

Preston's College

**Committee  
Terms of Reference**

# Committee Terms of Reference

**Policy Owner:** Board  
**Date Approved:** 18<sup>th</sup> March 2021  
**Next Review:** July 2022  
**Responsibility for Review:** Clerk to the Board/Search and Governance Committee  
**Policy Review Frequency:** Annual

Applicable to staff: Yes  
 Applicable to students: Yes  
 Publish on College website: Yes

**Consultation:**

Undertaken with:	Yes/No:	Date:
Board/Committee	Search and Governance	Feb 2021
ELT	Yes	Via email 2020/21
CMT		
Unions		
Students		
Employees		
Employers/Stakeholders		

**Any Associated Documentation, for Reference:**

The College's Instrument and Articles Standing Orders Schedule for Delegation
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**Terms of Reference  
Appeals Committee**

**Remit**

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

**Membership**

2. The Committee shall comprise of 3 Board members.
3. The Committee members shall be selected by the Clerk, in consultation with the Chair of the Governing Body, in accordance with governors' availability, capacity and experience, and in line with the restrictions in 4 to 7 below. Where there are is a conflict of interest the members shall be selected at random.
4. The Principal and Chief Executive and Student Members of the Board and the Chair and Vice Chair of the Audit Committee shall be prohibited from serving on this Committee.
5. 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
6. 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.
7. 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**

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

**Quorum**

9. The quorum for meetings shall be 3 members.

**Clerk**

10. The Clerk to the Board shall act as Clerk to the Committee and shall produce minutes of each meeting of the Committee, unless the Appeals Committee is considering an appeal by the Clerk, in which case the Board shall appoint an alternative clerk.

**Decisions in Writing**

11. With the agreement of the Chair that the matter is urgent and cannot wait until the next meeting, a resolution in writing signed, or confirmed via email, by at least enough members to form a majority of the members of the Committee, excluding any members not eligible to vote on the matter, shall be as valid and effectual as if it had been passed at a meeting of the Committee. For urgent matters the Chair could accept a quorum.

**Chair's action**

12. The Chair is authorised to act on behalf of the Committee between meetings as set out in the Standing Orders and Schedule of Delegation. Any such actions is then reported to the next meeting of the Committee and recorded in the minutes.

**Attendance and Advice**

13. The College's Head of Human Resources or their nominee shall attend and provide professional HR related advice to meetings of the Committee. The Committee can also access external legal advice if required.
14. Attendance at meetings of the Committee shall be limited to members of the Committee, the Clerk and the College's Head of Human Resources or their nominee. Attendance of any other persons should be at the discretion of the Committee.

**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. With the agreement of the Chair that the matter is urgent and cannot wait until the next meeting, a resolution in writing signed, or confirmed via email, by at least enough members to form a majority of the members of the Committee, excluding any members not eligible to vote on the matter, shall be as valid and effectual as if it had been passed at a meeting of the Committee. For urgent matters the Chair could accept a quorum.

**Chair's action**

12. The Chair is authorised to act on behalf of the Committee between meetings as set out in the Standing Orders and Schedule of Delegation. Any such actions is then reported to the next meeting of the Committee and recorded in the minutes.

## **Attendance at Meetings**

13. Attendance at meetings of the Audit Committee shall be limited to members of the Committee and the Clerk. Attendance of any other persons should be at the discretion of the Committee.

## **Key Functions**

14. 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).
15. To advise the Board on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the internal audit service.
16. 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.
17. 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.
18. To consider and advise the Board on the audit strategy and annual internal audit plans for the internal audit service.
19. 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.
20. 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.
21. To consider and advise the Board on relevant reports by funding bodies and where appropriate, management's response to these.
22. 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.
23. 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
24. To recommend the Annual Financial Statements to the Board for approval.
25. To ensure that all allegations of fraud and irregularity are properly followed up in accordance with the College's code of practice and procedures.
26. To be informed of all additional services undertaken by the internal audit service, the financial statements auditors and the funding auditors.
27. To consider such other relevant topics which have internal control implications as may be determined from time to time by the Board.
28. 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.



## **Terms of Reference Resources Committee**

### **Remit**

1. To advise, and where authorised, to take decisions relating to resources, human resources 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 appoint a Chair from one of its number.
4. The Committee may appoint a deputy Chair.
5. Chair and Vice Chair of Audit Committee cannot serve as members of the Resources Committee.

### **Quorum**

6. The quorum for meetings shall be 3 independent 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/via Email**

10. With the agreement of the Chair that the matter is urgent and cannot wait until the next meeting, a resolution in writing signed, or confirmed via email, by at least enough members to form a majority of the members of the Committee, excluding any members not eligible to vote on the matter, shall be as valid and effectual as if it had been passed at a meeting of the Committee. For urgent matters the Chair could accept a quorum.

### **Attendance at Meetings**

11. Attendance at meetings of the Resources Committee shall be limited to members of the Committee and the Clerk. Attendance of any other persons should be at the discretion of the Committee.

### **Chair's action**

12. The Chair is authorised to act on behalf of the Committee between meetings as set out in the Standing Orders and Schedule of Delegation. Any such actions is then reported to the next meeting of the Committee and recorded in the minutes.

### **Key Functions**

13. To monitor the financial health of the College and report to the Board accordingly.

14. To review the annual budget, including cash flow forecast, projected balance sheet, annual pay award for staff and Senior Post Holders, and capital spend budget for consideration by the Board.
15. To receive the full annual accounts of the College and any subsidiaries.
16. To review the College's financial regulations and other associated financial policies and make a recommendation to the Board.
17. To review the College's three-year financial plan for consideration by the Board.
18. To monitor financial performance through scrutiny of the management accounts.
19. 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.
20. To review a 'public benefit/value statement' describing how the college aims to add value to the social, economic and physical well-being of the communities it serves for consideration by the Board.
21. To advise the Board in relation to the setting of a framework for the pay and conditions of service of staff. (other than SPHs).
22. To review the annual pay awards for staff in the College, including senior postholders, subject to compliance with the annual budget approved by the Corporation, and make a recommendation to the Board.
23. To approve the College's People Strategy and associated objectives for recommendation to the Board.
24. To review the College's Human Resources policies including but not exclusive to those relating to Health and Safety (policy and procedures), Whistleblowing (policy and procedures), Disciplinary (policy and procedures), Grievance (policy and procedures) and Equality and Diversity and make recommendations to the Board.
25. 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.
26. 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.
27. To approve any revisions required to the College's Recognition Agreement to ensure meaningful industrial relations are maintained in keeping with relevant legislation.
28. To monitor and review the treasury management policy as approved by the Corporation Board.
29. To monitor the appointment of the College's bankers.
30. To seek to ensure Corporation's adherence to all relevant legislation and best practice.

**Search and Governance Committee  
Terms of Reference**

**Remit**

1. The Committee has been established to advise the Corporation on:
  - i. the appointment and reappointment of Board members and other such matters relating to membership and appointments as the Corporation may ask it to consider
  - 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.
5. 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".
6. The Chair and Vice Chair of Audit Committee cannot serve as members of the Search and Governance Committee.

**Quorum**

7. The quorum for meetings shall be 3 independent 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. With the agreement of the Chair that the matter is urgent and cannot wait until the next meeting, a resolution in writing signed, or confirmed via email, by at least enough members to form a majority of the members of the Committee, excluding any members not eligible to vote on the matter, shall be as valid and effectual as if it had been passed at a meeting of the Committee. For urgent matters the Chair could accept a quorum.

**Chair's action**

12. The Chair is authorised to act on behalf of the Committee between meetings as set out in the Standing Orders and Schedule of Delegation. Any such actions is then reported to the next meeting of the Committee and recorded in the minutes.

**Attendance at meetings**

13. Attendance at meetings of the Search and Governance Committee shall be limited to members of the Committee and the Clerk. Attendance of any other persons should be at the discretion of the Committee.

**Key functions**

14. To determine the process for identifying individuals to serve as Board members or as co-opted members of Committees.
15. 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.
16. 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.
17. 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.

## **Terms of Reference**

### **SPH Remuneration Committee**

#### **Remit**

1. The Committee has been established to advise the Board in respect of :
  - the remuneration and conditions of service of the Principal/Chief Executive and other Senior Post Holders;
  - policies relating to Senior Post Holder remuneration;
  - the annual statement on Senior Post Holder remuneration;
  - review of reports relating to Senior Post Holder remuneration and performance.

#### **Membership**

2. The Committee shall comprise of 6 members. Membership shall include: the Chair of the Governing Body, the Vice Chair of the Governing Body, the Chair of the Resources Committee and three other independent members who are not the chair of Governing Body committees or Vice Chair of the Audit Committee.
3. The Principal and Chief Executive, Staff and Student Members of the Board shall be prohibited from serving as a member of this Committee.
4. The Committee shall appoint a Chair from one of its number. The Committee may appoint a deputy Chair from one of its number. The Committee cannot be chaired by the Chair or Vice Chair of the Governing Body or by the chairs of Governing Body committees.

#### **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.

#### **Proceedings of Meetings**

7. The Chair may request that Senior Post Holders, including the Clerk, and any other member of staff present, shall withdraw from the meeting.

#### **Clerk**

8. The Clerk to the Corporation shall act as Clerk to the Committee and shall produce minutes of each meeting. The Clerk shall withdraw from the meeting at the request of the Chair. In this instance the Chair of the Committee shall determine how the proceedings of the meeting are to be recorded.

## **Decisions in Writing/via Email**

9. With the agreement of the Chair that the matter is urgent and cannot wait until the next meeting, a resolution in writing signed, or confirmed via email, by at least enough members to form a majority of the members of the Committee, excluding any members not eligible to vote on the matter, shall be as valid and effectual as if it had been passed at a meeting of the Committee. For urgent matters the Chair could accept a quorum.

## **Chair's action**

10. The Chair is authorised to act on behalf of the Committee between meetings as set out in the Standing Orders and Schedule of Delegation. Any such actions is then reported to the next meeting of the Committee and recorded in the minutes.

## **Key Functions**

11. To advise the Board in respect of the remuneration and conditions of service of Senior Post Holders.
12. To undertake an annual review of the remuneration of the Senior Post Holders in the context of benchmark information and make appropriate recommendations to the Board.
12. To review and approve a report from the Chair of the Board containing proposed/recommended performance targets for the Principal/Chief Executive.
13. To review and approve a report from the Chair of Board's on the Principal/Chief Executive's performance against agreed targets.
14. To review and approve a report from the Chair of the Board containing proposed/recommended performance targets for the Clerk.
15. To review and approve a report from the Chair of Board's on the Clerk's performance against agreed targets.
16. To review and approve a report from the Principal/Chief Executive's containing proposed performance targets for the Executive Director of Resources. To receive a report from the Principal and Chief Executive on performance of the Executive Director of Resources against agreed targets.
17. To review the draft annual statement on Senior Post Holder Remuneration required by the Code and advise the Board.
18. To review any policies relating to SPH Remuneration, including retention of income generated by an individual from external bodies in a personal capacity, and advise the Board.
19. To consider reports from the Board.
20. To report to the Board annually on its activities.
21. To seek to ensure Corporation's adherence to all relevant legislation and best practice.

**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.
  
2. To advise the Corporation on the Higher Education Policy, reforms, and, in particular, changes to the regulatory framework which affect the character and quality improvement for the provision, with a view to:
  - i) fostering exceptional teaching and learning;
  - ii) securing coherent and relevant provision for learners that leads to employment; and
  - iii) ensuring effective oversight of the quality and inclusivity of the learning experience on Higher Education at the College.

**Membership**

3. The Committee shall comprise a minimum of 4 members.
4. 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".
5. The Committee shall appoint a Chair from one of its number.
6. The Committee may appoint a Deputy Chair.
7. The Chair and Vice Chair of Audit Committee cannot serve as members of the Quality and Standards Committee.
8. Where the link governor for partnerships is not a member of the Committee, they can attend as an ex-officio member as required.

**Quorum**

9. The quorum for meetings shall be 3 independent members.
10. 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**

11. The Clerk to the Corporation shall act as Clerk to the Committee.
12. The Clerk shall produce minutes of each meeting of the Committee.

**Decisions in Writing**

13. With the agreement of the Chair that the matter is urgent and cannot wait until the next meeting, a

resolution in writing signed, or confirmed via email, by at least enough members to form a majority of the members of the Committee, excluding any members not eligible to vote on the matter, shall be as valid and effectual as if it had been passed at a meeting of the Committee. For urgent matters the Chair could accept a quorum.

### **Chair's action**

14. The Chair is authorised to act on behalf of the Committee between meetings as set out in the Standing Orders and Schedule of Delegation. Any such actions is then reported to the next meeting of the Committee and recorded in the minutes.

### **Attendance at Meetings**

15. Attendance at meetings of the Quality and Standards Committee shall be limited to members of the Committee and the Clerk. Attendance of any other persons should be at the discretion of the Committee.

### **Key Functions**

#### *Curriculum Design and Planning*

16. To ensure that there are in place effective procedures relating to:
  - i) the continuous review of the Curriculum offered by the College to ensure it meets local needs;
  - 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 needs of learners, local employers and regulations made by Government and national and other bodies such as the SFA.
17. To ensure that there are in place effective procedures relating to:
  - i) the continuous review of the Higher Education Curriculum and validation arrangements;
  - ii) the analysis of market needs and review QAA/Office for students reports and associated 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 Office for Students
  - iv) the development of technical qualifications and progression pathways
  - v) monitoring the development of key qualifications and pathways linking to Higher Education.

#### *Curriculum Delivery and Quality*

18. To agree and annually review quality assurance policies for the College.
19. To receive and monitor reports on performance against targets and key performance indicators and other relevant measures in relation to:
  - i) student retention;
  - ii) student achievement;
  - ii) 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 experience
20. To receive presentational updates on the progress of specific areas of education and training provision.
21. To annually review quality assurance policies for Higher Education and make recommendations to the Board.
22. To raise standards by setting appropriate targets, performance indicators and relevant measures in relation to:

- i) student continuation;
- ii) student achievement;
- iii) student success;
- iv) student recruitment
- v) student progression and the use of LEO data;
- vi) student attendance and punctuality;
- vii) Learning Gain measures
- viii) the quality of teaching, learning and assessment; and
- ix) measures of the quality of the learner experience
- x) measures for access and widening participation and to monitor performance against the same.

#### *Learner Experience*

- 23. To receive presentational updates on the progress of specific areas of Higher Education.
- 24. To ensure that appropriate arrangements are in place to monitor the quality of cross-college services offered by the College in support of learning.
- 25. To recommend for approval by the Corporation the relevant reports and statements to meet with statutory requirements
- 26. To ensure that there are adequate procedures to enable learners and other clients to record complaints and opinions about the College's services.
- 27. To ensure that there are adequate procedures to enable learners and other clients to record complaints and opinions about the College's services in line with OIA guidance.
- 28. 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.
- 29. To ensure there are adequate procedures to support the Access and Widening Participating Statement and appropriate monitoring mechanisms in place for the associated action and resource plan.

#### *Self Assessment, Outcomes, and Improvement Planning*

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

#### *Other*

- 32. To review Quality and Standards related College policies and make recommendations to the Board.
- 33. To review reports in respect of the College's partnerships.