**Terms of Reference – Standards Committee**

**1 Purpose**

1.1 The purpose of the Committee is to:-

1. Provide constructive challenge to ensure the achievement and maintenance of high standards
2. enable the Corporation to monitor and evaluate the development of the College's curriculum
3. receive and interrogate detailed reports on student retention, attendance, achievement and success and all aspects of teaching and learning
4. receive regular reports and reviews on matters of interest and/or concern
5. consider statistical information and how this supports the effectiveness of teaching learning and assessment
6. enable the Corporation to monitor and evaluate the effectivenessof theCollege's quality assurance systems.
7. Provide assurance on the College’s approach to Safeguarding, the Prevent duty and all other matters in relation to the College’s duty of care towards its students.

**2 Membership**

2.1 To consist of six members of the Corporation (three Independent Governors, a Student Governor, a Staff Governor, and the Principal).

2.2 Membership of the committee should be reviewed on a regular basis, ensuring a consistent core of governors, but enabling all governors to undertake developmental training on the College’s core business.

**3 Election of Chair**

3.1 The Chair of the Committee will be determined at a meeting of the Corporation.

3.2 **Period of office**

3.3 The period of office of the Committee Chair shall be two years.

3.4 All committee members will be elected for a period of two years, and subject to a review,

 will serve for a maximum of four years.

**4 Quorum**

4.1 The quorum shall be three (including 2 Independent members) of the Committee membership**5 Voting Rights**

5.1 All members of the Committee will have the right to vote. In the case of a split vote the

 Chair will have the casting vote.

**6 Attendance at Meetings**

6.1 The Vice Principal Curriculum and Quality will be in attendance at all meetings. Other senior managers and staff will be in attendance by invitation.

6.2 Other Corporation members shall have a right of attendance.

6.3 The Committee shall be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules of quoracy) exclude any, or all, participants or observers, except the Clerk to the Committee.

**7 Meetings**

7.1 The Committee will meet for a minimum of three meetings each academic year (one per term).

**8 Powers**

8.1 The Standards Committee will have the power to:-

1. request from College management, information relating to quality, curriculum matters and learning resources supporting the curriculum
2. request the College management to undertake research into areas of concern
3. make policy recommendations to the Corporation.

8.2 The Standards Committee will not have the power to make any spending decisions.

# 9 Clerking Arrangements

9.1 The Clerk to the Corporation shall act as Clerk to the committee.

**10 Reporting procedures**

10.1 The Clerk to the Corporation shall circulate minutes of the meetings of the Committee to all the members of the Committee.

10.2 The Clerk to the Committee shall circulate minutes of the meetings of the Committee

 to all Corporation Members at the next appropriate Corporation meeting.

10.3 The Committee Chair shall report to the Corporation through the Committee summary report

# 11 Review

11.1 The terms of reference shall be reviewed annually.

APPENDIX 2

**Terms of Reference – Resources Committee**

**1 Purpose**

 The purpose of the Committee is to

 **Finance**

* advise the Corporation on financial and other matters as determined by the Corporation. The Committee will regularly monitor all aspects of the financial management of the College and give advice on strategic policy issues.

**HR, staffing and employment**

* advise the Corporation on matters relating to employment policy and where necessary to make employment policy decisions.
* consider and make recommendations to the Corporation on the annual pay award for staff (other than senior post holders).

**Estates**

* advise the Corporation on matters relating to the strategic development of the College’s estate , ensuring value for money

**Digital Technology**

* advising the Corporation on matters relating to the strategic development of, and

 investment in, digital technology

**2 Membership**

2.1 To consist of four Independent Governors of the Corporation, including the Principal.

**3 Election of Chair**

3.1 The Chair of the Committee will be determined at a meeting of the Corporation.

3.2 **Period of office**

3.3 The period of office of the Committee Chair shall be two years.

3.4 All committee members will be elected for a period of two years subject to a review, no

 member will serve beyond a period of four years.

**4 Quorum**

4.1 The quorum shall be three Independent members of the Committee membership.

**5 Voting Rights**

5.1 All members of the Committee will have the right to vote. In the case of a tie the Chair will have the casting vote.

**6 Attendance at Meetings**

6.1 The VP, Finance & Resources, the AP Information & Planning and the AP, Personnel & Equalities will be in attendance at all meetings. Other senior managers and staff will be in attendance by invitation.

6.2 Other Corporation members shall have a right of attendance.

6.3 The Committee shall be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules of quoracy) exclude any, or all, participants or observers, except the Clerk to the Committee.

**7 Meetings**

7.1 The Committee will meet for a minimum of four meetings each academic year*.*

**8 Terms of Reference**

 **Finance**

 The Committee shall be responsible to the Corporation for

8.1 monitoring the effective and efficient use of the College’s resources and reviewing arrangements for securing value for money;

8.2 monitoring the monthly accounts against budget and against forecast outturn;

8.3 reviewing the financial regulations and standing orders for approval by the Corporation;

8.4 approving capital expenditure within the approved programme and monitoring projects;

8.5 agreeing the format of the monthly accounts;

8.6 approving virements between budget heads within the terms prescribed in the financial

 regulations and other major commitments/variations in expenditure;

8.7 determining tuition and other fees, policies and rates at least annually;

8.8 arrangements for ensuring solvency and safeguarding of assets; the cash management

 and borrowing policies;

8.9 reviewing the appointment of bankers;

8.10 advising on and monitoring strategic planning targets and resource requirements;

8.11 approving the writing off of bad debts in line with the financial regulations;

8.12 approving the Students’ Union constitution and monitoring the operation of the

 Students’ Union including its budget and annual audited accounts;

8.13 approving requests to vary the procedures outlined in the financial regulations with regard to tendering for the supply of goods and services

8.14 reviewing proposals for new business ventures

**HR, staffing and employment policy**

The Committee shall be responsible to the Corporation for:

8.15 review of procedures for recruitment, selection, appointment of staff;

8.16 review of procedures for progression of staff;

8.17 review of contracts of employment for staff;

8.18 review and oversight of personnel policies and procedures; employee relations; whistleblowing; staffing issues; and workforce planning and development;

8.19 review of pay and pay scales;

8.20 performance of the College as an equal opportunities employer;

8.21 The above relate to all staff except senior postholders as defined by the Articles and

 Instruments.

**Estates**

The Committee shall be responsible to the Corporation for:

8.22 ensuring sufficient, suitable accommodation and facilities are available to meet the needs of the College’s students and staff;

8.23 monitoring that the estate and its facilities are utilised in such a way as to ensure economy, efficiency and effectiveness;

8.24 reviewing and monitoring progress and performance of major estates capital projects;

8.25 approving facilities contracts (for example, cleaning, security, grounds maintenance, utilities);

8.26 reviewing the estates strategy and development plans for approval by the Corporation;

8.27 monitoring and reviewing health and safety processes, policies and performance

**Digital Technology**

8.28 monitoring developments in digital technology, and ensuring that the College is proactively investing in this area as appropriate;

8.29 ensure that the College has the appropriate security structures in place.

**9 Powers**

9.1 The Resources Committee will have the power to

1. request from College management, information enabling it to carry out its function
2. request the College management to undertake research into areas of concern
3. make policy recommendations to the Corporation.
4. obtain external professional advice

9.2 The Resources Committee will not have the power to make any spending decisions outside of the provisions of the financial regulations.

# 10 Clerking Arrangements

10.1 The Clerk to the Corporation shall act as Clerk to the committee.

**11 Reporting procedures**

11.1 The Clerk to the Corporation shall circulate minutes of the meetings of the Committee to all the members of the Committee.

11.2 The Clerk to the Committee shall circulate minutes of the meetings of the Committee

 to all Corporation Members at the next appropriate Corporation meeting

11.3 The Committee Chair shall report to the Corporation on issues through the Committee summary report

# 12 Review

12.1 The terms of reference shall be reviewed annually.

APPENDIX 3

**Terms of Reference – Audit Committee**

The Corporation hereby resolves to adopt the following terms of reference for the

Audit Committee.

1. **Purpose**

 The purposes of the Committee are:

1.1 To ensure that the internal control systems, including audit activities, of the Corporation and any of its subsidiaries is monitored actively, independently and objectively in order to:-

* improve the effectiveness of the College’s internal controls
* reinforce the independence and effectiveness of the internal audit function
* provide a sounding board for College management on issues of concern in connection with the College's internal control systems
1. advise on the reliability of the College's information systems
2. underpin the objectivity and independence of the external auditors of the financial statements
3. increase public confidence in the objectivity and fairness of the Corporation's financial reports and in the quality of the College's corporate governance.

1.2 To provide a medium of communication from the Corporation's auditors, which is not controlled by College management.

**2** **Membership**

 The Committee shall be appointed by the Corporation and consist of:-

 five Corporation members (excluding the Chair of the Corporation and the Principal); and up to two co-opted external members, as defined and approved by the Corporation (membership must include one person with the relevant financial/audit expertise).

**3 Election of Chair**

 The Chair of the Committee will be determined at a meeting of the Corporation.

**4** **Period of office**

4.1 The period of office of the Committee Chair shall be two years.

4.2 All committee members will be elected for a period of two years, after which time

 their tenure on the Committee will be reviewed. No member will serve for a period in

 excess of four years.

**5 Quorum**

 A quorum shall be four members of the committee with at least three Corporation members present.

**6 Voting Rights**

 All members of the Committee will have the right to vote. In the case of a tie the Committee Chair will have the casting vote.

**7 Attendance at Meetings**

7.1 Senior manager(s) who are responsible for the College's internal control shall normally attend meetings at the invitation of the Committee.

7.2 The internal auditor shall be entitled to attend and speak at all meetings of the Committee (but not to vote) as shall the financial statements auditor where business relevant to them is being discussed.

7.3 Senior managers shall also be invited to attend meetings of the Committee, particularly where their area of responsibility is under discussion.

7.4 Other Corporation members shall have a right of attendance.

7.5 The Committee shall be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules of quoracy) exclude any, or all, participants or observers, except the Clerk to the Committee.

**8 Meetings**

Meetings shall be held not less than three times a year. At least once a year, the Audit Committee members will meet the internal and external auditors privately, without College officers present. The internal or external auditors may request a separate meeting if they consider that one is necessary.

**9** **Duties**

9.1 The duties of the Committee shall be***:-***

9.1.1 To advise the governing body on the adequacy and effectiveness of the College’s systems of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money)

9.1.2 To advise the governing body on the appointment, reappointment, dismissal and

 remuneration of the internal audit service and the financial statements auditor

9.1.3 To advise the governing body on the scope and objectives of the work of the financial

 statements auditor, internal audit service and funding auditor (where appointed)

9.1.4 To ensure effective co-ordination between the internal audit service, financial

 statements auditor and the fundingauditor (where appointed) including whether there

 should be reliance placed on the work of the funding auditor for internal audit

 purposes

9.1.5 To consider and advise the governing body on the audit strategy and annual internal

 audit plans for the internal audit service

9.1.6 To advise the governing body 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 responses to these

***9.1.7 To monitor, within an agreed timescale, the implementation of agreed***

***recommendations relating to internal audit assignment reports, internal audit annual***

***reports, financial statements auditor's management letter and the funding auditor’s***

***management letter and spot check report (where appointed)***

9.1.8 To consider and advise the governing body on relevant reports by the National Audit

 Office (NAO), the Skills Funding Agency (SFA) and other funding bodies, and where

appropriate management’s response to these

***9.1.9 To establish, in conjunction with College management, relevant annual performance measures and indicators, and to monitor the effectiveness of the internal audit service and financial statements auditor through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate***

9.1.10 To produce an annual report for the governing body and accounting officer which

 includes the committee’s advice on the effectiveness of the College’s risk

 management, control and governance processes. The report should incorporate any

 significant matters arising from the work of the internal audit service, the funding

 auditors (where appointed)and the financial statements auditor

9.1.11 To ensure that all allegations of fraud and irregularity are properly followed up

9.1.12 To be informed of all additional services undertaken by the internal audit service, the financial statements auditors and the funding auditors (where appointed).

9.1.13 To consider (as stated in financial regulations) the College risk management strategy in line with the financial regulations

* 1. **Additional Powers**

9.2.1 seek any information it requires from the internal audit service, the external auditor and the funding auditors (where appointed), governors, committees and College employees, plus relevant information from subcontractors and other third parties

* + 1. obtain external professional advice
		2. to consider other topics as determined from time to time by the Corporation, so long

 as these do not involve an executive role in the College.

# 10 Clerking Arrangements

 The Clerk to the Corporation shall act as Clerk to the committee.

#### 11 Reporting Procedures

11.1 The Clerk to the Committee shall circulate a summary of the meeting, and formal

 minutes of the meetings of the Committee to all Corporation Members at the next

 appropriate Corporation meeting.

11.2 The Committee shall present an annual report to the Corporation*.* The report should incorporate any significant matters arising from the work of the internal audit service, the funding auditors and the external auditors of the financial statements.

11.3 The Committee shall report to the Corporation on any significant issues as necessary.

# 12 Review

*12.1 The terms of reference shall be reviewed every year, unless there are issues requiring an earlier review.*

APPENDIX 4

**Terms of Reference – Search and Governance Committee**

**1 Purpose**

1.1 The Corporation must establish a Search Committee as outlined in the Instrument and Articles of Government.

**2 Terms of Reference**

2.1 The committee shall be responsible for nominating candidates for the approval of the Corporation to vacancies on the Corporation, and for determining the process whereby candidates are nominated.

2.2 The committee shall be responsible for considering and recommending the reappointment of existing members whose terms of office are coming to an end, and recommending reappointment where applicable for the approval of the Corporation.

2.3 The committee shall from time to time consider and make recommendations to the Corporation on the Corporation’s composition, which should aim to be reflective of the population served by the College,, and on the procedures for appointment to the Corporation.

2.4 The committee shall have the power to employ the services of such external advisers as they deem necessary to fulfil their responsibilities.

2.5 To advise the Corporation on such other matters relating to membership and appointments as the Corporation may ask it to.

2.6 To review the skills mix of Governors to ensure the ability of the Corporation to undertake its responsibilities effectively.

2.7 To initiate searches for potential candidates through consultation with appropriate parties, and to interview candidates applying to become Governors.

2.8 To undertake annually a full review of the Corporation’s membership structure, membership and skills mix, and to advise the Corporation accordingly.

2.9 To undertake annually a review of training and development needs identified by Governors and an analysis of the Corporation’s overall training needs, and to prepare accordingly a Governor training plan for the next year for approval by the Corporation.

2.10 To undertake annually a review of items withheld from publication and to advise the Corporation as to whether the original reason for withholding an item remains valid, or whether such item should now be published.

2.11 To undertake annually a full review of the operation of governance and to make recommendations to the Corporation.

2.12 To maintain oversight of the completion and evaluation of the induction programme for governors. The Clerk to the Corporation will bring any significant proposals to change the agreed programme to the Committee and report on the progress of governors’ induction.

2.13 To make recommendations to Corporation on succession planning.

2.14 To reviewing and make recommendations to the Corporation on the Self- Assessment process, and the overall performance of the Corporation.

2.15 To review Standing Orders, Governance processes, Delegation of Powers, the Code of Conduct, reviewing and making recommendations to the Corporation, ensuring compliance with the Instrument and Articles of Government, the Audit Code of Practice, and other governance-related legislation.

2.16 To keep the Instrument and Articles of Government under review, and to make recommendations to the Corporation.

2.17 To review and, where appropriate, respond to consultation documents from external bodies, or other matters that may impact upon governance.

**3 Membership**

3.1 The Committee shall be appointed by the Corporation and consist of:-

 4 Governors to include the Corporation Chair, Vice-Chair, the Principal and one other Governor and two persons who are not Corporation members but who have been co-opted by the Corporation to represent the interest of the community.

3.2 The Clerk to the Corporation shall act as Clerk to the committee and shall keep appropriate records of the proceedings.

**4 Election of Chair**

4.1 The Chair of the Corporation shall be the Chair of the Committee.

4.2 **Period of office**

4.3 The period of office of the Committee Chair shall be two years.

4.4 All committee members will be elected for a period of two years.

**5 Quorum**

5.1 The quorum must be 3 members of the committee.

**6 Voting Rights**

6.1 All members of the Committee will have the right to vote. In the case of a tie the Chair will have the casting vote.

**7 Attendance at Meetings**

7.1 Corporation members shall have a right of attendance.

7.2 The Committee shall be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules of quoracy) exclude any, or all, participants or observers, except the Clerk to the Committee.

**8 Frequency of Meetings**

8.1 The committee shall meet at least once a year.

# 9 Clerking Arrangements

9.1 The Clerk to the Corporation shall act as Clerk to the committee.

**10 Reporting Procedures**

10.1 The committee shall provide feedback of its work to the next Corporation meeting and at least annually.

# 11 Review

11.1 The terms of reference shall be reviewed every year, unless there are issues requiring an earlier review.

APPENDIX 5

**Terms of Reference – Remuneration Committee**

**1 Purpose**

1.1 This Committee provides an opportunity for Governors to provide oversight and scrutiny of remuneration issues for senior post holders in the College

**2 Terms of Reference**

2.1 The Remuneration Committee is a committee of the Corporation. It shall advise the Corporation on the contract arrangements and remuneration packages for the Principal, Vice Principal Finance and Resources and the Clerk to the Corporation (senior postholders).

**3 Membership**

3.1 The members shall be the Chairs of the Board sub committees

**4 Election of Chair**

4.1 The Chair of the Committee will be determined at a meeting of the Corporation.

**5** **Period of office**

5.1 The period of office of the Committee Chair shall be two years.

5.2 All committee members will be elected for a period of two years.

**6 Quorum**

6.1 The quorum shall be three governors who are present throughout the meeting.

**7 Voting Rights**

7.1 All members of the Committee will have the right to vote. In the case of a tie the Chair will have the casting vote.

**8 Attendance at Meetings**

8.1 The Principal will be in attendance at all meetings, except where the Principal’s remuneration/terms and conditions are being discussed when it would be appropriate for the Principal to leave the meeting. The same process will also apply in respect of the Clerk’s terms and conditions

8.2 Other Corporation members shall have a right of attendance.

**9 Meetings**

9.1 A minimum of one meeting each year and additional meetings as required.

**10 Powers**

10.1 The Committee has the power to advise on contracts and remuneration for senior postholders as described above. In doing this, the principle used will be to ensure that any enhancement to remuneration reflects performance.

10.2 The College’s appraisal documentation and the outcome of the appraisal with the Chair of Corporation will be used to assess the performance of the Clerk and to recommend subsequent remuneration.

10.3 For the Principal and the Vice Principal Finance and Resources the Association of Colleges (AoC) annual salary survey will be used to review potential salary, and the Committee will have discretion to recommend a salary reward based on performance.

11 Clerking Arrangements

11.1 The Clerk/Secretary to the Corporation shall act as the Clerk/Secretary to the committee except where the Clerk/Secretary’s remuneration/terms and conditions are being discussed when it would be appropriate for the Clerk/Secretary to leave the meeting. The chair of the committee or another member should prepare a formal minute of the committee's decision on the matter.

**12 Reporting procedures**

12.1 The minutes of the meeting should be held by the Chair and are confidential. The Chair will report the recommendations of the Committee to the full Corporation, for their approval, at the next appropriate meeting.

## 13 Review

13.1 The terms of reference shall be reviewed annually, unless there are issues requiring an earlier review.