, Committee members will have knowledge and skills in the following areas:

- Accounting
- Legal
- Commercial
- PR & Marketing
- Estates

Frequency of Meetings

As required, but a minimum of four times per year.

GOVERNANCE, APPOINTMENTS AND REMUNERATION COMMITTEE

Terms of Reference (amended November 2022)

The Governance, Appointments and Remuneration Committee (GAR) is a standing committee of the Board of Governors.

Membership is the Chair of the Board and a minimum of three other governors appointed by the Board.

The Director of the NFTS and any other officer of the School will be invited to attend meetings, from time to time, to provide the Committee with information on specific items on the agenda.

The Chair of the Committee shall be the Chair of the Board, but he/she/they will relinquish the Chair during any discussion of the Director's salary or remuneration.

Three members of the Committee constitute a quorum.

Meetings shall normally be held at least twice a year, and minutes kept.

RESPONSIBILITIES

A. REMUNERATION

1. To recommend to the Board of Governors/ or 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) Director of Finance
 - (c) Clerk

The Committee has adopted the CUC Higher Education Senior Staff Remuneration Code and will ensure that senior staff remuneration decisions demonstrate:

- I. a fair, appropriate and justifiable level of remuneration;
- II. procedural fairness; and
- III. transparency and accountability.

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

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

2. 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.
3. To ensure that all provisions regarding the disclosure of remuneration, including pensions, are fulfilled.
4. To determine a material financial settlement for i) the Director and ii) where settlements are outside of normal policy, any member of staff listed above, in the event of individuals specified in i) and ii) leaving the employment of the institution in circumstances where that is deemed appropriate.
5. In respect of other staff, to (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.
6. To set the terms of reference for any remuneration consultants who advise the Committee.
7. To deal with other relevant remuneration matters referred to it by the Board of Governors.

B. GOVERNANCE AND APPOINTMENTS

8. To review regularly the effectiveness and governance structure of the Board and its committees and make recommendations to the Board with respect to the proper functioning of the Board and its committees, including professional development opportunities for Board members.
9. To review current and forthcoming vacancies on the Board and its committees, to identify core and specific competency profiles for Board vacancies, and to recommend suitable candidates for appointment.
10. To receive and consider nominations of candidates for the positions of Chair of the Board and Deputy(s) 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.

PROCESS FOR BOARD AND COMMITTEE APPOINTMENTS

The Board of the National Film and Television School is committed to ensuring that appointments to the Board and its Committees are conducted with full regard to the School's governing documents, the strategic aims of the organisation and in accordance with legislative and regulatory requirements. A particular focus is placed on equality and diversity in that the Board is committed to the achievement of equality of opportunity and diversity throughout the School, and has particular responsibilities in relation to its own operation, including appointments

It is important that all public appointees, such as Governors, uphold the standards of conduct set out in the Committee on Standards in Public Life's Seven Principles of Public Life, and are 'Fit and Proper Persons' for appointment, as required by the Office for Students. The GAR Committee must satisfy itself that all candidates for appointment

can meet these standards and have no conflicts of interest that would call into question their ability to perform the role.

Identification of vacancies

- The Staff Governor is elected by the staff of the School to serve one three-year term of office.
- The Student Governor is usually the Student Union President elected annually by members of the Students' Union.
- The Clerk to the Board will identify the need for new Governors, as they arise, in consultation with GAR Committee. This may arise from completion of a term of office, resignations by individual members, or because particular skills or areas of knowledge are required to ensure that the Board operates effectively.
- When necessary, the GAR Committee will also review membership of the Board including identification of gaps and vacancies together with options for consideration. Although the nominations process is delegated to the GAR Committee, which will make individual recommendations to the Board for approval, the Board retains overall responsibility for decision making.

Skills and experience

- The Clerk will maintain and regularly update a background governor skills and experience chart, together with dates when governors' terms of office are due to end, and membership and Committee lists. The skills and experience chart is a background tool which is used by the GAR Committee to inform its overall consideration of the range of skills and areas of expertise within the Board, particularly in the context of new appointments. An annual regular review of the existing skills of the Board will be carried out to inform the appointment and development needs of the Board.
- Consideration is given to those with public and private sector experience or knowledge in the creative industries and/or higher education, with a particular preference for those with leadership and strategic management experience.

Conflicts of Interest

- The GAR Committee will consider any existing or potential conflicts of interest before the appointment of a Governor. Consideration will be given to the ability of prospective Governors to act in the best interests of the School as opposed to the interests of representative groups. On appointment, Governors also assume legal responsibilities as Trustees of a registered charity.
- Prospective Governors will be asked about potential conflicts of interest, and these should be declared by way of a Declaration of Interests form provided at the offer of an appointment. As a matter of best practice, the School Finance Director also asks Governors to submit an annual declaration of actual or potential conflicts of interest at the start of each new financial year. As well as each Governor being required to annually declare any changes in circumstance, conflicts of interest with items on the agenda at each meeting must also be declared. The declared interests of Governors are available, on request.

Due diligence

- When preparing to appoint a new Governor, the School will ensure that the person is qualified to act as a Governor. The School Finance Director will check that

candidates have not been disqualified from acting as Governors, and candidates are asked to confirm in writing to the Finance Director if this is the case.

Diversity

- The School believes that governance is enhanced where Governors are appointed from a wide range of backgrounds. This includes Governors from minority and ethnic communities and people with disabilities. The GAR Committee is also charged with maintaining a good gender balance on the Board. The School is committed to the notion that a diverse board can help to increase accountability, public confidence and reputation amongst its stakeholders, as well as encouraging well-informed broad-based decision making.
- There are also legislative requirements with which the School, as a public body, must comply; the Equality Act 2010 gives public authorities a general duty to eliminate discrimination on certain grounds, and to advance equality of opportunity. An organisation which is not a public authority, but which exercises public functions such as the School, must also have due regard to these matters.
- The Board will look to appoint members in areas where it is under represented, for example, by advertising and by making specific efforts to assist people who might otherwise have difficulties in attending board meetings.
- In selecting candidates for recommendation as governors, the Committee follows these principles:
 - To ensure that the Board has members with an appropriate range of skills, knowledge and expertise to enable it to fulfil its duties;
 - To ensure that the principal creative industry sectors with which the School is concerned are properly represented on the Board;
 - To ensure that the Board includes members with knowledge and experience of higher education; and
 - To ensure that the Board has a range of members from diverse backgrounds.

Process for appointing Governors

- Appointments will be for three years with the exception of the Staff Governor who is elected for a three year term and the Student Governor who is elected annually.
- Governors will normally serve not more than three terms of three years, although it may be possible, on occasion, to be a Governor for longer, subject to full Board consideration and approval.
- Appointment following internally managed search: -

An internally managed search for candidates will involve Governors and the Executive being asked to recommend suitable candidates based on particular skills and experience identified as being required on the Board. Suitable candidates may be identified from within existing networks and stakeholder groups and knowledge of specific individuals. The GAR Committee will draw up a long list of recommended candidates, will consider the options and make recommendations to the Board.

- Appointment after advertisement and expression of interest: -

The GAR Committee may ask the Board for approval to place an advertisement seeking expressions of interest from candidates wishing to join the Board. The advert may target particular skills and areas of expertise or may invite expressions of interest from candidates who would enhance aspects of the Board's diversity where it is under-represented. Expressions of interest will be considered by the GAR Committee and a preferred candidate or candidates will be recommended to the Board for appointment.

Process for appointing the Chair and Deputy Chair(s).

- The Articles set out the requirement for the Board to elect a Chair and Deputy Chair(s) from among its existing members.
- The Chair and Deputy Chair(s) shall hold office for a term of three years and shall be eligible for re-election for two further terms, providing that he/she/they continue to be a Governor. It is generally not anticipated that the Chair or Deputy Chair(s) will hold office for more than three periods of three years (i.e. 9 years in total); however, it may be possible, on occasion, to hold office for longer, subject to full Board consideration and approval. Whenever re-election of the Chair or Deputy Chair(s) is considered, the GAR will table the proposal to the full Board for consideration and approval.
- If the current Chair or Deputy Chair(s) wishes to stand for a further term of office he or she may express an interest in doing so to the GAR Committee which will consider the nominee and make a recommendation to the full Board at its next meeting.
- During the considerations on re-appointing the Chair or Deputy Chair(s), the proposed nominee will not participate in the discussions or take part in the voting and shall withdraw from the meeting at which the matter is discussed; at any such times the Deputy Chair(s) shall act as Chair of the meeting for that item when seeking a decision on the appointment of the Chair.
- If the current Chair or Deputy Chair(s) does not wish to be re-appointed or has already served three terms, the GAR Committee, on behalf of the Board will, as part of a succession plan, consider at least six months before the retirement of the current Chair or Deputy Chair(s) the process for consulting Board members about the appointment of a new Chair or Deputy Chair(s).
- The process for appointing a Chair and Deputy Chair(s) from amongst the current membership will be by an expression of interest from the member to the Clerk or from the GAR Committee approaching the member to assess their interest. The GAR Committee will consider the nominee and make a recommendation to the full Board at the next meeting.
- During the considerations on appointing a new Chair and Deputy Chair(s), the proposed nominee will not participate in the discussions or take part in the voting and shall withdraw from the meeting at which the matter is discussed.

ACADEMIC STANDARDS COMMITTEE

Terms of Reference (amended January 2024)

The Academic Standards Committee (ASC) is the senior deliberative body of the National Film and Television School (“the School” or “NFTS”) with responsibility to the Governors for the regulation, governance and quality assurance of the academic work of the School. Its responsibilities include to ensure that the School is compliant with the regulatory requirements of the Office for Students, the OIA, other Government departments (including Ofsted and the UKVI), and the requirements of its accrediting bodies.

Frequency

The Committee will meet at least five times per year.

The Committee shall review its performance annually.

Responsibilities

1. ASC has responsibility to:
 - (i) Determine and review regularly the regulations governing the School’s postgraduate and apprenticeship courses and the welfare and discipline of students.
 - (ii) Ensure that the School is compliant with the regulatory requirements of the Office for Students, Ofsted, The Department for Education and the Office of the Independent Adjudicator.
2. ASC has delegated authority from the Board of Governors to make such Academic Regulations as are necessary to fulfil its powers, duties and functions
3. ASC may delegate any of its functions, powers and duties (other than its power to make academic regulations and provide effective oversight of the School’s Quality Assurance processes) to committees appointed by it or to officers as it sees fit.

Powers

4. The specific powers and duties of ASC include:
 - (i) To approve the award and withdrawal of degrees, diplomas, certificates and other academic distinctions offered by the School or on its behalf through collaborative provision.
 - (ii) To revoke with good cause any degree, diploma or certificate granted to a person by the School.

- (iii) To regulate and monitor student complaints and appeals in respect of both academic and non-academic matters (including making regulations and procedures in respect of those matters) and to report on them to the Board of Governors.
- (iv) To regulate and monitor the conduct of students of the School in respect of both academic and non-academic matters, and to determine in what manner disciplinary powers, duties and functions shall be exercised.
- (v) To regulate and monitor the fitness to study of the students of the School and to determine by means of regulation in what manner those powers, duties and functions shall be exercised.
- (vi) To suspend, discipline, exclude or expel any student in accordance with the provisions of any regulation made by ASC.

Duties and functions

5. To regulate all academic matters affecting the educational policy of the School, including considering and approving:
 - (i) the introduction of new courses of study leading to the award of a School degree, diploma or certificate;
 - (ii) the withdrawal of courses of study leading to the award of a School degree, diploma or certificate;
 - (iii) the introduction and withdrawal of Apprenticeship training;
 - (iv) any proposed substantial changes to existing courses or modules;
 - (v) the entrance requirements and processes leading to admission of the School;
 - (vi) the conduct of assessments and examinations, including issues relating to extenuating circumstances and retrieval opportunities;
 - (vii) the appointment of external examiners;
 - (viii) the establishment or termination of collaborative academic partnerships with other HEIs, business, governments or the not for profit sector in the UK or abroad;
 - (ix) the schedule of six yearly reviews for periodic course review, and the appointment of the chairs and members of review panels;
 - (x) the reports of periodic review together with the proposed action plan and schedule for follow up reports;
6. course and student information handbooks, ensuring compliance with regulatory and statutory obligations to review data annually relating to the issues below and to investigate any arising matters of concern:
 - (i) Retention and progression of students and apprentices.
 - (ii) Equality and diversity in the student and apprentice population including issues relating to widening access.
 - (iii) Student and apprentice complaints, appeals and student misconduct.
 - (iv) Survey data.
7. To receive reports regarding the matters below and to approve or note any responses or action plans, and monitor progress against them:

- (i) External Examiners reports.
 - (ii) Reports from Annual Course Evaluation.
 - (iii) Apprenticeship Quality Improvement Plans and Self-Assessment Returns.
 - (iv) Student wellbeing.
 - (v) Any curriculum and/or staff development issues affecting the student learning experience.
8. To have oversight of the matters below including their management, monitoring and review:
- (i) Provision offered in partnership, including work placements.
 - (ii) The School's compliance with the Prevent Duty.
 - (iii) The appointment of Industry Reviewers.
9. To make recommendations or to express an opinion to the Board of Governors on any matter of interest to the School and its affairs.

Membership

Ex-officio

- Director
- Registrar (Chair)
- Director of Curriculum
- Curriculum Coordinator Manager
- Head of Screen Arts
- Head of one of the School's Hubs, as invited by the Director of the School
- Student Support & Wellbeing Adviser
- Quality Assurance Manager (Secretary)
- The President of the Student Union

Elected

- At least one Student representative
- At least four Heads of Department (each serving a three-year term on rotation), as invited by the Director of the School
- Other relevant staff from academic or professional services to attend by invitation

No member shall be entitled to appoint an alternate.

The Committee shall be deemed quorate when a majority of members are present.

All members have one vote with the Chair having a casting vote.

Meetings shall be called by the Chair of ASC and members will be given at least seven clear days' notice before the meeting. The Secretary to ASC shall keep minutes of all meetings and copies of minutes will be available, on request, to all students and staff.

Conflicts of interest

Declarations of interest shall be a standing item on the agenda and all members will be requested to declare any interests they may have in relation to any items on the agenda.

Once a committee member declares an interest in a matter before the committee, it will be dealt with in accordance with the School's [Conflict of Interest Policy](#).