

West Thames Corporation

Scheme of Delegation and Committee Terms of Reference 23/24

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Scheme of Delegation

This scheme of delegation sets out the delegated authority and responsibility for a range of duties to ensure effective governance of the college.

1. Role of the Corporation Board

1.1. The core functions of the board are:

- Determining, preserving and developing the college's educational character
- Setting and communicating the college's strategy and goals.
- Holding executive leaders to account for the educational performance and quality of the college, and for the performance of staff.
- Exercising effective control to ensure that funds and assets are protected, your organisation remains solvent and legal obligations are met.

1.2. The educational character of the college includes the broad purpose and strategic direction of the college, the nature of its educational programme, pattern of courses and any special characteristics of its range of subjects, its overall ethos, admissions policy and its relationship to its learners, communities and stakeholders.

1.3. Ultimately it is the Corporation Board that is fully accountable for the college and therefore the Board must be seen to be directing and leading the Executive to deliver against the strategic objectives agreed by the Corporation. The success of the college requires a collaborative working relationship between the Board and the Executive.

2. Delegation

2.1. The powers and responsibilities of the Board and CEO/Principal are defined in the Instrument and Articles of Government for West Thames College. The Instrument and Articles allow for the delegation of corporation powers to its committees and the CEO/Principal.

3. Powers Reserved for the Corporation Board

3.1. There are some powers which the Corporation Board shall not delegate:

- (a) The determination and periodic review of the educational character and mission of the institution.
- (b) The approval of the annual estimates of income and expenditure.
- (c) The responsibility for ensuring the solvency of the institution and of the Corporation and for safeguarding their assets.
- (d) The appointment of the CEO/Principal or holder of a senior post.
- (e) The appointment of the Clerk.
- (f) The modification or revocation of the Articles.
- (g) The consideration of the case for dismissal and the power to determine an appeal in connection with the dismissal of the CEO/Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

4. Powers Delegated to the CEO/Principal

- 4.1. The statutory powers and duties of the CEO/Principal are set out in the Instrument and Articles. S/he is responsible for:
- (a) Making proposals to the Corporation about the educational character and mission of the institution and implementing the decisions of the Corporation.
 - (b) The determination of the institution's academic and other activities.
 - (c) Preparing annual estimates of income and expenditure for consideration and approval by the Corporation, and the management of budget and resources, within the estimates approved by the Corporation.
 - (d) The organisation, direction and management of the institution and leadership of the staff.
 - (e) The appointment, assignment, grading, appraisal, suspension, dismissal, and determination, within the framework set by the Corporation, of the pay and conditions of service of staff, other than the holders of senior posts or the Clerk.
 - (f) Maintaining student discipline and, within the rules and procedures provided for within the Articles, suspending or expelling students on disciplinary grounds or expelling students for academic reasons.
- 4.2. As part of the funding agreement with the ESFA, the CEO/Principal is appointed as the Accounting Officer and is personally responsible to the ESFA and Parliament for assuring regularity, propriety and value for money in the management of public funds.
- 4.3. The following further powers and responsibilities are delegated by the Board to the CEO/Principal:
- (a) Informing the Board, its committees or the Chair as appropriate, of all significant matters, achievements, activities and events related to the work of the college.
 - (h) Determining the employment policies of the college.
 - (i) Setting a framework for the pay and conditions of service of staff, other than senior postholders or the Clerk.
 - (j) Making any rules relating to the conduct of staff, including discipline, grievance, suspension and dismissal procedures, other than senior postholders or the Clerk.
 - (k) Making any rules relating to the conduct of students, including suspension, discipline, academic appeals and complaints procedures.
 - (l) Determining all matters relating to the establishment, constitution and conduct of any student body or other social or representative organisation for students.
 - (m) Obtaining the views of staff and students on the determination and periodic review of the educational character and mission of the institution and the oversight of its activities.
 - (g) Determining the college's responses and communications to other organisations (including the Education and Skills Funding Agency (ESFA) in accordance with the policies of the Board.

- (h) Determining the levels of tuition fees and other charges payable to the college and the college's remitted fee policy.
- 4.4. The levels of financial delegation to the CEO/Principal are detailed in the Financial Scheme of Delegation which is part of the College's Financial Regulations.
- 4.5. The CEO/Principal may delegate functions to the holder of any senior post other than:
- a) The management of budget and resources; and
 - b) Any functions that have been delegated to the CEO/Principal by the Corporation.

5. Powers Delegated to the Chair

- 5.1. If urgent matters arise, the Chair has the option to call a special meeting, if necessary with less than the normal seven days' notice.
- 5.2. If the Chair judges it to be necessary, the Corporation has given authority for the Chair to take action between meetings in circumstances where delaying a decision would disadvantage the college. Chair's action may involve either:
- a) Making the decision on their own and reporting this at the next Board meeting; or
 - b) Instructing the Clerk to email all members with the details of what is required and asking for them to return their views through either a 'yes' or 'no' answer. The Chair, having taken into account the views received, can then make a decision under 'Chairs Action' and the details of the decision, along with the answers received from members, to be reported and minuted at the next Board meeting.
- 5.3. Chair's action may not be taken on any non-delegable items listed under section 3 above.
- 5.4. The levels of financial delegation to the Chair are detailed in the Financial Scheme of Delegation.

6. Board of Governors' Committees & Working Groups

- 6.1. The Corporation Board has established five committees:
- Finance, Resources & Capital Projects
 - Audit
 - Curriculum, Quality & Standards
 - Governance, Search and Strategy
 - Remuneration
- 6.2. Further details about the roles and responsibilities of the committees and the level of delegation to them can be found in their terms of reference.
- 6.3. In addition to committees, the Board can agree to put in place working groups/task groups to deal with specific issues over an agreed timeframe.
- 6.4. The levels of financial delegation to the Committees are detailed in the Financial Scheme of Delegation.

7. Review

- 7.1. This document is subject to annual update, review and approval by the Corporation

Board to ensure the appropriateness of the delegation of powers and responsibilities.

Finance, Resources & Capital Projects Committee Terms of Reference

1. Role and Purpose

The role of the Finance, Resources and Capital Projects Committee is to ensure value for money and maximization of resources and to give assurance to the Corporation on the suitability and appropriateness of the College's financial strategy and policies. The Committee considers and advises the Corporation on:

- Financial matters, including investment and borrowing.
- Human Resources
- Health and Safety
- Property strategy, including sustainability and any capital projects.
- Commercial activities.

2. Membership

- 2.1. The Committee shall comprise of up to 5 governors which includes the Chair of the Corporation and the CEO/Principal and exclude members of the Corporation's Audit Committee. Associate members or co-opted governors with relevant experience may be appointed to the committee. The majority of members of the committee are required to be governors.
- 2.2. At least one member of the committee will have a financial qualification.
- 2.3. Only members of the committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not have voting rights.
- 2.4. The Chair of the Committee will be elected by the Corporation.
- 2.5. The Head of Governance will act as Clerk to the Committee.

3. Quorum

- 3.1. The quorum for meetings of the committee shall be 3 members of the committee, at least two of whom shall be non executive governors.

4. Frequency of Meetings

- 4.1. The committee shall meet at least once per term and otherwise as required.

5. Decisions in Writing/Via Email

- 5.1. In exceptional circumstances decisions can be taken through a written resolution or email, with any decision taken by written resolution or email to be reported on at the next meeting.

6. Responsibilities

- (a) To monitor at each meeting of the committee those KPIs from the data dashboard that fall within the remit of the committee.
- (b) To monitor the college's financial performance and solvency, and management effectiveness.

- (c) To recommend the annual estimates of income & expenditure and the 2-year financial forecasts to the Corporation Board for approval.
- (d) Subject to a satisfactory review undertaken by the Audit Committee, to recommend the annual financial statements to the Corporation for approval.
- (e) To determine and approve the college's financial regulations and to review them annually.
- (f) To review the college's scheme of financial delegation annually for approval by the Corporation.
- (g) To monitor the college's investment, borrowings and cash management.
- (h) To approve the investment and borrowing policies.
- (i) To monitor the college's employment policies and procedures.
- (j) To consider and review a human resources report annually.
- (k) Monitoring the framework for the pay and conditions of service of staff and to propose pay award for Board of Governors approval.
- (l) To approve the sub-contracting policy and subcontracting arrangements annually.
- (m) To consider and review the college's property strategy for approval by the Corporation.
- (n) To monitor the elements of the college's sustainability strategy that relate to staffing, property and land.
- (o) To have oversight of health and safety and to consider annually a college health and safety report.
- (p) To monitor the college's capital projects and improvement programme.
- (q) To review at each meeting those risks from the college's risk register that fall within the scope of the committee's terms of reference; to assess the appropriateness of the risk score, proposed mitigation actions, and any sources of "assurances" being sought to confirm that the risks are being managed and mitigated; and to identify any new risks for inclusion in the risk register.
- (r) To be consulted on the development of the college's strategic objectives and the annual development plan.
- (s) To monitor progress towards achieving the objectives that are under the committee's remit in the annual Development Plan.

7. Authority

- 7.1. The committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Corporation. It is authorised to request any information it requires from any governor, employee, external audit, internal audit or other assurance provider.

7.2. The committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the CEO/Principal and Chair of the Corporation.

8. Matters Delegated to the Committee by the Corporation

8.1. To consider and review the annual Human Resources report.

8.2. To consider and review the annual Health and Safety report.

8.3. Levels of financial delegation as detailed in the Financial Scheme of Delegation.

8.4. To approve the subcontracting arrangements and the subcontracting policy.

8.5. To review and approve those policies on the Corporation's policy schedule that are assigned to the committee.

9. Reporting

9.1. The Head of Governance shall minute the proceedings and decisions of all committee meetings which will be circulated to committee members after approval by the Chair.

9.2. The committee shall provide a report to each meeting of the Corporation.

Governance, Search and Strategy Committee Terms of Reference

1. Role and Purpose

The role of the Governance, Search and Strategy Committee is to lead on continuous improvement and best practice in governance, advising the Corporation on membership and general governance matters. The committee also takes a lead on the review and appraisal of college strategic options, including the monitoring of strategic risk and opportunities.

2. Membership

- 2.1. The Committee shall comprise of up to 7 governors which will include the Chair of the Corporation, the CEO/Principal and the Chairs of the Committees.
- 2.2. Associate members or co-opted governors with relevant experience may be appointed to the committee. The majority of members of the committee are required to be governors.
- 2.3. Only members of the committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not have voting rights.
- 2.4. The Chair of the Corporation will be the Chair of the Committee.
- 2.5. The Head of Governance will act as Clerk to the Committee.

3. Quorum

- 3.1. The quorum for meetings of the committee shall be 3 members of the committee, at least 2 of whom shall be non-executive governors.

4. Frequency of Meetings

- 4.1. The committee shall meet at least once per term and otherwise as required.

5. Decisions in Writing/Via Email

- 5.1. In exceptional circumstances decisions can be taken through a written resolution or email, with any decision taken by written resolution or email to be reported on at the next meeting.

6. Responsibilities

6.1. Governance and Search

- a) From time to time to review the Corporation's composition and balance to make recommendations to the Corporation.
- b) To advise the Corporation on the balance of skills, experience and knowledge appropriate to its strategic objectives, carrying out regular skills audit to identify any gaps and developing strategies to address any deficiencies and for succession planning for the office of Chair and other offices held by governors
- c) To monitor the diversity profile of Corporation members and, having due regard for the benefits of a diversity in membership, making recommendations regarding appointments to remedy any under-representation when appropriate. The committee shall have regard to the College's obligations under all aspects of

discrimination legislation.

- d) To determine the process whereby candidates are nominated to fill vacancies and to form a selection panel made up of committee members to undertake the nomination process.
- e) To nominate candidates for the approval of the Corporation to fill vacancies on the Corporation, including Associate Members and Co-opted Committee Members.
- f) To make recommendations to the Corporation concerning the committee membership and chairs of committees.
- g) To assess the contribution of any member willing and eligible to serve for a further term of office and make recommendations to the Corporation as appropriate.
- h) To develop and recommend to the Corporation, policies and procedures for the induction and training of governors.
- i) To determine the process for self-assessment and to ensure there is a robust plan in place for external reviews of governance.
- j) To review recommendations made in the self-assessment process and to monitor progress towards any actions agreed.
- k) To advise the Corporation on all matters relating to good governance, with particular regard to ensuring that the College's constitutional documents are fit for purpose.
- l) To keep under review all aspects of governance such as the governors' handbook, standing orders, governance related policies and procedures, the governor link scheme and the effectiveness of committees.
- m) To regularly review confidential material with a view to releasing the material into the public domain where appropriate.
- n) To represent the Corporation at the annual strategy meeting with the ESFA.
- o) To produce an annual report describing the work of the committee, including the board's recruitment policy and practices, a description of its policy on equality and diversity and any measurable objectives that it has set together with progress in their implementation.

6.2. Strategy and Business Development

- a) To support the Executive Team with the development and updating of the College's strategy and strategic options prior to submission to the Board for approval.
- b) To monitor implementation of the College's longer term strategic plan and strategic options as and when they have been approved by the Corporation.
- c) To make decisions about strategic options where decision making authority has been delegated by the Board.
- d) To ensure appropriate due diligence is carried out for any strategic options being explored.
- e) To seek assurance on the robustness of the College's processes to support mid to long term strategic planning.
- f) To identify key metrics against which to measure the success of any proposed strategic options, to review performance against these metrics and ensure appropriate action is taken in response.
- g) To identify potential areas for business growth.
- h) To have oversight of strategic risk and opportunities, considering any significant new activity or opportunities as they arise to ensure that risks are identified and managed;
- i) To monitor and review the risk management strategy for the college and to make recommendations to the Corporation for approval.
- j) To have oversight of the College's marketing strategy.

7. Authority

- 7.1. The Committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Corporation. It is authorised to request any information it requires from any governor, employee, external audit, internal audit or

other assurance provider.

- 7.2. The Committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the CEO/Principal and Chair of the Corporation.

8. Matters Delegated to the Committee by the Corporation

- 8.1. To determine the process whereby candidates are nominated to fill vacancies.
- 8.2. To determine the process for self-assessment and to ensure there is a robust plan in place external reviews of governance.
- 8.3. To regularly review confidential material with a view to releasing the material into the public domain where appropriate.
- 8.4. To review and approve those policies on the Corporation's policy schedule that are assigned to the committee

9. Reporting

- 9.1. The Head of Governance shall minute the proceedings and decisions of all committee meetings which will be circulated to committee members after approval by the Chair.
- 9.2. The committee shall provide a report to each meeting of the Corporation.

Audit Committee Terms of Reference

1. Role and Purpose

The core role of the Audit Committee is to scrutinise the robustness of the control framework and to assess its application in practice. The Audit Committee assesses and provides the Corporation with an opinion on the adequacy and effectiveness of the Corporation's assurance arrangements and framework of governance. This includes the board assurance framework, risk management and control processes for the effective and efficient use of resources, solvency and the safeguarding of assets.

2. Membership

- 2.1. The committee shall comprise of up to 5 governors. The Chair, CEO/Principal and members of the Finance, Resources and Capital Projects Committee are not permitted to be members of the Audit Committee.
- 2.2. Associate members or co-opted governors with relevant experience may be appointed to the committee. The majority of members of the committee are required to be governors.
- 2.3. The committee will ensure that the membership of the committee is suitably diverse, skilled and experienced to be able to scrutinise the breadth of assurance reports it receives and to provide sufficient challenge. This will include recent and relevant experience in risk management, finance, audit and assurance.
- 2.4. When appointing members, the committee's independence and objectivity will be maintained.
- 2.5. Only members of the committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not have voting rights.
- 2.6. The Chair of the Committee will be elected by the Corporation.
- 2.7. The Head of Governance will act as Clerk to the Committee.

3. Quorum

- 3.1. The quorum for meetings of the committee shall be 3 members, at least two of whom shall be non executive governors.

4. Frequency of Meetings

- 4.1. The committee shall meet at least once per term and otherwise as required.

5. Decisions in Writing/Via Email

- 5.1. In exceptional circumstances decisions can be taken through a written resolution or email, with any decision taken by written resolution or email to be reported on at the next meeting.

6. Responsibilities

- (a) To assess and provide the Corporation with an opinion on the adequacy and effectiveness of the Corporation's assurance arrangements and framework of governance. To include the board assurance framework, risk management and control processes for the effective and efficient use of resources, solvency and the safeguarding of assets.
- (b) To keep under review the effectiveness of risk management and internal control systems.
- (c) To regularly review the Corporation's risk register, ensuring that the identification, assessment and mitigation of risk is linked to the achievement of the college's objectives and that the assessment of risk reflects the Corporation's appetite for risk.
- (d) To receive regular reports on the management of significant risks.
- (e) To approve the appointment, reappointment and dismissal of the external auditor, reporting accountant and other assurance providers, including internal auditors, to establish that all such assurance providers adhere to relevant professional standards and to approve their remuneration and terms of engagement.
- (f) To ensure the external audit contract is put out to tender at least every 5 years.
- (g) To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements.
- (h) To review and consider the reports of the external auditor, reporting accountant, internal audit and other assurance providers and monitor the implementation of recommendations to agreed timescales.
- (i) To consider and approve an audit strategy and annual internal audit plans which are informed by the Corporation's risk register.
- (j) To monitor and review the effectiveness of the college's internal audit function and to explain how independence and objectivity have been safeguarded.
- (k) To inform the Corporation on the provision of any additional services undertaken by the external auditor, reporting accountant and other audit and assurance providers and to explain how independence and objectivity have been safeguarded.
- (l) To ensure effective co-ordination between the Internal Audit Service (IAS) and the Financial Statements Auditor.
- (m) To consider relevant reports, for example by the National Audit Office (NAO), the Education Skills Funding Agency (ESFA), other funding bodies and where appropriate, management's response to these.
- (n) To produce an annual report for the Corporation, summarising the committee's activities relating to the financial year under review, including:
 - A summary of the work undertaken by the committee during the year.
 - The number of meetings held in the year, 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.

- Details of the date of appointment of the external auditors and the remaining term of the contract.
 - The committee's view of its own effectiveness and how it has fulfilled its terms of reference.
 - The committee's opinion on the adequacy and effectiveness of the Corporation's assurance arrangements, assurance over subcontracting, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency, and the safeguarding of assets. The annual report must be submitted to the Corporation before the statement of corporate governance and internal control in the annual accounts is signed.
- (o) To oversee the college's policies on fraud, irregularity and whistleblowing, and to ensure:
- The proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity.
 - That investigation outcomes are reported to the audit committee.
 - That the external and internal auditors 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 are reported to the ESFA and other relevant funding authorities as soon as possible.
 - Risks around fraud have been identified and controls put in place to mitigate them.
- (p) To oversee the college's compliance with data protection law and to receive an annual report from the college's Data Protection Officer.
- (q) To oversee the college's approach to cyber security. To receive assurance on technical arrangements in place to reduce likelihood and impact of cyber attacks
- (r) Subject to a satisfactory review undertaken by the Finance, Resources & Capital Projects Committee, to recommend the Annual Financial Statements to the Corporation for approval.
- (s) To consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date.

7. Authority

- 7.1. The committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Corporation. It is authorised to request any information it requires from any governor, employee, external audit, internal audit or other assurance provider.
- 7.2. The committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit.
- 7.3. The committee must not adopt an executive role.
- 7.4. The committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the CEO/Principal and Chair of the Corporation.

8. Matters Delegated to the Committee by the Corporation

- 8.1. To approve the appointment, reappointment and dismissal of the external auditor, reporting accountant and other assurance providers, including internal auditors, to establish that all such assurance providers adhere to relevant professional standards and to approve their remuneration and terms of engagement.
- 8.2. To approve the audit strategy and annual internal audit plans.
- 8.3. To receive the annual report from the Data Protection Officer.
- 8.4. To review and approve those policies on the Corporation's policy schedule that are assigned to the committee

9. Reporting

- 9.1. The Head of Governance shall minute the proceedings and decisions of all committee meetings which will be circulated to committee members after approval by the Chair.
- 9.2. The committee shall provide a report to each meeting of the Corporation.

Curriculum, Quality and Student Experience Committee Terms of Reference

1. Role and Purpose

The Committee is responsible for ensuring the College provides an ambitious curriculum that meets the needs of the local, regional and national economic needs provides a high quality education and an outstanding and inclusive student experience where all students are able to thrive. The Committee will provide assurance to the Corporation about the quality of teaching, learning and student outcomes for all provision at all levels for all age groups.

2. Membership

- 2.1. The Committee shall comprise of at least 6 and up to 11 members, including the staff governor, student governors and the CEO/Principal. A minimum of three members will be non-executive.
- 2.2. Associate members or co-opted governors with relevant experience may be appointed to the committee. The majority of members of the committee are required to be governors.
- 2.3. Only members of the committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not have voting rights.
- 2.4. The Chair of the Committee will be elected by the Corporation. Students and members of staff are not permitted to be elected to the role of Chair.
- 2.5. The Head of Governance will act as Clerk to the Committee.

3. Quorum

- 3.1. The quorum for meetings of the committee shall be 3 members of the committee, at least two of whom will be external members.

4. Frequency of Meetings

- 4.1. The committee shall meet at least once per term and otherwise as required.

5. Decisions in Writing/Via Email

- 5.1. In exceptional circumstances decisions can be taken through a written resolution or email, with any decision taken by written resolution or email to be reported on at the next meeting.

6. Responsibilities

- (a) To seek assurance about the curriculum offer and how it meets the needs of learners, employers and stakeholders at a local, regional and where appropriate, national level.
- (b) To be consulted on the development of the college's strategic objectives and the annual development plan.

- (c) To monitor the KPIs for the delivery of the relevant themes of the Strategic Plan and the Development Plan
- (d) To monitor progress towards the achievement of the relevant objectives in the Strategic Plan and the Development Plan.
- (e) To review at each meeting those risks from the Corporation's risk register that fall within the scope of the committee's terms of reference; to assess the appropriateness of the risk score, proposed mitigation actions, and any sources of "assurances" being sought to confirm that the risks are being managed and mitigated; and to identify any new risks for inclusion in the risk register.
- (f) To participate in the moderation process for the College Self Assessment Report (SAR).
- (g) To review and recommend the College Curriculum SAR for the Corporation to approve.
- (h) To receive for review an annual report on Higher Education provision and to monitor performance against targets.
- (i) To monitor strategies for ensuring the quality of teaching and learning.
- (j) To consider the views of students on teaching, learning, assessment and college life and to monitor actions taken to improve identified areas (Learner Voice).
- (k) To receive an annual summary report on the outcomes of student complaints and appeals.
- (l) To receive an annual report on student disciplinaries and exclusions.
- (m) To monitor safeguarding and Prevent arrangements and to review and recommend the Annual Safeguarding Report for the Board of Governors to approve.
- (n) To have oversight of equality and diversity and student wellbeing.
- (o) To scrutinise the performance of different groups of learners to ensure equality of outcomes for all groups.
- (p) To consider the views of staff on teaching, learning, assessment and college life and to monitor actions taken to improve identified areas (Staff Voice).
- (q) To oversee the delivery of apprenticeships and engagement with employers.
- (r) To oversee the provision for High Needs students.
- (s) To oversee the provision of Careers guidance.
- (t) To monitor the quality of the sub-contracted provision.

7. Matters Delegated to the Committee by the Corporation

- (a) To review and approve those policies on the Corporation's policy schedule that are assigned to the Committee.

8. Authority

- 8.1. The committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Corporation. It is authorised to request any information it requires from any governor, employee, external audit, internal audit or other assurance provider.
- 8.2. The committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the CEO/Principal and Chair of the Corporation.

9. Reporting

- 9.1. The Head of Governance shall minute the proceedings and decisions of all committee meetings which will be circulated to committee members after approval by the Cha
- 9.2. The committee shall provide a report to each meeting of the Corporation.

Remuneration Committee Terms of Reference

1. Role and Purpose

To advise the Corporation on all matters relating to the pay and conditions of employment of holders of senior posts.

2. Membership

2.1. The committee shall comprise of at least 4 governors, excluding the CEO/Principal, staff and student governors.

2.2. Only members of the committee have the right to attend committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate and necessary but will not have voting rights.

2.3. The Chair of the Committee will be elected by the Corporation.

2.4. The Head of Governance will act as Clerk to the Committee. The Head of Governance will not be present for the consideration of his or her pay and terms and conditions of employment.

3. Quorum

3.1. The quorum for meetings of the committee shall be 3 governors.

4. Frequency of Meetings

4.1. The committee shall meet at least once a year.

5. Decisions in Writing/Via Email

5.1. In exceptional circumstances decisions can be taken through a written resolution or email, with any decision taken by written resolution or email to be reported on at the next meeting.

6. Responsibilities

- (a) To establish and keep under review a policy framework for the employment of holders of senior posts and the clerk, including relevant remuneration, disciplinary, capability and grievance policies and procedures, within the overall framework for pay and conditions of staff approved by the Corporation.
- (b) To receive and consider reports from the governors appointed to review the performance of the CEO/Principal and the Clerk on the performance of those officers.
- (c) To receive and consider reports from the CEO/Principal on the performance of all other holders of senior posts.
- (d) To decide on such changes in the pay and conditions of employment of holders of senior posts and the clerk as the Committee considers appropriate.
- (e) To consider the professional development needs of the CEO/Principal and Clerk.
- (f) To consider issues of succession planning for holders of senior posts.

- (g) The Corporation has adopted the Senior Postholder Remuneration Code (Appendix 2) and in all its decision-making shall have due regard to:
- a. The use of public funds and the financial health of the college.
 - b. Performance and achievement evidenced through each individual's annual appraisal discussion.
 - c. Other relevant factors such as pension provision.
 - d. The overall performance of the college.
 - e. The college's position against national benchmarks.
 - f. Salary levels within the sector.
 - g. Inflation.
 - h. Other environmental factors affecting the college.
 - i. The equality and diversity policy.
 - j. The college's values and the Nolan principles.
 - k. Pay awards granted to all staff in the College.

7. Authority

- 7.1. The committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Corporation. It is authorised to request any information it requires from any governor, employee, external audit, internal audit or other assurance provider.
- 7.2. The committee is authorised to obtain any outside legal or independent professional advice it considers necessary, normally in consultation with the CEO/Principal and Chair of the Corporation.

8. Matters Delegated to the Committee by the Corporation

- 8.1. To approve the disciplinary procedures for Senior Postholders.
- 8.2. To approve the grievance procedures for Senior Postholders.
- 8.3. To approve the settlement framework for Senior Postholders.
- 8.4. To decide on changes in the pay and conditions of employment of holders of senior posts and the Head of Governance as the Committee considers appropriate.
- 8.5. To review and approve those policies on the Corporation's policy schedule that are assigned to the Committee.

9. Reporting

- 9.1. The Head of Governance shall minute the proceedings and decisions of all committee meetings which will be circulated to committee members after approval by the Chair.
- 9.2. The committee shall provide a report to each meeting of the Corporation.

Special Committee Terms of Reference

1. Role and Purpose

- 1.1. Should it be required, the Corporation shall establish a Special Committee to consider disciplinary matters related to Senior Post Holders.

2. Membership

- 2.1. The Committee shall comprise of three independent members of the Corporation.
- 2.2. The Chair, CEO/Principal, staff and student members of the Board are not eligible for membership of the Special Committee.
- 2.3. The Committee shall elect one of its members to be its Chair.

3. Quorum

- 3.1. The quorum for meetings of the committee shall be 3.

4. Frequency of Meetings

- 4.1. The committee will meet when circumstances require.

5. Responsibilities

- 5.1. The Committee shall examine the case for the dismissal of a Senior Post Holder.
- 5.2. The Committee shall allow the person whose dismissal is to be considered the right to make representations. The representations may be made in writing or made orally, for which purpose the person whose dismissal is to be considered may be accompanied and represented by a workplace colleague or union representative.
- 5.3. In examining the case for dismissal the Committee shall consider whether the dismissal would be fair and reasonable in the circumstances, which may include (but is not limited to) reviewing the following:
 - any relevant documents and representations
 - the terms and conditions of the Senior Postholder's employment
 - any applicable disciplinary procedures
 - any relevant ACAS guidance
 - relevant legislation including unfair dismissal legislation, discrimination legislation and the Human Rights Act 1998

6. Authority

- 6.1. The committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Corporation. It is authorised to request any information it requires from any governor, employee, external audit, internal audit or other assurance provider.
- 6.2. The committee is authorised to obtain any outside legal or independent professional advice it considers necessary.

Appeal Committee Terms of Reference

1. Role and Purpose

- 1.1. Should it be required, the Corporation shall establish an Appeal Committee to hear appeals from Senior Post Holders.

2. Membership

- 2.1. The Committee shall comprise of three independent members of the Corporation.
- 2.2. The Chair, CEO/Principal, staff and student members of the Board are not eligible for membership of the Special Committee.
- 2.3. Members of the Committee shall not have been involved in the case at an earlier stage.
- 2.4. The Committee shall elect one of its members to be its Chair.

3. Quorum

- 3.1. The quorum for meetings of the committee shall be 3.

4. Frequency of Meetings

- 4.1. The committee will meet when circumstances require.

5. Responsibilities

- 5.1. The Committee shall consider and determine formal appeals from Senior Post Holders.

6. Authority

- 6.1. The committee is authorised to investigate any activity within its terms of reference or specifically delegated to it by the Corporation. It is authorised to request any information it requires from any governor, employee, external audit, internal audit or other assurance provider.
- 6.2. The committee is authorised to obtain any outside legal or independent professional advice it considers necessary.

Appendix 1: Senior Post Holder Remuneration Code

Introduction

1. The Senior Post Holder Remuneration Code (the Remuneration Code) forms part of the AoC Code of Good Governance in England as of December 2018; in order to be compliant, college Governing Bodies must adopt or must have due regard for the Remuneration Code (as stated in 9.9 and 9.10 of the AoC Code of Good Governance).
2. Fair and appropriate remuneration is key to the success and development of the college sector. To support governing bodies, the Remuneration Code was developed by AoC Governors' Council after wide consultation with AoC members, governors and college stakeholders. This Remuneration Code will be reviewed every three years, in consultation with the sector.
3. The different regulatory frameworks of the college sector within the UK mean that governing bodies will need to decide how best to use the Remuneration Code. Colleges are bound by the relevant accounts direction issued by their regulator. In addition, in assessing compliance with conditions of registration, the Office for Students (OfS) may consider the provider's information about the pay of Senior Post Holders within its audited financial statements and whether the governing body publishes its written commitment to comply with this Remuneration Code.
4. By visibly adopting the Remuneration Code, governing bodies demonstrate leadership and stewardship in relation to remuneration within their institutions and, in doing so help to protect institutional and sector reputation and provide greater assurances to key stakeholders and partners, including the student community and wider society.
5. This Remuneration Code can be used by any college. The Remuneration Code is to be used on an 'apply or explain' basis. This means that colleges should either publicly state that they have abided by the minimum requirements of this Remuneration Code or should provide meaningful explanations for non-compliance and how their alternative arrangements meet its principles.
6. Throughout this Remuneration Code the word 'must' identifies the AoC Governors' Council view of the minimum requirements for an institution wishing to comply with it. Governing bodies are free to meet 'must' statements by the means and mechanisms appropriate to their own context. The Remuneration Code is supported by a set of Explanatory and Guidance 2 Notes (Appendix 1) which are designed to assist Governing Bodies in developing their responses. The use of the word 'should' identifies good or enhanced governance practice which institutions are encouraged to adopt.
7. The principles outlined in this Remuneration Code apply to all remuneration decisions affecting the emoluments of the Chief Executive/Principal and other Senior Post Holders as prescribed in constitutional documents. In England, the principles also apply to Senior Post Holders as defined in ESFA accounts direction.

Elements of fair and appropriate remuneration

Fair and appropriate remuneration¹ requires three key elements – namely that there is:

- i. a fair, appropriate and justifiable level of remuneration;
- ii. procedural fairness; and
- iii. transparency and accountability.

Remuneration includes not only basic salary but also bonuses, expenses and other allowances, and the monetary value of benefits in kind including housing and cars, etc.

Each of these elements are underpinned by several supporting principles.

Element I – A fair, appropriate and justifiable level of remuneration

Remuneration starts with a clear understanding of the responsibilities, context and expected contribution of a role and the attributes required to undertake that role effectively. Fair and appropriate remuneration then recognises an individual's contribution to their college's success in that role, and is sufficient to recruit, retain and motivate staff of appropriate calibre in the context of the market for that role, balanced with the need to demonstrate the achievement of value for money in the use of resources.

Principles

- a) Remuneration should take account of the context in which the college operates.
- b) Remuneration must be linked to the value, based on a number of components, delivered by the individual within the role.
- c) Remuneration must consider matters of equality, diversity and inclusion with a view to ensuring that there are no biases pertaining to gender or other protected characteristics within the pay structure.
- d) Colleges should be clear about what they expect from staff, i.e. what is 'normal' and what is 'exceptional'. There must be a robust and consistent process for setting objectives and assessing an individual's contribution.
- e) Remuneration can vary according to individual performance. However, the decision to apply performance-related pay is for individual colleges to make. Nothing in this Code is intended to imply that performance related pay is a requirement for fair and appropriate remuneration.
- f) Except in the case of incremental progression, any awards made in respect of annual performance related payments linked to the achievement of specific annual objectives should not be consolidated.
- g) From time to time the value of a role may need to be reviewed in light of changing conditions, sustained performance, experience etc.
- h) Non-achievement of an individual's expected contribution should be clearly addressed through performance management.
- i) Any severance payments must be reasonable and justifiable.
- j) There should be a clear and justifiable rationale for the retention of any income generated by an individual from external bodies in a personal capacity, particularly in respect of full-time post holders.

Element II – Procedural fairness

Procedural fairness requires remuneration to be set through a process that is based on competent people applying a consistent framework with independent decision making using appropriate evidence and assessing the value of roles, the contexts and individuals' performance in them.

Principles

- a) Senior Post Holder remuneration should be determined in the context of each college's approach to rewarding all of its staff, and in particular, consideration should be given annually to the rate of increase of the average remuneration of all other staff.

- b) No individual can be involved in deciding his or her own remuneration.
- c) Remuneration Committees must be independent, competent and should not be chaired by the Chair of the Governing Body.
- d) The Chief Executive / Principal must not be a member of the Remuneration Committee.

Element III - Transparency and accountability

The process for setting remuneration must be transparent. For Senior Post Holders there must be a college level justification for remuneration that relates to the competitive environment, the value of the roles and institutional performance. The remuneration of the Chief Executive / Principal must be separately justified, published and related to the remuneration of all staff within the organisation.

Principles

Each college must publish a readily accessible annual statement, based on an annual report to its governing body. This report must contain:

- a) A list of Senior Post Holders within the remit of Remuneration Committee.
- b) Its policy on the remuneration for post holders within the remit of Remuneration Committee.
- c) Its policy on income derived from external activities.
- d) The pay multiple of the Chief Executive / Principal and the median earnings of the institution's whole workforce, illustrating how that multiple has changed over time and, if it is significantly above any published average, an explanation of why.

The report should also contain:

- e) choice of comparator college(s)/organisation(s);
- f) an explanation of any significant changes.