



## **PRESTON VOCATIONAL CENTRE (PVC) TERMS OF REFERENCE**

### **Membership**

1. The Board will be comprised of a minimum of three and a maximum of ten Members. For the time being, the Board will comprise of up to nine Members.

### **Secretary**

2. The Company Secretary, or his or her nominee, shall act as the Secretary of the Board and will ensure that the Board receives information and papers in a timely manner, to enable full and proper consideration to be given to the issues.

### **Quorum**

3. The quorum shall be two Members or one third of the total number of Directors, whichever is greater.

### **Meetings**

4. The Board shall meet at least three times a year and otherwise as required. Meetings may be in any format or use any mode or media.
5. Meetings of the Board shall be called by the Secretary at the request of the Board Chair.
6. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Board, and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to the Board and to other attendees, as appropriate, at the same time.
7. The Secretary will ensure that meetings are minuted and these minutes are circulated to the next appropriate Parent Board meeting.

### **Responsibilities of the Board**

8. The responsibilities of the PVC Board are as follows:

- Define the strategic aims and objectives of PVC.
- Lead and manage PVC in accordance with its values, objectives and policies, ensuring as far as possible that PVC achieves value for money through continuous improvement in the delivery of its direct and support services.
- Receive and consider regular reports on budget, cash flow forecasts and on performance against key financial indicators, including management accounts, reviewing any corrective action necessary.
- Propose and agree an annual budget.
- Agree policies and make decisions on all matters that might create significant financial or other risk to PVC or which raise material issues of principle.
- Comply with Group policies and procedures.
- Advise and assist in the formulation of policy.
- Oversee PVC's legal and moral responsibilities as an employer, including, in particular, the important responsibilities under Health and Safety at Work legislation and ensure that it complies with those responsibilities.
- Share responsibility for decisions and act only in the interests of PVC and not on behalf of any constituency or interest group, putting the interests of PVC before their own interests.
- Ensure compliance with the Group Board member code of conduct.
- Oversee the development and implementation of the business strategy for PVC, including marketing and public relations.
- Establish and monitor a mechanism for communicating and receiving feedback from the company's stakeholders and customers.
- Develop an effective Communication Strategy which promotes and enhances the work of PVC.
- Ensure that there is an effective performance monitoring system for PVC; that measures progress and is sufficient to detect any problems that might threaten the implementation of PVC's Business Plan.
- Agree the main staffing structure and terms and conditions.

- Ensure PVC is supported, accommodated, equipped and administered to provide best value in its services to its customers.
- Ensure that PVC complies with the law and remains solvent.

### **Reporting responsibilities**

8. The Board shall report to the Parent Board, on its proceedings after each meeting, on all matters within its duties and responsibilities.
9. The Board shall make whatever recommendations to the Parent Board it deems appropriate on any area within its remit where action or improvement is needed.
10. The Board shall ensure the Group complies with all legislative and regulatory requirements in terms of its activities and any disclosure requirements.

### **Authority**

11. The Board shall arrange for periodic reviews of its own performance and regularly review its constitution and terms of reference to ensure it is operating at maximum effectiveness, recommending any changes it considers necessary to the Parent Board for approval.