City of Portsmouth College

Committee Terms of Reference

Approved by Corporation 21 July 2026

City of Portsmouth College

Audit Committee
Terms of Reference
Agreed by Corporation 21 July 2026

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 framework 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 external 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 external auditors

1.4 To ensure effective coordination between the IAS and the external 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 external auditor (including their work on regularity), and management's responses to these

1.7 To advise Corporation on the assurances supporting the Accounting Officer's annual statement of regularity, propriety and compliance including the annual regularity self-assessment questionnaire

1.8 To monitor, within an agreed timescale, the implementation of recommendations arising from the management letters and reports of the external and regularity auditor, and of any reports submitted by other providers of audit and assurance services to the College.

1.9 To consider and advise the Corporation on relevant reports by the National Audit Office (NAO), DfE and other relevant regulators or funding bodies, and where appropriate management's response to these;

1.10 To advise Corporation on the College's risk management framework including risk management policy, strategic risk register and associated assurance arrangements and to monitor its implementation and ensure its effectiveness.

1.11 To establish, in conjunction with College management, relevant annual performance measures and indicators and to monitor the effectiveness of the IAS and external 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.

1.12 To produce an annual report for the Corporation in accordance with the College Financial Handbook.

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.

1.13 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 or other matters of material significance are reported to the DfE and other relevant authorities as soon as possible;
- risks around fraud have been identified and controls put in place to mitigate them.

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

1.15 To discharge responsibilities as defined under the College Financial Handbook.

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 and additionally as required. 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 external 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 external 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.

City of Portsmouth College

Finance & Resources Committee
Terms of Reference

Agreed by Corporation 21 July 2026

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, policies and use of resources within the context of the College's overall objectives and strategy.

1 Reserved matters

1.1 The Committee will advise and make recommendations to Corporation on matters within its remit. Approval of budgets and key financial plans, safeguarding assets and overall financial sustainability remain the responsibility of Corporation.

2 Responsibilities

2.1 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. This includes oversight of financial sustainability, solvency and liquidity.

2.2 To advise Corporation on the financial implications and affordability of the College's strategic priorities and to monitor the financial objectives set by Corporation.

2.3 To advise Corporation annually on the draft budgets of income and expenditure, the capital budget and cash flow forecast for each financial year, having special regard to the financial model. This includes advising Corporation on the annual budget, medium-term financial strategy, the College Financial Forecasting Return (CFFR) and supporting commentary and key planning assumptions.

2. 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. This includes oversight of cash flow, balance sheet strength, covenant compliance, going concern assumptions and mitigating actions where risks arise.

2.5 To consider the draft outturn of the income and expenditure account and balance sheet for the financial year before submission to the Corporation.

2.6 To consider estates and sustainability matters.

2.7 To consider the IT infrastructure within the context of the Committee's remit.

2.8 To consider at least annually financial reports from any companies/joint ventures in which the College has an investment or shareholding.

2.9 To oversee the College's subcontracting arrangements including financial exposure, due diligence, value for money and compliance with funding and regulatory requirements.

2.10 To advise Corporation on the appointment of the College's bankers and professional financial advisers.

2.11 To advise Corporation on borrowing or other significant financial commitment which, under the College's Financial Regulations, is reserved to Corporation, falls outside delegated authority or requires DfE approval.

2.12 To monitor annually the performance of non-core income activity.

2.13 To consider the capital programme prior to submission to Corporation and to monitor its strategic and operational objectives. The Committee shall also monitor how the capital programme is financed and its impact on the College's financial sustainability and cash flow.

2.14 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.

2.15 To monitor health and safety and advise Corporation accordingly

2.16 The Committee shall keep under review the adequacy and cost-effectiveness of insurance arrangements.

2.17 To consider specific matters requested by the Corporation, including Fees Policy.

2.18 To discharge responsibilities as defined under the College's Financial Regulations and to advise Corporation on compliance with the wider regulatory framework including Managing Public Money.

2.19 To review annually the College's Financial Regulations, including the scheme of financial delegation, prior to recommending them to Corporation.

2.20 To oversee the College's approach to procurement, major spending decisions and investment activity within the Committee's remit.

3 Matters delegated to the Committee

3.1 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.

4 Membership

4.1 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.

4.2 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.

4.3 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. 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 will be held three times a year (once a term) and as otherwise required to discharge the Committee's responsibilities effectively.

7 In Attendance

7.1 The Clerk to the Committee will either be the Director of Governance or the Director of Governance's nominee.

7.2 Such other persons as the Committee may from time to time agree.

8 Reporting Procedures

8.1 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.

City of Portsmouth College

Learning & Quality Committee
Terms of Reference

Agreed by Corporation 21 July 2026

Role and Purpose:

To provide assurance to Corporation on the quality of the College's educational provision, learner experience and outcomes and to drive up standards.

1 Responsibilities

1.1 To consider the quality of education and training across all provision through the quality strategy, self-assessment report (SAR) and quality improvement plan (QIP) and to advise Corporation on the effectiveness of those arrangements.

1.2 To consider the curriculum strategy and plan, ensuring that provision is informed by learner voice, stakeholder intelligence and skills needs and supports the College's mission and strategic priorities, and to advise Corporation accordingly.

1.3 To monitor the College's safeguarding, Prevent and student wellbeing arrangements and to assure Corporation that statutory duties are being met and that a strong culture of safeguarding is in place across the College.

1.4 To monitor and assess learner performance and outcomes, including attendance, retention, achievement, success rates, destination measures and benchmarking and to advise Corporation on the effectiveness of actions to improve outcomes.

1.5 To monitor inclusion and to assess whether the College is identifying, supporting and improving outcomes for disadvantaged and underrepresented learners effectively.

1.6 To review how effectively the College supports learners to prepare for their next steps, including personal development, professional behaviours, careers education, information, advice and guidance.

1.7 To review policies within the Committee's remit including safeguarding and inclusion and to make recommendations to Corporation accordingly.

1.8 To review any other cross-cutting matters within the Committee's remit, including complaints & compliments and sustainability, where these relate to learner experience, curriculum quality or outcomes.

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 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.

City of Portsmouth College

Remuneration Committee Terms of Reference

Agreed by Corporation on 24 March 2026

Role and Purpose:

Remuneration Committee will consider the recruitment, performance, pay and terms and conditions of employment of the College's designated Senior Postholders[1] and make recommendations to Corporation accordingly.

1 Responsibilities

1.1 To advise Corporation on the recruitment of senior postholders including the process and pay scales.

1.2 To consider the remuneration of the College's designated senior postholders (SPHs) in line with the College's SPH Remuneration Policy and the AoC Senior Postholder Remuneration Code, ensuring recommendations meet regulatory requirements and best practice and use reliable, up-to-date benchmarking information and consider internal relativities.

1.2 To oversee an annual appraisal cycle for SPHs, recommending annual performance goals to Corporation and monitoring achievement against these goals.

1.3 To review policies relating to remuneration and people governance for SPHs including policies on conduct, discipline, grievance and dismissal, and policies on income derived from external activities and associated retention by post holders.

1.4 To review any compensation or severance terms relating to the early termination of employment for SPHs, ensuring compliance with legislation, public sector senior pay controls (Managing Public Money), DfE funding conditions and pension scheme requirements. Legal advice will be sought where appropriate.

1.5 In undertaking its responsibilities, the Committee will ensure compliance with all applicable legislation and guidance, including public sector senior pay controls (Managing Public Money) and DfE conditions of funding.

1.6 To review and monitor SPH expenses and to receive assurance on compliance with relevant policies.

2 Authority

2.1 The Committee is authorised by the Corporation to obtain independent professional advice (including legal and remuneration expertise), to invite the Director of People & Organisational Development and other advisers to attend as

[1] As at 22 July 2025 COPC has four senior postholders: Principal & CEO, Deputy Principal CEO Curriculum & Quality, Chief Operating Officer & Director of Governance.

appropriate and to exercise its functions in accordance with the Articles of Government and any delegations from the Corporation.

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 independent Corporation members with relevant skills and experience.

4.2 Members will include the Chair of Corporation but exclude the Principal & CEO and staff and student governors.

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 meet twice a year.

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 will clerk those Agenda Items.

7.2 The Principal & CEO and other SPHs will attend meetings at the invitation of the Committee and as appropriate to the agenda.

8 Reporting Procedures

8.1 The Chair of the Committee will present a report to the next meeting of the Corporation summarising the Committee's discussions and recommendations as appropriate. The minutes of the meeting will be appended to the report. The report and minutes will only be available to independent Corporation members ie not staff and student governors.

8.2 The Committee will present an Annual Remuneration Report to Corporation and an annual report/statement will be prepared for publication in line with the AoC SPH Remuneration Code and applicable reporting requirements.

Search & Governance Committee
Terms of Reference
Agreed by Corporation on 21 July 2026

Role and Purpose:

Search & Governance Committee shall lead on continuous improvement and governance best practice, advising Corporation on general governance matters and succession planning for Corporation and Committee membership, Committee Chairs and Chair and Vice-Chair(s) of Corporation.

1. Responsibilities

1.1 The Committee shall be responsible for recommending to Corporation candidates to fill vacancies on the Corporation and for overseeing an open, transparent and merit-based process for the nomination, shortlisting and interviewing of candidates.

1.2 The Committee will consider the contribution, skills, conduct and attendance of governors seeking reappointment and make recommendations to Corporation accordingly.

1.3 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.

1.4 In the event of no nominations being received the Committee shall make recommendations to Corporation concerning the Chair and Vice-Chair(s) of Corporation and the Chairs of Committees.

1.5 The Committee shall develop and recommend to the Corporation policies and procedures for the induction, appraisal and governance development of Corporation members.

1.6 The Committee shall oversee and advise Corporation on external board reviews and governance self-assessment and monitor the implementation of any resulting governance improvement actions.

1.7 The Committee shall consider governor roles/linkages within the College for example lead governors and the link governor scheme.

1.8 To review the Register of Interests as appropriate but at least annually and when new governors join Corporation.

1.9 The Committee shall review and make recommendations to Corporation on key governance including the Instrument & Articles of Government, Standing Orders and Scheme of Delegation as well as considering general governance matters referred to it prior to their consideration, as appropriate, by the Corporation.

1.10 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 Corporation shall appoint the Chair of the Committee. The Chair of Corporation will usually be the Chair of the Committee

3.3 In the absence of the Chair of the Committee, the Committee will appoint a temporary Chair from within its membership.

3.4 Members, including the Chair, shall not be present for, or vote on, any matter relating to their own appointment, reappointment, performance, succession, removal or any other matter in which they have a personal conflict of interest.

4 Quorum

4.1 The quorum shall be three members.

5 Meetings

5.1 The Committee shall meet at least three times a year and otherwise as required.

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 Committee shall provide an annual report to Corporation summarising its work during the year, including matters relating to membership, succession planning, governance development and any significant governance issues.

7.2 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.

Special Committee
Terms of Reference
Agreed by Corporation 21 July 2026

Role and Purpose

Special Committee shall consider disciplinary matters related to senior postholders, including examining the case for the dismissal of a senior postholder.

The Corporation delegates to the Special Committee the authority to take dismissal decisions in accordance with the Articles of Governance.

1. Responsibilities

1.1 To consider disciplinary matters, including examining the case for the dismissal of a senior postholder, referred to the Committee by the Chair of the Corporation, the Vice-Chair of the Corporation, or a majority of the members of the Corporation.

1.2 To receive an initial Investigating Officer's Report and advising Corporation on whether there is a case to answer.

1.3 To act in accordance with the SPH disciplinary procedure.

2. Appeal

2.1 The Corporation, other than staff members holding a post junior to the person whose appeal is under consideration, and the student members, will hear the appeal.

2.2 The Corporation shall consider the decision of the Special Committee and any representations of the senior postholder and take such action as it considers appropriate and communicate its decision to the senior postholder and to the Special Committee.

3. Authority

3.1 The Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee of the College.

3.2 The Committee is authorised by the Corporation to obtain legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary, provided that the Committee may not incur direct expenditure in this respect in excess of £5,000 without the prior approval of the Corporation.

4. Membership

4.1 The Committee shall be appointed by the Corporation in accordance with Standing Orders 76 – 79 and shall consist of at least three members of the Corporation, but shall not include the Corporation Chair or Vice-Chair, the CEO, staff members, student members or any person 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

4.2 The Chair of the Special Committee shall be appointed by the Corporation or the Chair of the Corporation.

4.3 In the absence of the Chair of Special Committee, the Special 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 be convened as soon as practicable after a reference to it and in any event shall hold its first meeting within seven working days of the reference.

7. In Attendance

7.1 No other Corporation members shall have a right of attendance.

7.2 The Clerk to the Corporation shall be the Director of Governance unless the Committee is considering the post of Director of Governance, in which case a Corporation member shall be responsible for clerking.

8. Reporting Procedures

8.1 The Director of Governance shall circulate minutes of the meetings of the Committee to all members of the Special Committee.