

QUALIFICATIONS WALES

Terms of Reference

Qualifications Wales Board

1. Purpose

1.1. The Qualifications Wales Board will:

- 1.1.1. Provide effective leadership for Qualifications Wales; overseeing and contributing to the setting of its strategic priorities, assuring that Qualifications Wales' activities are conducted efficiently and effectively;
- 1.1.2. monitor performance to ensure that Qualifications Wales fully meets its aims, objectives and performance targets; and
- 1.1.3. promote high standards of public finance; upholding the principles of regularity, propriety and value for money.

2. Role/Responsibilities

2.1. In particular the Board is responsible for:

- 2.1.1. ensuring that Qualifications Wales is meeting its Principal Aims;
- 2.1.2. ensuring that Qualifications Wales is paying due regard to the matters to which the Qualifications Wales Act lists;
- 2.1.3. ensuring that Qualifications Wales is operating within the financial framework and is providing value for money; that Qualifications Wales operates within the limits of its statutory authority and any delegated authority agreed with the sponsoring department, and in accordance with any other conditions relating to the use of public funds, and that, in reaching decisions, it takes into account guidance issued by the Welsh Government, and, where applicable, it provides positive assurance to the Welsh Ministers via the Sponsor Unit that appropriate remedial action has been taken to address any concerns;
- 2.1.4. ensuring that Welsh Ministers are kept informed fully of any changes that are likely to impact on the Welsh Government and/or delivery of the principal aims of Qualifications Wales;
- 2.1.5. demonstrating high standards of corporate governance at all times, including by using the Audit and Risk Assurance Committee to help the Board to address key financial and other risks; and
- 2.1.6. appointing second and subsequent Chief Executive officers to the organisation.

2.2. The Board will be accountable for the entire operation of Qualifications Wales, although it may delegate its responsibility for doing so. This will be set out in the Board's Scheme of Delegation.

3. Membership and Attendance

3.1. Membership will comprise of between eight and ten Board members, a Chair, and the Chief Executive, all of whose terms of appointment are governed by the Qualifications Wales Act, and by the conditions of public appointment.

3.2. Each member contributes to the decisions made by the Board.

- 3.3. The quorum for Board meetings will be four members, although the Qualifications Wales Board may regulate its own proceedings according to circumstance and need.
- 3.4. Members of the Qualifications Wales' Sponsor Unit, as representatives of Welsh Ministers, will be invited to most Board meetings, to attend as observers¹, recognising that there will be some matters for discussion where it may not be appropriate Welsh Government staff to be present. Qualifications Wales will share the agendas for all Board meetings with Sponsor Unit, who may request to attend a meeting of relevance, or to review the minutes of any meeting. Sponsor Unit officials will not have any function at these meetings other than to evaluate the propriety with which Qualifications Wales's activity and expenditure is conducted.
- 3.5. As outlined in the public advertisements, the intention is to have a Board that, overall, has an appropriate range of relevant skills and experiences in the following areas:
- Legal background, experience and qualifications
 - Audit and/or risk management
 - Media and communications expertise
 - Assessment/qualifications expertise
 - Experience as a practitioner in any relevant field of education
 - Expertise in quality systems
 - Finance or accounting expertise

4. Support

- 4.1. The Board will be supported by the Head of Corporate Governance, who will be the Board's main liaison with the organisation, administer the secretariat, facilitate Board induction, and provide advice and information to the Board (particularly in relation to Board governance standards and effectiveness) at and between meetings, ensuring that effective arrangements are made for ordinary and special meetings. The Board may also wish to buy in additional specialist advice on occasion. This would be arranged through Qualifications Wales's officials.

5. Modus Operandi

- 5.1. Qualifications Wales should² maintain a list of matters which are reserved for decision by its Board as well as a scheme of delegation approved by the Board.
- 5.2. The Board may establish committees and delegate its functions to those committees. The Board will regulate its own procedure, and may regulate the procedure of any committees it establishes.
- 5.3. The Board may establish joint-committees with any person as it sees fit, so providing a governance structure for Qualifications Wales to work flexibly with partners on specific issues with third parties (for example, an awarding body, another regulatory body, or a partner in a non-regulatory venture, such as a school). Joint-committees will regulate their own procedures, and those of any sub-committees they establish.

¹ As recommended by HM Treasury and Cabinet Office in 'Corporate governance in central government department: Code of good practice 2011 – Guidance Note', Chapter 5 'Arm's Length Bodies', section 5.10.

² Per guidance from Cabinet Office 'Guidance on Reviews of NDPBs' 2011, Annex B – 'Principles of Good Corporate Governance in Executive NDPBs', page 25 and HM Treasury 'Audit and Risk Assurance Committee Handbook' 2013, section 5.16.

5.4. The Board will meet regularly and as a minimum six times a year. It will have a number of standing items that it will review and discuss on a regular basis:

- The CEO's report to the Board
- Business planning
- Reports from committees and from the executive groups as scheduled.
- Monitoring of the organisation's financial performance against budget,
- Risk Highlights

And on an annual cycle:

- Board performance
- Annual Report
- Statement of audit and risk assurance

5.5. The Board will submit an annual report to the National Assembly for Wales on the delivery of its statutory responsibilities each year to 31 August, which it must also publish³. The annual report must include, as a minimum, details of:

5.5.1. How Qualifications Wales has exercised its functions during the period (including by reference to its principal aims), which include:

a) details of the conclusions of any assessment carried out by Qualifications Wales, during the reporting period, of the impact of the exercise of its functions on:

- The Welsh qualification system,
- Learners, employers and higher education institutions.

b) details of whether, and if so, how, Qualifications Wales has involved stakeholders in the exercise of its functions during the reporting period.

c) details of any conclusions reached, during the reporting period, as a result of any research carried out by or on behalf of Qualifications Wales.

5.5.2. Qualifications Wales' proposed activities and priorities for the next reporting period; and

5.5.3. any other information that Qualifications Wales thinks appropriate.

5.6. Qualifications Wales may, if it thinks fit, prepare and publish other reports on matters relating to its functions. Qualifications Wales must also prepare an annual statement of accounts to 31 March⁴.

5.7. The Board will receive reports from its committees and from the Chief Executive on the operation of the organisation. It may also commission reports either from elsewhere in the organisation, or ask Qualifications Wales to commission reports externally.

³ Qualifications Wales Act (2015) Schedule 1, paragraphs 28 and 29.

⁴ Qualifications Wales Act (2015), paragraphs 32 - 24

- 5.8. The Board may delegate to staff the responsibility for the administration of day-to-day management issues. However, it will remain ultimately responsible and accountable for all those matters.
- 5.9. The minutes of board meetings will be published to the Qualifications Wales website.
- 5.10. The Qualifications Wales Board shall review its terms of reference at least annually to ensure they remain relevant and up to date.

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