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# Terms of Reference - Corporation

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## 1 Composition

1.1 The Corporation has determined its membership at up to 20 as follows:

- Independent Members – up to 16
- Staff – 1-3
- Student 1-3
- Principal and Chief Executive 1

## 2 Membership

2.1 A membership list will be publicly available in the Clerk's office and on the College website.

## 3 Terms of Reference

The Corporation is responsible for ensuring that the governance of the College is conducted in accordance with current legislation, the Instrument and Articles of Government, the Financial Memorandum, the Audit Code of Practice and any requirements of the relevant government department or funding body.

It is required to approve:

- All arrangements for the Governance of the College, including the appointment of Governors and the Committee structure as advised by the Search Committee.
- The 3-year Development Plan as advised by appropriate Committees. This must include the Mission Statement and a 3-year Financial Forecast.
- The Annual Estimates of income and expenditure on advice of the Business Services Committee.
- The recommendation in the Annual Report of the Audit Committee on the adequacy of internal control systems.
- The appointment of Internal and External Auditors, on the advice of the Audit Committee.
- The appointment and terms of employment of the Principal and Chief Executive and Senior Post Holders including the Clerk to the Corporation, on the advice of an Appointment Panel Committee and the Remuneration Committee.
- Suspension and dismissal of Senior Post Holders is the responsibility of a Special Committee of the Board but the Corporation hears appeals.
- Rules with regard to the government and conduct of the College, on the advice of appropriate Committees.
- The policy by which the tuition and other fees payable to the Corporation are determined (subject to any terms and conditions attached to grants, loans or other payments paid or made by a funding body) on the advice of the Business Services Committee.
- The annual accounts of the College and Subsidiary Companies by authorising them to be signed by the Chair and the Principal and Chief Executive, on the advice of the Business Services and Audit Committees.

The Corporation is required to hear any appeal by a Senior Post Holder against suspension and /or the decision of a Special Committee.

The Corporation has not delegated any of these responsibilities.

The Corporation is also required to hear any appeal by a member of staff, other than a Senior Post Holder, against suspension or summary dismissal. It has delegated this responsibility to a Panel of Governors.

In order to exercise its role, the Corporation will:

- (a) Receive key information either direct or from the relevant Committee.
- (b) Approve an annual programme of work to enable effective governance and financial management of the Corporation.
- (c) Approve such governance arrangements as are necessary to ensure compliance with legal requirements.

## 4 Quorum

40% of the total number of governors in active membership

## 5 Meetings

5.1 The Corporation is required to meet at least once each term but normally holds four to six meetings each year.

5.2 Attendance at Meetings:

- (a) Senior Post Holders are expected to attend meetings of the Corporation (and relevant Committees) as 'Executive Directors'. They do not, however, have any voting rights.
- (b) Meetings of the Corporation are open to the public.

## 6 Publication of Minutes

Minutes and papers shall be uploaded to the governance portal and be made available to the public upon request as required by Clause 16 of the Instrument of Government.

**Reviewed and approved** at the first committee meeting of the 2022-23 academic year.