

Terms of Reference: Board of Directors (BoD)

Date of Approval:	October 2012, Board of Directors
Last Reviewed:	October 2016
Date for Review:	October 2017
Version Number:	V3.0
Chair:	Chair of the Board
Secretary:	Clerk to the Board
Minute Secretary	Executive Assistant

Terms of Reference:

The Board of Directors sets the vision and strategy of the University College of Osteopathy (UCO) within the confines of the Memorandum and Articles as agreed by the shareholders of the company. It also governs the function of the UCO by overseeing its work and managing risk. This work is carried out by the Board and its delegated sub-committees.

Frequency of meetings:

Normally four per annum with an AGM for shareholders.

Composition and conditions of membership:

The Board of Directors shall consist of not less than nine nor more than seventeen Directors of whom at least half shall be Independent Directors and the balance shall be made up of (i) qualified Osteopaths under the terms of the Osteopaths Act 1993 and (ii) osteopath degree students provided that no more than two osteopath degree students are on the Board and that there is no minimum number of osteopath degree students required to be on the Board. The Board of Directors shall use its best endeavours to ensure that the Board includes Directors with expertise in finance, education policy and management and that the Board should have Osteopath and non Osteopath Directors of both sexes.

Directors on appointment at the Annual General Meeting will serve for a term of up to three years and may serve a maximum of two terms.

Quorum:

50% attendance is required.

Reporting and Sub-committees:Reports to

- UCO Shareholders
- Companies House
- HEFCE

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Receives reports from

- Academic Council
- Audit & Risk Committee
- Equality Committee
- Finance & Estates Committee
- Fundraising Committee
- Health & Safety Committee
- Nominations Committee
- Remuneration Committee

Amendment Record

Date of Amendment	Type & Summary of Amendment	Amendment Approved By
Mar 2014	Administrative: Removal of personal names of Chair & Secretaries to reflect role titles only.	PRAG Chair
Sep 2015	Minor: Addition of Clerk to the Board as the Secretary of this committee. Replacement of reporting to the Charity Commission with HEFCE. Addition of the Equality Committee and Health & Safety Committee to the list of committees that the Board received reports from.	Board of Directors
Aug 2017	Administrative: Amendments to update institution name change from British School of Osteopathy to University College of Osteopathy.	PRAG Chair