

Sub-committees of the Board of Governors
Terms of Reference

Audit Committee

- 1 to assess and provide the Board of Governors with an opinion on the adequacy and effectiveness of the college's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.
- 2 to advise the Board of Governors on the appointment, reappointment, dismissal and remuneration of the external auditors, reporting accountant, internal audit service and other assurance providers (if applicable) and establish that all such assurance providers adhere to relevant professional standards.
- 3 to advise the Board of Governors on the scope and objectives of the work of the external auditors, reporting accountant and internal audit service
- 4 to ensure effective coordination between the external auditors, reporting accountant and internal audit service, including whether the work of the internal audit service should be relied upon for external audit purposes
- 5 to consider and advise the Board of Governors on the internal audit strategy and annual internal audit plans
- 6 to advise the Board of Governors on internal audit assignment reports and annual reports and on control issues included in the management reports of the external auditor, reporting accountant and management's responses to these
- 7 to monitor, within agreed timescales, the implementation of recommendations arising from the management reports from the external auditor, reporting accountant, assignment reports from the internal audit service and any reports submitted by other audit or assurance providers
- 8 to consider and advise the Board of Governors on relevant reports from the National Audit Office, the Education and Skills Funding Agency and other funding bodies, and, where appropriate, management's response to these
- 9 to receive termly updates on the College's health and safety processes and procedures and Data Protection processes and procedures and monitor any issues arising

- 10 to establish, in conjunction with college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the external auditors/reporting accountant and internal audit service 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
- 11 to produce an annual report for the Board of Governors and Accounting Officer summarising the Committee's activities relating to the financial year under review, including:-
 - a) a summary of work undertaken by the Committee during the year
 - b) the number of meetings held in the year, and attendance records for each Audit Committee member
 - c) any significant issues arising up to the date of preparation of the report
 - d) any significant matters of internal control included in the assignment or management reports from auditors or other assurance providers
 - e) details of the data of appointment of the external auditors and the remaining term of the contract
 - f) the Committee's view of its own effectiveness and how it has fulfilled its terms of reference
 - g) the Committee's opinion on the adequacy and effectiveness of the College's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets
- 12 to submit the annual report to the Board of Governors before the statement of corporate governance and internal control in the Members' Report and Financial Statements is signed.
- 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; ensure that investigation outcomes are reported to the Audit Committee; ensure that the external auditors and internal audit service have been informed, and that appropriate follow-up action has been planned/actioned, and that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, cyber crime, major weakness or breakdown in the accounting or other control framework are reported to the appropriate funding agency; ensure that risks around fraud have been identified and controls put in place to mitigate them.
- 14 to inform the Board of Governors of any additional services provided by the external auditors, reporting accountant, internal audit service or other assurance providers (if applicable) and explain how independence and objectivity were safeguarded.
- 15 to recommend the annual Members' Report and Financial Statements to the Board of Governors for approval.
- 16 to notify the ESFA when auditors resign or are removed other than at the end of their agreed term.
- 17 to consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the Audit Committee identifies a gap in its existing skill set, training and development should be provided to address this in the first instance.
- 18 to operate in accordance with any requirements of the Funding Agency or Secretary of State for Education.

Finance & Resources Committee

- 1 To advise the Governing Body on the financial health and solvency of the College, taking account of annual income and expenditure and the financial and operating performance of the College.
- 2 To review the College's proposed annual budget and recommend its approval to the Board.
- 3 To review the College's budget and cash flow forecasts together with financial and operating reports prepared by management and monitor performance against these.
- 4 To review capital budgets and approve specific capital expenditure when delegated by the Governing Body.
- 5 To consider and review reports/updates on the financial position of any capital projects.
- 6 To consider and advise the Governing Body on the College's accommodation strategies.
- 7 To review the effective and efficient deployment, management and utilisation of financial, physical and human resources, the financial implications of any decisions, and advise the Governing Body accordingly.
- 8 To ensure that the requirements of the Financial Memorandum with the funding agencies and other regulatory requirements of funding bodies, are fulfilled
- 9 To review strategic developments.
- 10 To review the Fees Policy and recommend its approval to the Board.
- 11 To review the Treasury Management Policy and recommend its approval to the Board.
- 12 To offer such advice to the Chief Executive and Principal as may, from time to time, be sought.

Learners, Quality and Curriculum Committee

The main objective of the Learners, Quality and Curriculum Committee is to ensure that action plans and improvement strategies bring about real improvements to the curriculum and the students' experience at the College. Discussions will focus on the impact of plans rather than a description of the plans themselves.

The agendas for meetings will be based around the Quality Calendar.

Specifically, the Committee will focus upon:

- Quality improvement and self-assessment, including target setting
- The student experience
- Student outcomes including progression of learners
- The employer experience
- The relevance of the curriculum offer to students, employers and the community to ensure it is innovative and of high quality
- The monitoring of equality, diversity and safeguarding matters relating to students.

Remuneration Committee

- 1 To agree annual targets with the Senior Postholders and the Clerk to the Corporation for submission to the Board of Governors for formal approval.
- 2 To review performance against targets with the Senior Postholders and Clerk to the Corporation, half-yearly, normally during February and June and advise the Board of Governors on the outcome of the review.
- 3 To advise the Board of Governors on the remuneration and conditions of service of the College's senior postholders.
- 4 To advise the Board of Governors on the remuneration and conditions of service of the Clerk to the Corporation.
- 5 To undertake an annual review of the Committee's own performance and its terms of reference.

Search and Governance Committee

The Committee shall:

- 1 be responsible for recommending candidates for the approval of the Board of Governors for all vacancies on the Board of Governors (excluding staff and student members)
- 2 submit its advice to the Board of Governors for the Board's consideration on governor appointments (excluding staff and student members) before the appointment is made
- 3 be responsible for determining the process by which nominations for staff and student members are sought and elections undertaken
- 4 from time to time consider and make recommendations to the Board of Governors on the Board's composition and balance, and on the procedures for appointment to the Board of Governors.
- 5 advise the Board of Governors on its committee structure and membership, and, where appropriate, recommend candidates for the approval of the Board of Governors as External Co-Opted Members of the Board of Governors' committees
- 6 maintain an overview of the skills and expertise of Board members and undertake a skills and knowledge audit annually
- 7 develop and recommend to the Board of Governors policies and procedures for the training, induction and governance development of members of the Board
- 8 receive an annual report from the Clerk to the Corporation on the training undertaken by members of the Board
- 9 receive an annual report from the Clerk to the Corporation detailing members' attendance at formal meetings and take appropriate action
- 10 in liaison with the Clerk to the Corporation, consider issues relating to governance practice and approve related policies and procedures
- 11 undertake an annual evaluation of the performance of the Board and report the outcome to the Board for consideration and action
- 12 monitor progress in implementing the action plan contained within the Governance Self-Assessment Report

- 13 comply with the procedures the Board of Governors has made relating to the conduct of the Committee
- 14 evaluate the contribution made by existing individual Governors before proposing their reappointment, especially after two terms of office
- 15 ensure the public availability, during normal office hours, of the Search and Governance Committee's terms of reference, together with the Committee's advice to the Board of Governors, other than any advice which the Board of Governors is satisfied should be dealt with on a confidential basis
- 16 comply with any rules the Board of Governors may determine in relation to the Committee's operation and ensure that these rules are made publicly available, during normal office hours
- 17 ensure that the documentation/information referred to in 15 and 16 above is published on the College's website
- 18 undertake an annual review of the Committee's own performance and its terms of reference.