

The Further Education Corporation of Middlesbrough College

Main Governor Committees Terms of Reference

APPROVED BY THE GOVERNING BODY ON 11 JULY 2025
(unless noted otherwise)

Committee	Terms of Reference
Audit and Risk Committee	The Audit and Risk Committee has: • The right to scrutinise any activity within its Terms of Reference, which may involve engaging a third party to assist • The right to investigate any activity within its Terms of Reference and right of access and scrutiny of all information and activities it considers necessary to fulfil its remit. • The right to access all the information and explanations it considers necessary, from whatever source to fulfil its remit. • A minimum membership of three, a majority of whom must be Governors, but must not include the Chair of Governors or the Principal / Chief Executive and should not include Staff Governors. The current membership as of 1 August 2026 is eight. Quoracy is 40% therefore a minimum of three members must be present. • A responsibility to maintain its independence and objectivity in appointing members. • A responsibility to include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Audit and Risk Committee should have recent, relevant experience in risk management, finance and audit and assurance. The abilities of the membership of the Committee should reflect the needs of the Governing Body and should extend to expertise in all relevant financial and no-financial areas. The Committee should also consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance. • A restriction not to adopt an executive role. <u>The Audit and Risk Committee's role is:</u> To provide independent assurance to the board that the corporation's financial and non financial controls, and risk management procedures, are operating effectively and to regularly report on the adequacy of these controls to the board To assess and provide the Governing Body with an opinion on the adequacy and effectiveness of the College's assurance arrangements, framework of governance, risk management and control processes (including any subcontracting arrangements) for the effective and efficient use of resources, solvency, and the safeguarding of assets. These matters must be covered in the Audit and Risk Committee's annual report. To advise the Governing Body on the appointment, reappointment, dismissal, adequacy and remuneration of the Financial Statements Auditor, Regularity Auditor and other assurance providers including the Internal Auditor and establish that all such assurance providers adhere to relevant professional standards

	To inform the Governing Body of any additional services provided by the Financial Statements Auditor, Regularity Auditor and other assurance providers, including the Internal Auditor, and explain how independence and objectivity were safeguarded. To agree an annual programme of review work and agree who will perform the programme of review work and review the ratings and responses on the risk register to inform the programme of work. To review and consider the reports of external auditor, reporting accountant, internal audit and other assurance providers (as applicable), and monitor, within an agreed timescale, the implementation by management of agreed recommendations and follow up audits arising from any reports of audit and assurance providers. To produce an Audit and Risk Committee Annual Report for the Governing Body, summarising the Audit and Risk Committee's activities relating to the financial year under review including: • A summary of the work undertaken by the Audit and Risk Committee during the year. • The number of the meetings held in the year (with a minimum of three expected and an explanation must be provided within the Audit and Risk Committee's annual report if this is not the case), and attendance records for each Audit and Risk committee member. • Any significant issues arising up to the date of preparation of the report. • Any significant matters of internal control included in the reports of audit and assurance providers. • The Audit and Risk Committee's view of its own effectiveness and how it has fulfilled its Terms of Reference. • The Audit and Risk Committee's opinion on the adequacy and effectiveness of the College's assurance arrangements, assurance over subcontracting, its framework of governance, risk management and control processes for the effective and efficient use of resources, solvency, and the safeguarding of assets. • details of the date of appointment of the external auditors and the remaining term of the contract • Submit the Annual Report to the Governing Body before the Statement of Corporate Governance and Internal Control in the annual accounts Financial Statements is signed. • Submit a copy of the Audit and Risk Committee's Annual Report to the relevant funding body (DfE) with the College's audited annual report and accounts. To oversee the College's policies on and processes around fraud, irregularity, impropriety and whistleblowing, and ensure: • The proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity. • That investigation outcomes are reported to the Audit and Risk Committee. • That the Financial Statement / Regularity Auditors (<i>and Internal Auditors where appointed</i>) are informed of investigation outcomes and other matters of fraud, irregularity and impropriety, and that appropriate follow-up action has been planned / actioned. • 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 or irregularity are reported to the Department for Education (DfE), and other relevant funding authority, as soon as possible. • That risks around fraud have been identified and controls put in place to mitigate them. • Report any actual or suspected cases of significant fraud, including cybercrime, to DfE at allegations.mailbox@education.gov.uk
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To consider and advise the Governing Body on the Audit Strategy and Annual Internal Audit Plans for the Internal Auditor.

To advise the Governing Body on the scope and objectives of the work of the Financial Statements Auditor, Regularity Auditor and Internal Auditor.

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 and Regularity Auditor and management's responses to these.

To review the annual Financial Statements.

To ensure effective coordination between the Financial Statements Auditor, Regularity Auditor and Internal Auditor, including whether the work of the Regularity Auditor should be relied upon for internal audit purposes.

To establish relevant Key Performance Indicators (*KPIs*) and to monitor the effectiveness of the Financial Statement Auditor, Regularity Auditor and Internal Auditor through indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate.

To consider and advise the Governing Body on relevant reports by the National Audit Office (*NAO*), the Department for Education (*DfE*) and other Government Agencies, and where appropriate management's response to these.

The Audit and Risk Committee must notify *DfE* immediately of the resignation of auditors, or in the rare circumstance where the corporation removes the auditors, before the expiry of their term of office. Where auditors have resigned, other than at the end of their agreed term, the Audit and Risk committee must copy to the *DfE* an explanation from the auditors. Where the corporation elects to remove the auditors, the Audit and Risk Committee must notify the *DfE* of these reasons. A change in auditor at the expiry of their agreed term of office does not require notification to the *DfE* by the corporation.

The Audit and Risk Committee must ensure that there is a policy for regular retendering of the external audit service. The Audit and Risk Committee should consider the quality of the audit service as well as the price. Corporations should ensure that the external audit contract is put out to tender at least every five years (this does not necessarily require a different firm of auditors to be appointed).

The Audit and Risk will take a holistic view with all aspects and systems, financial and non financial, being in scope depending upon their impact and effect on the corporation (including as best practice overseeing such matters as data breaches, GDPR issues and health and safety incidents).

Approved by the Governing Body 8 July 2026

Committee	Terms of Reference
Curriculum and Standards Committee	The Curriculum and Standards Committee has: • The right to investigate any activity within its Terms of Reference. • The right to access all the information and explanations it considers necessary, from whatever source to fulfil its remit. • A minimum membership of three, a majority of whom must be Governors. The current membership is ten. Quoracy is 40% therefore a minimum of four members must be present. • A responsibility to maintain its independence and objectivity in appointing members. • A responsibility to include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Curriculum and Standards Committee should have recent, relevant experience in FE Teaching and Learning; wider Teaching and Learning, the quality improvement experience; a combined understanding of different aspects of government funded provision e.g. study programmes, apprenticeships, discrete and non-discrete high needs, adults and recent experience relating to Ofsted inspections and frameworks for both FE and skills provision and ITE provision. • The Committee should also consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the Curriculum and Standards Committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance. The Curriculum and Standards Committee's remit is: To set, monitor and ensure that the College's Curriculum Key Performance Indicators (KPIs) and Progress Measures are achieved. To receive Directorate / Department Performance Reports about the Quality of Education, which may include <i>(not an exhaustive list and depending on the time of year)</i> aspects relating to: • Student progress from initial starting point. • Recruitment. • Timely achievement. • Progression. • Attendance. • Pedagogy • Teaching and Learning Observations. • New course provision. • Underperforming courses. • Student Voice. • Compliance with provision requirements e.g. English and maths for both study programmes and apprenticeships with a view to ensuring that relevant improvements are being made, and also supporting those curriculum areas deemed to be performing well. To keep under review curriculum and quality matters by reference to the College's Improvement Plans. To monitor and ensure improvements are made to Teaching, Learning and Assessment ensuring that the College is shifting towards Outstanding. To challenge the quality, curriculum and performance of the College, so that there is a positive impact on the learner experience

Committee	Terms of Reference
Corporate Services	The Corporate Services Committee has: The right to investigate any activity within its Terms of Reference. The right to access all the information and explanations it considers necessary, from whatever source to fulfil its remit. A minimum membership of three, a majority of whom must be Governors. The current membership is nine. Quoracy is 40% therefore a minimum of four members must be present. A responsibility to maintain its independence and objectivity in appointing members. A responsibility to include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Corporate Services Committee should have recent, relevant experience in finance, HR, Estates, IT, Marketing, Contract Management and Capital Project works. The Committee should also consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the Corporate Services Committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance. The Corporate Services Committee's remit is: To ensure the organisation prepares and delivers a five-year financial plan and financial strategy which ensures its solvency, sound financial health and which delivers the organisation's overall strategic objectives. • To make recommendations to the Governing Body on: 1. The annual estimates of income and expenditure 2. Major variations of expenditure 3. Capital expenditure and strategic investment plans 4. Budgetary and Final Pay Awards 5. Five year financial strategy 6. Cash flow, Bank Loans and Treasury management arrangements Review arrangements for securing value for money, solvency and safeguarding of assets. Determine and make amendments to the College's Financial Regulations, Fees Policy, Investment Policy and Treasury Management Policy. Monitor the Financial Health of the Corporation. Approve contracts awarded above £250,000. Approve budget virements within the agreed Revenue Budget set by the Governing Body. Determine policy in relation to the general development of the College sites. To keep an overview of the use and quality of the College's premises. To set a framework for the Pay and Conditions of Service of all staff other than Senior Postholders. To receive reports from the Principal / Chief Executive on a scheme for the appointment, grading, appraisal, pay and Conditions of Service of staff and for procedures relating thereto. To keep under review all matters related to the Corporate Services Committee

Committee	Terms of Reference
Employer Voice Committee	The Employer Voice Committee has: The right to investigate any activity within its Terms of Reference. The right to access all the information and explanations it considers necessary, from whatever source to fulfil its remit. A minimum membership of three governors selected from employer representative groups or priority sector representatives and at least two senior officers A responsibility to maintain its independence and objectivity in appointing members. A responsibility to include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. The Employer Voice Committee's remit is: To ensure the College's responsiveness to employers is consistently strong through: Providing the Governing Body with additional assurance about the attendance at, feedback, from and responsiveness to priority sector college employer advisory boards Governors to bring intelligence back from their informal and formal networks to triangulate with college employer feedback Advising College leaders on mechanisms to improve our work, relationships and reputation with employers Assessing the College's response to local and national priorities such as the Local Skills Improvement Plan, or Tees Valley Combined Authority Education Employment and Skills Strategy The Employer Voice Committee will: Meet a minimum of twice a year and report directly into the Governing Body Receive reports from College leaders including: Vice Principal, Business Community and External Partnerships – setting out client management processes, (including CRM use), strategic relationship developments including LSIP developments, employer voice feedback mechanisms and outcomes, apprenticeships and work experience volumes, strategic bids updates and any other developments Assistant Principals and Associate Directors of curriculum areas – priority sector advisory group updates (including you said we did), LSIP action plan update and mega trend developments

Approved by the Governing Body on 11 July 2024

Committee	Terms of Reference
Higher Education Committee	The Higher Education Committee should: Have a minimum membership of three governors (including the Principal) The current membership is four and quoracy is 40% therefore a minimum of two members must be present A Higher Education student representative should be present wherever possible In addition, the Committee will be supported by the Deputy Principal, Vice Principal of Quality, and Director of Higher Education. The Committee has: The right to investigate any activity within its Terms of Reference. The right to access all the information and explanations it considers necessary, from whatever source to fulfil its remit. A responsibility to maintain its independence and objectivity in appointing members. A responsibility to include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Higher Education Committee should have recent, relevant experience in Higher Education, Governance, Finance, Compliance and Quality and Standards. The Committee should also consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the Higher Education Committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance. The Higher Education Committee's remit is: To seek assurance on College's adherence to the UK Quality Code set by the Quality Assurance Agency (QAA) as directed by the Office for Students (OfS) to safeguard academic standards and improve the quality of the College's Higher Education provision. This will include: Monitoring and evaluating the development and application of the College's Higher Education Strategy (including HE Management, Programme Development, the quality cycle, teaching and learning, IoT, Regulation, access and participation, and partnerships) Receive and review the minutes of Academic Board and consider any recommendations forwarded to the HE Committee by Academic Board. Consider and approve reports and targets for student recruitment, retention, achievement and destinations Review and renew any other policies relevant to the Higher Education provision Work together with other relevant Governing Body Committees (in particular Curriculum and Standards) to consider and advise from a Higher Education view point in any relevant matter Respond to learner voice including monitoring and evaluating feedback from students Monitor and review any other matters referred to it by the Governing Body Advise and make recommendations to the Governing Body on the above as appropriate. The Clerk to the Corporation should act as Clerk to this Committee. The Terms of Reference will be reviewed at least every three years.

Committee	Terms of Reference
Remuneration Committee	The Remuneration Committee should: • Have a minimum membership of four, a majority of whom must be Governors, but must not include the Principal / Chief Executive, and should not include Staff Governors. • Have a minimum of two members of the Committee from the Audit and Risk Committee (including Chair and/or Vice Chair of the Committee) • Furthermore, the Committee should not be chaired by the Chair of the Governing Body • Adopt and have due regard to the Colleges Senior Staff Remuneration Code updated March 2021. The Committee has: • The right to investigate any activity within its Terms of Reference. • The right to access all the information and explanations it considers necessary, from whatever source to fulfil its remit. • A responsibility to maintain its independence and objectivity in appointing members. • A responsibility to include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Remuneration Committee should have recent, relevant experience in HR, Reward, Organisational Development, Finance and Governance. The Committee should also consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the Remuneration Committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance. The Remuneration Committee's remit is: To be fully appraised of remuneration benchmarks via the AoC annual College Senior Pay Survey, and of College practice and procedures, to assist with informing recommendations to the Governing Body regarding remuneration of Senior Postholders. To make recommendations to the Governing Body at least once a year in December regarding the grading, remuneration, and Conditions of Service of the Senior Postholders and the Head of Governance/Clerk to the Corporation. Annually, to give full assurance to the Governing Body that the Committee is adhering to the AoC Remuneration Code and that it has been successfully applied to the work of the Committee To ensure an annual Staff Appraisal of the Senior Postholders and Head of Governance/Clerk to the Corporation is carried out, and reported back to the Remuneration Committee, so that a recommendation can be made to the Governing Body on whether a pay award should be made. To produce an annual Remuneration Report as required by the AoC Remuneration Code (updated 2021) for Governing Body approval and publication within the Corporate Governance Annual Report which will include: • terms of reference for the Committee • membership of the Committee • reference to the College Remuneration (Pay) Policy • application of the AoC Remuneration Code • detail of the Senior Post Holders' Performance Reviews • detail of the Head of Governance/Clerk's Performance Review • the Senior Post Holders' remuneration over a two year period • the Senior Post Holders' expenses over a two year period • any other pertinent information The Head of Governance/Clerk to the Corporation should act as Clerk to this Committee but the Remuneration Committee should retain the ability to call on an External Clerk should this become necessary from time to time.

Committee	Terms of Reference
Search and Governance Committee	The Search and Governance Committee has: The right to investigate any activity within its Terms of Reference. The right to access all the information and explanations it considers necessary, from whatever source to fulfil its remit. A minimum membership of six (consisting of the Chair and Vice Chair of the Board, the Principal and usually the Chair of each of Audit and Risk, Corporate Services, Remuneration and Curriculum and Standards Committees plus any other such person determined as having the appropriate skills). The majority must be Governors. The current membership is seven. Quoracy is 40% therefore a minimum of three members must be present. A responsibility to maintain its independence and objectivity in appointing members. A responsibility to include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Search and Governance Committee should have recent, relevant experience across the range of skills outlined in the Skills and Experience Matrix including: HR, recruitment, and governance. The Committee should also consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the Search and Governance Committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance. The Search and Governance Committee's remit is: To make recommendations on the composition and membership of the Governing Body, Committees and the appointment of Link Governors (<i>where appropriate</i>) to ensure breadth of experience and skills and appropriate succession planning. To make recommendations on governance policies and procedures including the: • Governor Nomination Process. • Skills and Competency Framework. • Election of the Chair / Vice Chair of Governors. • Governor Induction Programme. • Governors Attendance Policy • Governors Code of Conduct • The Corporation's Conflict of Interest Policy • On-going training of Governors and External Members. To develop an annual training plan for College Governors, Staff Governors, Student Governors and External Members and to keep this under review. To keep under review the Governance Framework and make recommendations to the Governing Body for improvement Lead on the Governing Body's Self Assessment and Areas for Improvement Action Plan To lead the tri annual External Review process (including determining the provider, scope, sign off of the resulting draft report, and ensuring that any actions are monitored through the Self Assessment process).