

The Further Education Corporation of Middlesbrough College

**Governor Committees
Terms of Reference**

Approved by the Governing Body on 18 October 2021

Committee	Terms of Reference
<p>Appeals Committee (Senior Postholders)</p>	<p>To establish an Appeals Committee (Senior Postholders to meet as required with the following remit:</p> <ul style="list-style-type: none"> • consider an appeal by a Senior Postholder and / or the Clerk to the Corporation against any oral warning, written warning or final written warning made under the formal procedure of the Governing Body's Disciplinary, Suspension & Dismissal Procedure for Senior Postholders and shall decide upon the outcome • hear an appeal following a grievance, which has not been resolved to the satisfaction of the Senior Postholder and / or the Clerk to the Corporation. <p>The Appeals Committee will have:</p> <ul style="list-style-type: none"> • A minimum membership of three, but must not include the Principal / Chief Executive, and should not include Staff Governors. <p>This would be chaired (where possible) by the Chair of Corporate Services and the Vice Chair of the Governing Body. An additional member (either the Chair of Remuneration or Audit and Risk) will be added, subject to their availability.</p> <ul style="list-style-type: none"> • 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.

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Audit and Risk Committee	<p>The Audit and Risk Committee has:</p> <ul style="list-style-type: none"> • 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, but must not include the Chair of Governors or the Principal / Chief Executive, and should not include Staff Governors. <p>The current membership is five. Quoracy is 40% therefore a minimum of two members must be present.</p> <ul style="list-style-type: none"> • 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 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 audit 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 <p><u>The Audit and Risk Committee's role is:</u></p> <p>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 for the effective and efficient use of resources, the solvency of the College and the safeguarding of assets.</p> <p>To advise the Governing Body on the appointment, reappointment, dismissal 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.</p> <p>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.</p> <p>To review and consider the reports of external auditor, reporting accountant, internal audit and other assurance providers (as applicable),</p>

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	<p>and monitor the implementation of recommendations to agreed timescales</p> <p>To monitor, within an agreed timescale, the implementation of agreed recommendations arising from any reports of audit and assurance providers.</p> <p>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:</p> <ul style="list-style-type: none"> • 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 given if this is not the case), and attendance records for each audit 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, 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 with the Financial Statements. <p>To oversee the College's policies on and processes around fraud, irregularity, impropriety and whistleblowing, and ensure:</p> <ul style="list-style-type: none"> • 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.

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	<ul style="list-style-type: none"> • 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, major weakness or breakdown in the accounting or other control framework or irregularity are reported to the Education and Skills Funding Agency (ESFA), and other relevant funding authority, as soon as possible. • That risks around fraud have been identified and controls put in place to mitigate them. <p>To consider and advise the Governing Body on the Audit Strategy and Annual Internal Audit Plans for the Internal Auditor.</p> <p>To advise the Governing Body on the scope and objectives of the work of the Financial Statements Auditor, Regularity Auditor and Internal Auditor.</p> <p>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.</p> <p>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.</p> <p>To establish relevant Key Performance Indicators (<i>KPIs</i>) 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.</p> <p>To consider and advise the Governing Body on relevant reports by the National Audit Office (<i>NAO</i>), the Education & Skills Funding Agency (<i>ESFA</i>), and other Government Agencies, and where appropriate management's response to these.</p> <p>The Audit Committee must notify ESFA 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 committee must copy to ESFA an explanation from the auditors. Where the corporation elects to remove the auditors, the Audit Committee must notify ESFA of these reasons. A change in auditor at the expiry of their agreed term of office does not require notification to the ESFA by the corporation.</p>

Committee	Terms of Reference
Curriculum and Standards Committee	<p>The Curriculum and Standards Committee has:</p> <ul style="list-style-type: none"> • 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. <p>The current membership is twelve. Quoracy is 40% therefore a minimum of five members must be present.</p> <ul style="list-style-type: none"> • 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. <p>The Curriculum and Standards Committee's remit is:</p> <p>To set, monitor and ensure that the College's Curriculum Key Performance Indicators (KPIs) and Progress Measures are achieved.</p> <p>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:</p> <ul style="list-style-type: none"> • Student progress from initial starting point. • Recruitment. • Timely achievement. • Progression. • Attendance. • Pedagogy • Teaching and Learning Observations. • New course provision. • Underperforming courses.

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	<ul style="list-style-type: none"> • 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. <p>To keep under review curriculum and quality matters by reference to the College's Improvement Plans.</p> <p>To monitor and ensure improvements are made to Teaching, Learning and Assessment ensuring that the College is shifting towards Outstanding.</p> <p>To challenge the quality, curriculum and performance of the College, so that there is a positive impact on the learner experience.</p>

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<p>Corporate Services</p>	<p>The Corporate Services Committee has:</p> <ul style="list-style-type: none"> • 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. <p>The current membership is eight. Quoracy is 40% therefore a minimum of three members must be present.</p> <ul style="list-style-type: none"> • 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.

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	<p>The Corporate Services Committee's remit is:</p> <p>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.</p> <p>To make recommendations to the Governing Body on:</p> <ol style="list-style-type: none"> 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 <p>Review arrangements for securing value for money, solvency and safeguarding of assets.</p> <p>Determine and make amendments to the College's Financial Regulations, Fees Policy, Investment Policy and Treasury Management Policy.</p> <p>Monitor the Financial Health of the Corporation.</p> <p>Approve contracts awarded above £250,000.</p> <p>Approve budget virements within the agreed Revenue Budget set by the Governing Body.</p> <p>Determine policy in relation to the general development of the College sites.</p> <p>To keep an overview of the use and quality of the College's premises.</p> <p>To set a framework for the Pay and Conditions of Service of all staff other than Senior Postholders.</p> <p>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.</p> <p>To keep under review Estates matters.</p> <p>To keep under review Finance and Registry matters.</p> <p>To keep under review Human Resources matters.</p> <p>To keep under review Information Services matters.</p>

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Remuneration Committee	<p>The Remuneration Committee should:</p> <ul style="list-style-type: none"> - Have a minimum membership of three, a majority of whom must be Governors, but must not include the Principal / Chief Executive, and should not include Staff Governors. - 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, December 2018. <p>The Committee has:</p> <ul style="list-style-type: none"> • 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. <p>The Remuneration Committee's remit is:</p> <p>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.</p> <p>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 Clerk to the Corporation.</p> <p>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</p> <p>To ensure an annual Staff Appraisal of the Senior Postholders and 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.</p>

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	<p>To produce an annual Remuneration Report as required by the AoC Remuneration Code (2018) for Governing Body approval and publication within the Corporate Governance Annual Report which will include:</p> <ul style="list-style-type: none"> - 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 Principal's Performance Review - detail of the Clerk's Performance Review - the Principal/Chief Executive's remuneration over a two year period - the Principal/Chief Executives' expenses over a two year period - any other pertinent information <p>The 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.</p>

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<p>Search and Governance Committee</p>	<p>The Search and Governance Committee has:</p> <ul style="list-style-type: none"> • 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. <p>The current membership is eight. Quoracy is 40% therefore a minimum of three members must be present.</p> <ul style="list-style-type: none"> • 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. <p>The Search and Governance Committee’s remit is:</p> <p>To make recommendations on the composition and membership of the Governing Body, Committees and the appointment of Link Governors (<i>where appropriate</i>).</p> <p>To make recommendations on policies and procedures including the:</p> <ul style="list-style-type: none"> • Governor Nomination Process. • Skills and Competency Framework. • Election of the Chair / Vice Chair of Governors. • Governor Induction Programme. • On-going training of Governors and External Members. <p>To develop an annual training plan for College Governors, Staff Governors, Student Governors and External Members and to keep this under review.</p> <p>To keep under review the Governance Framework and make recommendations to the Governing Body for improvement.</p>

Committee	Terms of Reference
Selection Committee (Senior Posts)	<p>To establish a Selection Committee (<i>Senior Posts</i>) to meet as required with the following remit:</p> <ol style="list-style-type: none"> 1. Determine the arrangements for the selection of applicants for interview in relation to the appointment of a Senior Postholder or Clerk to the Corporation. 2. Interview those applicants and 3. Where they consider it appropriate to do so, recommend to the Governing Body the appointment and the conditions of services. <p>The Selection Committee will have:</p> <ul style="list-style-type: none"> • A minimum membership of six (Chair of Governors, Vice Chair of Governors, Principal/Chief Executive and Chairs of Committee) <p>The Chair of Governors is empowered to select a substitute where a Chair of Committee is not available</p> <p>The Principal/Chief Executive is excluded from any recruitment for the post of Principal and Chief Executive and hence the membership profile would reduce by one.</p> <ul style="list-style-type: none"> • 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.

Committee	Terms of Reference
Settlement Committee	<p>To establish a Selection Committee (<i>Senior Posts</i>) to meet as required with the following remit:</p> <ul style="list-style-type: none"> • for negotiation of settlements on the termination of contracts by agreement with Senior Postholders and Clerk to the Corporation within the parameters set by the Governing Body. <p>The Settlement Committee will have:</p> <ul style="list-style-type: none"> • A minimum membership of three, and this would usually be the Chair of Governors; Vice Chair of Governors and Chair of Corporate Services. • This would be chaired (where possible) by the Chair of Governors. • 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.

Committee	Terms of Reference
Special Committee	<p>To establish a Selection Committee (<i>Senior Posts</i>) to meet as required with the following remit:</p> <ul style="list-style-type: none"> • To determine any case for dismissal of a Senior Postholder and Clerk to the Corporation. • To undertake consultations within the framework of the Collective Disputes Procedure, referring the matter back to JCNC with relevant comment appropriate to the parties concerned. <p>The Special Committee will have:</p> <ul style="list-style-type: none"> • A minimum membership of three, but must not include the Principal / Chief Executive, and should not include Staff Governors. • This would be chaired (where possible) by the Chair of Corporate Services and the Vice Chair of the Governing Body. An additional member (either the Chair of Remuneration or Audit and Risk) will be added, subject to their availability. • 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.