

COMMITTEE TERMS OF REFERENCE

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Policy Owner:	Board
Date Approved:	19 October 2023
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Responsibility for Review:	Clerk to the Board
Policy Review Frequency:	Annual
Applicable to staff:	Yes/No
Applicable to students:	Yes/No
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Consultation:

Undertaken with:	Yes/No:	Date:
Committee/Board	Yes	Search and Governance – 28 September 2023 Board – 19 October 26 January 2023
ELT		
SLT		
Unions		
Students		
Employees		
Employers/Stakeholders		

Any Associated Documentation, for Reference:

Instrument and Articles
Standing Orders of the Board and its Committees
Schedule of Delegation
Policy for the Appointment and Re-appointment of Governors and Co-opted Members
Procedure for the Appointment and Re-appointment of Independent Members and Co-opted Members



**Terms of Reference
Audit and Risk Committee**

Remit

1. To advise the Board on the effectiveness of the College's internal control and management systems, including those relating to risk.
2. To oversee corporation policies about fraud, irregularity, impropriety, whistleblowing and cyber security.
3. To advise the Board on the appointment, reappointment, dismissal, adequacy and remuneration of the external auditors, reporting accountant, internal auditor (or other similar assurance solution) and any other external assurance providers.

Membership

4. The Committee shall comprise a minimum of four members, to include at least one member with experience of audit and finance. In addition, the Board may co-opt up to two persons to the Committee who are not members of the Corporation (known as Co-opted Members). Co-opted members shall be full members of the Committee apart from they cannot chair meetings.
5. The Committee shall appoint a Chair from one of its number.
6. The Committee may appoint a Vice Chair from one of its number.
7. The following persons may not serve as members of the Audit and Risk Committee:
 - i) the Board Chair;
 - ii) the Principal and Chief Executive;
 - iii) Student or Staff Members.

Quorum

8. The quorum for meetings shall be three members.
9. 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

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

Decisions in Writing

12. 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.

Chair's action

13. 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

14. 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

15. To advise the Board on the adequacy, comprehensiveness, reliability, integrity 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).
16. To advise the Board on risks of insolvency, safeguarding of charitable assets and the effective and efficient use of resources.
17. To make recommendations to the Board on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the internal audit service.
18. 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.
19. 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.
20. To consider and advise the Board on the audit strategy and annual internal audit plans for the internal audit service.
21. 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.
22. 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.
23. To regularly assess the expertise and resources, effectiveness and independence of the external auditors.
24. To consider and advise the Board on relevant reports by funding bodies and where appropriate, management's response to these.
25. 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.
26. To produce an annual report for the Board and accounting officer, which should include the Committee's advice on the effectiveness comprehensiveness, reliability and integrity 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. The report should also include an opinion on the Corporation's arrangements for securing Value for Money.
27. To recommend the Annual Financial Statements to the Board for approval.
28. To ensure that all allegations of fraud and irregularity are properly followed up in accordance with the College's code of practice and procedures.

29. To be informed of all additional services undertaken by the internal audit service, the financial statements auditors and the funding auditors.
30. To consider such other relevant topics which have internal control implications as may be determined from time to time by the Board.
31. To monitor the operation of the College's risk management arrangements, including business continuity plans, and cyber security and satisfy itself that risks are being actively managed, with the appropriate controls in place and working effectively.
32. To advise the Board on the effective arrangements for the management, security and quality assurance of data, including learner records.
33. To consider any complaints of wrongdoing reported to the Committee.
34. To review any audit and risk related College policies as detailed in the Schedule of Delegation and make recommendations to the Board.



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 eight members including the Principal and Chief Executive.
4. The Board may co-opt up to two persons to the Committee who are not members of the Corporation (known as Co-opted Members). Co-opted members shall be full members of the Committee apart from they cannot chair meetings.
5. The Committee shall appoint a Chair from one of its number.
6. The Committee may appoint a Vice Chair from one of its number
7. The Chair and Vice Chair of Audit and Risk 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.
9. The Chair of the Governing Body can attend as an ex-officio member.

Quorum

10. The quorum for meetings shall be three members of which at least two members must be independent members.
11. 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

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

13. The Clerk shall produce minutes of each meeting of the Committee.

Decisions in Writing

14. 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.

Chair's action

15. 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

16. 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

17. 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 Local Skills improvement plans;
 - iii) post-inspection reports and action plans;
 - iv) 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.
18. 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.
19. To advise the Board on curriculum design, planning delivery and quality as part of the Board's review of how well the education or training provided by the College meets local needs, in particular needs relating to local employment and any actions required.

Curriculum Delivery and Quality

20. To review College policies which relate to the learner experience.
21. 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
22. To receive presentational updates on the progress of specific areas of education and training provision.
 23. To annually review quality assurance policies for Higher Education and make recommendations to the Board.
 24. To receive and monitor reports on performance against targets, key performance indicators and other 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;
 - ix) measures of the quality of the learner experience;
 - x) measures for access and widening participation and to monitor performance against the same;
 - xi) equality diversity achievement and destination data for learners; and
 - xii) support for learners (e.g. SEND) achievement and destination data

Learner Experience

25. To receive presentational updates on the progress of specific areas of Higher Education.
26. To ensure that appropriate arrangements are in place to monitor the quality of cross-college services offered by the College in support of learning.
27. To recommend for approval by the Corporation the relevant reports and statements to meet with statutory requirements
28. To ensure that there are adequate procedures to enable learners and other clients to record complaints and opinions about the College's services.
29. 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.
30. 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.
31. 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.
32. To review the results of student surveys and monitor associated improvements plans, including learner engagement and pastoral support plans.

Self Assessment, Outcomes, and Improvement Planning

33. 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.
34. To receive reports in respect of the preparation for inspection from external audit authorities.

Safeguarding

35. To annually review the effectiveness of safeguarding and Prevent arrangements including receiving

reports on the arrangements in place to monitor developments in safeguarding and make any changes required by regulation.

Other

36. To review Quality and Standards related College policies and make recommendations to the Board.
37. To review reports in respect of the College's partnerships including the learner experience.



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 seven members including the Chair of the Governing Body and the Principal and Chief Executive.
3. The Board may co-opt up to two persons to the Committee who are not members of the Corporation ((known as Co-opted Members). Co-opted Members shall be full members of the Committee apart from they cannot chair meetings.
4. The Committee shall appoint a Chair from one of its number.
5. The Committee may appoint a Vice Chair from its number.
6. Chair and Vice Chair of Audit and Risk Committee cannot serve as members of the Resources Committee.

Quorum

7. The quorum for meetings shall be three members, of which at least two members must be 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/via Email

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.

Attendance at Meetings

12. 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

13. 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

Financial

14. To monitor the financial health of the College and report to the Board accordingly.
15. 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.
16. To receive the full annual accounts of the College and any subsidiaries.
17. To review the College's financial regulations and other associated financial policies and make a recommendation to the Board.
18. To review the College's three-year financial plan and make a recommendation to the Board.
19. To monitor financial performance through scrutiny of the management accounts.
20. 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.
21. To monitor the appointment of the College's bankers.

Stakeholder engagement

22. 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 and make a recommendation to the Board.
23. To monitor the College's compliance with the Social Value Pledge.
24. To review 'Staff Voice' reports and staff survey reports.

HR and People

25. To advise the Board in relation to the setting of a framework for the pay and conditions of service of staff (other than Senior Post Holders).
26. To review the annual pay awards for staff in the College, including senior post holders, subject to compliance with the annual budget approved by the Corporation, and make a recommendation to the Board.
27. To review the College's People Strategy and associated objectives and make a recommendation to the Board.
28. To review the College's Human Resources related policies and procedures, as detailed in the Schedule of Delegation and make recommendations to the Board.
29. To monitor the College's adherence to and performance against its HR policies (and procedures for Whistleblowing, Disciplinary and Grievance) and strategies and make recommendations to the Board and/or management as appropriate.

30. To receive annual reports on Human Resources and Health and Safety matters including an annual Workforce Profile report.
31. To approve any revisions required to the College's Recognition Agreement to ensure meaningful industrial relations are maintained in keeping with relevant legislation.
32. To monitor and review the treasury management policy as approved by the Corporation Board
33. To seek to ensure Corporation's adherence to all relevant legislation and best practice.
34. To review the College's annual Equality, Diversity and Inclusion Report.

Strategy review

35. To review and advise the Board on the College's Human Resources strategy.
36. To review and advise the Board on the College's IT strategy every five years.
37. To review and advise the Board on the College's Estate strategy at least every three years. To review the College's estate maintenance plan.
38. To annually review and advise the Board on the College's sustainability strategy.
39. To review and advise the Board on the College's Equality, Diversity and Inclusion strategy and promotion of this strategy throughout the College.

Policy/procedure review

40. To review Resources related College policies and procedures as detailed in the Schedule of Delegation and make recommendations to the Board.



**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 four members, including the Chair and the Principal and Chief Executive.
3. The Committee shall appoint a Chair from one of its number.
4. The Committee may appoint a Vice Chair from one of its number

The Board may co-opt up to two persons (known as Co-opted Members) to the Committee who are not members of the Corporation. Co-opted Members shall be full members of the Committee other than they cannot chair meetings and can only participate in governor interviews in an advisory capacity.
5. The Chair and Vice Chair of Audit and Risk Committee cannot serve as members of the Search and Governance Committee.

Quorum

6. The quorum for meetings shall be three independent members of which at least two members must be 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

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.

Chair's action

11. 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

12. 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

Appointment and re-appointment of independent governors

13. To determine the process for identifying individuals with the skills the Board requires to serve as Board members or as co-opted members of Committees. The Committee should ensure there is a transparent and open recruitment and selection process. The process should encourage applications from a diverse range of candidates from within the community the College serves.¹
14. To consider applications from individuals willing to serve as Board members or as co-opted members of Committees, and to make recommendations to the Board as appropriate.
15. 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.
16. To regularly review the existing board to ensure that it has the appropriate skills, experience and background and members with differing perspectives in order to provide strong governance and to identify any need for new governors with particular skills.

Review of governance documents

17. To advise the Board on all matters relating to governance, with particular regard to ensuring that the College's constitutional documents and other governance related documents are fit for purpose
18. To review governance related College policies as detailed in the Schedule of Delegation and make recommendations to the Board.

Governance reviews

19. To advise the Board on the process for Board and committee reviews.
20. Every three years, to advise the Board on the appointment of an external governance reviewer.
21. To periodically review the remit of the Board's committees to ensure they remain effective in supporting the work of the Board and advise the Board.

Governor Induction and CPD Training and Development

22. To review the annual governor development plan.
23. To review the governor induction programme.

¹ See associated policies:

Policy for the Appointment and Re-appointment of Governors.

Procedure for the Appointment and Re-appointment of Independent Governors



Terms of Reference Senior Post Holder 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 six 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.
13. To review and approve a report from the Chair of the Board containing proposed/recommended performance targets for the Principal/Chief Executive.
14. To review and approve a report from the Chair of Board on the Principal/Chief Executive's performance against agreed targets.
15. To review and approve a report from the Chair of the Board containing proposed/recommended performance targets for the Clerk.
16. To review and approve a report from the Chair of Board on the Clerk's performance against agreed targets.
17. To review and approve a report from the Principal/Chief Executive 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.
18. To review and approve a report from the Chair of the Board on the probation reviews of the Principal and Chief Executive and the Clerk and make a recommendation to the Board.
19. To review and approve a report from the Principal and Chief Executive on the probation reviews of the Executive Director of Resources and make a recommendation to the Board.
20. To review the draft annual statement on Senior Post Holder Remuneration required by the Association of Colleges Code of Good Governance for English Colleges and advise the Board.
21. To review any policies relating to Senior Post Holder Remuneration, including retention of income generated by an individual from external bodies in a personal capacity, and advise the Board.
22. To report to the Board annually on its activities.
23. To seek to ensure Corporation's adherence to all relevant legislation and best practice.