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## Terms of Reference – Committees

### FIRCROFT COLLEGE OF ADULT EDUCATION

#### AUDIT COMMITTEE

#### TERMS OF REFERENCE

### Introduction

The Audit Committee plays an important role in providing oversight of the College's governance, risk management, and internal control practices. This oversight mechanism serves to provide confidence in the integrity of these practices, and provides independent oversight to the Governing Body. The Committee has a right to scrutinise and investigate any activity within its terms of reference and to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit. This may involve engaging a third party to assist.

### 1. Functions of the Committee

- 1.1. Advise the Governing Body 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 (including within the framework for financial management set out in Managing Public Money and associated guidance), solvency of the institution and the safeguarding of its assets
- 1.2. Advise the Governing Body on the appointment, reappointment, dismissal and remuneration of the external auditor, reporting accountant and other assurance providers (as applicable) and establish that all such assurance providers adhere to relevant professional standards;
- 1.3. Advise the Governing Body on any additional services provided by the external auditor, reporting accountant and other assurance providers (as applicable) and explain how independence and objectivity were safeguarded;
- 1.4. Monitor, within agreed timescales, the implementation of recommendations arising from any reports of external auditors and assurance providers;

1.5. Oversee the Governing Body'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 Committee
- that the external auditor and internal auditor (if one has been appointed) have been informed, and that appropriate follow-up action has been planned/actioned
- that all significant cases of fraud or suspected fraud or irregularity are reported to the ESFA
- that risks around fraud have been identified and controls put in place to mitigate them

1.6. Produce an annual report for the Governing Body, 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
- 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 Committee's view of its own effectiveness and how it has fulfilled its terms of reference. This shall include consideration of the development of Committee members and details of appropriate training put in place to ensure that the skills and knowledge of Committee members are up to date.
- the Committee's opinion on the adequacy and effectiveness of the Governing Body's assurance arrangements, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets
- the annual report will be submitted to the Governing Body before the statement of corporate governance and internal control in the annual accounts is signed.

1.7 Receive the annual financial statements in order to inform their review of the management letter of the financial statements and to consider the statements on Corporate Governance, Responsibilities of Members of the Governing Body and the system of Internal Control, and to make recommendations for approval accordingly.

**2. Authority:** The Committee is independent, objective and advisory and reports to the Governing Body. The Committee shall not adopt an executive role.

**3. Chair:** An Independent Governor. The Committee Chair will be confirmed by the Governing Body at its first meeting in each academic year.

**4. Membership:**

- At least 3 Independent Governors, which must not include the Chair of the Governing Body nor any Governor who is a member of the Operations Committee.
- Collectively, members of the Committee shall have recent, relevant experience in risk management, finance and assurance. Governors who have significant financial interests in the College shall not be eligible to be members of the Committee.
- No more than 2 external members.

#### In attendance

- Relevant College officers as agreed from time to time
- The Internal Auditor (if one is appointed) and the Financial Statements Auditor will have the right to attend and speak, but not to vote.
- The Committee may invite the Principal to attend meetings of the Committee as appropriate (they shall not have a vote but shall be entitled to speak at the meeting)
- The Governing Body has the authority to nominate one or more other Governor(s) to attend a particular meeting in order to ensure quoracy (provided they meet the eligibility criteria set out above). Such stand-ins will have full voting rights at the designated meeting

#### Length of appointment

- Each member of the Committee will serve for a period of 3 years and will then be eligible for re- appointment until their term of office ceases as outlined in Paragraph 4 of the Standing Orders for the Conduct of Business of the Governing Body.

- 5. Quorum:** Two members.
- 6. Attendance:** Failure to attend three consecutive meetings will normally indicate withdrawal from the Committee.
- 7. Attendance by non-members:** Non-members will not normally be permitted to attend meetings of the Committee, except at the discretion of the Committee Chair. The Committee will have the power to request attendance by senior members for relevant agenda items.
- 8. Reporting Officers:** As determined from time to time.
- 9. Clerk:** The Clerk to the Governing Body shall be in attendance and be responsible for advising the Committee on governance matters and taking minutes of the meetings.
- 10. Agenda:** Set by the Clerk and the College officer with financial and assurance responsibilities, in consultation with the Committee Chair.

11. **Frequency:** A minimum of one meeting per term. The Committee will meet privately without members of the College executive present with both external and internal audit (if appointed) at least once per annum.
12. **Relationship with other Committees:** The Audit Committee will consult with other Committees as appropriate about the implications of its work for the remit of those other Committees; and will receive reports and advice from other Committees as necessary.
13. **Standing Orders:** The conduct of the meetings and other business of the Audit Committee will be governed by Standing Orders.
14. **Access:** In discharging its responsibilities, the Audit Committee will have unrestricted access to members of management, employees, and relevant information it considers necessary to discharge its duties. The Committee also will have unrestricted access to records, data, and reports. The Committee expects that all communication with management and staff of the College as well as with any external assurance providers will be direct, open and complete.

**FIRCROFT COLLEGE OF ADULT EDUCATION  
EDUCATION COMMITTEE  
TERMS OF REFERENCE**

**Functions of the Committee:**

**1. QUALITY**

With respect to the arrangements for Quality Improvement:

- 1.1 Approve, monitor and review targets relating to learner outcomes, including retention, progression and achievement.
- 1.2 Approve, monitor and review the College's performance indicators against national and local benchmarks.
- 1.3 Annually approve the Self-Assessment Report and Quality Improvement Plans and to recommend adoption to the Governing Body.
- 1.4 Agree the overall framework for Quality Improvement and monitor the

implementation of Quality Improvement Plans and dashboard.

1.5 Ensure the quality of teaching, learning and assessment, using the results of observations and internal/external moderation.

## **2. CURRICULUM**

With respect to the arrangements for the curriculum:

2.1 Approve, monitor, review and evaluate curriculum planning.

2.2 Ensure each College programme has an identified purpose and is meeting local and regional needs.

2.3 Ensure the College's curriculum reflects national priorities and policy.

## **3. PROJECTS and NON-ESFA CONTRACTS FUNDING**

Monitoring the performance of projects and Non-ESFA contracts.

## **4. ADMISSIONS**

4.1 Approve, monitor and review policies and procedures relating to Admissions and Information, Advice and Guidance including the Admissions Policy.

4.2 Receive annual reports regarding student admissions, retention , impact and destinations including College actions.

## **5. STUDENT SUPPORT**

5.1 Approve, monitor and review the Student Charter and policies and procedures relating to students.

5.2 Receive an annual report detailing matters relating to student behaviour and College actions and impact.

5.3 Receive an annual update on student support provided and barriers to learning.

5.4 Receive an annual update on careers and employability support offered to students.

5.5 Receive an annual update on complaints and compliments received and College actions and impact.

## **6. STUDENT ENGAGEMENT**

6.1 Approve, monitor and review the College's Student Engagement Policy

6.2 Approve and review the Student Union constitution.

6.3 Receive an annual report outlining all student engagement activities undertaken including Student Voice meetings, feedback and surveys etc. Annual report to include main issues/views raised by different user groups and the College's actions, responses and impact.

## **7. SAFEGUARDING AND PREVENT**

- 7.1 Approve, monitor and review policies and procedures relating to Safeguarding & Prevent.
- 7.2 Receive a termly report on matters relating to Safeguarding & Prevent.
- 7.3 Be made aware of changes in the law through reports and consideration from Ofsted and relevant Government Departments and Agencies.

## **8. Authority:**

- 4.1 Decisions taken under delegated powers must be consistent with the policies laid down by the Governing Body and with regulations in force at the time.
- 4.3 All delegated decisions of the Committee must be reported to the Governing Body.
- 4.4 The Committee shall recommend the establishment of Task and Finish Groups as deemed necessary to deal with specific matters. These Task and Finish Groups will have no delegated authority to make strategic decisions but will be required to make recommendations which will be put forward to the Governing Body.

- 9. Chair:** A Governor who is neither a Staff nor a Student Governor. The Committee Chair will be confirmed by the Governing Body at its first meeting in each academic year.

## **10. Membership:**

- At least 3 Governors including the Principal and at least one Student Governor.
- Not more than 2 external members.

### In attendance

- Vice Principal (or equivalent post)
- College Officers as appropriate from time to time
- The Governing Body has the authority to nominate one or more other Governor(s) to attend a particular meeting in order to ensure quoracy. Such stand-ins shall have full voting rights at the designated meeting.

### Length of appointment

- Each Governor will serve for a period of 3 years and will then be eligible for re-appointment until their term of office ceases as outlined in Paragraph 4 of the Standing Orders for the Conduct of Business of the Governing Body.
- The membership of each external member will be reviewed annually.

- 11. Quorum:** Two Members.

12. **Attendance:** Failure to attend three consecutive meetings will normally indicate withdrawal from the Committee.
13. **Attendance by non-members:** Non-members will not normally be permitted to attend meetings of the Committee, except at the discretion of the Committee Chair. The Committee will have the power to request attendance by senior managers for relevant agenda items.
14. **Reporting Officers:** Vice-Principal, Head of Student Experience and senior members of staff with responsibility for curriculum and quality and business development.
15. **Clerk:** The Clerk to the Governing Body shall be in attendance and be responsible for advising the Committee on governance matters and taking minutes of the meetings.
16. **Agenda:** Set by the Clerk and relevant senior members of staff from time to time, in consultation with the Principal and Committee Chair.
17. **Frequency:** A minimum of one meeting per term.
18. **Relationship with Other Committees:** The Education Committee will consult with other Committees as appropriate about the implications for the work of those other Committees, of issues within its remit, and will receive reports and advice from other Committees as necessary.
19. **Standing Orders:** The conduct of the meetings and other business of the Education Committee will be governed by Standing Orders, which will be reviewed by Governing Body and approved at its first meeting in each academic year.

## **FIRCROFT COLLEGE OF ADULT EDUCATION**

### **GOVERNANCE COMMITTEE**

#### **TERMS OF REFERENCE**

##### **1. Functions of the Committee**

- 1.1. Review the current operation and effectiveness of the structures of governance.
- 1.2. Advise the Governing Body on the definition and development of the roles and responsibilities of Governors.

- 1.3. Assess the current arrangements for informing, training, involving and otherwise supporting Governors, and make proposals for succession planning in the future.
- 1.4. Advise the Governing Body about the most suitable overall size, representation and composition of the Governing Body, and any proposed adjustments to the College's constitutional documents.
- 1.5. As necessary, and in strict confidence, consider the names and suitability of persons to be sought as potential members of the Governing Body and of its Committees, including as applicable external members to committees. In the case of the Governing Body, in confidence to approach such persons to ascertain their willingness, if proposed, to serve on the Governing Body and then recommend proposed names accordingly, to the Governing Body, which shall decide its own future membership. In the case of Committees, to approach suitable potential members and then recommend accordingly to the Governing Body.
- 1.6 Advise the Governing Body concerning any case for removal of a Governor.
- 1.7. Consider the likely future requirements of the Governing Body in terms of the skills, expertise and diversity of its members.
- 1.8. Suggest the range of aptitudes, experience, skills and abilities which the Governing Body should seek to include within its membership and, as and when appropriate, have a broad remit to seek suitable candidates, taking into account establishing and maintaining a diverse Governing Body reflective of the student body and local community.
- 1.9. Consider and advise the Governing Body about governance self-assessment and external review procedures and report to the Governing Body on any action plan from governance self-assessment or external review.
- 1.10. Monitor on an annual basis the attendance of members at Governing Body and Committee meetings and advise Governing Body accordingly.
- 1.11 Recommend to Governing Body the appointment of a Clerk
- 1.12. Advise the Governing Body on changes to, or the development of the role of the Clerk.
- 1.13 Be informed by the Chair of Governing Body of the training, development and support of the Clerk
- 1.14 Advise on such other matters relating to governance, which the Governing Body may, from time to time, remit to the Committee.
- 1.15 To review the committee's own performance on an annual basis.

**2. Authority:** The Committee is advisory to the Governing Body and can make decisions other than those reserved to the Governing Body..

**3. Chair:** Chair of Governing Body

**4. Membership:**

- The Chair of the Governing Body as an ex-officio member.
- A minimum of two other Governors
- Not more than 2 external members

In attendance:



- The Clerk
  - The Governing Body has the authority to nominate one or more other Governor(s) to attend a particular meeting in order to ensure quoracy. Such stand-ins will have full voting rights at the designated meeting.
- The Committee may invite the Principal to attend meetings of the Committee as appropriate (they shall not have a vote but shall be entitled to speak at the meeting)

#### Length of appointment

- Each Governor will serve on the Committee for a period of 3 years and will then be eligible for re- appointment until their term of office ceases as outlined in Paragraph 4 of the Standing Orders for the Conduct of Business of the Governing Body. The membership of external members of the Committee will be reviewed annually.

- 5. Quorum:** Two members.
- 6. Attendance:** Failure to attend three consecutive meetings will normally indicate withdrawal from the Committee.
- 7. Attendance by non-members:** Non-members will not normally be permitted to attend meetings of the Committee, except at the discretion of the Committee Chair. The Committee will have the power to request attendance by senior managers for relevant agenda items.
- 8. Reporting Officer:** Clerk to the Governing Body.
- 9. Clerk:** The Clerk to the Governing Body shall be in attendance and be responsible for advising the Committee on governance matters and taking minutes of the meetings.
- 10. Agenda:** Set by the Clerk, in consultation with the Committee Chair.
- 11. Frequency:** A minimum of one meeting per term.
- 12. Relationship with other Committees:** The Governance Committee will consult with other Committees, as appropriate.
- 13. Standing Orders:** The conduct of the meetings and the business of the Governance Committee will be governed by Standing Orders, which will be reviewed by the Governing Body and approved at its first meeting in each academic year

**FIRCROFT COLLEGE OF ADULT EDUCATION**  
**OPERATIONS COMMITTEE**  
**TERMS OF REFERENCE**

**Functions of the Committee:**

**1. Finance**

- 1.1 Approve the College's financial regulations and ensure that they are in accordance with the framework for financial management set out in Managing Public Money and associated guidance.
- 1.2 Monitor the College's financial position and financial control systems and associated risks through review of the management accounts.
- 1.3 Examine the annual budget, annual estimates and accounts (including the accounting policies on which they are based) and recommend their approval to the Governing Body.
- 1.4 To consider and as appropriate, recommend to the Governing Body business cases, in accordance with the Financial Regulations.
- 1.5 To consider and as appropriate if required by financial regulations or in cases where DfE consent is required, report/recommend to the Governing Body cases relating to:
  - . novel, contentious and repercussive transactions
  - . indemnities, guarantees and letters of comfort
  - . special payments, including severance, compensation and ex-gratia payments
  - . write-offs and losses
  - .asset disposals
  - . other cases in accordance with Managing Public Money and associated guidance.
- 1.6 Approve the annual Student Union Accounts
- 1.7 Approve, monitor and review the College's investment policy.
- 1.8 Monitor major variations in income and expenditure, including at least a termly report that reviews the College's financial position.
- 1.9 Consider medium-term financial forecasts and capital programmes within the next 3 to 5 years.
- 1.10 Receive an annual report of the year end outcome.

**2. Cyber and Information Governance**

- 2.1 Approve, monitor and review the College's Digital Strategy.
- 2.2
- 2.3 Approve digital policies including IT Security Policy, Disaster Recovery Policy and Internet, Network and Communications Policy.
- 2.4 Receive a termly report on security matters including data protection, e-safety and disaster recovery in relation to the Risk Register.
- 2.5 Receive an annual report relating to Network and Cyber Security.

- 2.6 Approve, monitor and review College policies and procedures regarding Data Protection.
- 2.7 Receive termly updates regarding the College compliance with data protection legislation.

### **3. Facilities and Estates**

- 3.1 Approve, monitor and review the implementation of the five year strategy for the College's estates and garden.
- 3.2
- 3.3 Approve, monitor and review a College-wide, cross-cutting, Incident Management Plan.

### **4. Health and Safety**

- 4.1 Approve, monitor and review the Health and Safety policy.
- 4.2
- 4.3 Receive a termly report on health and safety related matters (including fire and emergency planning) and College actions and impact.

### **5 Human Resources**

- 5.1 Approve, monitor and review the People Strategy, associated strategic plans and strategic policies relating to HR
- 5.2 To receive reports on HR matters, such as Annual Reviews Report, People Strategy, Learning and Development Strategy and Policy, Employee Engagement and restructures ,and a HR Annual Report.

### **6. Authority:**

- 6.1 Decisions taken under delegated powers noted above and in the Scheme of Delegation, must be consistent with the policies laid down by the Governing Body and with the financial and other regulations in force at the time.
- 6.2 All delegated decisions of the Committee must be reported to the Governing Body at the next Governing Body meeting.
- 6.3 The Committee shall recommend the establishment of Task and Finish Groups as deemed necessary to deal with specific matters. These Task and Finish Groups will have no delegated authority to make strategic decisions but will be required to make recommendations which will be put forward to the Governing Body.

### **7. Chair:** Chair of Governing Body

## 8. Membership

- At least three Governors including the Chair of the Governing Body and the Principal, both as ex-officio members.
- Not more than two external members if deemed necessary

### In attendance

- Head of Finance and Regulatory Compliance, Head of Business Infrastructure, HR Manager and College Officers as appropriate
- The Governing Body has the authority to nominate one or more other Governor(s) to attend a particular meeting in order to ensure quoracy. Such stand-ins will have full voting rights at the designated meeting.

### Length of appointment

- Each Governor will serve on the Committee for a period of three years and will then be eligible for re- appointment until their term of office ceases as outlined in Paragraph 4 of the Standing Orders for the Conduct of Business of the Governing Body.
- The membership of each external member will be reviewed annually.

9. **Quorum:** Two members.
10. **Attendance:** Failure to attend three consecutive meetings will normally indicate withdrawal from the Committee.
11. **Attendance by non-members:** Non-members will not normally be permitted to attend meetings of the Committee, except at the discretion of the Committee Chair. The Committee will have the power to request attendance by senior managers for relevant agenda items.
12. **Reporting Officers:** Staff with responsibilities for Finance, MIS and IT and Estates Management and Health and Safety.
13. **Clerk:** The Clerk to the Governing Body shall be in attendance and be responsible for advising the Committee on governance matters, preparing papers and taking minutes of the meetings.
14. **Agenda:** Set by the Clerk and relevant College officers in consultation with the Committee Chair and Principal.

15. **Frequency:** A minimum of one meeting per term.
16. **Relationship with other Committees:** The Operations Committee will consult with other Committees as appropriate about the implications of financial discussions or decisions for the work and remit of those other Committees; and will receive reports and advice from other Committees as necessary.
17. **Standing Orders:** The conduct of the meetings and other business of the Operations Committee will be governed by Standing Orders, which will be reviewed by the Governing Body and approved at its first meeting in each academic year.

**FIRCROFT COLLEGE OF ADULT EDUCATION**  
**REMUNERATION COMMITTEE**  
**TERMS OF REFERENCE**

1. **Functions of the Committee** (and in so doing, to operate always in compliance with the College Senior Postholder Remuneration Code)
- 1.1 To consider and review the policy on the remuneration of the Principal and Senior Postholders of the College, ensuring that it is in line with the framework for financial management set out in Managing Public Money.
- 1.2 To consider and review Senior Postholder's duties, responsibilities, performance and development.
- 1.3 To recommend on the specific remuneration packages of the Principal and Senior Postholders and to highlight any relevant senior pay controls and DfE consent requirements set out in Managing Public Money and associated guidance.
- 1.4 To make enquiries and appropriate comparisons as may be necessary, including taking external advice.
- 1.5 To advise on the framework for appraisal, appointments, suspension and dismissal and pay and conditions of service of the Principal and Senior Postholders.
- 1.6 To facilitate the recruitment, retention and motivation of Senior Postholders with appropriate qualifications, experience and ability within levels of affordability and in the light of the organisation's strategic objectives.
- 1.7 To ensure that specific remuneration packages are transparent, objectively auditable and openly defensible.
- 1.8 To undertake the reviews indicated at 1.1 and 1.2 above annually.
- 1.9 To recommend to the Governing Body an annual statement concerning the Senior Postholders within its remit and its related policies, in line with the recommendations in the Association of Colleges document, The Colleges Senior Postholder Remuneration Code and Managing Public Money and relevant associated guidance.

- 1.10 To recommend to Governing Body matters relating to the grading and pay and conditions of the Clerk following review ( The Clerk is not a Senior Postholder and The Colleges Senior Postholder Remuneration Code does not apply to the Clerk).
- 1.11 To recommend to Governing Body the application to the Clerk of policies and procedures developed for Senior Postholders regarding suspension, dismissal and appeal.
- 1.12 To report and make recommendations to the Governing Body on any matters within its remit.

2. **Frequency:** Meetings to be held as required, but at least one per annum.

3. **Chair:** An Independent Governor who is not the Chair of the Governing Body.

4. **Quorum:** Two Governors, of whom one is the Chair of the Governing Body

5. **Decision making power:** The Committee acts solely in an advisory capacity to the Governing Body.

6. **Attendance:** Failure to attend three consecutive meetings will normally indicate withdrawal from the Committee.

7. **Clerk:** The Clerk to the Governing Body shall be in attendance and be responsible for advising the committee on governance matters and taking minutes of the meetings. The Clerk shall not attend when their remuneration is discussed and the Committee shall make other arrangements for the meeting or part of the meeting to be minuted in this instance.

8. **Agenda:** Set by the Clerk in consultation with the Head of Human Resources (or equivalent post) and the Committee Chair

9. **Membership:**

At least three Governors including the Chair of the Governing Body. Neither the Principal nor Staff or Student Governors are eligible to be members.

Not more than two external members

The Governing Body has the authority to nominate one or more other Governor(s) to attend a particular meeting in order to ensure quoracy. Such stand-ins will have full voting rights at the designated meeting.

Each member will serve for a period of three years and will then be eligible for re- appointment until their term of office ceases as outlined in Paragraph 4 of the Standing Orders for the Conduct of Business of the Governing Body.

**10. In Attendance**

Head of Human Resources (or equivalent post)

Head of Finance

The Principal to attend as requested (save where their remuneration package is being considered)

Others may attend as required and requested.

**11. Remuneration Review Process**

The Committee will make its remuneration recommendations based on:

- a) benchmarking, affordability and the performance of the College.
- b) a clear written recommendation from the appraiser of the relevant post for Remuneration Committee action.
- c) details of the annual pay settlement for College staff.
- d) Independent data on national FE and comparable salary pay scales for Senior Postholders.