ACADEMIC COMMITTEE
Terms of Reference

Date of Authority (Reviewed annually):	Last reviewed by: Academic Committee: **15 June 2026** Governing Body: **15 July 2026**
Type of Responsibilities:	Advisory to the Governing Body

Membership:	Up to 10 members (to include a Staff Governor and Student Governors who form one member)
Quorum:	40% of current membership, with a minimum of 2 members
Appointment of Chair and Vice Chair:	• Election of Chair: Governing Body, as recommended by the Search, Governance and Remuneration Committee. • Election of Vice Chair: Academic Committee.
Term of Office:	• The Chair and Vice Chair's term of office shall run to the end of the Governor's current term of office. • Members of the Committee can remain members until the end of their final term of office.

Frequency of Meetings:	• Termly, minimum of three times a year. • Minimum of termly pre-meetings between the Chair and SLT lead.
Minutes:	Received by the Governing Body for recommendations and information.
Presentation:	Timed staff presentation on behalf of a College School (Termly).

COMMITTEE PURPOSE

'To do all within our powers to ensure that our students receive outstanding, relevant education and training consistent with our mission'.

OVERVIEW

The Academic Committee (AC) has three key areas of activity:

1. **Academic planning and overview of curriculum quality, student performance, student retention and College partnerships.**
2. **Strategic management of the College's curriculum, including an overview of policies, their implementation and all other matters relating to academic intent.**
3. **To ensure that the Academic Strategy is interpreted and developed as an action plan, measured against its Key Performance Indicators.**

RESPONSIBILITIES

Areas where Academic Committee has authority to consider matters and make a recommendation to the Corporation:

Academic

4. Annual report on **recruitment, retention and achievement** against agreed targets for the preceding year (autumn term), along with frequent monitoring throughout the year.

5. **Quality Improvement Plan** (QIP) – to receive the mid-year summary document at the summer term meeting and at the spring term meeting to receive a report on the previous year and agree the QIP for the 12 months ahead, along with frequent monitoring throughout the year.
6. Proposed **standards and targets** for current and next academic year (Spring term).
7. **Summary reports** of responses to Curriculum, Learner Satisfaction Surveys and other sources of information as appropriate.
8. **Student Equality and Diversity** data – to receive an annual report.
9. Annual **Self-Assessment Report** (Autumn term).
10. Consideration of the College's **annual quality timetable** for recommendation to the Governing Body (spring term).
11. The impact of internal and external **curriculum initiatives** on the educational character of the College (as required).
12. **Quality matters** arising from external initiatives and reports as they occur throughout the year (as required).
13. **Partnership matters**.
14. Reputational **risk** and/or risk to the Corporation due to deterioration in the quality of provision (or a perception of deterioration in quality).
12. The Governing Body has a corporate responsibility to provide a safe and secure environment for staff, students and visitors to the College's sites. Within this the Academic Committee has responsibility for the College's **Safeguarding Policy (including Prevent)**.
13. Annual review of **College policies** under the delegation of the Academic Committee.
14. To consider HM Treasury guidance following the **ONS reclassification**.

FLEXIBILITY

15. The Committee can also be asked by the Governing Body to take on **other duties** as and when required and has the delegated authority to establish ad hoc or urgent committees as and when required to deal with issues so long as these fall within the overall powers and duties of the Committee as specified above or as specifically approved by the Governing Body.

Capel Manor College

AUDIT COMMITTEE
Terms of Reference

Date of Authority (Reviewed annually):	Last reviewed by: Audit Committee: **9 June 2026** Governing Body: **15 July 2026**
Type of Responsibilities:	Advisory to the Governing Body.

Membership:	Up to 6 members: • The Chair of Audit should not be a member of other Committees of the Board. • To include an external Independent Member. • The Chair of Governors, the Principal and Staff Governors should not be members. • Senior Leadership Team (SLT) may attend meetings, only as Officers. • Collectively, members should have an appropriate mix of skills including recent, relevant, experience in risk management, finance and assurance
Quorum:	40% of current membership, with a minimum of 2 members.
Appointment of Chair and Vice Chair:	• Election of Chair: Governing Body, as recommended by the Search, Governance and Remuneration Committee. • Election of Vice Chair: Audit Committee .
Term of Office:	• The Chair and Vice Chair's term of office shall run to the end of the Governor's current term of office. • Members of the Committee can remain members until the end of their final term of office.

Frequency of Meetings:	• Termly, minimum of three times a year. • Minimum of termly pre-meetings between the Chair and SLT lead.
Minutes:	Received by the Governing Body for recommendations and information.

COMMITTEE PURPOSE

'To do all within our powers to ensure that we have high quality, fully effective controls covering all of our activities'.

OVERVIEW

The Audit Committee (AU) has three key areas of activity:

1. **To assess the adequacy and effectiveness of the College's systems of internal control and its arrangements for assurance, risk management, control and governance processes, and securing economy, efficiency and effectiveness (value for money) in the use of resources, solvency of the College and the safeguarding of assets.**
2. **Strategic management of the College's regularity controls.**
3. **To ensure that the Committee's outcomes are closely monitored against its Key Performance Indicators and the funding agency's guidance on the scope of work of audit committees.**

RESPONSIBILITIES

Areas where Audit has been delegated authority by the Corporation:

4. The Committee has the right to **investigate** any matters within its terms of reference and to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit.
5. Oversight of the College's **risk management** and **data protection** structures.
6. To immediately notify the Department for Education (DfE) of:
   a) any **fraudulent transactions** over £10k
   b) the **resignation, or removal, of auditors** before the expiry of their term of office

Areas where Audit has authority to consider matters and make a recommendation to the Corporation:

7. Consideration of the **work, the scope and objectives** of the **Internal Audit Service (IAS) and the External Audit Service(s) (EAS)**, which includes the Financial Statements Auditors and Funding Auditors (where appropriate).
8. The **appointment, reappointment, dismissal and remuneration** of the IAS and EAS.
9. The annual **Internal Audit plans** for the IAS.
10. To ensure **effective coordination** between the IAS and EAS, including whether the work of funding auditor should be relied upon for internal audit purposes.
11. IAS 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 the funding auditor (where appointed), and management's responses to these.
12. To monitor, within an agreed timescale, the **implementation of agreed recommendations** relating to IAS assignment reports, annual reports, the funding auditor's management letter and spot-check reports (where appropriate) and the financial statements auditor's management letter.
13. Relevant **Government reports** by the National Audit Office (NAO), the funding bodies, and where appropriate management's response to these.
14. To produce an annual **Audit Report** for the Governing Body and accounting officer, which should include the Committee's advice on the effectiveness of the College's risk management, assurances, control, governance processes, solvency and safeguarding of assets and any significant matters arising from the work of the IAS and EAS, also a summary of the work undertaken by the Committee and its effectiveness in those matters, when submitting the annual report to the Corporation before the statement of Governance and internal control in the annual accounts is signed.
15. To oversee and ensure that all allegations of **fraud, irregularity, data breaches and whistleblowing** are properly followed up.
16. For a **departing accounting officer** to provide a statement to the Corporation on regularity, propriety and compliance, covering the reporting period up to the date of departure (where possible)
17. To be informed of all **additional services** undertaken by the IAS and EAS.
18. To establish, in conjunction with College management, relevant annual performance measures and indicators, and to **monitor the effectiveness of the IAS and EAS** through these measures and indicators.
19. To undertake an **annual review** to decide whether to retain the services of the IAS and decide, based on this review, whether a competition for price and quality of the audit service is appropriate or whether it should go to tender.

20. To undertake an annual review/consideration to assure itself of the **independence and objectivity** of any audit company appointed by the College as part of the annual review of the performance of that auditor.
21. To receive the **financial statements** to inform review of the management letter of the Financial Statements Auditor and consideration of the statements on corporate governance, responsibilities of members of the Corporation and the system of internal control.
22. Annual review of **College policies** under the delegation of the Audit Committee.
23. To advise the Corporation of compliance with its obligations under the **Managing Public Money (MPM)** provisions.
24. To ensure that members' knowledge and skills are up to date, including identifying gaps in skillset and providing training and development to address this.
25. To consider HM Treasury guidance following the **ONS reclassification**.

FLEXIBILITY

26. The Committee can also be asked by the Governing Body to take on **other duties** as and when required and has the delegated authority to establish ad hoc or urgent committees as and when required to deal with issues so long as these fall within the overall powers and duties of the Committee as specified above or as specifically approved by the Governing Body.

ESTATES COMMITTEE
Terms of Reference

Date of Authority (Reviewed annually):	Last reviewed by: Estates Committee: **16 June 2026** Governing Body: **15 July 2026**
Type of Responsibilities:	Delegated authority and advisory to the Governing Body

Membership:	Up to 10 members (to include a Staff Governor and Student Governors who form one member)
Quorum:	40% of current membership, with a minimum of 2 members
Appointment of Chair and Vice Chair:	• Election of Chair: Governing Body, as recommended by the Search, Governance and Remuneration Committee. • Election of Vice Chair: Estates Committee.
Term of Office:	• The Chair and Vice Chair's term of office shall run to the end of the Governor's current term of office. • Members of the Committee can remain members until the end of their final term of office.

Frequency of Meetings:	• Termly, minimum of three times a year. • Minimum of termly pre-meetings between the Chair and SLT lead.
Minutes:	Received by the Governing Body for recommendations and information. Health and Safety Committee minutes received by the Committee for information.

COMMITTEE PURPOSE

'To do all within our powers to ensure that our staff, students and the public have excellent, safe and secure facilities for their needs'.

OVERVIEW

The Estates Committee (ES) has three key areas of activity:

1. **Strategic management of the College's estates, their use, development, maintenance and letting, working closely with the Finance and Resources Committee in relation to any financial implications.**
2. **To establish a clear strategic approach to health and safety, which is effectively communicated at all levels.**
3. **To ensure that the Estates Strategy is interpreted and developed as an action plan, measured against its Key Performance Indicators.**

RESPONSIBILITIES

Areas where Estates has been delegated authority by the Corporation:

Estates

4. Manage the annual plan on the **condition of buildings and premises**.

5. Approve the terms of the College's acquisition and disposal of freehold and leasehold property. Ensure the acquisition and disposal of all properties are at market value and within the College's overall budget.
6. Approve arrangements for meeting **statutory requirements** for competitive tendering and monitor performance of contractors responsible for activities subject to competitive tenders, where costs are **less than £80,000.**
7. Authorise officers to be able to seek **planning permission** or take other statutory action in relation to the College's accommodation strategy or property owned by the College, where costs are **less than £80,000.**
8. Monitor the **All Programme Review** (APR) of the College's capital projects.
9. Establish a sub-group or working committee, as required, to **oversee major capital investments** undertaken by the College.
10. To ensure that the College's strategic approach to the use, development and maintenance of the College's estates aligns with the College's environmental and **sustainability** objectives as set out in the Annual Sustainability Report and takes into account the College's intention to be at the forefront of sustainability within the further education sector.

Health and Safety

11. The Committee will regularly review and monitor **accident and health incident** information received from the Health and Safety Committee.
12. The Committee will receive reports from the **Health and Safety Officer** that clearly and adequately demonstrates that:
    a) Health and safety systems, including the **Business Continuity Plan** (BCP), are regularly reviewed and amended as appropriate
    b) all **risk assessments** are reviewed annually and revised accordingly in light of changes in practice or policy.

Areas where Estates has authority to consider matters and make a recommendation to the Corporation:

13. Physical **site security** issues.
14. Approve arrangements for meeting **statutory requirements** for competitive tendering and monitor performance of contractors responsible for activities subject to competitive tenders, where costs are **greater than £80,000**.
15. Authorise officers to be able to seek **planning permission** or take other statutory action in relation to the College's accommodation strategy or property owned by the College where costs are **greater than £80,000.**
16. If a pre-approved capital project incurs further expenses, greater than £80,000, to make any recommendation to the Finance and Resources Committee, prior to the Corporation.
17. Reputational **risk** and/or risk to the Corporation due to deterioration in the quality of the Estates (or a perception of deterioration in quality).
18. Annual review of **College policies** under the delegation of the Estates Committee.
19. To consider HM Treasury guidance following the **ONS reclassification**.

FLEXIBILITY

20. The Committee can also be asked by the Governing Body to take on **other duties** as and when required and has the delegated authority to establish ad hoc or urgent committees as and when

required to deal with issues so long as these fall within the overall powers and duties of the Committee as specified above or as specifically approved by the Governing Body.

FINANCE AND RESOURCES COMMITTEE
Terms of Reference

Date of Authority (Reviewed annually):	Last reviewed by: Finance and Resources Committee: **30 June 2026** Governing Body: **15 July 2026**
Type of Responsibilities:	Delegated authority and advisory to the Governing Body

Membership:	Up to 9 members
Quorum:	40% of current membership, with a minimum of 2 members
Appointment of Chair and Vice Chair:	• Election of Chair: Governing Body, as recommended by the Search, Governance and Remuneration Committee. • Election of Vice Chair: Finance and Resources Committee.
Term of Office:	• The Chair and Vice Chair's term of office shall run to the end of the Governor's current term of office. • Members of the Committee can remain members until the end of their final term of office.

Frequency of Meetings:	• Termly, minimum of three times a year. • Minimum of termly pre-meetings between the Chair and Executive lead.
Minutes:	Received by the Governing Body for recommendations and information.

COMMITTEE PURPOSE

'To do all within our powers to ensure the financial well-being and solvency of the College, so that the College has the necessary resources to deliver our mission.'

OVERVIEW

The Finance and Resources Committee (FR) has five key areas of activity:

1. **Financial planning, forecasting and reporting, including overview of budgets, capital and enterprise projects (including fundraising and charitable activities).**
2. **Strategic management of the College's staff and human resource including an overview of policies, their implementation and all other matters relating to staff employment.**
3. **To ensure that the Finance Strategy, and those relating to Human Resources, are interpreted and developed as action plans, measured against its Key Performance Indicators.**
4. **To work closely with other Committees in relation to any financial implications.**
5. **To support the Principal in their role of the College's accounting officer.**

RESPONSIBILITIES

Areas where Finance and Resources has been delegated authority by the Corporation:

Financial

6. To set **financial strategy and policies** for cash management, long-term investments and borrowing to include seeking advice as appropriate from external sources.

7. Monitor contracts with **funding authorities**, targets, and performance against those targets (reporting any variation +/- £80,000 to the Full Governing Body, (ensuring compliance with the Financial Regulations).
8. To recommend to the Corporation, vire funds between heads in the budget where these result in **less than £80,000** on the bottom line and do not lead the College into a deficit position.
9. The formulation of administration of the **College's financial regulations** (and to inform the Audit Committee of any amendments proposed).
10. Establish (if required) a **fundraising sub group** to advise and assist on new and on-going fundraising activities.
11. To respond on behalf of the College to the funding agency in the matter of **FRS 102 reporting standards**.
12. To negotiate and agree the Memorandum of Understanding between wholly owned **subsidiaries**, in terms of constitution, funding and financial arrangements.

Human Resources

13. Oversee the **strategic selection and recruitment of staff**.
14. Agree and monitor **significant changes to staff contracts** of employment to include overseeing salary awards and pensions as appropriate (except for senior postholders which lies with the Search, Governance and Remuneration Committee).
15. Monitor **human resources risks** relating to employment issues, human resources policies and human resource strategies.
16. Receive and review the following **annual staff reports**:
    a) Equality and diversity data
    b) Sickness monitoring
    c) Staff development.

Areas where Finance and Resources has authority to consider matters and make a recommendation to the Corporation:

Financial

17. **Solvency** of the Corporation.
18. Action to **safeguard Corporation assets**.
19. **Taxation issues**.
20. **Budget performance for current year** and agreeing termly reports to the Corporation on financial performance.
21. Any item, matter or annual fee requiring virement **greater than £80,000** in one year.
22. The **Budget Forecast for the next year** and the medium longer term planning including consideration of:
    a) Business plans
    b) Funding predictions from Government and other Government agencies
    c) Capital projects and the annual capital investment programme.
23. **Predicted forecast out-turn** for current year and advise Governors of any variations that could alter the bottom line of the budget by +/-£80,000 as this variation is not predicted to move the budget into a deficit position.
24. The **financial statements** (once reviewed and agreed with the external auditors and subject to the Audit Committee endorsing the reliability of the underlying systems, process controls and risk management).

25. To confirm the College's **Finance Record** and other financial returns prior to its submission to the Department for Education (DfE).
26. Reputational **risk** and/or risk to the Corporation due to deterioration in the quality of the College's finances or resources (or a perception of deterioration in quality).
27. Annual review of **College policies** under the delegation of the Finance and Resources Committee.
28. To consider HM Treasury guidance following the **ONS reclassification**.

Human Resources

29. **Human Resources strategic planning**.
30. Authority to consider annual inflationary pay **increases** for all categories of staff in line with either:
    a) Annual inflation factor
    b) Recommendation by the Association of Colleges.
31. Advice on the areas which fall within the Corporation's undelegatable responsibility to provide "a **safe and secure environment** for staff, students and visitors"
    a) Code of Professional Conduct for staff
    b) Pre-employment checks.

Estates

32. If a pre-approved capital project incurs further expenses, greater than £80,000, to receive any recommendation from the Estates Committee, prior to the Corporation.

FLEXIBILITY

33. The Committee can also be asked by the Governing Body to take on **other duties** as and when required and has the delegated authority to establish ad hoc or urgent committees as and when required to deal with issues so long as these fall within the overall powers and duties of the Committee as specified above or as specifically approved by the Governing Body.

SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE
Terms of Reference

Date of Authority (Reviewed annually):	Last reviewed by: Search, Governance and Remuneration Committee: **12 May 2026** Governing Body: **15 July 2026**
Type of Responsibilities:	Delegated authority and advisory to the Governing Body

Membership:	Up to 6 members (excluding the Principal for Remuneration matters)
Quorum:	40% of current membership, with a minimum of 2 members
Appointment of Chair and Vice Chair:	• Election of Chair: Governing Body, as recommended by the Search, Governance and Remuneration Committee. • Election of Vice Chair: Search, Governance and Remuneration Committee.
Term of Office:	• The Chair and Vice Chair's term of office shall run to the end of the Governor's current term of office. • Members of the Committee can remain members until the end of their final term of office.

Frequency of Meetings:	• Termly, minimum of three times a year. • Minimum of termly pre-meetings between the Chair and SLT lead.
Minutes:	Received by the Governing Body for recommendations and information.

COMMITTEE PURPOSE

'To do all within our powers to ensure that our governance is fully maintained at all times at the highest standards'.

OVERVIEW

The Search, Governance and Remuneration Committee (SG) has four key areas of activity:

1. **Communicates robust Governance protocols and procedures, with clear direction, to ensure that statutory obligations are met.**
2. **Strategic management of the appointment and development of the membership of the Corporation.**
3. **To advise the appointment, appraisal and remuneration of the Senior Postholders.**
4. **To ensure that the Committee's outcomes are closely monitored against the College's Key Performance Indicators.**

RESPONSIBILITIES

Areas where Search, Governance and Remuneration has been delegated authority by the Corporation:

Senior Postholders

5. To **appraise the Senior Postholders**. The Appraisal Panel to include the Chair of Governors and Chair of Finance and Resources Committee.
6. To award the **annual incremental increases** to Senior Postholders subject to a satisfactory appraisal.

Areas where Search, Governance and Remuneration has authority to consider matters and make a recommendation to the Corporation:

Procedures

7. The **membership procedures** for appointment, induction, appraisal and development of the Governing Body.
8. To develop and review **Governance policies and procedures**, including:
    a) Governing Body Standing Orders and the Statement of Governance.
    b) Legislation affecting Governors and the Instrument and Articles.
    c) Advice from Association of Colleges (AoC) or other organisations on Governance matters.
    d) Annual review of College policies under the delegation of the Search, Governance and Remuneration Committee.
9. To monitor the **effectiveness of the Governing Body** through annual reporting.
10. To **develop the Governing Body's skillset** through appropriate training and educational visits.
11. Reputational **risk** and/or risk to the Corporation due to deterioration in the quality of Governance (or a perception of deterioration in quality).
12. To consider HM Treasury guidance following the **ONS reclassification**.

Membership

13. The **appointment of Governors**:
    a) Define the skills and qualities sought
    b) Attract a wide and diverse field of candidates, through:
        - Advertising
        - Consultation with interested parties and bodies
        - Executive Search.
    c) Select a short list on the basis of merit, with the aim of achieving a diverse balance of relevant skills, experience and background on the Governing Body.
14. The co-option of **Independent members** of the Corporation.
15. The appointment of a **Chair (or a Vice Chair) of the Governing Body** (this may include recommended interim engagements).
16. The appointment of **Chair of each Committee** (and renew this up to every four years to align with the end of the Governor's own term of office).
17. The membership of the **Vice Presidents** of the Patron.

Senior Postholders

18. To consider and advise the Governing Body on the **terms and conditions of service for Senior Postholders**.
19. To advise on the **appointment of Senior Postholders**.

Areas where Search, Governance and Remuneration has authority to consider matters and make a recommendation to Committees:

20. The appointment of **Vice Chair of each Committee** (and renew this up to every four years to align with the end of the Governor's own term of office).
21. The **membership of Committees** of the Governing Body.

FLEXIBILITY

22. The Committee can also be asked by the Governing Body to take on **other duties** as and when required and has the delegated authority to establish ad hoc or urgent committees as and when

required to deal with issues so long as these fall within the overall powers and duties of the Committee as specified above or as specifically approved by the Governing Body.