

Reviewed and renewed 10 July 2009

GOVERNORS' COMMITTEES TERMS OF REFERENCE

Introduction

- 1 The terms of reference of the Committees may be varied at any time by the Corporation.
- 2 The terms of reference are subject at all times to the provisions of the Instrument and Articles of Government of the Corporation, and of the Financial Regulations.
- 3 Members are required to make known if they (or a person with whom they have a close connection, e.g. spouse, partner or child) has a personal interest, financial or otherwise, in a matter before the Committee.

Other than those on which he/she is a member, the Chairman of Governors may attend meetings of any committee other than the Audit Committee for which attendance will be on the invitation of the Committee, and the Special Committee, on an ex officio basis.

Other than those in which they are members, the Vice-Chairman of Governors may attend meetings of any committee on an ex officio basis, other than the Audit Committee for which attendance will be by invitation of the Committee, and the Special Committee.

Other than those on which he/she is a member, the Principal may attend meetings of any committee on an ex officio basis, except the Audit and Remuneration Committees, for which attendance will be on the invitation of the Committee, and the Special Committee.

Finance Committee

Purpose

To formulate guidelines for, and oversee the discharge of the Corporation's responsibilities for the proper management of the resources and assets of the College, and any subsidiary companies.

To ensure that the requirement of the Financial Memorandum with LSC to maintain financial solvency is fulfilled.

To consider and approve recommendations of the Remuneration Committee on the pay and conditions of designated 'senior posts'.

Terms of Reference

- ◆ to oversee the application of the College's Financial Regulations and Financial Procedures
- ◆ to consider proposed amendments to the College Financial Regulations and Financial Procedures, and to make recommendations to Governors
- ◆ to consider and make recommendations to the Corporation on the annual estimates of income and expenditure and other budgets
- ◆ to consider, review and report on the periodic management accounts of the Corporation (and of any subsidiary trading companies or other joint ventures)
- ◆ to consider any proposed capital projects and to advise the Corporation on their financial implications
- ◆ to consider and make recommendations to the Corporation on the solvency of the Corporation and the safeguarding of its assets (including insurances)
- ◆ to review the audited annual report and accounts and to make recommendations to Governors
- ◆ to consider and advise the Corporation on any relevant taxation issues
- ◆ to advise the Corporation generally on investments and borrowings and to seek appropriate advice from external sources
- ◆ to consider the financial implications of proposals regarding changes to pay policy for staff
- ◆ to determine the policy for the setting of tuition and other fees
- ◆ to determine procedures to be followed for the disposal of assets
- ◆ to consider and approve recommendations of the Remuneration Committee on the pay and conditions of designated 'senior posts'
- ◆ such other matters that may be delegated by Governors, which will not include those responsibilities listed under paragraphs 9 and 10 of the Articles of Government

Membership

The Committee shall comprise up to seven members, to include the Chairman of the Corporation, and the Principal. The membership may include up to two members who are not members of the Corporation.

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate. (Such persons shall be entitled to speak at the meeting, but not to vote).

There shall be a standing invitation for members of the senior management team to attend meetings of the Committee.

The quorum for meetings of the Committee shall be four.

Chairman

The Chairman of the Committee will be selected by members of the Committee, and shall be appointed for a term of one year. The Committee will appoint the Chairman at the first meeting of each academic year. The retiring Chairman will be eligible for re-appointment. In his/her absence from a meeting, the Committee will appoint another member, other than the Principal, to act as Chairman for that meeting.

The Committee may appoint a Vice Chairman, other than the Principal, to act in the absence of the Chairman

The Committee will meet at least eight times per year.

Term of Office

Appointments of members of the Committee will cease at the end of their term of office as a Governor, although they will be eligible for re-appointment if their membership of the Corporation is renewed. Appointments of external members will be for a period of four years.

Members may terminate their membership by notice of resignation to the Clerk of the Corporation.

Powers

Executive and Advisory in relation to finance and asset management.

Accommodation Strategy Committee

Responsibilities

- ◆ to review the College Accommodation Strategy and make recommendations to Governors

- ◆ to approve a planned programme of building maintenance within the budget allocated and monitor performance against the plan
- ◆ to review the conditions of all buildings within the College's estate and make recommendations to Governors for improvements where necessary
- ◆ to review the College's Energy Efficiency arrangements and to make recommendations to Governors
- ◆ to monitor the performance of contracts for building related works
- ◆ such other matters that may be delegated by the Governors, which will not include those responsibilities listed under paragraph 9 and 10 of the Articles of Government

Membership

The Committee shall comprise up to seven members, and may include up to two members who are not members of the Corporation.

The quorum for meetings of the Committee shall be three.

Term of Office

Appointments of members of the Committee will cease at the end of their term of office as a Governor, although they will be eligible for re-appointment if their membership of the Corporation is renewed. Appointments of external members will be for a term of one year.

Members may terminate their membership by notice of resignation to the Clerk to the Corporation

Chairman

The Chairman of the Committee will be selected by the members of the Committee, and shall be appointed for a term of one year. The Committee will appoint the Chairman at the first meeting of each academic year. The retiring Chairman will be eligible for re-appointment. In his/her absence from a meeting, the Committee will appoint another member to act as Chairman for that meeting

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

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate. (Such persons shall be entitled to speak at the meeting, but not to vote).

There shall be a standing invitation for the Deputy Principal and the Finance and Estates Manager to attend meetings of the Committee.

Powers Advisory

Audit Committee

Terms of Reference

- ◆ to advise the Governing Body on the adequacy and effectiveness of the College's systems of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money)
- ◆ to advise the Governing Body on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the internal audit service
- ◆ to advise the governing body on the scope and objectives of the work of the internal audit service, the financial statements auditor, and the funding auditor (where appointed)
- ◆ to ensure effective co-ordination between the internal audit service, the funding auditor (where appointed) and the financial statements auditor, including whether the work of the funding auditor should be relied upon for internal audit purposes
- ◆ to consider and advise the Governing Body on the audit strategy and annual audit plans for the internal audit service
- ◆ to advise the Governing Body on the internal audit assignment reports and annual reports, and on control issues included in the management letters of the financial statements auditor (including their work on regularity) and the funding auditor, (where appointed) and management's responses to these
- ◆ 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 (where appropriate) and the financial statements auditor's management letter
- ◆ to consider and advise the governing body on relevant reports by the NAO, the LSC and other funding bodies, and where appropriate, management's response to these
- ◆ 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
- ◆ to produce an annual report for the Governing Body 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 (where appointed) and the financial statements auditor
- ◆ to ensure that all allegations of fraud and irregularity are properly followed up

- ◆ to be informed of all additional services undertaken by the internal audit service, the financial statements auditors and the funding auditors (where appointed)
- ◆ the responsibilities of the Committee shall not extend to an executive role and shall not require the members of the Committee to offer the Corporation professional advice

Powers of the Committee

- ◆ to investigate any activity within its terms of reference
- ◆ seek any information it requires from the internal audit service, the external auditor, Governors, Committees and College employees, plus relevant information from subcontractors and other third parties
- ◆ obtain external professional advice

Membership

The Committee shall comprise up to five members, at least one of whom shall have relevant financial/audit experience.

The membership may include up to two members who are not members of the Corporation.

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall be entitled to speak at the meeting, but not to vote).

The Committee will invite members of the College management to attend meetings as and when appropriate. There shall be a standing invitation for the Deputy Principal to attend, although this may be withdrawn at the discretion of the Committee, for all or part of any meeting.

In order to maximise the Committee's independence and objectivity, the following people shall not be eligible to serve on the Committee:

- ◆ members of the College Finance Committee
- ◆ the Chairman of the Corporation
- ◆ the Principal and those with executive authority at a senior level within the College
- ◆ Governors who have significant interests in the College

The quorum for meetings shall be 2, not to include the external member(s).

Term of Office

Appointments of members of the Committee will cease at the end of their term of office as a Governor, although they will be eligible for re-appointment if their membership of the Corporation is renewed.

External members will be appointed for a term of membership of four years.

Members may terminate their membership by notice of resignation to the Clerk to the Corporation.

Chairman

The Chairman of the Committee will be selected by the members of the Committee, and shall be appointed for a term of one year. The Committee will appoint the Chairman at the first meeting of each academic year. The retiring Chairman will be eligible for re-appointment. In his/her absence from a meeting, the Committee will appoint another member to act as Chairman for that meeting

The Committee will meet at least three times per year. The internal or external auditor may request a meeting of the Committee if they consider it to be necessary, and the Committee will endeavour to comply with such requests.

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

Powers Advisory

Quality Committee

Purpose

To oversee the implementation and operation of the College Quality Assurance Policy.

Responsibilities

- ◆ to contribute to the continuing development of quality improvement in all areas
- ◆ to monitor curriculum performance against targets and benchmarks
- ◆ to monitor student destinations
- ◆ to review surveys of student, parent, and employer satisfaction with College provision
- ◆ to review the curriculum enrichment provision
- ◆ to monitor the Self Assessment process
- ◆ to monitor and review the implementation of the College policy on Equality and Diversity
- ◆ to review reports from external verifiers and inspectors
- ◆ to report to the Governors, with recommendations where appropriate, on these areas

Membership

The Committee shall comprise up to seven members, and may include up to two members who are not members of the Corporation.

The quorum for meetings of the Committee shall be three.

Term of Office

Appointments of members to the Committee will cease at the end of their term of office as a Governor, although they will be eligible for re-appointment if their membership of the Corporation is renewed. Appointments of external members will be for a term of four years.

Members may terminate their membership by notice of resignation to the Clerk to the Corporation

Chairman

The Chairman of the Committee will be selected by the members of the Committee, and shall be appointed for a term of one year. The Committee will appoint the Chairman at the first meeting of each academic year. The retiring Chairman will be eligible for re-appointment. In his/her absence from a meeting, the Committee will appoint another member to act as Chairman for that meeting

There shall be a standing invitation for the Assistant Principal Curriculum and Quality to attend.

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

Powers Advisory

Governors' Search and Appointments Committee

Purpose

To advise the Corporation on the appointment of members of the Corporation other than the Principal (who shall be eligible to serve on the Corporation as a result of the post) and such other matters relating to membership and appointments as the Corporation shall remit to it, having regard at all times to the provisions of the Instrument of Government and the policy of the Corporation.

Terms of Reference

- ◆ to review the composition of the Governing Body to ensure adequate succession planning, and that the membership offers a comprehensive range of skills and reflects the community served

- ◆ to undertake a regular skills audit in order to test the range of skills and experience among Corporation members, and to recommend changes where necessary to the composition of the Board and its committees
- ◆ to determine and apply the arrangements for the recruitment of new Governors
- ◆ to recommend candidates for appointment by the Board

Membership

The Committee shall comprise up to five members, and will include the Chairman of Governors and the Principal. The membership may include one member who is not a member of the Corporation.

The quorum for meetings of the Committee shall be two.

Term of Office

Appointments of members to the Committee will cease at the end of their term of office as a Governor, although they will be eligible for re-appointment if their membership of the Corporation is renewed. Appointments of any external member will be for a term of four years.

Members may terminate their membership by notice of resignation to the Clerk to the Corporation.

Chairman

The Chairman of Governors will be selected by the members of the Committee, and shall be appointed for a term of one year.

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

Powers Advisory

Remuneration Committee

Purpose

To review the remuneration and other terms and conditions of the Principal and such other staff as are designated 'senior postholders' by the Corporation, and to make recommendations to the Finance Committee.

Membership

The Committee shall comprise up to four members, and will include the Chairman and the Vice-Chairman of the Corporation, and at least one member who is a member of the Finance Committee. The

membership may include one member who is not a member of the Corporation.

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall be entitled to speak at the meeting, but not to vote).

The quorum for meetings of the Committee shall be two.

The Committee will meet at least once per year

Term of Office

Appointments of members to the Committee will cease at the end of their term of office as a Governor, although they will be eligible for re-appointment if their membership of the Corporation is renewed. Appointments of any external member will be for a term of four years.

Members may terminate their membership by notice of resignation to the Clerk to the Corporation.

Chairman

The Chairman of Governors will be the Chairman of the Committee.

The Chairman of the Committee shall act as Clerk to the Committee.

Powers Advisory

HR Committee

Terms of Reference

Consider, and make recommendations to Governors, on the framework for pay and conditions of staff (other than designated senior postholders). To include salary structures, employee benefits and conditions of service

Consider and make recommendations on the HR strategy for the College

Consider and recommend new or changed policies relating to the employment of staff

Monitor the College's staffing profile and performance indicators, making recommendations where appropriate to ensure that staffing resources are sufficient to deliver the College's goals

Monitor the operation of the HR function to ensure that performance meets and promotes requirements, e.g. equality and diversity

Monitor the effectiveness of the Staff Development Programme

Review the results of Staff Perception and any other staff surveys

Monitor the College's achievement of IIP and other external kitemarks in relation to HR

The Committee will report to the Corporation, with recommendations where appropriate

Membership

The Committee shall comprise up to six members, to include the Principal, and may include up to two members who are not members of the Corporation.

Quorum

The quorum for the Committee shall be three

Chairman

The Chairman of the Committee will be selected by the members of the Committee, and shall be appointed for a term of one year. The Committee will appoint the Chairman at the first meeting of each academic year. The retiring Chairman will be eligible for re-appointment. In his/her absence from a meeting, the Committee will appoint another member to act as Chairman for that meeting

Term of Office

Appointments of members of the Committee will cease at the end of their term of office as a Governor, although they will be eligible for re-appointment if their membership of the Corporation is renewed. Appointments of external members will be for a term of four years.

Members may terminate their membership by notice of resignation to the Clerk to the Corporation

Meetings will be recorded by the PA to the Principal, and the Committee will seek clerking advice as and when necessary

The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate. (Such persons shall be entitled to speak at the meeting, but not to vote).

There shall be a standing invitation for the Vice Principal (HR) and the Head of HR to attend meetings of the Committee.

Powers Advisory

Special Committee

Purpose

To be convened as and when required to examine cases where the possibility of dismissal of a designated senior postholder is under consideration (see Articles of Government Para 12).

Terms of Reference

- ◆ to examine the case for the dismissal of a senior postholder referred to the Committee by the Chairman of the Corporation, the Vice-Chairman of the Corporation, or a majority of members of the Corporation
- ◆ to give the person whose dismissal is to be considered the right to make representations. The representations, which may be made in writing, may also be made orally, for which purpose, the person whose dismissal is to be considered may be accompanied and represented by a friend
- ◆ to consider whether the dismissal would be fair and reasonable in the circumstances, which may include (but not be limited to)
 - any relevant documents and representations
 - the terms and conditions of the senior postholder's employment
 - any relevant disciplinary procedures
 - any relevant ACAS guidance
 - relevant legislation including unfair dismissal legislation, discrimination legislation and the Human Rights Act 1998
- ◆ to prepare a written report containing recommendations regarding the case for the dismissal of a senior postholder for consideration by the Corporation, a copy of which shall be sent to the person to whom it relates

Membership

The Committee shall comprise three members of the Corporation, to be appointed by the Corporation as and when the need arises.

The Chairman of the Corporation, the Vice-Chairman of the Corporation, the Principal, staff members, and student members, may not sit on the Committee. In addition, no person may sit on the Committee who has any interest in its findings or who has been involved in any way in an investigation or other disciplinary action leading up to the reference of the particular matter to the Committee, unless it is reasonably impractical to avoid.

No person may sit on the Committee unless they are a member of the Corporation.

The Chairman of the Committee will be selected by the members of the Committee.

The quorum for meetings of the Committee shall be three.

The Committee shall be convened, and a meeting arranged, as soon as practicable after a reference to it.

The Clerk to the Corporation shall act as Clerk to the Committee (unless his/her post is the subject of the reference to the Committee, in which case, the Committee shall appoint an alternative person to act as Clerk).

1.9.09