



Standing Orders
and
Committee Terms of Reference

UPDATED July 2017

1 Introduction

- 1.1 The primary aspects of the constitution for Preston's College are set out within its Instrument of Government ("Instrument") and Articles of Government ("Articles"). They provide a high level framework that the Corporation must operate within. The rules they set out are not particularly comprehensive and, in areas, require elaboration for clarity.
- 1.2 The Board has the power to agree how the Corporation acts within the parameters of this framework and can set additional rules and procedures, provided that they do not contradict the rules set out within the Instrument and Articles. Typically Colleges set these additional rules by adopting a set of "Standing Orders". It is good practice to review the Standing Orders regularly.
- 1.4 This document sets out the Standing Orders for the College.

2. The Roles of the Board, Chair, Principal and Chief Executive and Clerk

2.1 The Role of the Board

- 2.1.1 The primary purpose of the Board is to "determine the educational character of the College and ensure its overall well-being and financial solvency, while pursuing the College's individual mission to support the needs of the community it serves." The Board should provide "strategic leadership and direction" for the College, "set and approve policies, define expectations, delegate powers, and verify performance towards delivering strategic aims and objectives." (Association of Colleges "Creating Excellence in College Governance").

2.2 The Role of the Chair

The Chair will:

- 2.2.1 Lead the Corporation as a team, ensuring that its business is carried out efficiently and that members exercise collective responsibility.
- 2.2.2 Ensure that the Corporation sets the vision, strategic direction, objectives and performance indicators for the College, and work collaboratively with the Principal/Chief Executive to achieve this.
- 2.2.3 Ensure that the Corporation assesses the College's performance against its strategic objectives and performance indicators
- 2.2.4 Ensure that Corporation members recognise the distinction between governance and executive leadership and management and demonstrate this in the conduct of Corporation business so that the Corporation focuses on strategy, performance and accountability.
- 2.2.5 Develop a constructive working relationship with the Principal/Chief Executive, the management team and the Clerk, based on regular communication and a shared commitment to ensuring the Corporation's ongoing effectiveness.
- 2.2.6 The Chair will work with the Principal/Chief Executive and Clerk to ensure that the Corporation receives the information required to conduct its business, enable rigorous scrutiny of the strategic management of the college, monitor risk and make clear decisions.
- 2.2.7 Work with the Principal/Chief Executive and Clerk to ensure that the Corporation's business is conducted efficiently and with the integrity required by those responsible for the use of public funds.
- 2.2.8 Work with the Principal/Chief Executive and Clerk to ensure that the Corporation has effective arrangements for monitoring the college's performance and its quality improvement.

- 2.2.9 Enable Corporation members to work effectively as a team and provide constructive challenge, seeking the views of all members and building consensus.
- 2.2.10 Ensure that the process of appointing a new Principal/Chief Executive and other senior post-holders is led effectively.
- 2.2.11 Be responsible for instigating any disciplinary action against the Principal/Chief Executive and other senior post holders
- 2.2.12 Ensure that the Corporation through its Search and Governance Committee has a process for succession planning and recruiting new Corporation members to achieve a balance of skills and to reflect stakeholder interests and the communities it serves

2.3 The Role of the Principal and Chief Executive

2.3.1 The Principal and Chief Executive, supported by the senior leadership team is responsible for implementing the Board's vision and mission for the College. The Principal and Chief Executive is responsible for, inter alia, the following functions:

- 2.3.1.1 making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation;
- 2.3.1.2 the determination of the institution's academic and other activities;
- 2.3.1.3 preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources within the estimates approved by the Corporation;
- 2.3.1.4 the organisation, direction and management of the institution and leadership of the staff;
- 2.3.1.5 the appointment, assignment, grading, appraisal, suspension, dismissal and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk, where the Clerk is also a member of the staff; and
- 2.3.1.6 maintaining student discipline and, within the rules and procedures provided for within the Corporation's constitution, suspending or expelling students on disciplinary grounds or expelling students for academic reasons."

2.4 The Importance of Separation

2.4.1 Its is crucial that the Board, Chair, Principal and Chief Executive (and all other staff) recognise the separation between their roles. Governors are required to oversee the management of the college on behalf of the community, learners and external stakeholders but must not allow themselves to be drawn into the actual managing and running of the college. The focus of Governors is strategic and monitoring the achievement of the agreed strategic targets. A common theme of governance failures is the blurring of governance boundaries.

3. Composition of the Corporation

3.1 The Corporation Board shall comprise up to 20 members including the following:

- 3.1.1 The Principal and Chief Executive;
- 3.1.2 Up to 2 Student Members to be nominated by an appropriate student body, with at least 1 student to be from the Further Education student cohort;
- 3.1.3 Up to 2 Staff Members to be elected from the constituencies of Academic and Business Support staff, with the Clerk overseeing the election process; and

3.1.4 Up to 15 'External' members – who must be persons who appear to have the necessary skills to ensure that the Corporation carries out its functions under its Articles of Government and must have been recommended for appointment by the Search and Governance Committee.

3.1.4.1 The 'External' members set out above may include a number of College alumni.

Terms of Office

- 3.2 All members, excluding the Principal and Chief Executive must be appointed for a given term. For the avoidance of doubt provisions 3.3 to 3.15 do not apply to the Principal and Chief Executive.
- 3.3 Student Members shall be appointed normally for 1 year terms of office but up to two years and, subject to clause 3.6, may be re-elected.
- 3.4 Staff Members shall be appointed for 2 year terms, subject to clause 3.6, and may be re-appointed.
- 3.5 External members shall be appointed for terms of office of between 1 and 4 years and, subject to clause 3.6 may be reappointed.
- 3.6 Unless they are appointed as Chair of the Board, no member may normally serve for more than 8 years in total.
- 3.7 The Chair of the Board may serve for up to 8 years as Chair, in addition to any period of office (of up to 8 years) he or she served prior to their appointment as Chair. For the avoidance of doubt this means that in some circumstances the Chair of the Board may serve on the Board for up to an absolute maximum of 16 years.

Induction Year

- 3.7 All External Members must be appointed for an initial "Induction Year" of 12 months from the date of their appointment.
- 3.8 Near to the end of this period, or as soon as practicable thereafter, the Search and Governance Committee should review the performance and contribution of the member throughout their Induction Year and make a recommendation to the Board as to whether or not they should be appointed for a further term. The decision of the Committee should also take into consideration whether the individual is, in hindsight, the optimal fit for the Corporation.

The Role of the Search and Governance Committee

- 3.9 The Board must consider the recommendations of the Search and Governance Committee when making decisions in respect of the appointment or reappointment of members. The Search and Governance Committee should support the Board in seeking to ensure that its Members:
- 3.9.1 are drawn from diverse backgrounds with an appropriate balance of skills and experience;
 - 3.9.2 have an appropriate balance in terms of gender, age and ethnic origin;
 - 3.9.3 are representative of the community served by the College.

Skills Audit

- 3.10 The Clerk should, from time to time, facilitate a Skills Audit of Members to inform the Search and Governance Committee and/or Board.

Members Wishing to Resign

3.11 Members wishing to resign must do so by writing to the Clerk.

4 Members' Interests

4.1 An 'interest' could be financial or otherwise and is taken as being a connection which could interfere with the exercise of independent judgment or, if publicly known, be perceived as being likely to influence judgment.

4.2 Each Member must, upon appointment, complete a Register of Interests form and submit this in writing to the Clerk. Members must inform the Clerk of any changes to their interests on an ongoing basis. The Clerk should contact each member on an annual basis to obtain any updates to their Register of Interests.

4.3 At each meeting, each Member must declare any interests they may have in any specific items of business to be transacted at that meeting.

5 Standards of Conduct

5.1 Members must demonstrate the high standard of conduct as outlined in the Code of Good Governance for English Colleges. In summary, the Code requires Members to adhere to the seven Nolan Principles:

Selflessness
Integrity
Objectivity
Accountability
Openness
Honesty
Leadership

as well as being "Respectful, professional, prudent, and passionate about education and good governance."

6 Appointment of Chair and Vice-Chair

6.1 The Board must appoint a Chair and a Deputy-Chair from amongst its number. The Principal and Chief Executive as well as staff members and student members are not eligible for appointment as Chair or Vice-Chair.

6.2 The terms of office of the Chair and Vice-Chair must be determined by the Corporation.

6.3 If both the Chair and Vice-Chair are absent from a meeting, the Members present must make a nomination to act as Chair for that meeting (excluding the Principal and Chief Executive and staff/student Members as 6.1 above).

7 Decisions in Writing

7.1 Decisions may be taken in writing by the Board and any of its Committees.

7.2 Such decisions must only be taken in writing where the Chair (subject to 7.4 below) of the relevant body agrees that the matter is urgent, cannot wait until the next meeting and does not warrant the convening of a special meeting.

7.2 Any such decision in writing must be agreed by:

7.2.1 at least enough members to form a quorum for that body, excluding any members not eligible to vote on the matter;

7.2.2 including the Chair (subject to 7.4 below).

- 7.3 Such decisions shall be as valid and effectual as if passed at a duly convened meeting of that body.
- 7.4 Should the Chair be unable to participate in any aspect of this process by reason of unavailability, the Vice-Chair shall have the power to act as Chair.

8. Clerk to the Corporation

- 8.1 The Clerk must be appointed by and be accountable to the Corporation.
- 8.2 The Clerk is responsible for ensuring, with the Chair, that the business of the Corporation is conducted smoothly and efficiently; that the Corporation operates within its powers; and follows agreed and proper procedures.
- 8.3 Should the Corporation establish any related entities, the Clerk to the Corporation shall normally act as Clerk or Company Secretary (as appropriate) to those entities.
- 8.4 The Corporation is responsible for ensuring that appropriate arrangements are in place to ensure the independence of the Clerk, including ensuring that the Clerk reports to and is line managed by the Chair.
- 8.5 In the temporary absence of the Clerk the Corporation must appoint a person to serve as a temporary Clerk. The Principal and Chief Executive is ineligible to act as Clerk. If the Clerk has to withdraw from a Board or Committee meeting the Corporation must appoint a person from amongst themselves to act as Clerk during this absence.
- 8.6 The performance of the Clerk should be subject to an annual appraisal by the Chair.

9. Committees of the Corporation

- 9.1 The rules stated in these Corporation Procedures shall also apply to all meetings of the Committees and working groups unless otherwise stated.
- 9.2 The Corporation may establish and disestablish any Committees and/or Working Groups as it sees fit, subject to the fact that any Committee structure must include Search and Audit functions.
- 9.4 Any Committees or Working Groups established by the Board must have clear, formal Terms of Reference, which shall be agreed by the Board.

10 Meetings of the Corporation

- 10.1 Board and Committee meetings will be held according to operational need and should normally include up to two strategic planning events in each year. A schedule of planned Board and Committee meetings should be agreed by the Board in advance of each Academic Year.
- 10.2 Special meetings may be called by the Chair or Vice-Chair or at the request, in writing to the Clerk, of five Members of the Corporation.

11 Meetings of the Corporation

- 11.1 A quorum shall comprise at least 40% of the members of the Board.

12. Meetings of the Corporation: Access by others

- 12.1 Members of the Corporation and the Clerk shall be the only persons entitled to attend all meetings of the Corporation.
- 12.2 The Corporation should consider whether individual employees are required to attend meetings of the Corporation or Committees so that Members have access to particular information and advice.

- 12.3 Whilst the majority of business conducted by the Corporation will not be confidential and agendas and papers will therefore be open to inspection, all meetings will normally be held in private.
- 12.4 Any person/s seeking to attend a meeting of the Corporation as an observer must contact the Clerk in writing who will arrange for the request to be considered by the Corporation. While considering such requests, the Corporation must pay due regard to the reason for the request to attend.
 - 12.4.1 Where any person/s is given observer status at a meeting of the Corporation the Chair should stress that certain items of business could be regarded as confidential. In such cases the person/s will be required to withdraw from the meeting.
 - 12.4.2 Unless specifically determined otherwise, any person/s given observer status does not have speaking rights during a meeting of the Corporation.

13. Agendas and Papers for Meetings

- 13.1 The Clerk should endeavour to send written notice of a meeting of the Corporation, together with the agenda and at least seven days in advance of the meeting.
- 13.2 All accompanying written reports will normally be circulated with the agenda. In exceptional circumstances the reports should, as a minimum, be made available to Members three days before the date of the meeting. Papers should not be tabled at a meeting except as late items of urgent business and with prior approval of the Chair.
- 13.3 All reports/documents to be submitted by the management of the College should be in the standard format required by Corporation.
- 13.4 The agenda for Corporation meetings should be compiled by the Clerk, in consultation with the Chair and Principal and Chief Executive, taking into account the key agenda items included in the Annual Schedule of Business.
- 13.5 Any Member requesting an item to be placed on the agenda should provide the Clerk with the request two weeks in advance of the meeting.
- 13.6 Matters should not be raised under 'Any Other Business' as a general rule, however prior approval of the Chair should be sought to raise a particular issue which has arisen since the publication of the agenda.

14. Conduct of Meetings

Interests

- 14.1 When acting on behalf of the Corporation, Members must, at all times, take decisions in the best interests of the Corporation.
- 14.2 All discussions at meetings should be conducted through the Chair.
- 14.3 Any Member with a personal interest in a matter must *not* take part in the consideration of the matter, nor vote in respect of it, nor be counted in the meeting's quorum.
- 14.4 Any Member with an interest must withdraw from the meeting, or part of meeting, if required to do so by a majority of members present at the meeting.
- 14.5 Staff Members (including the Clerk if they are a member of staff):
 - 14.5.1 may be asked to withdraw when staff matters are to be discussed relating to a member of staff holding a post senior to that member.

- 14.5.2 must withdraw when staff matters are to be discussed that relate solely to them, the reappointment or appointment of their successor, or the pay or conditions of service of all staff (or staff of a particular class) where they are acting as a representative of the relevant group.
- 14.6 Student Members may be asked to withdraw when staff matters are to be discussed relating to a member or prospective member of staff.
- 14.7 The Clerk must withdraw when there is to be consideration of his/her remuneration, conditions of service, conduct, suspension, dismissal or retirement.
- 14.8 Any Member unsure as to whether or not they have an interest in a particular matter should seek advice from the Clerk as far as possible in advance of the meeting.

Voting

- 14.9 The Chair may call for a vote if there is a clear expression of dissent regarding a proposed decision and/or at least one Member requests a vote.
 - 14.9.1. Votes are taken on a show of hands unless the majority of members agree that the vote should be conducted by secret ballot. Where there is an equal division of votes, the Chair has a second or casting vote.
 - 14.9.2 A Member may vote by proxy or by way of a postal ballot.
 - 14.9.3 A student Member who is under 18 years of age at the time of the meeting may not vote on any question involving the Corporation in committing expenditure, making a contract or incurring debt or liability.
- 14.10 No decision of the Corporation may be rescinded or varied at a subsequent meeting, unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting (i.e. cannot be taken as 'matter arising').

15. Minutes of Meetings

- 15.1 The Clerk is responsible for the accurate recording of the minutes.
- 15.2 Separate minutes must be taken of those parts of meetings from which Members, staff, students and/or the Clerk have withdrawn and those withdrawing from a meeting shall not be entitled to see the minute or any papers relating to the item of discussion.
- 15.3 Confirmed Minutes of meetings of Committees should be presented to the Corporation for discussion, action and/or information at the next scheduled meeting. The Minutes may be briefly talked through by the Chair of the Committee.
- 15.4 In the absence of confirmed Minutes, the Chair of the relevant Committee may provide a brief update on the key discussions and decisions taken by the Committee at their meeting.

16. Access to Information on Corporation Proceedings

- 16.1 The College has a publication scheme under the Freedom of Information Act 2000.
- 16.2 The Corporation operates under the broad principles of the Core Values of College Governance as set out with in the English College's Code of Good Governance. These include openness and accountability. In line with these principles the Corporation has determined that wherever possible business will not be treated as confidential, and that all agendas, reports and other documents will be public with the exception of certain excluded items.
- 16.3 The following are regarded as confidential and therefore excluded from public access:
 - 16.3.1 material relating to:

- individual employees, former employees or applicants to become employees of the College;
 - particular office holders, former office holders or applicants to become office holders of the Corporation (which includes Members of the Corporation);
 - individual students, former students or prospective students; and
 - the Clerk.
- 16.3.2 Information relating to the financial or business affairs of any particular person (other than the Corporation as a corporate entity);
- 16.3.3 the amount of any expenditure proposed to be incurred by the Corporation under any particular contract for the acquisition or disposal of property or the supply of goods or services;
- 16.3.4 any terms proposed or to be proposed by or to the Corporation in the course of negotiations for a contract for the acquisition or disposal of property or the supply of goods or services;
- 16.3.5 information relating to any consultations or negotiations in connection with any labour relations matter arising between the Corporation and employees of, or office holders under, the Corporation;
- 16.3.6 any instructions to counsel and any opinions of counsel (whether or not in connection with any proceedings) and any advice received, information obtained or action to be taken in connection with any legal proceedings by or against the Corporation, or the determination of any matter affecting the Corporation; and
- 16.3.7 any matters that are deemed to be commercially sensitive.
- 16.4 All items relating to individual persons are to remain confidential for all time.
- 16.5 Subject to the above, all decisions regarding the release of meeting papers should be considered in line with the College's Freedom of Information and Data Protection policies and all relevant legislation, with authority delegated to the Principal and Chief Executive, in consultation with the Data Protection Officer, Clerk and any other relevant officers, to determine, from time to time, which meeting papers should be withheld from publication or release.
- 16.6 All non-confidential agendas, papers and minutes of the Corporation and its Committees must be made available for inspection through the office of the Clerk, during normal office hours.
- 16.7 The minutes of the meetings of the Corporation and its Committees, once they have been approved by the Corporation and signed by the Chair, with the exception of confidential/excluded items, must be published on the College website.

17. Statements Made on Behalf of the Corporation

- 17.1 Statements on behalf of the Corporation must only be made by the following:
- 17.1.1 the Chair, or, in his/her absence the Vice-Chair; and
 - 17.1.2 the Principal and Chief Executive.
- 17.2 Where Members are approached for statements pertaining to the Corporation they must, in all such instances, rather than engaging in dialogue, refer the matter to the Clerk.

18. Expenses

18.1 Members may claim expenses for travelling and subsistence in accordance with the Policy and Procedures on Payment/Re-imbusement of Allowances and Expenses to Members of the Board Regulations.

19. Amendments to Standing Orders and Committee Terms of Reference

19.1 The Clerk should review the Standing Orders and Committee Terms of Reference regularly to incorporate improvements and/or amendments to meet changed circumstances.

19.2 Amendments to these Standing Orders and Committee Terms of Reference require the approval of the Corporation.

20. Committee Structure

20.1 The Corporation shall have the following Committees, each with their own Terms of Reference, with the Terms of Reference appended to these Standing Orders:

Resources Committee	Appendix A
Audit Committee	Appendix B
Search and Governance Committee	Appendix C
Quality and Standards Committee	Appendix D
Appeals Committee	Appendix E

**Preston's College
Terms of Reference
Resources Committee**

Remit:

1. To advise, and where authorised, to take decisions relating to resources, human resources, remuneration, and business planning matters with a view to ensuring that the operations of the college are efficient, effective and prudent.

Membership:

2. The committee shall comprise of a minimum of 7 members
3. The Committee shall designate no less than three members to deal with items relating to Senior Postholders' Remuneration, Conditions of Service and Performance Targets under Part Two of the Resources Committee agenda
4. The Committee shall appoint a Chair from one of its number
5. The Committee may appoint a deputy Chair

Quorum:

6. The quorum for meetings shall be 3 members
7. Any member may validly participate in a meeting of the Committee by conference telephone or other form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting

Clerk:

8. The Clerk to the Corporation shall act as Clerk to the Committee
9. The Clerk shall produce minutes of each meeting of the Committee

Decisions in Writing:

10. A resolution in writing signed by all members of the Committee for the time being shall be as valid and effectual as if it had been passed at a meeting of the Committee

Key Functions:

11. To monitor the financial health of the College and report to the Board accordingly
12. To approve the annual budget, including cash flow forecast, projected balance sheet, annual pay award for staff and Senior Postholders, and capital spend budget for consideration by the Board
13. To receive the full annual accounts of the College and any subsidiaries
14. To approve the College's financial regulations and other associated financial policies
15. To approve the College's three-year financial plan for consideration by the board
16. To monitor financial performance through scrutiny of the management accounts

17. To monitor the College's performance against its key performance indicators, challenge shortfalls in performance and consider proposals to ensure that the weaknesses are addressed, with reports presented to the Board as appropriate
18. To approve a 'public benefit statement' describing how the college aims to add value to the social, economic and physical well-being of the communities it serves
19. To advise the Board in respect of the remuneration and conditions of service of the Principal/Chief Executive.
20. To undertake an annual review of the remuneration of the Principal/Chief Executive in the context of benchmark information and make appropriate recommendations to the Board.
21. To receive/approve a report from the Chair of the Board containing proposed/recommended performance targets for the Principal/Chief Executive and to review the Chair of Board's report on performance against those targets.
22. To approve or amend the Principal/Chief Executive's recommendations with regard to the remuneration and conditions of service, and the annual setting and reviewing of annual targets, for the other senior postholder.
23. To advise the Board in relation to the setting of a framework for the pay and conditions of service of all other staff.
24. To approve the annual pay awards for staff in the College, including senior postholders, subject to compliance with the annual budget approved by the Corporation.
25. To approve the College's People Strategy and associated objectives for recommendation to the Board.
26. To approve the College's Human Resources policies including but not exclusive to those relating to Health and Safety, Whistleblowing, Disciplinary (policy and procedures), Grievance (policy and procedures) and Equality and Diversity.
27. To monitor the College's adherence to and performance against its HR policies (and procedures for Disciplinary and Grievance) and strategies and make recommendations to the Board and/or management as appropriate.
28. To receive annual reports on Human Resources matters, including but not exclusive to an annual Health and Safety report, an annual Human Resources report and an annual Workforce Profile report.
29. To approve any revisions required to the College's Recognition Agreement to ensure meaningful industrial relations are maintained in keeping with relevant legislation.
30. To seek to ensure Corporation's adherence to all relevant legislation and best practice.

Preston's College
Terms of Reference
Audit Committee

Remit

1. To help to ensure the effectiveness of the College's internal control and management systems, including those relating to risk.

Membership

2. The Committee shall comprise a minimum of 4 members, to include at least one member with experience of audit and finance.
3. The Board may co-opt persons to the Committee who are not members of the Corporation. Such persons shall be full members of the Committee and shall be referred to as "co-opted members".
4. The Committee shall appoint a Chair from one of its number.
5. The Committee may appoint a Deputy Chair.
6. The following persons may not serve as members of the Audit Committee:
 - i) the Board Chair;
 - ii) the Principal and Chief Executive;
 - iii) Student or Staff Members.

Quorum

7. The quorum for meetings shall be 3 members.
8. Any Member may validly participate in a meeting of the Committee by conference telephone or other form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting.

Clerk

9. The Clerk to the Corporation shall act as Clerk to the Committee.
10. The Clerk shall produce minutes of each meeting of the Committee.

Decisions in Writing

11. A resolution in writing signed by all of the members of the Committee for the time being shall be as valid and effectual as if it had been passed at a meeting of the Committee.

Key Functions

12. To advise the Board on the adequacy and effectiveness of the Corporation's systems of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money).
13. To advise the Board on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the internal audit service.
14. To advise the Board on the scope and objectives of the work of the internal audit service, the financial statements auditor and the funding auditor.

15. To ensure effective co-ordination between the internal audit service, the funding auditor and the financial statements auditor including whether the work of the funding auditor should be relied upon for internal audit purposes.
16. To consider and advise the Board on the audit strategy and annual internal audit plans for the internal audit service.
17. To advise the Board on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor and the funding auditor, and management's responses to these.
18. 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 and spot-check reports and the financial statements auditor's management letter.
19. To consider and advise the Board on relevant reports by funding bodies and where appropriate, management's response to these.
20. 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.
21. To produce an annual report for the Board and accounting officer, which should include the Committee's advice on the effectiveness of the College's risk management, control and governance processes, and any significant matters arising from the work of the internal audit service, the funding auditors and the financial statements auditor.
22. To recommend the Annual Financial Statements to the Board for approval.
23. To ensure that all allegations of fraud and irregularity are properly followed up in accordance with the College's code of practice and procedures.
24. To be informed of all additional services undertaken by the internal audit service, the financial statements auditors and the funding auditors.
25. To consider such other relevant topics which have internal control implications as may be determined from time to time by the Board.
26. To monitor the operation of the College's risk management arrangements and satisfy itself that risks are being actively managed, with the appropriate controls in place and working effectively.

Preston's College

Terms of Reference

Search and Governance Committee

Remit

1. The Committee has been established to advise the Corporation on:
 - i) the appointment and reappointment of Board members;
 - ii) Committee Membership; and
 - iii) governance related matters.

Membership

2. The Committee shall comprise a minimum of 4 members.
3. The Committee shall appoint a Chair from one of its number.
4. The Committee may appoint a Deputy Chair.

Quorum

5. The quorum for meetings shall be 3 members.
6. Any Member may validly participate in a meeting of the Committee by conference telephone or other form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting.

Clerk

7. The Clerk to the Corporation shall act as Clerk to the Committee.
8. The Clerk shall produce minutes of each meeting of the Committee.

Key functions

9. To determine the process for identifying individuals to serve as Board members or as co-opted members of Committees.
10. To consider applications from individuals willing to serve as Board members or as co-opted members of Committees in the context of the needs of the College and other factors including the promotion of equality and diversity and to make recommendations to the Board as appropriate.
11. To assess the contribution of any member willing and eligible to serve for a further term of office and make recommendations to the Board as appropriate.
12. To advise the Board on all matters relating to governance, with particular regard to ensuring that the College's constitutional documents are fit for purpose.

Preston's College

Terms of Reference

Quality and Standards Committee

Remit

1. To advise the Corporation on the educational character of the College and, in particular, major curriculum changes which affect the educational character of the College with a view to:
 - i) fostering exceptional teaching and learning at the College;
 - ii) securing coherent and relevant provision for learners that leads to further learning, apprenticeships and/or employment; and
 - iii) ensuring effective oversight of the quality and inclusivity of the learning experience at the College.

Membership

2. The Committee shall comprise a minimum of 4 members.
3. The Board may co-opt persons to the Committee who are not members of the Corporation. Such persons shall be full members of the Committee and shall be referred to as "co-opted members".
4. The Committee shall appoint a Chair from one of its number.
5. The Committee may appoint a Deputy Chair.

Quorum

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Decisions in Writing

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Clerk

11. The Clerk to the Corporation shall act as Clerk to the Committee.

Key Functions

Curriculum Design and Planning

12. To ensure that there are in place effective procedures relating to:
 - i) the continuous review of the Curriculum offered by the College;
 - ii) the analysis of market needs and post-inspection reports and action plans;
 - iii) the adjustment of the curriculum and its modes of delivery to match and anticipate the

future needs of learners, local employers and regulations made by Government and national and other bodies such as the SFA.

Curriculum Delivery and Quality

13. To agree and annually review quality assurance policies for the College.
14. To raise standards by setting appropriate targets, performance indicators and relevant measures in relation to:
 - i) student retention;
 - ii) student achievement;
 - iii) student success;
 - iv) student progression;
 - v) student attendance and punctuality;
 - vi) value-added measures;
 - vii) the quality of teaching, learning and assessment; and
 - viii) measures of the quality of the learner experienceand to monitor performance against the same.
15. To receive presentational updates on the progress of specific areas of education and training provision.

Learner Experience

16. To ensure that appropriate arrangements are in place to monitor the quality of cross-college services offered by the College in support of learning.
17. To recommend for approval by the Corporation the relevant reports and statements to meet with statutory requirements.
18. To ensure that there are adequate procedures to enable learners and other clients to record complaints and opinions about the College's services.
19. To ensure that there are effective processes within the College for examining any such complaints, and to review brief details of such complaints and their resolution.

Self Assessment, Outcomes, and Improvement Planning

20. To monitor the performance of the College via its annual Self-Assessment Report and other quality assurance processes and approve improvement actions associated with such monitoring.
21. To receive reports in respect of the preparation for inspection from external audit authorities.

Preston's College
Terms of Reference
Appeals Committee

Remit

13. The Committee has been established to consider and determine:
- iv) appeals by employees (other than Senior Post Holders) who have been dismissed.;
 - v) appeals by Senior Post Holders against disciplinary warnings;
 - vi) appeals by Senior Post Holders who have been dismissed; and
 - vii) appeals arising from the investigation/hearing of grievances brought against Senior Post Holders.

Membership

14. The Committee shall comprise of 3 Board members selected at random, in accordance with availability and in line with the restrictions in 3 to 6 below.
15. The Principal and Chief Executive and Student Members of the Board shall be prohibited from serving on this Committee.
16. Staff Members of the Board shall be permitted to serve on the Committee provided that the appellant or person bringing the grievance does not hold a post senior to that staff member.
17. No person shall be permitted to serve on the Committee if they have, at any stage, been involved in an investigation or formal action related to the matter.
18. No person shall be permitted to serve on the Committee if it can be reasonably argued that they hold a prejudicial interest in the matter. If this argument is brought then the matter shall be referred to the Board for decision.

Chair

19. The Committee shall appoint a Chair from one of its number.

Quorum

20. The quorum for meetings shall be 3 members.

Clerk

21. The Clerk to the Corporation shall act as Clerk to the Committee.
22. The Clerk shall produce minutes of each meeting of the Committee.

Attendance and Advice

23. The College's Head of Human Resources or their nominee shall attend and provide professional HR related advice to meetings of the Committee.