

x Principal and Chief Executive 1

2 Membership

2.1 A membership list will be publicly available in the Clerk's office and on the College website.

3 Terms of Reference

The Corporation is responsible for ensuring that the governance of

The Corporation is also required to hear any appeal by a member of staff, other than a Senior Post Holder, against suspension or summary dismissal. It has delegated this responsibility to a Panel of Governors.

In order to exercise its role, the Corporation will:

- (a) Receive key information either direct or from the relevant Committee.
- (b) Approve an annual programme of work to enable effective governance and financial management of the Corporation.
- (c) Approve such governance arrangements as are necessary to ensure compliance with legal requirements.

4 Quorum

40% of the total number of governors in active membership

5 Meetings

5.1 The Corporation is required to meet at least once each term but normally holds four to six meetings each year.

5.2 Attendance at Meetings:

- (a) Senior Post Holders are expected to attend meetings of the Corporation (and relevant Committees) as 'Executive Directors'. They do not, however, have any voting rights.
- (b) The Corporation shall decide whether a person shall be allowed to attend any of its meetings where that person is not a member, the Clerk or the Principal

6 Publication of Minutes

Minutes and papers shall be uploaded to the governance portal and be made available to the public upon request under the terms of Clause 16 of the Instrument of Government.

Terms of Reference - Audit Committee

Purpose

The Audit Committee advises the Corporation on matters relating to the College's internal financial control and risk management, and oversees its external and internal audit arrangements. It advises and supports the Corporation in explaining, in its annual accounts, the fair and reasonable measures taken to ensure it has fulfilled its statutory and regulatory responsibilities.

The Instrument and Articles of Government require the Corporation to have an Audit Committee. It is also a condition of funding that the Corporation establishes an Audit Committee.

1 Composition

- 1.1 Up to five (and no less than 3) members, of whom the majority must be members of the Corporation. Non-members may be co-opted if considered appropriate within the above constraints.

2 Membership

- 2.1 Membership of the Committee must include at least one person (whether of the Corporation or not) with relevant financial or audit experience.
- 2.2 Membership of the Committee must include individuals with an appropriate mix of skills and experience to allow the Committee to discharge its duties effectively. Collectively, members of the Committee should have recent, relevant experience in risk management, finance and assurance.
- 2.3 Co-opted members are not permitted to be appointed as Chair of the Committee, but in all other respects are afforded equivalent status to full members of the Corporation.
- 2.4 The Executive Director of Finance & Funding will normally be in attendance but may be required to withdraw at the request of the Committee.
- 2.5 The Principal will normally be in attendance.
- 2.6 The Chair of the Board, the Principal, other senior post holders, members of the Business Services Committee, the staff governors, student governors and the College's professional advisers shall not be members. The Corporation, in appointing members, will maintain the Committee's independence and objectivity.
- 2.7 The Chair of the Committee will be elected by the members of the Committee in the circumstance of the appointment of Chair not being made by the Corporation.
- 2.8 In the event of the Chair of the Committee being unable to attend, a Chair for the meeting will be appointed from amongst the members present.

3 Terms of Reference

- 3.1 To advise the Corporation on:
 - 3.1.1 the adequacy and effectiveness of the College's audit arrangements, college corporation assurance arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.
 - 3.1.2 the appointment, reappointment, dismissal and remuneration of the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and establish that all such assurance providers adhere to relevant professional standards

- 3.1.3 any additional services provided by the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and explain how independence and objectivity are safeguarded
- 3.1.4 review and consider the reports of external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable), and monitor the implementation of recommendations to agreed timescales
- 3.1.5 the audit needs assessment and strategic and annual internal audit plans for the internal audit service.
- 3.1.6 the outcomes of any reviews undertaken by third parties – including the Education and Skills Funding Agency (ESFA) accountability reviews – and, where appropriate, Management’s response to these.
- 3.1.7 relevant reports by the NAO, any funding body and other external bodies and where appropriate,

Fraud

- x Whistleblowing
- x Data Protection and Freedom of Information
- x Hospitality register

3.10 To be informed of all additional services undertaken by the financial statements auditors, regularity auditors, internal auditors and other audit and assurance providers and an explanation of how independence and objectivity were safeguarded.

3.11 Any other duties as identified in the Audit Code of Practice

3.12 In order to ensure compliance with the provisions of the Code of Practice for the Audit of Public Bodies (2015) and the provisions of the Freedom of Information Act 2000, the college will ensure that all staff are aware of their duties in relation to the provisions of the Code of Practice for the Audit of Public Bodies (2015) and the provisions of the Freedom of Information Act 2000.

Terms of Reference - Business Services Committee

1 Purpose

1.1 The broad role of the Committee is to advise and provide additional in-depth scrutiny and assurance to the Corporation on:

- a. the financial health and solvency of the College;
- b. matters affecting the pay and conditions of staff in the College (excluding those of designated senior post holders, which fall within the remit of the Corporation's Remuneration Committee);
- c. premises and facilities developments – including any strategic issues arising from the College's Strategy and encompassing sustainability
- d. the College's health, safety and wellbeing policy, structure and management arrangements and the effectiveness of health and safety systems of control in the College
- e. any other matters of strategic significance falling within the remit of the Principal and Chief Executive

- 4.5 To receive and consider periodic reports from the Strategic Leadership Team on the property situation of the College and to advise the Board accordingly.
- 4.6 To receive and consider periodic reports from the Strategic Leadership Team on health, safety and wellbeing and to advise the Board accordingly
- 4.7 To receive and consider periodic reports from the Strategic Leadership Team on employment matters (except where they relate to the performance of staff) and to advise the Board accordingly.
- 4.8 To consider, advise and act on such other matters as the Corporation may remit to the Committee.
- 4.9 To establish working parties and panels for specific purposes. Non-Members of the Corporation may be co-opted on to such advisory groups as required.
- 4.10 To review its terms of reference and membership on an annual basis for recommendation to the Board

5 Quorum

3 members

6 Meetings

- 6.1 The Committee shall meet at least once each term, or at the request of the Chair, and will be empowered to act on behalf of the Board of the Corporation in financial matters requiring urgent consideration, except that the Corporation shall not delegate those items specified in s.9 and s.10 of the Articles of Government.
- 6.2 Meetings are open to Members of the Corporation but public access is not normally permitted.

7 Committee Secretariat

- 7.1 The Committee will be serviced by the Clerk to the Corporation, with the support of the Corporate Services Officer.

8 Publication of Minutes

- 8.1 Minutes and papers shall be reported to the next meeting of the Corporation and uploaded to the governance portal. They may be made available to the public upon request but may be redacted for confidential items

Terms of Reference - Curriculum and Quality Committee

1 Composition

- 1.1 A minimum of 5 members of the Governing Body/Corporation (Board). A co-opted member may also be appointed as appropriate.
- 1.2 The Principal and Chief Executive shall be a member.
- 1.3 The Student Governor(s) shall be a member(s).
- 1.4 A Staff Governor
- 1.5 The Vice Principal, Curriculum and Quality shall normally attend meetings of the Committee. Members of the Strategic Leadership Team will be required to attend as directed and other staff will attend by invitation.
- 1.6 The Chair shall be a Member of the Board

2 Membership

- 2.1

Governance

walks, focus groups or learner and apprentice surveys and making recommendations for further improvement

3.7

Terms of Reference – Search and Governance Committee

1 Composition

1.1 Up to five members including:

- x The Corporation Chair *ex-officio*
- x The Principal and Chief Executive *ex-officio*
- x 1 or 2 Members of the Corporation
- x 1 person who is not a Corporation Member but who has been co-opted by the Corporation to provide an independent opinion. It is intended that this should be a person of standing from a public, professional or voluntary organisation who, while not able to commit the amount of time required of a governor, would be able to attend the one or two meetings of the Committee in a year.

2 Membership

2.1 In determining the membership the advantages of continuity should be balanced with good practice to rotate membership amongst Members of the Corporation.

3 Terms of

Terms of Reference - Remuneration Committee

1 Composition

- 1.1 Four members of the Corporation, including the Chair of the Corporation and the Vice Chairs.

2 Membership

- 2.1 The Principal and Chief Executive*, staff and student members shall be excluded from membership.
- 2.2 The Chair of the Corporation shall not act as Chair of the Committee.
- 2.3 The Chair of the Committee shall normally be one of the Vice Chairs

3 Terms of Reference

- 3.1 To advise the Corporation on the remuneration, performance and terms and conditions of employment of the Principal and Chief Executive and other designated senior post holders including the Clerk**.
- 3.2 To review the performance of the Principal and Chief Executive, other Executive members and the Clerk and the extent to which performance targets have been met.
- 3.3 To keep under review the disciplinary, grievance and capability procedures for senior post holders.

4 Quorum

3 members.

5 Meetings

- 5.1 The Principal will normally be in attendance but will be required to withdraw when the Principal's remuneration, performance and terms and conditions of employment are being considered.
- 5.2 Meetings of the Committee will be held as and when appropriate. The main meeting to be held at the start of each academic year in October / November to review SPH performance for the prior year.
- 5.3 The Clerk to the Corporation shall be the Clerk to the Remuneration Committee and shall withdraw when the Clerk's remuneration, performance and terms and conditions of employment are being considered.