

Committee Terms of Reference

Approved by Corporation 22 July 2025

Audit Committee

Finance & Resources Committee

Learning & Quality Committee

Remuneration Committee

Search & Governance Committee

Special Committee

**Audit Committee
Terms of Reference**
Agreed by Corporation 22 July 2025

Role and Purpose:

Audit Committee shall scrutinise the robustness of the College's control framework and assess its application in practice.

1 Responsibilities

- 1.1 To assess and provide the Corporation with an opinion on the adequacy and effectiveness of the College's assurance arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources (value for money), the solvency of the institution and the safeguarding of its assets.
- 1.2 To ensure there is a policy for regular retendering of the external audit service and to advise the Corporation on the appointment, reappointment, dismissal, adequacy and remuneration of the financial statements auditor and the Internal Audit Service (IAS) and other assurance providers and establish that all such assurance providers adhere to relevant professional standards.
- 1.3 To advise the Corporation on the scope and objectives of the work of the IAS and the financial statements auditors
- 1.4 To ensure effective coordination between the IAS and the financial statements auditor including whether their respective work should be relied upon for the purposes of the other
- 1.5 To consider and recommend to Corporation the audit strategy and annual internal audit plans for the IAS
- 1.6 To advise the Corporation on 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 management's responses to these.
- 1.7 To monitor, within an agreed timescale, the implementation of recommendations arising from the management letters and reports of the financial statements and regularity auditor, and of any reports submitted by other providers of audit and assurance services to the College.
- 1.8 To consider and advise the Corporation on relevant reports by the National Audit Office (NAO), and funding bodies, and where appropriate management's response to these.
- 1.9 To advise Corporation on the College's Risk Management Strategy and to monitor its implementation and ensure its effectiveness.

1.10 To establish, in conjunction with College management, relevant annual performance measures and indicators and to monitor the effectiveness of the IAS and financial statements auditors through these measures and indicators and to decide, based on this review, whether a competition for price and quality of the audit service is appropriate.

1.11 To produce an annual report for the Corporation in accordance with the College Financial Framework.

The annual report shall be submitted to the Corporation before the Statement of Corporate Governance and Internal Control in the accounts is signed and shall be forwarded to the relevant funding body with the annual accounts.

1.12 To oversee the College's policies on fraud, irregularity, impropriety and whistleblowing and ensure:

- the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity;
- investigation outcomes are reported to the Audit Committee,
- the external auditors (and internal auditors where appointed) have been informed, and that appropriate follow-up action has been planned / actioned,
- all significant cases of fraud or suspected fraud or irregularity are reported to the ESFA and other relevant funding authorities as soon as possible;
- risks around fraud have been identified and controls put in place to mitigate them.

1.13 To inform Corporation of any additional services provided by the financial statements, regularity and other audit assurance providers and explain how independence and objectivity were safeguarded.

1.14 To discharge responsibilities as defined under the College Financial Framework.

1.15 To consider the development of Committee members and put in place appropriate training to ensure skills and knowledge are up to date.

2 Authority

2.1 The Committee is authorised by the Corporation to investigate any activity within its terms of reference and to seek any information it requires from any Corporation member, Committee of the Corporation, College employee or third party to fulfil its remit.

2.2 The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.

3 Matters Delegated to the Committee

3.1 There are no matters delegated to the Committee.

4 Membership

- 4.1 The Committee shall be appointed by the Corporation and will consist of four members.
- 4.2 The Chair shall be appointed by the Corporation.
- 4.3 The Committee shall comprise individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Committee shall have recent, relevant experience in risk management, finance and audit and assurance. The Committee shall not adopt an executive role.
- 4.4 The Chair of the Corporation, the CEO and other Senior Postholder(s), Staff and Student Governors may not be members of the Audit Committee.
- 4.5 In the absence of the Chair, the Committee will appoint a temporary Chair from within its membership.

5 Quorum

- 5.1 The quorum will be three members.

6 Meetings

- 6.1 Meetings shall normally be held once a term. This may be varied in accordance with Standing Order 81.

7 In Attendance

- 7.1 The CEO or other senior manager who is responsible for the College's internal control and representatives of the internal and financial statements auditors as appropriate, shall normally attend meetings at the invitation of the Committee. The Committee shall have the power to invite such other persons to attend meetings as may be desirable and necessary.
- 7.2 Other Corporation Members shall have a right of attendance, save that the Committee may when they consider it appropriate, meet with representatives of the internal and/or financial statements auditors without the CEO or staff members being in attendance.
- 7.3 The Committee shall have an opportunity to meet the Internal Auditor and External Auditors at least annually, without executive staff members present. This meeting shall usually be during the Summer Term Committee meeting.
- 7.4 The Clerk to the Committee will either be the Director of Governance or the Director of Governance's nominee.

8 Reporting Procedures

- 8.1 The Director of Governance will circulate minutes of the meetings of the Committee to all Corporation members as attachments to the agenda for the next Board meeting for information and decision as necessary.

Finance & Resources Committee

Terms of Reference

Agreed by Corporation 22 July 2025

Role and Purpose:

To ensure value for money and maximisation of resources and to give assurance to Corporation on the suitability and appropriateness of the College's financial strategy and policies within the context of the College's overall objectives and strategy.

1 Responsibilities

- 1.1 To scrutinise the finances of the College, reporting and advising on the effective and efficient use of resources to Corporation and with due regard to the current risk register.
- 1.2 To advise Corporation on the financial implication of the College's strategic priorities and to monitor the financial objectives set by Corporation.
- 1.3 To advise Corporation annually on the draft budgets of income and expenditure, the capital budget and cash flow forecast for each financial year. The Committee will have special regard to the financial model.
- 1.4 To scrutinise future financial plans and monitor actual income and expenditure, capital budget expenditure, cash flow and balance sheet provisions against budgets and targets set by Corporation.
- 1.5 To consider the draft outturn of the income and expenditure account and balance sheet for the financial year before submission to the Corporation.
- 1.6 To consider estates and sustainability matters.
- 1.7 To consider the IT infrastructure within the context of the Committee's remit.
- 1.8 To consider at least annually financial reports from any companies/joint ventures in which the College has an investment or shareholding.
- 1.9 To oversee the College's subcontracting arrangements.
- 1.10 To advise Corporation on the appointment of the College's bankers and professional financial advisers.
- 1.11 To advise the Corporation on short term borrowing on amounts in excess of £50,000.
- 1.12 To monitor annually the performance of non-core income activity.
- 1.13 To consider the capital programme prior to submission to Corporation and to monitor its strategic and operational objectives.
- 1.14 The Committee shall consider human resources within the College including equality, equity, diversity and inclusion data and promote staff well-being. In

particular the Committee will advise Corporation on the framework for the pay and conditions of service of all staff (excluding senior postholders).

- 1.15 To monitor health and safety and advise Corporation accordingly
- 1.16 To annually consider and approve the College's portfolio of insurances
- 1.17 To consider specific matters requested by the Corporation, including Fees Policy.
- 1.18 To discharge responsibilities as defined under the College's Financial Regulations.
- 1.19 To review annually the College's Financial Regulations prior to submission to the Corporation.

2 Matters delegated to the Committee

2.1 Student Union budget Cor. Min. 2296

The Committee to approve on an annual basis the budget and income and expenditure accounts of the Students' Union.

3 Membership

- 3.1 The Committee shall be appointed by the Corporation and will consist of 5 Corporation members, at least one of whom will be a qualified accountant.
- 3.2 Members of the Audit Committee may not be members of the Finance & Resources Committee. The Committee may include up to two associated members who are not members of the Corporation. Associated members will not constitute part of the meeting's quorum.
- 3.3 The Chair of the Committee will be appointed by the Corporation. In the absence of the Chair, the Committee will appoint a temporary Chair from within its membership.

4 Quorum

- 4.1 The quorum will be three members.

5 Meetings

- 5.1 Meetings will usually be held three times a year.

6 In Attendance

- 6.1 The Clerk to the Committee will either be the Director of Governance or the Director of Governance's nominee.
- 6.2 Such other persons as the Committee may from time to time agree.

7 Reporting Procedures

- 7.1 The Director of Governance will circulate minutes of meetings of the Committee to all Corporation members as attachments to the agenda for the next Board Meeting for information and decision as necessary.

Learning & Quality Committee
Terms of Reference
Agreed by Corporation 22 July 2025

Role and Purpose:

To give assurance to Corporation on the quality of the College's teaching, learning and assessment and to drive up standards.

1 Responsibilities

- 1.1 To consider quality of education including apprenticeships and Higher Education
- 1.2 To oversee and monitor the processes for maintaining and improvement in quality and curriculum planning in line with the College's educational character and mission.
- 1.3 To ensure that the College's education and training meets local needs and to advise Corporation accordingly
- 1.4 To review the curriculum plan on behalf of the Board to confirm that the plan supports the College's strategic aims.
- 1.5 To consider performance data concerning learning and quality including enrolment, retention, achievement, success rates and destination target within the context of the College's strategic priorities, College trends, local and national factors and benchmarking data.
- 1.6 To consider the College's Self-Assessment Report (SAR) and Quality Improvement Plan (QIP) and advise Corporation accordingly
- 1.7 To be the guardian of the learner voice so learners are empowered and involved in College activities including consultation, views on the quality of Learning & Teaching and Peer Mentoring, to improving the provision and experience of learning.
- 1.8 To consider the provision of careers advice
- 1.9 To monitor equality, equity, diversity and inclusion (EED&I), safeguarding, Prevent and student wellbeing policies, procedures and outcomes, ensuring that the College's activities in these areas conform to statutory requirements and/or good practice
- 1.10 To consider sustainability issues within the context of the Committee's remit for example how the College prepares learners for a world where sustainability has increasing prominence.
- 1.11 To consider College policies within the Committee's remit.

2 Matters Delegated to the Committee

- 2.1 There are no matters delegated to the Committee

3 Membership

- 3.1 The Committee shall be appointed by the Corporation and will consist of five Corporation members, at least one of whom should have relevant expertise. The Committee may include persons who are not members of the Corporation.
- 3.2 The Chair of the Committee will be appointed by Corporation. In the absence of the Chair, the Committee will appoint a temporary Chair from within its membership.

4 Quorum

- 4.1 The quorum will be three members.

5 Meetings

- 5.1 Meetings will usually be held four (minimum three) times a year

6 In Attendance

- 6.1 The Clerk to the Committee will either be the Director of Governance or the Director of Governance's nominee.
- 6.2 Such other persons as the Committee may from time to time agree.

7 Reporting Procedures

- 7.1 The Director of Governance will circulate minutes of the meetings of the Committee to all Corporation members as attachments to the agenda for the next Board meeting for information and decision as necessary.

Remuneration Committee Terms of Reference

Agreed by Corporation on 22 July 2025

Role and Purpose:

Remuneration Committee shall advise Corporation on the remuneration and conditions of employment for Senior Postholders.

1 Responsibilities

- 1.1 The Committee will consider the remuneration and conditions of employment for the Senior Postholders and will advise Corporation accordingly.
- 1.2 The Committee will evaluate annually the specific remuneration packages of Senior Postholders in line with the College's Senior Postholder Remuneration Policy and AoC Senior Postholder Remuneration Code. In order to do this, the Committee will receive information on Senior Postholders' targets and achievements and consider benchmarking information. SPHs will receive the annual cost of living pay increase in line with all staff.
- 1.3 To advise the Chair of the Corporation on any compensation which may be payable in the event of the early termination of the employment of Senior Postholders in accordance with the appropriate legislation and guidance.
- 1.4 To review on a continuing basis, policy relating to the remuneration of Senior Postholders.
- 1.5 In undertaking its responsibilities, the Committee will ensure that the Corporation operates in line with all appropriate legislation and guidance, in particular public sector senior pay controls (Managing Public Money) and ESFA conditions of funding, bringing information to the attention of the financial statements auditors where appropriate.

2 Authority

- 2.1 The Committee is authorised by the Corporation to obtain outside legal or other independent advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.

3 Matters Delegated to the Committee

- 3.1 There are no matters delegated to the Committee.

4 Membership

- 4.1 The Committee shall be appointed by the Corporation and will consist of between three and five Corporation members.

- 4.2 Members will include the Chair of Corporation but exclude the Principal & CEO and Staff and Student members.
- 4.3 The Corporation shall appoint the Chair of the Committee. The Chair of Corporation will not be Chair of the Committee.
- 4.4 In the absence of the Chair of the Committee, the Committee will appoint a temporary Chair from within its membership.

5 Quorum

- 5.1 The quorum shall be three members.

6 Meetings

- 6.1 The Committee will arrange to meet at least once a year, according to the needs of the business.

7 In Attendance

- 7.1 The Clerk to the Committee shall be the Director of Governance unless the Committee is considering the post of Director of Governance and/or Remuneration of the Director of Governance in which case a member of the Committee shall be responsible for clerking those Agenda Items.
- 7.2 The CEO and other senior postholders will attend meetings at the invitation of the Committee and as appropriate to the agenda.

8 Reporting Procedures

- 8.1 The Director of Governance will circulate minutes of the meetings of the Committee to Corporation members, excluding staff and student governors, as attachments to the agenda for the next Board Meeting for information and decision as necessary.

Search & Governance Committee

Terms of Reference

Agreed by Corporation on 22 July 2025

Role and Purpose

Search & Governance Committee shall lead on continuous improvement and best practice, advising Corporation on Corporation and Committee membership and general governance matters.

1. Responsibilities

- 1.1 The Committee shall be responsible for nominating candidates for the approval of the Corporation to fill vacancies on the Corporation, and for recommending the process whereby candidates are nominated.
- 1.2 The Committee shall from time to time consider and make recommendations to the Corporation on the Corporation's composition and balance of the Corporation and its Committees using the skills & diversity audit and on the procedures for appointment to the Corporation and its Committees.
- 1.3 The Committee shall make recommendations to Corporation concerning the Chairs of Committees and, in the event of no nominations being received, the Chair and Vice-Chair(s) of Corporation.
- 1.4 The Committee shall develop and recommend to the Corporation policies and procedures for the induction, appraisal and governance development of Corporation members.
- 1.5 The Committee shall consider governor roles/linkages within the College for example lead governors and the link governor scheme.
- 1.6 To review the Register of Interests as appropriate but at least annually and when new governors join Corporation.
- 1.7 The Committee shall consider general governance matters referred to it prior to their consideration, as appropriate, by the Corporation.
- 1.8 The Committee shall have the power to employ the services of such external advisers as they deem necessary to fulfil their responsibilities

2 Matters Delegated to the Committee

- 2.1 The Committee will, in accordance the Instrument of Government and Standing Orders, regularly review confidential material with a view to releasing the material into the public domain where appropriate.

3 Membership

- 3.1 The Committee shall be appointed by the Corporation and will consist of five Corporation members.
- 3.2 The Chair will be appointed by Corporation. In the absence of the Chair of the Committee, the Committee will appoint a temporary Chair from within its membership.

4 Quorum

- 4.1 The quorum shall be three members.

5 Meetings

- 5.1 Meetings shall be held three times a year but generally as required in accordance. Where there is insufficient business to justify holding a meeting, the Chair may, in consultation with the Director of Governance, cancel a meeting.

6 In Attendance

- 6.1 The Clerk to the Committee shall be either the Director of Governance or the Director of Governance's nominee.
- 6.2 Such other persons as the Committee may from time to time agree.

7 Reporting Procedures

- 7.1 The Director of Governance shall circulate minutes of meetings of the Committee to all Corporation members as attachments to the agenda for the next Board Meeting for information and decision as necessary.