Terms of Reference: Corporation Board

1 Composition

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

- Independent Members – up to 15
- Staff – up to 2
- Student - up to 2
- 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 Responsibilities

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 Framework for auditors and reporting accountants of colleges 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 & Governance 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 Finance & Resources 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 governance 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 Finance and Resources Committee.
- The annual accounts of the College by authorising them to be signed by the Chair and the Principal and Chief Executive, on the advice of the Finance & Resources 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 will receive the annual accounts of each subsidiary, approved by the Board of each subsidiary, for monitoring purposes. Any matters of a regularity, propriety or compliance nature involving a subsidiary or joint venture, found by reporting accountants, will be notified to the Corporation.

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) The Corporation shall decide whether a person shall be allowed to attend any of its meetings where that person is not a member, the Clerk or the Principal

6 Publication of Minutes

Minutes and papers shall be uploaded to the governance portal and be made available to the public upon request under the terms detailed in the Instrument of Government.

Terms of Reference: Audit Committee

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.

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.

1 Composition

1.1 Up to five (and no less than 3) members, of whom the majority must be members of the Corporation. Non- members may be co-opted if considered appropriate within the above constraints.

2 Membership

2.1 Membership of the Committee must include at least one person (whether of the Corporation or not) with relevant financial or audit experience.

2.2 Membership of the Committee must include individuals with an appropriate mix of skills and experience to allow the Committee to discharge its duties effectively. Collectively, members of the Committee should have recent, relevant experience in risk management, finance and assurance.

2.3 Co-opted members are not permitted to be appointed as Chair of the Committee, but in all other respects are afforded equivalent status to full members of the Corporation.

2.4 The Chief Operating Officer will normally be in attendance but may be required to withdraw at the request of the Committee.

2.5 The Principal will normally be in attendance.

2.6 The Chair of the Board, the Principal, other senior post holders, members of the Finance & Resources Committee, the staff governors, student governors and the College's professional advisers shall not be members. The Corporation, in appointing members, will maintain the Committee's independence and objectivity.

2.7 The Chair of the Committee will be elected by the members of the Committee in the circumstance of the appointment of Chair not being made by the Corporation.

2.8 In the event of the Chair of the Committee being unable to attend, a Chair for the meeting will be appointed from amongst the members present.

3 Responsibilities

3.1 To advise the Corporation on:

3.1.1 the adequacy and effectiveness of the College's audit arrangements, college corporation assurance arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.

3.1.2 the appointment, reappointment, dismissal and remuneration of the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and establish that all such assurance providers adhere to relevant professional standards.

3.1.3 any additional services provided by the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and explain how independence and objectivity are safeguarded

3.1.4 review and consider the reports of external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable), and monitor the implementation of recommendations to agreed timescales

3.1.5 the audit needs assessment and strategic and annual internal audit plans for the internal audit service.

3.1.6 the outcomes of any reviews undertaken by third parties, DfE-accountability reviews and, where appropriate, Management's response to these.

3.1.7 relevant reports by the NAO, any funding body and other external bodies and where appropriate, Management's response to these.

3.2 To ensure co-ordination between the internal audit service and the external auditor.

3.3 To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports and the external auditor's management letter.

3.4 To maintain and keep under continuous review a Risk Register showing the strategic risks to which the College is exposed and the arrangements to mitigate or manage those risks and to satisfy itself as to the adequacy of those arrangements.

3.5 To review the College's Financial Regulations from the perspective of internal control.

3.6 To establish, in conjunction with the Executive, relevant performance measures and indicators and to monitor the effectiveness of the internal audit service and external auditor through these measures and indicators.

3.7 To produce an annual report for the Corporation and the Principal (as Accounting officer) to be submitted to the Corporation before the Statement of Corporate Governance and Internal Control in the annual accounts is signed. The annual report must include:

- A summary of the Committee's activities and the work undertaken by the Committee relating to the financial year under review any significant issues arising up to the date of the preparation of the report and any significant matters of internal control included in the management letters and reports from auditors and other assurance providers;
- 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, its framework of governance, risk management and control processes for the effective and efficient use of resources, solvency, and the safeguarding of assets.

3.8 To maintain and periodically review 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, irregularity and impropriety
- that investigation outcomes are reported to the Audit Committee
- that internal and external auditors are informed, and that appropriate follow-up action is taken
- risks around fraud have been identified and controls put in place to mitigate them
- that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, cybercrime, major weakness or breakdown in the accounting or other control framework are reported to the ESFA, and other relevant funding authority, as soon as possible

3.9 To receive, but not be limited to, the following standing annual reports:

- Fraud
- Whistleblowing
- Data Protection and Freedom of Information
- Hospitality register

3.10 To be informed of all additional services undertaken by the financial statements auditors, regularity auditors, internal auditors and other audit and assurance

providers and an explanation of how independence and objectivity were safeguarded.

3.11 Any other duties as identified in the Audit Code of Practice

3.12 In order to exercise its role, the Audit Committee has the power to:

- Investigate any other matter that appears to the Committee to fall within these terms of reference. Access all the information and explanations it considers necessary, from whatever source to fulfil its remit. This may include seeking information from auditors and other assurance providers, governors, college staff, students, contractors and/ or third parties.
- Obtain external professional advice.

3.13 The Committee will not adopt an executive role.

3.14 The Committee will review its terms of reference and membership on an annual basis for recommendation to the Board

4 Quorum

3 members

5 Appointment of Auditors

The Audit Committee will consider the re-appointment of incumbent auditors on an annual basis.

External audit services will be re-tendered a minimum of every five years, or earlier at the discretion of the audit committee.

6 Meetings

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

Open to members of the Corporation but public access not permitted.

7 Confidential Session

Whenever it is satisfied that it is appropriate to do so, the Committee has the right to go into confidential session and exclude any or all participants and observers, except the Clerk to the Corporation. The rules relating to quoracy must be observed

8 Committee Secretariat

The Committee will be serviced by the Clerk to the Corporation, with the support of the Corporate Services Officer.

9 Reporting to the Corporation

Minutes of the Audit Committee shall be reported to the next meeting of the Corporation and made available on the governor portal.

10 **Publication of Minutes**

Members of the public can request minutes from the Clerk. Some minutes and / or reports may be confidential and may be redacted.

Terms of Reference: Curriculum and Quality Committee

1 Composition

1.1 A minimum of 5 members of the Governing Body/Corporation (Board). A co-opted member may also be appointed as appropriate.

1.2 The Principal and Chief Executive shall be a member.

1.3 The Student Governor(s) shall be a member(s).

1.4 A Staff Governor

1.5 The Deputy Principal shall normally attend meetings of the Committee. Members of the Strategic Leadership Team will be required to attend as directed and other staff will attend by invitation.

1.6 The Chair shall be a Member of the Board

2 Membership

2.1 Membership of the Committee must include persons (whether a member of the Board or not) with relevant experience. Accordingly, membership may include persons who are not Governors who have been recommended by the Search & Governance Committee and approved by the Board (to be known as co- opted members).

2.2 Membership to include the Careers Link Governor, Safeguarding & SEND link Governor

2.3 In the event of the Chair of the Committee being unable to attend, a Chair for the meeting will be appointed from amongst the members present.

3 Responsibilities

3.1 Review the strategic objectives for the College's curriculum and monitoring progress over time against them including recruitment in light of local, regional and national needs.

3.2 Recommend to the Board annual curriculum targets (KPIs) including achievement rates, progression and destination data.

3.3 Receive, consider and recommend to the Board the College's Annual Self-Assessment Report and Quality Improvement Plan.

3.4 Receive narrative updates in the form of "position statements" with appended data tables including forecasts to enable the in-year monitoring of KPIs.

3.5 Assist in driving the continuous improvement standards of curriculum leadership, teaching methods and assessment practices by scrutinising existing practice and considering further development

3.6 Scrutinise all forms of learner and apprentice feedback whether it be via learning walks, focus groups or learner and apprentice surveys and making recommendations for further improvement

3.7 Commission and receive reports from time to time to inform the monitoring of curriculum and quality, including or example internal inspections of areas of learning and support services, employer and community engagement equality and diversity, learner and apprentice exclusions, complaints and safeguarding including Prevent recommending the considerations to the Board.

3.8 Ensure that the College's Quality Assurance procedures are reviewed to ensure that they remain fit for purpose and to consider and recommend for approval to the Board policies, strategies, policies and procedures as delegated to its authority by the Board.

3.9 Provide summary narrative reports from the Curriculum & Quality -Committee to the Board.

3.10 In discharging these duties to ensure that College remains compliant with all policies and procedures regarding equality of opportunity and diversity by its authority by the Board.

4 Quorum

4.1 Three Members of the Corporation to include at least two external members.

5 Meetings

5.1 The Committee shall meet at least once each term.

5.2 The Chair of the Committee shall have the authority to invite other persons (whether members of College staff, students, or not) to attend any meeting of the Group if deemed appropriate to the business.

5.3 Open to Members of the Corporation but public access not permitted.

6 Terms of Reference

6.1 The terms of reference will be reviewed on an annual basis and approved by the Corporation.

7 Publication of Minutes

7.1 Minutes and papers shall be uploaded to the governance portal and non-confidential items be made available to the public upon request.

Terms of Reference: Finance and Resources Committee

1 Purpose

1.1 The broad role of the Committee is to advise and provide additional in-depth scrutiny and assurance to the Corporation on:

a. the financial health and solvency of the College;

b. matters affecting the pay and conditions of staff in the College (excluding those of designated senior post holders, which fall within the remit of the Corporation's Remuneration Committee);

c. estates, IT and facilities developments – including any strategic issues arising from the College's Strategy and encompassing sustainability

d. the College's health, safety and wellbeing policy, structure and management arrangements and the effectiveness of health and safety systems of control in the College

e. any other matters of strategic significance falling within the remit of the Principal and Chief Executive that are not considered elsewhere in the Corporation's committee structure

2 Composition

2.1 Minimum of five members, of whom the majority must be Members of the Corporation.

2.2 The Principal and Chief Executive shall be a member.

2.3 Members of the Audit Committee are excluded from membership.

2.4 The Chief Operating Officer, Director of Estates, Facilities & ICT and Director of HR & OD will normally be in attendance.

3 Membership

3.1 Membership of the Committee must include individuals with an appropriate mix of skills and experience to allow the Committee to discharge its duties effectively

3.2 The Chair of the Committee will be elected by the members of the Committee in the circumstance of the appointment of Chair not being made by the Corporation.

3.3 In the event of the Chair of the Committee being unable to attend, a Chair for the meeting will be appointed from amongst the members present.

4 Responsibilities

4.1 To advise the Corporation on financial, human resources, estates, IT and health and safety matters.

4.2 To consider the annual financial estimates and to report on these to the Board with recommendations.

4.3 To consider regular financial reports from the Strategic Leadership Team and to advise the Board subsequently. This includes monitoring budget performance at Corporate and departmental level and subsidiary company accounts.

4.4 To consider the draft Annual Report and Financial Statements and to present a report to the Board with recommendations. (The Audit Committee will also consider the Annual Report and Financial Statements from a control perspective).

4.5 To consider periodic reports from the Strategic Leadership Team on the estates of the College and to advise the Board accordingly.

4.6 To consider periodic reports from the Strategic Leadership Team on health, safety and wellbeing and to advise the Board accordingly

4.7 To consider periodic reports from the Strategic Leadership Team on employment matters (except where they relate to the performance of staff) and to advise the Board accordingly.

4.8 To consider, advise and act on such other matters as the Corporation may remit to the Committee.

4.9 To establish working parties and panels for specific purposes. Non-Members of the Corporation may be co-opted on to such advisory groups as required

4.10 To review its terms of reference and membership on an annual basis for recommendation to the Board

5 Quorum

Three members, including at least two external members

6 Meetings

6.1 The Committee shall meet at least once each term, or at the request of the Chair, and may be empowered to act on behalf of the Board of the Corporation in financial matters requiring urgent consideration, except that the Corporation shall not delegate those items specified in s.9 and s.10 of the Articles of Government.

6.2 Meetings are open to Members of the Corporation but public access is not permitted.

7 Committee Secretariat

7.1 The Committee will be serviced by the Clerk to the Corporation, with the support of the Corporate Services Officer.

8 Publication of Minutes

8.1 Minutes and papers shall be reported to the next meeting of the Corporation and uploaded to the governance portal. They may be made available to the public upon request but may be redacted for confidential items.

Terms of Reference: Remuneration Committee

1 Composition

1.1 Four members of the Corporation, including the Chair of the Corporation and the Vice Chairs.

2 Membership

2.1 The Principal and Chief Executive, staff and student members shall be excluded from membership.

2.2 The Chair of the Corporation shall not act as Chair of the Committee.

2.3 The Chair of the Committee shall normally be one of the Vice Chairs

3 Terms of Reference

3.1 To advise the Corporation on the remuneration, performance and terms and conditions of employment of the Principal and Chief Executive and other designated senior post holders including the Clerk*.

3.2 To review the performance of the Principal and Chief Executive, other Executive members and the Clerk and the extent to which performance targets have been met.

3.3 To keep under review the disciplinary, grievance, capability, remuneration and redundancy procedures for senior post holders.

4 Quorum

3 members.

5 Meetings

5.1 The Principal will normally be in attendance but will be required to withdraw when the Principal's remuneration, performance and terms and conditions of employment are being considered.

5.2 Meetings of the Committee will be held as and when appropriate. The main meeting to be held at the start of each academic year in October / November to review SPH performance for the prior year.

5.3 The Clerk to the Corporation shall be the Clerk to the Remuneration Committee and shall withdraw when the Clerk's remuneration, performance and terms and conditions of employment are being considered.

6 Authority

The Committee has the authority to obtain outside legal or other independent

professional advice, and to secure the attendance of others with relevant experience and expertise at its meeting, if it considers this necessary, provided that the Committee may not incur direct expenditure in this respect without the prior approval of the Corporation.

7 Publication of Minutes and Reporting to the Corporation

Minutes and papers of the Committee will normally be confidential and not made available to staff and student members of the corporation. Other corporation members may request remuneration minutes from the Clerk. A summary of key recommendations will normally be reported under the confidential business of the Corporation.

Terms of Reference: Search and Governance Committee

1 Composition

1.1 Up to five members including:

- The Corporation Chair *ex-officio*
- The Principal and Chief Executive *ex-officio*
- 2 or 3 Members of the Corporation

2 Membership

2.1 In determining the membership, the advantages of continuity should be balanced with good practice to rotate membership amongst Members of the Corporation.

3 Responsibilities

3.1 The Committee shall be responsible for nominating candidates for the approval of the Corporation to fill vacancies on the Corporation, and for determining the process whereby candidates are nominated.

3.2 The Committee shall from time to time consider and make recommendations on the Corporation's membership to include composition and balance and on the procedures for appointment to the Corporation.

3.3 The Committee shall from time to time consider and make recommendations on the Corporation's structure and governance, to include the Instrument and Articles of Government.

3.4 The Committee shall consider any specific matter relating to the Instrument and Articles of Governance as may be remitted to it by the Corporation.

3.5 The Committee shall develop and recommend to the Corporation policies and procedures for the induction and training of Corporation Members.

3.6 The Committee shall agree the procedures for the self-assessment of Governance and submit an annual draft report to the Corporation for approval.

3.7 Subject to the constraints of an agreed budget the Committee shall have the power to employ the services of such external advisors as they deem necessary to fulfil their responsibilities.

3.8 The Chair of the Corporation shall Chair the Committee

4 Quorum

4.1 The quorum for meetings of the Committee shall be 3.

5 Meetings

5.1 The Committee shall meet at least once each year.

5.2 Attendance at Meetings: restricted to Committee Members, the Clerk and Officers of the Corporation as required.

6 Rules of Procedure

6.1 Retiring Members

Where a Member retires at the end of their period of appointment the Corporation has, in keeping with recommendations in the Nolan Report 'Standards in Public Life', a policy that:

- where retiring Members offer their services for a further term, re-appointment is not automatic;
- Members will not normally be permitted to serve more than two consecutive terms.
- where the Committee recommends that a Member should serve more than two consecutive terms, the Board will ensure that any such re-appointment receives appropriate scrutiny.

6.2 Vacancies

6.2.1 When a vacancy or potential vacancy occurs, the Committee will normally review the composition of the Corporation and make recommendations to the Board on the characteristics sought to fill the vacancy or may recommend that particular attention be given to any perceived lack of balance in the Corporation.

6.2.2 The Committee shall be mindful of the principle of equality, diversity and safeguarding for all.

The procedure for selection will agreed by the Committee.

7 Publication of Minutes

7.1 Minutes shall be made available to all Members of the Corporation. The Committee shall determine which supporting papers should be submitted

to the Board.

7.2 (Redacted) minutes and papers shall be available to the public upon request to the Clerk.