

Central Film School

2026-27

Central Film School

Board of Directors - Terms of Reference

Section A - Purpose and Structure

1. Description

1.1. The Board of Directors (the Board) is the governing body of Central Film School and retains ultimate responsibility for the management, sustainability and strategic direction of the School. The Board delegates authority for day-to-day operations to the Accountable Officer (CEO) and to Committees and the Academic Board in accordance with the approved Scheme of Delegation, while retaining oversight and accountability.

1.2. The Board's core responsibilities are to:

- Approve and oversee the mission, vision and strategic direction of the School
- Ensure high standards of corporate governance, including integrity, objectivity, openness and transparency
- Monitor delivery against the Strategic Plan and agreed Key Performance Indicators
- Ensure an appropriate framework exists for academic quality, standards, learning and teaching, and student outcomes
- Safeguard the welfare of students and staff, including culture, wellbeing and equality of opportunity
- Appoint, support and, where necessary, remove the Accountable Officer (CEO)

- Approve senior leadership appointments where reserved under the Scheme of Delegation
- Approve the annual budget, financial forecasts and audited financial statements
- Ensure that funds provided by the Office for Students (OfS) and other funders are used in accordance with their terms and conditions
- Approve borrowing, loans, capital expenditure, property transactions and contractual commitments above agreed thresholds
- Approve policies and strategies relating to finance, risk, people operations, health and safety and governance
- Oversee institutional risk management, compliance and performance
- Ensure compliance with all relevant legislation and regulatory requirements
- Establish and keep under review processes for evaluating the effectiveness of the Board and its Committees

2. Roles and Responsibilities of the Board

- 2.1. The Board acts collectively and corporately. Decisions are taken by the Board as a body and not by individual members or informal groupings outside the constitutional framework of Board meetings.
- 2.2. Board members:
 - Act in the best interests of Central Film School as a whole, not as representatives of any constituency
 - Exercise independent judgement, constructive challenge and collective responsibility
 - Are not bound by external mandates when speaking or voting
- 2.3. In discharging its responsibilities, the Board shall at all times:
 - Observe the highest standards of impartiality, integrity and objectivity, particularly in the stewardship of public funds
 - Ensure value for money, efficiency and effectiveness in the use of resources
 - Safeguard School funds and assets
 - Operate within delegated authorities agreed with the OfS and other relevant bodies
 - Observe high standards of corporate governance

- Take account of relevant guidance issued by Government and key stakeholders
- Be accountable to students and the public, conducting its affairs openly and responsibly
- Promote and uphold the following principles including the Seven Principles of Public Life:
 - **Selflessness:** Acting solely in the public interest.
 - **Objectivity:** Making decisions based on merit.
 - **Accountability:** clear responsibility for decisions and outcomes.
 - **Openness:** Acting transparently and limiting information restriction.
 - **Transparency:** open and evidence-based decision-making.
 - **Effectiveness:** decisions taken at the most appropriate level.
 - **Integrity:** ethical leadership and stewardship of resources.
 - **Inclusivity:** diverse perspectives and fair participation.
 - **Honesty:** Declaring and resolving conflicts of interest.
 - **Leadership:** Promoting and upholding these standards through example.
 - **Collective Responsibility:** decisions owned corporately by the Board.

Section B - Membership, Terms of Office and Operation

3. Membership and Composition

- 3.1. The Board is composed to ensure an appropriate balance of skills, experience and perspectives, informed by:
- the School's strategic priorities and risk profile
 - the need for effective challenge, independence and oversight
 - the value of diverse professional and lived experience

- 3.2. Board composition is kept under periodic review, informed by the Board Composition & Role-Based Skills Matrix.
- 3.3. Membership includes:
- an independent Chair
 - the Accountable Officer (CEO)
 - Investor Directors
 - Additional Directors appointed for their skills and experience
 - a Company Secretary (non-director), appointed by the School
- 3.4. The Board may also appoint Observers to attend meetings in an advisory capacity.

4. Appointment and Terms of Office

- 4.1. The Chair is appointed by the Investor Directors, is independent of the School, and may serve a maximum of three terms of three years
- 4.2. Additional Directors are appointed for a term of three years, eligible for one further term
- 4.3. Terms of office and reappointments are subject to Board approval
- 4.4. All appointments are subject to completion of:
- a Declaration of Fitness and Propriety
 - a Declaration of Interests / Conflicts of Interest

5. Meetings, Quorum and Frequency

- 5.1. The Board normally meets on a termly basis
- 5.2. Additional meetings may be convened where necessary, in accordance with agreed notice periods
- 5.3. Meetings are quorate when attended by the Chair, the Accountable Officer (CEO), and two other Directors

6. Committees, Academic Board and Delegation

- 6.1. The Board establishes Committees and an Academic Board to support its work.
- 6.2. Each Committee operates under approved Terms of Reference
- 6.3. Committees report either directly to the Board of Directors or to the Academic Board, as defined in their Terms of Reference

- 6.4. The Academic Board exercises delegated authority over academic matters and reports to the Board through formal reporting and assurance provided by the Accountable Officer (CEO)
- 6.5. The Board retains all matters reserved to it under the Scheme of Delegation.

7. Conflicts of Interest and Conduct

- 7.1. Board members are required to:
- Declare any actual, potential or perceived conflicts of interest
 - Update declarations as circumstances change
 - Act in accordance with the Board's Code of Conduct Where a conflict arises, the member shall withdraw from relevant discussion or decision-making as appropriate.

8. Review of Effectiveness

- 8.1. The Board shall periodically evaluate:
- its own effectiveness
 - the effectiveness of its Committees and the Academic Board
 - the suitability of its governance arrangements

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