

CAPEL MANOR COLLEGE - TERMS OF REFERENCE FOR ALL COMMITTEES

ACADEMIC COMMITTEE TERMS OF REFERENCE

Membership:	Eight (including 1 student governor, if a 2 nd attends then they are not included in the membership numbers).
Quorum:	Four members.
Date of Authority:	Last reviewed: 20 November 2018, approved by the Governing Body 12 December 2018.
Frequency of Meetings:	At least three times a year.
Appointment of Chair:	The Governing Body will elect a Chair person for a three year term of office.
Type of Responsibilities:	Advisory to the Governing Body.
Minutes:	To be received by the Governing Body.
Review:	These terms of reference and the Committee work programme will be reviewed annually.

RESPONSIBILITIES:

To consider, review and monitor the following:

1. Annual report on recruitment, retention and achievement against agreed targets for the preceding year (autumn term).
2. 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.
3. Academic Board – to receive the minutes of the Academic Board meetings.
4. Curriculum report from Academic Section (One each term).
5. Proposed standards and targets for current and next academic year (Spring term).
6. Summary reports of responses to Curriculum, Learner Satisfaction Surveys and other sources of information as appropriate.
7. Student Equality Data – to receive an annual report.
8. Annual Self-Assessment Report (Autumn term).
9. Consideration of the College's annual quality timetable for recommendation to the Governing Body (spring term).

10. 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. Other Curriculum Matters – to receive reports and discuss other curriculum related information.
14. Reputational risk and/or risk to the Corporation due to deterioration in the quality of provision (or a perception of deterioration in quality). This will be reported by way of an annual report to the Governing Body.
15. 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).

TERMS OF REFERENCE FOR AUDIT COMMITTEE

Membership:	Three (plus the right to co-opt other Governors as the Committee sees fit), a majority of whom must be Governors, but the Chair of the Governing Body, the Principal and Staff Governors should not be members
Quorum:	Two
Date of Authority:	Last reviewed: Audit Committee 20 November 2018; Governing Body 12 December 2018
Frequency of Meetings:	At least three times a year
Appointment of Chair:	The Chair will be appointed for a three year term
Responsibility:	Advisory – directly to the full Governing Body
Minutes:	To be received by the Governing Body
Review:	These terms of reference and the Committee work programme will be reviewed annually.

RESPONSIBILITIES:

To consider, review and monitor the following:

1. To advise the governing body on 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. This advice to be primarily formed through a consideration of the work of the Internal Audit Service, Financial Statements Auditors and Funding Auditors (where appropriate);
2. To advise the Governing Body on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and Internal Audit Service (IAS);
3. To advise the Governing Body on the scope and objectives of the work of the IAS, the financial statements auditor and the funding auditor;
4. To ensure effective coordination between the IAS, the funding auditor (where appointed) and the financial statements auditor including whether the work of funding auditor should be relied upon for internal audit purposes;
5. To consider and advise the Governing Body on the audit strategy and annual Internal Audit plans for the IAS;
6. To advise the Governing Body on Internal Audit 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.

7. To monitor, within an agreed timescale, the implementation of agreed recommendations relating to Internal Audit assignment reports, Internal Audit annual reports, the funding auditor's management letter and spot-check reports (where appropriate) and the financial statements auditor's management letter.
8. To consider and advise the governing body on relevant reports by the NAO, the funding bodies, and where appropriate management's response to these;
9. To establish, in conjunction with college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS and financial statements auditor through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate;
10. To produce an annual 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, the funding auditors (where appointed) and the financial statements auditor, 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;
11. To oversee and ensure that all allegations of fraud, irregularity and whistleblowing are properly followed up;
12. To be informed of all additional services undertaken by the IAS, the financial statements auditors and the funding auditors (where appointed);
13. To undertake an annual review to decide whether to retain the services of an Internal Auditor. To determine the risk management process to be followed if they were not reappointed. To annually report their decision to the Governing Body for approval.
14. 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.
15. 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;
16. Members have a restriction not to adopt an executive role within the College
17. 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;
18. To maintain independence in appointing members of the Committee and to include an appropriate mix of skills and experience to allow an effective discharge of duties. Collectively, members should have recent, relevant experience in risk management, finance and assurance.
19. The Committee has the right to receive guests, or Co-Opted members, to the Committee meetings who can offer professional guidance and/or expertise, as they deem appropriate.

TERMS OF REFERENCE FOR FINANCE AND GENERAL PURPOSES COMMITTEE

Membership:	Eight
Quorum:	Four
Date of Authority:	Last reviewed 21 November 2018, approved by the Governing Body 12 December 2018.
Frequency of Meetings:	At least three times a year
Appointment of Chair:	The Governing Body will elect a Chair person for a three year term of office
Type of Responsibilities:	Advisory to the Governing Body
Minutes:	To be received by the Governing Body
Review:	These terms of reference and the Committee work programme will be reviewed annually

RESPONSIBILITIES:

To consider, review and monitor the following:

1. Overview

The Finance and General Purposes Committee (F&GP) has three key areas of activity:

- Financial planning/monetary control and overview of budgets, activities, capital and enterprise projects (including fundraising and charitable activities)
- 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
- Strategic management of the College's estates, their use, development, maintenance and letting
- The Committee also works closely with the Strategy Committee to ensure strategies relating to Accommodation, Finance and HR are interpreted and developed as action plans.

2. Authority

In many areas F&GP has the power to recommend to the Governing Body but in some areas F&GP has delegated authority from the Governing Body to act on behalf of the Governing Body (with actions being reported to the next meeting of the Corporation through the F&GP minutes).

2.1 Areas where F&GP has authority to consider matters and make a recommendation to the full Governing Body are the following:

Financial

- Solvency of the Corporation
- Action to safeguard Corporation assets
- Taxation issues
- Budget performance for current year and agreeing termly reports to the Corporation on financial performance
- Any item or matter requiring virement greater than £80,000 in one year
- The Budget Forecast /Budget Planning for the next year and the medium longer term planning including consideration of:
 1. Business plans
 2. Funding predictions from Government and other Government agencies
 3. Capital projects and the annual capital investment programme
- The financial statements (once reviewed and agreed with the external auditors and subject to the Audit Committee endorsing the reliability of the figures)
- 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 so long as this variation is not predicted to move the budget into a deficit position
- Annual proposals on fees and charges

Human Resources

- Human Resources strategy, related strategic planning

Note – should this pass to Search and Governance to reflect current Standing Orders.

- Advice on the areas which fall within the Corporation's undelegatable responsibility to provide "a safe and secure environment for staff, students and visitors"
 1. Code of Professional Conduct for staff
 2. Pre-employment checks

General Purposes

- The accommodation strategy for the College (currently led by the Strategy Committee)
- Physical site security issues

2.2. Areas where F&GP has been delegated authority by the Corporation

Financial

- Financial – to set strategy and policies for cash management, long-term investments and borrowing to include seeking advice as appropriate from external sources
- Annual inflationary increases in pay for all categories of staff in line with either:
 1. Annual inflation factor
 2. Recommendation by the Association of Colleges
- Monitor contracts with funding authorities, targets and performance against those targets (reporting any variation +/-£80,000 to the full Governing Body)
- 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
- The formulation of administration of the College's financial regulations (and to inform the Audit Committee of any amendments proposed)
- Financial risks (as part of the risk management strategy)
- Set rents for College properties in accordance with the overall budget
- Establish (if required) a fundraising committee (or sub group) to advise and assist on new and on-going fundraising activities
- To respond on behalf of the College to the funding agency in the matter of FRS 102 reporting standards
- To negotiate and agree the Memorandum of Understanding between wholly owned subsidiaries, in terms of constitution, funding and financial arrangements.

Human Resources

- Agree and monitor employment policies
- Oversee the selection and recruitment of staff
- Agree and monitor staff contracts of employment to include overseeing salary awards and pensions as appropriate (except for senior post-holders)
- Recommend inflationary increases for senior post-holders in line with those awarded to other members of staff (provided the same percentage increase is awarded to all categories of staff. If this is not the case, the decision to be referred to the Search and Governance Committee)
- Monitor risks relating to employment issues, human resources policies and human resource strategies

- Receive and review the following annual staff reports:
 1. equality data
 2. sickness monitoring
 3. staff development

General Purposes

- Develop and agree an Accommodation Plan for the College
- Manage the annual report on the condition of buildings and premises
- Approve the principles of letting College premises and facilities
- Approve arrangements for meeting statutory requirements for competitive tendering and monitor performance of contractors responsible for activities subject to competitive tenders
- 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
- Establish a sub-group or working committee as required to oversee major capital investments undertaken by the College
- Monitor financial and Estate related risks

3. Flexibility

F&GP also can 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.

HEALTH AND SAFETY COMMITTEE

TERMS OF REFERENCE

Membership:	Six (Three Governors, Principal, Student Governor, Staff Governor)
Quorum:	Three (min. one Governor with student and staff Governor accompanying)
Date of Authority:	Last reviewed: 20 November 2018 by Health and Safety Committee; 12 December 2018 by Governing Body
Frequency of Meetings:	Three times a year (February, June and November)
Chair:	The Governing Body will elect a Chair and a Vice Chair for a three year term of office
Type of Responsibility:	Advisory to the Governing Body
Minutes:	To be received by the Governing Body
Review:	These Terms of Reference and the Committee work programme will be reviewed annually

RESPONSIBILITIES:

To consider, review and monitor the following:

1. The Committee will regularly review and monitor accident and incident information received from the Health & Safety Working Group.
2. The Committee will receive the minutes of the Health and Safety Working Group and note activity and recommendations of that Group.
3. The Committee will receive information from the Health and Safety Working Group that clearly and adequately demonstrates that:
 - a. systems 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.
4. The Committee makes recommendations on College Health and Safety policy to the Governing Body having taken into account new or amended legislation or with the view to promoting best practice.
5. The Committee will establish a clear strategic approach to health and safety which supports communication at all levels.
6. 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 Health and

Safety Committee has a specific responsibility for the physical environment and for ensuring a safe vocational environment.

7. The Committee has the delegated authority to develop and adopt the Major Incident Plan (MIP) including regular review of the MIP/ Disaster Recovery Plan (DRP) and the Lone Working Policy within its remit for overall site safety and report to the Governing Body.

SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE

Membership:	Six (Five, to exclude the Principal for their Remuneration decisions)
Quorum:	Three
Date of Authority:	Last reviewed by: Search and Governance 21 November 2018; and the Governing Body 12 December 2018.
Frequency of Meetings:	The Committee will usually meet once a term with additional meetings held as required.
Appointment of Chair:	The Chair is elected by the Governing Body on the recommendation of the Search and Governance Committee for a three year period.
Type of responsibilities:	Advisory to the Governing Body but will delegate authority in some areas.
Minutes:	To be received by the Governing Body.
Review:	These terms of reference and the Committee work programme will be reviewed annually.

RESPONSIBILITIES:

To consider, review and monitor the following:

1. CONSTITUTION

- 1.1 The Committee shall comprise of the Chair of the Corporation, the Chair of Finance and General Purposes, the Principal and three other members of the Governing Body.
- 1.2 The Committee shall be able to co-opt other Governors.
- 1.3 The Committee shall have the power to seek the service of such advisers as they deem necessary to fulfil their responsibilities (subject to the approval of the Finance and General Purposes Committee or Governing Body as appropriate for budgetary purposes).
- 1.4 The Clerk to the Corporation shall act as the Clerk to the Committee and shall keep appropriate records of their proceedings.

2. TERMS OF REFERENCE

- 2.1 To advise the Corporation on the appointment of Governors.
- 2.2 To advise on the co-option of Independent members of the Corporation.
- 2.3 To devise an appropriate process prior to making a recommendation to the Governing Body on the appointment of a Chair (or a Vice Chair) of the Governing Body (this may include recommended interim engagements).

- 2.4 To recommend to the Governing Body the membership of sub-committees of the Governing Body.
- 2.5 To recommend to the Governing Body Governors to chair each sub-committee (and renew this at least every three years).
- 2.6 To advise the Corporation on the membership of the Honorary Fellows.
- 2.7 To advise on other such matters relating to membership and appointments as the Corporation may remit to the Committee.
- 2.8 To:
 - a. define the task and the qualities sought (Guidance notes for new Governors on their role). These will be documented and available for scrutiny.
 - b. attract as wide a field of candidates as possible will be obtained making use, as the Committee feels appropriate, of:
 - Advertising
 - Consultation with interested bodies
 - Executive Search
 - c. select a short list and make recommendations to the full Governing Body. Recommendations will be made on the basis of merit, with the aim of achieving a balance of relevant skills, experience and background on the Governing Body.
- 2.9 To consider and make recommendations from time to time on the Corporation's composition and balance and on the procedures for appointment to the Corporation.
- 2.10 To develop and recommend to the Corporation policies and procedures for the induction, appraisal and governance development of Corporation members.
- 2.11 To oversee and report to the Governing body as appropriate the Governance of the Corporation to include reviews of (and making amendments to):
 - Effectiveness of Corporation's decision making process (annually).
 - Governing Body Standing Orders and the Statement of Governance.
 - Legislation affecting Governors and the Instrument and Articles.
 - Advice from AOC or other organisations on Governance matters.
- 2.12 To undertake other tasks in relation to Governance, appointment of senior postholders or other activities as delegated (on a task and finish basis) by the Governing Body.
- 2.13 To annually review confidential items (Part II) and release any that no longer qualify.
- 2.14 To set the level of remuneration of the Senior Postholders and report this to the Governing Body.
- 2.15 To consider and advise the Governing Body on the terms and conditions of service for Senior Postholders.

For information, the Appraisal Panel (to include the Chair of Governors and Chair of Finance and General Purposes Committee) have delegated authority to award the annual incremental increases to Senior Postholders subject to a satisfactory appraisal. Completion of satisfactory appraisals and the award of any increments will be reported to Governors for information through the minutes of the Search and Governance Committee or directly.

TERMS OF REFERENCE STRATEGY COMMITTEE

Membership:	Maximum of ten
To include:	Chair of Governors Vice Chair of Governors Chair of Search and Governance Committee Chair of Finance and General Purposes Committee Chair of Academic Committee Chair of Health and Safety Committee
Quorum:	Three (minimum)
Date of Authority:	12 December 2018 (last Governing Body review)
Frequency of Meetings:	When required (Minimum of once a year)
Appointment of Chair:	The Chair is elected by the Governing Body on the recommendation of the Search and Governance Committee for a three year period
Appointment of Vice-Chair:	By the Committee for a three year term
Type of Responsibility:	Advisory – to the Governing Body

RESPONSIBILITIES

2. CONSTITUTION

- 1.1 The Principal, Vice/Deputy Principal, Director of Finance, Assistant Principal Facilities, Health and Safety and Director of Human Resources will attend meetings of the Committee as Officers.
- 1.2 The Committee shall be able to co-opt other Governors or lay members subject to the approval of the Search and Governance Committee.
- 1.3 The Committee may seek the service of such advisers as they deem necessary to fulfil their responsibilities (subject to the approval of the Finance and General Purposes Committee or Governing Body as appropriate for budgetary purposes).
- 2.4 The Clerk to the Corporation shall act as the Clerk to the Committee and shall keep appropriate records of their proceedings.

2. TERMS OF REFERENCE

- 2.1 To advise the Governing Body on the strategic direction of the College.
- 2.2 To oversee the development of the High Level Strategic Plan and to undertake at least an annual review to ensure that the Plan remains fit for purpose and relevant to the mission and vision set for the College.

- 2.3 To consider issues of substance that have been referred by other Committees or which have arisen from external sources and may impact on the Strategic Plan.

3. REPORTING PROCESS

The Strategy Committee must co-ordinate its work with the other Sub-Committees. The minutes of its meetings should be considered by the relevant Sub-Committee's to allow review and discussion, as appropriate, and the view of the Sub-Committees must be taken into account in the Strategy Committee's advice to the Governing Body.