

Terms of Reference Appeals Committee

Remit

1. The Committee has been established to consider and determine:
 - a) appeals by Senior Post Holders against disciplinary warnings
 - b) appeals by Senior Post Holders who have been dismissed;
 - c) appeals arising from the investigation/hearing of grievances brought against Senior Post Holders and the Director of Human Resources where the first stage of the Grievance Procedure has been conducted by the Principal and Chief Executive; and
 - d) appeals by employees (other than Senior Post Holders) who have been dismissed and their appeal cannot be heard by the Principal and Chief Executive due to a conflict of interest or where the Principal and Chief Executive has made the decision to dismiss due to a conflict of interest of one or more of the Vice Principals.

Membership

2. The Committee shall comprise of three Board members.
3. The Committee members shall be selected by the Director of Governance, 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 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 and Risk 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 three members.

Director of Governance

10. The Director of Governance 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 Director of Governance, 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.

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 are then reported to the next meeting of the Committee and recorded in the minutes.

Attendance and Advice

13. The College's Director 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 Director of Governance and the College's Director of Human Resources or their nominee. Attendance of any other persons should be at the discretion of the Committee.

December 2025



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:
 - a) fostering exceptional teaching and learning at the College;
 - b) securing coherent and relevant provision for students that leads to further learning, apprenticeships and/or employment; and
 - c) 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.

Membership

3. The Committee shall comprise a minimum of eight members including the Principal and Chief Executive and can include staff and student governors.
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. The Chair of the Governing Body can attend as an ex-officio member.

Quorum

9. The quorum for meetings shall be three members of which at least two members must be independent members.
10. Any Member may validly participate in a meeting of the Committee by video conference, conference telephone or other form of communication equipment if all persons participating in the meeting are able to communicate with each other throughout the meeting.

Director of Governance

11. The Director of Governance shall act as Clerk to the Committee.
12. The Director of Governance 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.

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 action 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:
 - a) the continuous review of the Curriculum offered by the College to ensure it meets local education and skills needs;
 - b) the analysis of market needs and Local Skills improvement plans;
 - c) post-inspection reports and action plans;
 - d) the adjustment of the curriculum and its modes of delivery to match and anticipate the needs of students, local employers and regulations made by Government and national and other bodies;
 - e) the continuous review of the Higher Education Curriculum and validation arrangements;
 - f) the analysis of market needs and review QAA/Office for Students reports and associated action plans;
 - g) the adjustment of the curriculum and its modes of delivery to match and anticipate the future needs of students, local employers and regulations made by Government and national and other bodies such as the Office for Students;
 - h) the development of technical qualifications and progression pathways including linking to Higher Education.
17. To advise the Board on curriculum content and planning 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

18. To review College policies which relate to the student experience.
19. To receive and monitor reports on performance against targets and key performance indicators and other relevant measures in relation to:
 - a) student retention;
 - b) student achievement;
 - c) student success;
 - d) student progression;
 - e) student progress;
 - f) student attendance and punctuality;
 - g) value-added measures;
 - h) the quality of teaching, learning and assessment; and
 - i) measures of the quality of the student 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 receive and monitor reports on performance against targets, key performance indicators and

other relevant measures for Higher Education in relation to:

- a) student continuation;
- b) student recruitment
- c) student progress;
- d) student progression and the use of LEO data;
- e) Learning Gain measures;
- f) measures for access and widening participation and to monitor performance against the same;
- g) equality diversity achievement and destination data for students; and
- h) support for students (e.g. SEND) achievement and destination data.

Student Experience

- 23. To receive reports 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 students and other clients to record complaints and opinions about the College's services in line with Office of Independent Adjudicator guidance.
- 27. To ensure that there are effective processes within the College for examining any such complaints and review an annual summary of complaints
- 28. 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.
- 29. To review the results of student surveys and monitor associated improvements plans.

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.

Safeguarding

- 32. To annually review the effectiveness of safeguarding and Prevent and SEND arrangements including receiving reports on the arrangements in place to monitor developments in safeguarding and make any changes required by regulation.

Other

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

March 2025



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 and effective .

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 and can include staff governors.
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 and Independent Governors or Co-opted Members should constitute at least half of the total members present.
8. Any member may validly participate in a meeting of the Committee by video conference, conference telephone or other form of communication equipment if all persons participating in the meeting are able to communicate with each other throughout the meeting.

Director of Governance

9. The Director of Governance shall act as Clerk to the Committee.
10. The Director of Governance 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.

Attendance at Meetings

12. Attendance at meetings of the Resources Committee shall be limited to members of the Committee and the Director of Governance. 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 have oversight of the College's banking arrangements including the College's adherence to banking covenants.
22. To review and advise the Board on the College's Procurement Strategy

HR and People

23. To make a recommendation to the Board in relation to the setting of a framework for the pay and conditions of service of staff (other than Senior Post Holders).
24. To make a recommendation to the Board on annual pay awards for staff in the College, including senior post holders, subject to compliance with the annual budget approved by the Corporation.
25. To approve any revisions required to the College's Recognition Agreement to ensure meaningful industrial relations are maintained in keeping with relevant legislation.
26. To review the College's People Strategy and make a recommendation to the Board.
27. To review proposed changes to the College's Human Resources related policies and procedures, as detailed in the Schedule of Delegation and make recommendations to the Board.
28. 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.
29. To receive annual reports on Human Resources and Health and Safety matters including an annual Workforce Profile report.

30. To monitor and review the treasury management policy as approved by the Corporation Board.
31. To seek to ensure Corporation's adherence to all relevant legislation and best practice.
32. To review the College's annual Equality, Diversity and Inclusion Report.
33. To review and advise the Board on the College's Equity, Diversity and Inclusion strategy and promotion of this strategy throughout the College.
34. To review 'Staff Voice' reports and staff survey reports.

Estates and IT

To review progress in respect of:

35. the College's IT strategy/Digital strategy .
36. the College's Estate strategy. To review the College's estate maintenance plan.
37. on the College's sustainability strategy.

Policy/procedure review

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

March 2025



Terms of Reference Search and Governance Committee

Remit

1. The Committee has been established to advise the Corporation on:
 - a) the appointment and reappointment of Board members and other such matter relating to membership and appointments as the Corporation may ask it to consider
 - b) Committee Membership; and
 - c) governance related matters.

Membership

2. The Committee shall comprise a minimum of four members, including the Chair and the Principal and Chief Executive. The Vice Chair of the Governing Body can deputise for the Chair of the Governing Body.
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 video conference, telephone conference or other form of communication equipment if all persons participating in the meeting are able to communicate with to each other throughout the meeting.

Director of Governance

8. The Director of Governance shall act as clerk to the Committee.
9. The Director of Governance 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 are 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 Director of Governance. Attendance of any other persons should be at the discretion of the Committee.

Key functions

Appointment and re-appointment of governors

13. To advise the Board on the process for identifying individuals with the skills the Board requires to serve as independent, staff and student 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. As outlined in the Recruitment, Appointment and Succession Planning Policy for the Board and its Committees and associated procedures, to consider applications from individuals willing to serve as independent, staff and student 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.

¹ See associated policies:

Policy for the Appointment and Re-appointment of Governors.

Procedure for the Appointment and Re-appointment of Independent Governors and Co-opted Members,

Procedure for the Appointment of Staff Governors and Procedure for the Appointment of Student Governors

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.

September 2025



Terms of Reference Senior Post Holder Remuneration Committee

Remit

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

Membership

2. The Committee shall comprise of at least four members. Membership shall include: the Chair of the Governing Body, Vice Chairs of the Governing Body, the Chair of the Resources Committee and other independent members who are not the chair of a Governing Body committee or Vice Chair of the Audit and Risk 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 Vice Chair from one of its number. For independence, the Chair of the SPH Remuneration Committee must be an independent governor who does not serve as Chair or Vice Chair of the Governing Body or any of its committees. A Vice Chair of the Governing Body can Chair a meeting in the absence of the Chair.

Quorum

5. The quorum for meetings shall be three members.
6. Any member may validly participate in a meeting of the Committee by video conference, telephone conference or other form of communication equipment if all persons participating in the meeting are able communicate with each other throughout the meeting.

Proceedings of Meetings

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

Director of Governance

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

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.

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 are 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 Director of Governance's performance against agreed targets.
17. To review and approve a report from the Chair of the Board on the probation reviews of the Principal and Chief Executive and the Director of Governance and make a recommendation to the Board.
18. 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.
19. 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.
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.

July 2026



**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 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:
 - a) the Board Chair
 - b) the Principal and Chief Executive
 - c) 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 video conference, telephone conference or other form of communication equipment if all persons participating in the meeting are able to communicate with each other throughout the meeting.

Director of Governance

10. The Director of Governance shall act as Clerk to the Committee.
11. The Director of Governance 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 and Risk Committee shall be limited to members of the Committee and the Director of Governance and College auditors. Attendance of any other persons should be at the discretion of the Committee. The Principal and Chief Executive, Vice Principal Corporate Services and Executive Director of Finance should have standing invitations to attend all meetings of the Audit and Risk Committee subject to the provisions of paragraph 15.
15. At any time during a meeting of the Audit and Risk Committee, the Chair of the Committee may request that any member of staff present, including senior post holders, shall withdraw from the meeting. The Committee have Closed Sessions as a standing item on the agenda. Closed session may or may not include the Director of Governance, College auditors and College management.

Key Functions

16. 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).
17. To advise the Board on risks of insolvency, safeguarding of charitable assets and the effective and efficient use of resources.
18. To make recommendations to the Board on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the internal audit service.
19. 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.
20. 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.
21. To consider and advise the Board on the audit strategy and annual internal audit plans for the internal audit service.
22. 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.
23. 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.
24. To regularly assess the expertise and resources, effectiveness and independence of the external auditors.
25. To consider and advise the Board on relevant reports by funding bodies and where appropriate, management's response to these.
26. 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.
27. 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.

28. To recommend the Annual Financial Statements to the Board for approval.
29. To ensure that all allegations of fraud and irregularity are properly followed up in accordance with the College's code of practice and procedures.
30. To be informed of all additional services undertaken by the internal audit service, the financial statements auditors and the funding auditors.
31. To consider such other relevant topics which have internal control implications as may be determined from time to time by the Board.
32. To monitor the operation of the College's risk management arrangements, including business continuity plans, and security and satisfy itself that risks are being actively managed, with the appropriate controls in place and working effectively. This includes plans and risk in relation to digital technology and cyber security.
33. To advise the Board on the effective arrangements for the management, security and quality assurance of data, including student records.
34. To consider any complaints of wrongdoing reported to the Committee.
35. To review any audit and risk related College policies as detailed in the Schedule of Delegation and make recommendations to the Board.

March 2025