

## TERMS OF REFERENCE OF COMMITTEES AND WORKING GROUPS 2021/22

Audit Committee  
Senior Staff Performance & Remuneration Committee (SSPRC)  
Governance and Search Committee (G&S)  
Curriculum & Quality Working Group (CQWG)  
Finance and Estates Working Group (FEWG)

### AUDIT COMMITTEE

#### TERMS OF REFERENCE

##### Purpose

The Audit Committee advises the Corporation on matters relating to the College's internal financial control and risk management, and oversees its external and internal audit arrangements. It advises and supports the Corporation in explaining, in its annual accounts, the fair and reasonable measures taken to ensure it has fulfilled its statutory and regulatory responsibilities.

It must not adopt an executive role.

The Instrument and Articles of Government require the Corporation to have an Audit Committee. It is also a condition of funding that the Corporation establishes an Audit Committee.

##### Membership

- 1.1 The membership of the Audit Committee shall be three (3) members (plus up to two External Co-opted Members).
- 1.2 Members shall serve for a period of one academic year and shall be eligible for re-appointment.
- 1.3 Individual members should have an appropriate mix of skills and experience to allow the committee to discharge its duties effectively. Collectively members should have recent relevant experience in risk management, finance and assurance. The abilities of the membership should reflect the needs of the Corporation and should extend to expertise in all relevant financial and non-financial areas.
- 1.4 Membership of the Committee shall be determined at the final meeting of the Board in that academic year.
- 1.5 The Chair of the Board and the Principal cannot be members of the Audit Committee.

##### Quorum

- 2.1 The quorum for the meeting shall be two (2) members.

### **Frequency of Meetings**

- 3.1 The Committee shall meet at least three times per annum. Where this is not the case, an explanation must be provided within the Committee's annual report.

### **Responsibilities of the Committee**

- 4.1 To scrutinise any activity within its terms of reference, which may involve engaging a third party to assist.
- 4.2 To access all the information and explanations it considers necessary, from whatever sources, to fulfil its remit.
- 4.3 To assess and advise the Corporation on the adequacy and effectiveness of the Corporation's assurance arrangements, framework of governance, which may include the Board's assurance framework, risk management and control processes, for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets. A holistic and risk-based view should be applied with all aspects and systems, financial and non-financial, being in scope depending on their impact and effect on the Corporation.
- 4.4 To consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where there is a gap in the existing skillset, training and development should be provided to address this in the first instance.
- 4.5 To advise the Corporation on the appointment, reappointment, dismissal and remuneration of the external auditor, reporting accountant, internal auditor and other assurance providers and establish that all such providers adhere to relevant professional standards.
- 4.6 To advise the Corporation on the scope and objectives of the work of internal audit, the external auditor and other assurance providers (as applicable)
- 4.7 To inform the Corporation of any additional services provided by internal audit, the external auditor, reporting accountant and other assurance providers and to explain how independence and objectivity are safeguarded.
- 4.8 To consider and advise the Corporation on the audit strategy and annual internal audit plans for the internal auditor
- 4.9 To review and consider the reports of internal audit, the external auditor and other assurance providers (as applicable) and monitor the implementation of recommendations to agreed timescales.
- 4.10 To consider and advise the Corporation on relevant reports by the National Audit Office, the ESFA and other funding bodies, and where appropriate management's response to these.
- 4.11 To establish, in conjunction with the executive management, relevant annual performance measures and indicators, and to monitor the effectiveness of the internal and external auditors through these measures and indicators and

decide, based on this review, whether a competition for price and quality of the audit service is appropriate.

4.12 To produce an annual report for the Corporation summarising the Committee's activities relating to the financial year under review, including:

- a summary of work undertaken by the committee during the year, including any significant issues arising up to the date of preparation of the report and any significant matters of internal control included in the reports of audit or other assurance providers.
- the number of the meetings held in the year, and attendance records for each Committee member.
- details of the date of appointment of the external and internal auditors and the remaining term of the contract
- the committee's view of its own effectiveness and how it has fulfilled its terms of reference
- the Committee's opinion on the adequacy and effectiveness of the Corporation's assurance arrangements, assurance over subcontracting, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency and the safeguarding of assets

The annual report to the Corporation must be submitted to the Corporation before the statement of corporate governance and internal control in the annual accounts is signed.

In all other respects the report must meet the requirements of the ESFA and OfS as set out in the post-16 Audit Code of Practice.

4.13 To oversee the Corporation's policies on, and processes around fraud, irregularity, impropriety and whistleblowing, and ensure:

- the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity
- that investigation outcomes are reported to the committee.
- that the external (and internal auditor if applicable) are informed of investigation outcomes and other matters of fraud, irregularity and impropriety, and that appropriate follow-up action has been planned/actioned.
- that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, major weakness or breakdown in the accounting or other control framework are reported to the ESFA and other relevant funding authority as soon as practicable.
- Risks around fraud have been identified and controls put in place to mitigate them.

4.14 To oversee data breaches and GDPR issues.

4.15 To notify ESFA immediately of the resignation of auditors, or where the Corporation removes the auditors, before the expiry of their term of office.

4.16 To ensure there is a policy in place for regular retendering of the external audit service, which should happen at least every five (5) years.

#### **Election of Chair**

5.1 The Chair shall be elected at the last meeting of the Audit Committee in each academic year.

#### **Terms of Reference**

6.1 The Committee shall review its terms of reference on an annual basis.

#### **Committee Secretariat**

7.1 The Head of Governance will service the Committee.

#### **Reporting to the Corporation**

8.1 The minutes of the Audit Committee are to be presented to the next meeting of the Corporation.

### **SENIOR STAFF PERFORMANCE & REMUNERATION COMMITTEE**

#### **Terms of Reference**

##### **Membership**

1.1 The membership of the Committee shall be three (3) members

1.2 The Chief Executive & Principal shall not be a member of the Committee but may advise the Committee on matters other than their own remuneration. The Committee may invite other senior post-holders to attend where necessary

1.3 Members shall serve for a period of one year and be eligible for re-appointment. Membership should automatically include the Chair and Vice-Chair(s) of the Corporation. The Quality stewardship governor should feed into performance objectives relating to curriculum and quality.

1.4 Membership shall be determined at the final meeting of the Corporation in the academic year.

##### **Quorum**

2.1 The quorum for the meeting shall be three members.

##### **Frequency of Meetings**

3.1 The Committee shall meet at least once per term.

##### **Responsibilities of the Committee**

4.1 The Committee shall oversee the employment of the Chief Executive & Principal, Deputy Principal, Director of Finance & Corporate Services and Head of Governance, with particular focus on:

- (i) monitoring agreed performance objectives
- (ii) monitoring professional development
- (iii) appropriate human resources policies
- (iv) induction and probationary period arrangements (where relevant)

4.2 The Committee shall advise the Corporation on the specific senior staff employment package of (a) the Chief Executive & Principal, (b) the designated senior post-holders and (c) the Head of Governance, and in so doing shall consider the following component elements

- basic salary
- benefits in kind
- pension provisions
- the main terms and conditions in each senior post-holders contract of employment

4.3 The Committee shall evaluate annually the specific senior staff employment packages of the Chief Executive & Principal and other senior post-holders including the Head of Governance. The availability of the outcome of appraisal meetings and relevant data regarding senior staff employment will be used to inform consideration of specific senior staff employment packages.

4.4 The Committee shall advise the Corporation on any compensation (including augmentation of pension benefits) which may be payable in the event of the early termination of the employment of the Chief Executive & Principal or any other senior post-holders, including the Head of Governance, with the aim of

- avoiding rewarding poor performance
- dealing fairly with cases where early senior staff employment is not due to poor performance

(The Corporation will report all aspects relating to the senior staff employment of the Chief Executive & Principal and other senior post-holders in its published accounts using established and best reporting practice).

### **Terms of Reference & Membership**

5.1 The Committee will review its terms of reference, membership and work plan on an annual basis for recommendation to the Corporation.

### **Election of Chair**

6.1 The Chair will be elected at the last meeting of the Committee for the following academic year. The Chair would normally be the Vice-Chair of the Corporation. The Chair should not be the Chair of the Corporation.

### **Committee Secretariat**

7.1 The Head of Governance will service the committee (except where matters related to the Head of Governance are under consideration).

### **Reporting to the Corporation**

8.1 The minutes or summary of the key recommendations of the Committee will be reported to the next meeting of the Corporation. These are usually confidential.

- 8.2 The Committee shall produce an annual report to evaluate its effectiveness and confirm compliance with its terms of reference.

## **GOVERNANCE & SEARCH COMMITTEE**

### **Terms of Reference**

#### **Purpose**

The Committee is responsible for upholding the highest standards of governance practice, for monitoring and reviewing governance practices and policies and for the recruitment and development of governors

#### **1 Membership**

- 1.1 The membership of the Governance & Search Committee shall be five (5) members (4 external governors plus Chief Executive & Principal)
- 1.2 The Members shall be determined at the final meeting of the Corporation in the college year
- 1.3 Members shall serve for a period of one College year and shall be eligible for reappointment

#### **2 Election of Chair**

- 2.1 The Chair shall be elected at the last meeting of the Governance & Search Committee in each academic year

#### **3 Quorum**

- 3.1 The quorum for meetings of the Governance & Search Committee shall be three

#### **4 Frequency of meetings**

- 4.1 The Governance & Search Committee shall meet at least once per term

#### **5. Responsibilities of the Committee**

- 5.1 The Committee shall be responsible for recommending candidates (for approval by the Corporation) to be governors of the Corporation, and for determining the processes whereby candidates are identified. This will also include the co-option of individuals to committees.
- 5.2 The Committee shall, from time to time, consider and make recommendations to the Corporation on the Governing Body's composition and balance, and on the procedures for appointment to the Corporation.
- 5.3 The Committee shall have the power to employ the services of such external advisors as they deem necessary to fulfil their responsibilities\*
- 5.4 The Committee shall have the power to advertise to identify persons wishing to serve as Corporation members\*
- 5.5 The Committee shall advise on the re-appointment of members of the Corporation

- 5.6 The Committee is responsible for ensuring that a skills audit is completed by all governors to identify the skills gap that needs to be filled
- 5.7 The Committee shall be responsible for advising upon, monitoring and evaluating governor induction arrangements
- 5.8 The Committee shall be responsible for advising upon, monitoring and evaluating governor training and development
- 5.9 The Committee will establish the framework for a self-assessment of governance by the Board and to oversee any action plans for the improvement of governance practices
- 5.10 The Committee will regularly monitor governor attendance and take appropriate action to achieve good attendance by all governors.
- 5.11 The Committee will review the Board's governance policies and procedures and make recommendations to the Board

## **6 Terms of Reference**

- 6.1 The Committee shall review its terms of reference and work plan annually

## **7. Servicing the Committee**

- 7.1 The Head of Governance will service the committee

## **8. Reporting to the Corporation**

- 8.1 The minutes of the Governance and Search Committee will be presented to the next meeting of the Governing Body.
- 8.2 The Committee shall produce an annual report to evaluate its effectiveness and confirm compliance with its terms of reference

\*Delegated by the Board

## **CURRICULUM & QUALITY WORKING GROUP**

### **Terms of Reference**

#### **Purpose**

To provide additional in-depth scrutiny, and assurance to the Corporation, where there are identified areas of significant risk relating to quality and standards.

To monitor overall College and specific performance and to recommend action for improvement to the Board.

#### **Role**

- 1.1 To review and monitor performance and the development and progress of action plans in areas of activity identified as high risk of poor quality and standards. Members of the group will use their expertise to add value and support the work of the Executive as necessary. Key responsibilities include:

- To monitor external developments impacting on Curriculum and Quality
- To review and recommend the annual college self-assessment review, and to monitor progress on the Quality Improvement Plan
- To take into account, as appropriate, the learner voice in relation to teaching, learning and assessment.
- To recommend, for approval by the Corporation, external regulatory submissions
- To regularly review the Quality Dashboard including all aspects of college academic activity – apprenticeships, full time 16 to 18, adult, HE, subcontracting, Traineeships, Higher needs provision

### **Delegated or Expenditure Powers**

2.1 None

### **Membership**

- 3.1 The membership of the Curriculum & Quality Working Group shall be a minimum of three members plus the Chief Executive & Principal. A co-opted member may also be appointed.
- 3.2 Those in attendance are expected to be the Deputy Principal, Assistant Principals, Quality Manager, other staff with quality responsibilities, as required and the Head of Governance (secretariat)
- 3.3 The membership will be agreed by the Corporation at its final meeting in the academic year.

### **Chair**

4.1 The Chair will be the stewardship governor for this area

### **Quorum**

5.1 The quorum is two members

### **Operation of the Group**

6.1 Meetings will usually take place three times per year. An agreed work plan will be drawn up at the start of the academic year and will link to the Corporation's Strategic Plan. Some business may be circulated between meetings, for example in depth data reports investigations, external reports.

### **Terms of Reference**

7.1 The terms of reference will be reviewed on an annual basis for approval by the Corporation.

### **Reporting**

8.1 The Group will be kept informed of any significant concerns. Notes from the Group and relevant reports will be submitted to the Corporation and the Chair will report on any key issues.

## **FINANCE & ESTATES WORKING GROUP**

### **Terms of Reference**

#### **Purpose**

- To provide additional in depth scrutiny and assurance to the Corporation on financial matters, in particular where there are identified areas of significant risk relating to financial performance
- To review estates matters as determined by the Corporation, to include any detailed estates planning

#### **Role of Working Group**

To monitor and support the areas of activity set out in 'purpose'. This will include receipt of monthly management accounts and a finance dashboard (part of the strategic dashboard). Where expenditure is proposed above the limit level for college senior post-holders, the Working Group will make a recommendation to the Corporation for approval (or the Chair of the Corporation if an urgent decision is needed).

#### **Expenditure Powers**

None, except where delegated by the Corporation

#### **Membership**

Three members plus Chief Executive & Principal. Members may be co-opted but at least one member must be an external governor

#### **In Attendance at meetings**

Director of Finance & Corporate Services

Head of Governance

Others as required, for example any consultants appointed to support the Estates Strategy or Financial Strategy

#### **Chair and membership**

The Chair shall normally be the stewardship governor for the area. Membership will be agreed by the Corporation at its final meeting of the academic year.

#### **Quorum**

The quorum is two members.

#### **Operation of the Working Group**

Meetings to be held before Corporation meetings to review the accounts or, as required, as determined by risk assessment. Some business may be carried out through the investigations by individual members with particular expertise, but where key recommendations are to be considered, these will come to the Working Group for consideration.

#### **Terms of Reference**

The terms of reference will be reviewed on an annual basis for approval by the Corporation. The Group will evaluate its effectiveness on an annual basis.

**Reporting**

The Group will be kept informed of any significant concerns. Notes from the Group and relevant reports will be submitted to the Corporation and the Chair will report on any key issues