| **Committee: Quality, Standards & Business Planning**  **Terms of Reference** | |
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| **Membership** | a. Not more than 8Corporation members, comprising Business Members, the Principal, Staff and Student members. External co-opted members are permitted but shall not be eligible to be appointed as Chair.  b. Membership shall be reviewed annually. |
| **Chair** | a. A Corporation Business member, elected by Board members annually. |
| **In attendance** | a. Governors who are not members of the Committee may attend and speak but may not vote.  b. Members of College Management may be invited to attend meetings to provide information and present reports. |
| **Quorum** | 1. Meetings of the Committee shall be quorate if 40% of the determined membership is present. If the number of members present does not constitute a quorum, the meeting shall not be held. 2. If another quorate meeting cannot be summoned before the next meeting of the full Board then agenda items may be referred direct to the Board for decision. 3. A meeting of the Committee that is in-quorate from the outset or becomes in-quorate subsequently may conduct an informal discussion of business in order that informed recommendations may be presented to the Corporation when decisions are made but formal decisions may not be made. |
| **Meetings & business** | 1. Meetings will be at least once per term in-line with the reporting and planning cycle of the Board 2. Agenda and Papers will be circulated electronically by Clerk not later than seven days before meeting   c. Clerking: The Clerk to the Corporation or an approved deputy. |
| **Purpose** | To advise the Board on the overall academic performance of the College and its engagement with its community. Other than those non-delegable matters outlined in the Articles of Government, it will have delegated powers to make decisions for any purpose or function assigned to it by the Corporation on policy matters relating to Quality Standards and for reviewing the institutional performance of the College. |
| **Terms of Reference** | 1. Oversight of College performance and quality standards and improvement via:  * Periodic review of its Quality Improvement Strategy * Recommending to the Board strategic objectives and annual performance targets and indicators. and monitoring and reviewing performance against those objectives, performance targets and indicators * Monitoring of quality improvement via review of progress in the implementation of quality improvement action plans and scrutiny and challenge of reports on the impact and outcomes of quality assurance procedures, including the observation of teaching and learning, quality health checks, student and staff satisfaction surveys and performance management and staff development. * Review and recommending for approval the annual Self-Assessment Report and the Board’s Self-Assessment of its own performance and its contribution to College improvement. * Review of reports and any action plans for the continuous improvement of its Higher Education (HE) provision and to make recommendations regarding assurances to be given to the Office for Students about student academic experience, student outcomes and degree standards.  1. Oversight of the College response to business needs and planning and engagement with the local community, employers and other stake-holders via:  * Review of the educational character and direction of the College and making recommendations regarding any change. * Review of proposals for the planning and overall development of the Further and Higher Education curriculum and Apprenticeship provision and consideration of any potential gaps in meeting identified education and training needs. * Consideration of market intelligence and action to improve College and employer responsiveness. * Review of its brand and reputation * Review and consideration of the development and utilisation of facilities in promoting greater Employer & Community involvement.  1. Oversight of compliance with statutory requirements through review of arrangements, policies, procedures and any annual reports for the promotion and development of safeguarding & prevent, equality & diversity and student support and welfare. |
| **Review Period** | Biennially |
| **Reviewed** | Last reviewed May 2019; Next review: May 2021 |

| **Committee: Resources**  **Terms of Reference** | |
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| **Membership** | 1. Not more than eight Corporation members, including the Principal. 2. The term of office of membership of the Committee will normally be four years, unless determined otherwise by the Board. Members retiring at the end of their respective terms of office shall be eligible for re-appointment**,** subject to the provisions within the Corporation Standing Orders 3. If so decided by the Corporation, co-opted members may be appointed. |
| **Chair** | 1. A Corporation member elected by Board members. |
| **In attendance** | 1. Governors who are not members of the Committee may attend and speak but will not be eligible to vote. 2. Appropriate members of the College Management may be invited to attend Committee meetings in order to provide information and to present reports. |
| **Quorum** | 1. Meetings of the Committee shall be quorate if 40% of the determined membership is present. If the number of Governors assembled for a meeting of the Committee does not constitute a quorum the meeting shall not be held. 2. If another quorate meeting cannot be summoned before the next meeting of the full Board then agenda items may be referred direct to the Board for decision. 3. A meeting of the Committee that is in-quorate from the outset or becomes in-quorate in the course of its business may conduct an informal discussion of the agenda in order that informed recommendations may be presented to the Corporation when decisions are made. |
| **Meetings & conduct of business** | 1. Frequency: at least once per term to fit in with the reporting and planning cycle. 2. Standing Items: Apologies; Minutes of Previous Meeting; Matters Arising; Monthly Finance Reports, and date for next meeting. 3. Papers: Agenda and Papers will be circulated electronically by Clerk of the Corporation not later than seven days before meeting 4. Clerking: The Clerk to the Corporation or an approved deputy. |
| **Purpose** | 1. The Articles of Government allow corporations to establish committees for any purpose or function (other than those assigned to the Principal & CEO or Clerk) and may delegate powers to such committees. The [Code of Good Governance for English Colleges](https://www.aoc.co.uk/funding-and-corporate-services/governance/code-good-governance-english-colleges) outlines the need for corporations to:  * Adopt a **financial strategy and funding plans,** which are compatible with the duty to ensure sustainability and solvency of the college. * Ensure that **effective control and due diligence** takes place in relation to all matters including acquisitions, subcontracting and partnership activity |
| **Terms of Reference** | 1. *Overview -* the Committee has delegated authority to make decisions on behalf of the Board, or advise the Members of the Corporation on such matters as they may from time to time remit to them, but in particular matters relating to the Finance of the College and Human Resource issues. It shall undertake a policy-making role; day to day management of College financial and Personnel associated matters are to be vested in the Principal 2. *Responsibilities* – to act on behalf of the Corporation on policy matters relating to the efficient use of resources and for ensuring the existence of systems necessary to facilitate effective management, directing its attention to:   i Financial planning/monetary control and overview of budgets, activities, capital and enterprise projects**,** including:   * Variations of expenditure within the financial limits set by the Board and capital expenditure, including loans * Reviewing arrangements for securing value for money, solvency and safeguarding of assets, including reviewing arrangements for College Insurances * Review of and recommend to the Corporation the Financial Regulations ensuring that all legislation and Funding Body requirements appertaining to Financial Regulations are satisfied * To consider the financial implications of all aspects of the College’s policies and any changes in these policies which may be proposed * The use of performance indicators and management information in order to monitor performance and review priorities * To ensure there are suitable procedures for setting the College budget and delegating responsibility for the operation of the budget * The review of therevenue budget for the following financial year and to make appropriate recommendations to the Corporation * To consider and make recommendations on the financial implications of developments of the College properties * To monitor the procedures for inviting tenders for supply of services/equipment and the sale and disposal of stock; * The consideration of the College’s and ESFA proposals relating to fees and concessionary fees policy; * The oversight of Student Union finance (where applicable); * The review of the College annual Financial Statementsprior to submission to the full Board of the Corporation; * Overseeing the procedures for setting up and operating the Corporation’s banking arrangements & to approve all changes to Bank Mandates. * Other corporate resources matters such as procurement and efficiencies, marketing plans and gifts and hospitalities.   ii The strategic management of the College’s staff and human resource including an overview of policies, their implementation and all other matters relating to staff employment  iii The Strategic management and of the College’s estates, their use, development, maintenance and letting  iv The review and implementation of policies and procedures outlining the College arrangements for compliance with statutory requirements  vOther responsibilities from time to time delegated by the Corporation |
| **Review** | The Committee shall review its Terms of Reference biennially |

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| Last Reviewed | October 2017 |
| Updated | October 2019 |
| Next Review | October 2021 |

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| **Committee: Audit**  **Terms of Reference** | |
| **Membership** | 1. No more than eight members of which Corporation members must be in the majority. It may not include the Corporation Chair, the Principal or members of the Resources Committee. Membership should include people with appropriate experience. Co-optees are allowed. |
| **Expertise** | 1. The Committee has a responsibility to maintain its independence in appointing members and to include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, the committee shall have recent, relevant experience in risk management, finance and assurance |
| **Chair** | 1. A Corporation member elected by Board members. *External Co-opted Members will not normally be eligible to be Chair* |
| **In attendance** | 1. Principal & Deputy Principal Finance & Resources and others specifically invited. |
| **Quorum** | 1. Meetings of the Committee shall be quorate if 40% of the determined membership is present. If the number of Governors assembled for a meeting of the Committee does not constitute a quorum the meeting shall not be held. 2. If another quorate meeting cannot be summoned before the next meeting of the full Board then agenda items may be referred direct to the Board for decision. 3. A meeting of the Committee that is in-quorate from the outset or becomes in-quorate in the course of its business may conduct an informal discussion of the agenda in order that informed recommendations may be presented to the Corporation when decisions are made. |
| **Meetings & conduct of business** | 1. At least once per term to reflect the needs of planning and reporting cycles of internal and external audit. Additional meetings at the discretion of the Chair. 2. Standing Items: Apologies; Minutes of Previous Meeting; Matters Arising; Monthly Finance Reports, and date for next meeting. 3. Papers: Agenda and Papers will be circulated electronically by Clerk of the Corporation not later than seven days before meeting 4. Clerking: The Clerk to the Corporation or an approved deputy. |
| **Remit & Powers** | 1. To advise the corporation on the adequacy and effectiveness of the corporation’s assurance framework **but not** adopt an executive role 2. To advise and supports the corporation in explaining, in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities. 3. In order to exercise its role, the Audit Committee has the power to (i) investigate any activity within its terms of reference; (ii) the right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit |
| **Responsibilities** | 1. To:    * Assess and provide the corporation with an opinion on the adequacy and effectiveness of the corporation’s assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets    * Advise the Corporation on the appointment, reappointment, dismissal and remuneration of the Financial Statements (external) Auditor reporting accountant and other assurance providers (if applicable) and establish that all such assurance providers adhere to relevant professional standards    * Inform the corporation of any additional services provided by the external auditor, reporting accountant and other assurance providers (if applicable) and explain how independence and objectivity were safeguarded 2. To:    * Ensure co-ordination between other assurance providers, the IAS, the funding auditor and the financial statements auditor including whether the work of the funding auditor should be relied on for internal audit purposes.    * To establish, in conjunction with management, relevant annual performance measures and indicators and to monitor the effectiveness of the auditors through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate. 3. To receive the financial statements to inform review of the management letter of the Financial Statements Auditor and consideration of the statements on corporate governance, responsibilities of members of the Corporation and the system of internal control; 4. To consider and advise the Corporation on the audit strategy and annual internal audit plans for the IAS. 5. To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, the funding auditor’s management letter, spot check reports and the financial statements audit management letters 6. To advise the Corporation on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor (including their work on regularity) and the funding auditor (where appointed) and management’s response to these. 7. To consider and advise the Corporation on relevant reports by the NAO, ESFA and other funding bodies, and where appropriate, management’s response to these. 8. To produce an annual report for the corporation, summarising the committee’s activities relating to the financial year under review, including:  * A summary of the work undertaken by the committee during the year * Any significant issues arising up to the date of preparation of the report * Any significant matters of internal control included in the reports of audit and assurance providers * The committee’s view of its own effectiveness and how it has fulfilled its terms of reference * The committee’s opinion on the adequacy and effectiveness of the corporation’s assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets * Submitting the annual report to the corporation before the statement of corporate governance and internal control in the annual accounts is signed  1. To oversee the corporation’s policies on and processes around fraud, irregularity, impropriety and whistleblowing, and ensure:  * The proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity * That investigation outcomes are reported to the audit committee * That the external auditor (and internal auditor if applicable) has been informed, and that appropriate follow-up action has been planned/actioned * That all significant cases of fraud or suspected fraud or irregularity are reported to the appropriate funding body * That all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, major weakness or breakdown in the accounting or other control framework are reported to ESFA as soon as possible * Risks around fraud have been identified and controls put in place to mitigate them |
| **Review** | Last reviewed November 2018 |
| **Updated** | November 2019 |
| **Next review** | November 2020 |

| **Committee: Search & Governance**  **Terms of Reference** | |
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| **Membership** | 1. Up to 6 members to include the Corporation Chair, the Principal and the Committee chairs. The Committee can co-opt members to serve on the Committee as appropriate. 2. The term of office of membership of the Committee will normally be four years, unless determined otherwise by the Board. Members retiring at the end of their respective terms of office shall be eligible for re-appointment. |
| **Chair** | 1. A Corporation member elected by Board members annually |
| **In attendance** | 1. Governors who are not members of the Committee may attend and speak but will not be eligible to vote. 2. Appropriate members of the College Management may be invited to attend Committee meetings in order to provide information and to present reports. |
| **Quorum** | 1. Meetings of the Committee shall be quorate if 40% of the determined membership is present. If the number of Governors assembled for a meeting of the Committee does not constitute a quorum the meeting shall not be held. 2. If another quorate meeting cannot be summoned before the next meeting of the full Board then agenda items may be referred direct to the Board for decision. 3. A meeting of the Committee that is in-quorate from the outset or becomes in-quorate in the course of its business may conduct an informal discussion of the agenda in order that informed recommendations may be presented to the Corporation when decisions are made. |
| **Meetings & conduct of business** | 1. Frequency: as necessary, at least annually to review procedures. 2. Standing Items: Apologies; Minutes of Previous Meeting; Matters Arising and date for next meeting. 3. Papers: Agenda and Papers will be circulated electronically by Clerk of the Corporation not later than seven days before meeting 4. Clerking: The Clerk to the Corporation or an approved deputy. |
| **Purpose** | 1. The Articles of Government require the establishment of a Search Committee to advise on the appointment of members; and such other matters relating to membership and appointments as the Corporation may ask it to. The [Code of Good Governance for English Colleges](https://www.aoc.co.uk/funding-and-corporate-services/governance/code-good-governance-english-colleges) outlines the need for corporations to:  * Ensure that there are organised and clear governance and managementstructures, with well-understood delegations * Regularly review governanceperformance and effectiveness * Meet and aim to exceed its statutory responsibilities for equality and diversity  1. The purpose of the Committee is to advise the Corporation on the appointment, reappointment and development of governors; and to consider all aspects of good corporate governance. |
| **Terms of Reference** | 1. The Committee shall:  * Be responsible for nominating candidates for the approval of the Corporation to fill vacancies, and for determining the process. * From time to time, consider and make recommendations to the Corporation on the Corporation’s composition and balance, and on the procedures for appointment to the Corporation. * Develop and recommend to the Corporation policies and procedures for the induction, appraisal and governance development of Corporation members. * To review its terms of reference biennially. * To produce an annual report describing the work of the committee, including the board’s recruitment policy and practices, a description of its policy on equality and diversity and any measurable objectives that it has set together with progress in their implementation. |
| **Review dates** | Reviewed: October 2017; Next review: October 2019 |

| **Committee: Remuneration**  **Terms of Reference** | |
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| **Membership** | 1. Up to six Corporation members, excluding the Principal and the staff and student members 2. The term of office of membership of the Committee will normally be four years, unless determined otherwise by the Board. Members retiring at the end of their respective terms of office shall be eligible for re-appointment. |
| **Chair** | 1. A Corporation member elected by Board members annually |
| **In attendance** | 1. Governors who are not members of the Committee may attend and speak but will not be eligible to vote. 2. Appropriate members of the College Management may be invited to attend Committee meetings in order to provide information and to present reports. |
| **Quorum** | 1. Meetings of the Committee shall be quorate if 40% of the determined membership is present. If the number of Governors assembled for a meeting of the Committee does not constitute a quorum the meeting shall not be held. 2. If another quorate meeting cannot be summoned before the next meeting of the full Board then agenda items may be referred direct to the Board for decision. 3. A meeting of the Committee that is in-quorate from the outset or becomes in-quorate in the course of its business may conduct an informal discussion of the agenda in order that informed recommendations may be presented to the Corporation when decisions are made. |
| **Meetings & conduct of business** | 1. Frequency: at least once per annum to fit in with the reporting and planning cycle. 2. Standing Items: Apologies; Minutes of Previous Meeting; Matters Arising and date for next meeting. 3. Papers: Agenda and Papers will be circulated electronically by Clerk of the Corporation not later than seven days before meeting 4. Clerking: The Clerk to the Corporation or an approved deputy. |
| **Purpose** | * The Articles of Government allow corporations to establish committees for any purpose or function (other than those assigned to the Group Principal & CEO or Clerk) and may delegate powers to such committees, The [Code of Good Governance for English Colleges](https://www.aoc.co.uk/funding-and-corporate-services/governance/code-good-governance-english-colleges) outlines the need for corporations to: * Ensure that there are organised and clear governance and managementstructures, with well-understood delegations * Regularly review governanceperformance and effectiveness * Meet and aim to exceed its statutory responsibilities for equality and diversity * The committee shall consider the terms, conditions, performance and pay of the Principal, & Chief Executive, any designated senior post holders and the Clerk to the Corporation; and to make recommendations to Corporation as appropriate |
| **Terms of**  **Reference** | The Committee is responsible for:     * Oversight and review of the framework for Pay and Conditions of Service for holders of Senior Posts and the Clerk to the Corporation for approval by the Corporation in accordance with the Articles of Government of the College * Making arrangements for the appointment, appraisal, development, grading, suspension and dismissal of holders of Senior Posts and the Clerk to the Corporation in accordance with the Articles of Government of the College * Receiving the report of the Chairman on his annual appraisal of the Principal and the Clerk to the Governing Body and to consider the report of the Principal on the appraisal of the other designated senior post-holders using the agreed framework for the performance management of SPHs. * Preparing a policy framework covering other employment issues affecting holders of Senior Posts and the Clerk to the Corporation * Making recommendations to the Corporation on the remuneration of the holders of Senior Posts and the Clerk to the Corporation * Reviewing its Terms of Reference biennially. |
| **Review dates** | Reviewed: October 2017; Next review: October 2019 |