

BISHOP BURTON College

Terms of Reference

Audit Committee

Membership

Four Governors (Excluding Staff or Student Members)

In Attendance

Principal

Finance Director

Representatives from other areas of the College to be invited to attend as the agenda dictates.

Composition

The following people may attend but shall not, in the interests of the independent nature of the committee, be eligible to serve as members of the Committee:

- Members of the Finance Committee
- The Chair of Corporation
- The Principal
- The staff members
- The student members

Quorum

Two members, who must be independent members of Corporation.

Proceedings of Meetings

- 1 The Committee a minimum of three times per year.
- 2 The Clerk, or appointed deputy, shall be clerk to the Committee.
- 3 The minutes of each meeting of the Committee will be on the agenda of the next Corporation meeting for information or approval as appropriate.
- 4 The Chair of Committee shall be appointed by the Corporation; but shall not normally be a co-opted member (owing to the necessity for the Chair to report to the Corporation)
- 5 The Committee may meet by telephone conference or by other "virtual" means.

Purpose

To assess and provide the Corporation with an opinion in relation to the College and any subsidiary company on the adequacy and effectiveness of the audit 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.

Terms of Reference

The committee has the right to 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:

- 1 To assess and provide the Corporation with an opinion in relation to the College and any subsidiary company on the adequacy and effectiveness of the audit 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.
- 2 To advise the Corporation on the adequacy and effectiveness of the College's systems of internal control and its arrangements for risk management, control and governance processes, and securing economy, efficiency and effectiveness (ie value for money).
- 3 To advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements/regularity auditors, the Internal Audit Service (IAS), reporting accountant, and other assurance provider (where applicable) and establish that all such assurance providers adhere to relevant professional standards.
- 4 To inform the Corporation of any additional services provided by the financial statements/regularity auditors, the Internal Audit Service (IAS), reporting accountant, and other assurance provider (where applicable) and explain how independence and objectivity were safeguarded.
- 5 To advise the Corporation on the scope and objectives of the work of the IAS and the financial statements/regularity auditors.
- 6 To ensure effective co-ordination between the IAS and the financial statements/regularity auditors including whether the work of the regularity auditors should be relied upon for internal audit purposes.
- 7 To consider and advise the Corporation on the audit strategy and annual internal audit plans for the IAS.
- 8 To advise the Corporation on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditors (including their work on regularity) and the management's responses to these.
- 9 To monitor, within an agreed timescale, the implementation of agreed recommendations arising from any reports of audit and assurance providers.
- 10 To establish, in conjunction with the college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS and financial statements/regularity auditors through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit services is appropriate.
- 11 To ensure that all allegations of fraud, irregularity and whistleblowing are properly followed up; and ensure:

- The proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity
 - That the investigation outcomes are reported to the audit committee
 - That the external and internal auditor has been informed, and that appropriate action has been planned / actioned
 - That all significant cases of fraud or suspected fraud or irregularity are reported to the appropriate funding body.
- 12 To produce and submit an annual report to the Corporation, which should include the committee's activities relating to the financial year under view, 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
 - the committee's opinion on the adequacy and effectiveness of the college corporation's audit arrangements, its framework of governance, risk management, and control, and its processes for securing economy, efficiency and effectiveness.
- 13 To recommend the annual financial statements to the Corporation for approval.

Terms of Reference

Curriculum & Quality Enhancement Committee

Membership

Five Governors (including the Principal)
Student Representative (Student Governor)
Staff Governor and/or Co-Opted Governor

In Attendance

Deputy Principal Curriculum & Quality

Representatives from other areas of the College to be invited to attend as the agenda dictates, these include:

Deputy Principal HR & Organisational Services
Assistant Principal Director of Quality
Director of MIS
Assistant Principal Services to Business
Vice Principal Riseholme
Vice Principal Bishop Burton

Quorum

Two members, who must be full members of Corporation.

Proceedings of Meetings

- 1 The Committee will meet termly.
- 2 The Clerk, or appointed deputy, shall be clerk to the Committee.
- 3 The minutes of each meeting of the Committee will be on the agenda of the next Corporation meeting for information or approval as appropriate.
- 4 At the first meeting of the Committee in each academic year, members shall appoint a Chair from the amongst the members who are governors.
- 5 In the absence of the Chair from a meeting, the Committee will appoint another member to act as Chair for that meeting.
- 6 The Committee may meet by telephone conference or by other "virtual" means.

Purpose

To advise and assure the Corporation on the effectiveness of the College quality strategy, to monitor performance and to advise on strategies to:

- 1 Foster exceptional teaching and learning
- 2 Ensure effective underpinning policies and systems, which facilitate the student voice.

- 3 Meet and aim its statutory responsibilities for equality and diversity.
- 4 Be responsive to workforce trends by adopting a range of strategies for engaging with employers and other stakeholders

Terms of Reference

- 1 To consider the implications of curriculum related national policy/guidance which may periodically be issued, and to advise the Board as appropriate.
- 2 To review the range and responsiveness of the College's curriculum offer on an annual basis and make recommendations to College management on changes and developments.
- 3 To oversee the development of the College's quality strategy and policy, for approval by the Board; and to receive reports on internal quality reviews and to monitor subsequent actions.
- 4 To probe and advise upon the rigour, completeness, and consistency of the self-assessment reports, associated processes and the supporting evidence base; and the action taken in response to the action plan therein or any post-inspection report and action plan, and to recommend the Report for approval by the Corporation.
- 5 To review and monitor strategies for engaging with employers and other stakeholders to remain responsive to workforce trends.
- 6 To review and raise the standard of the student experience through engagement with and feedback from students to inform future strategies for further improvement.
- 7 To oversee the raising of standards by setting targets and agreeing on performance indicators; and monitoring progress, including against sector benchmark data for student retention, attendance, success, achievement, and progression.
- 8 To review arrangements for promoting equality and diversity with the staff and student body and monitor progress against appropriate equality and diversity impact measures.
- 9 To consider the outcomes of surveys of student/client satisfaction, complaints, and appeals and to make recommendations to College management and the Board.
- 10 Whilst the Corporation retains responsibility for monitoring all safeguarding and prevent matters across the college, the committee will review the College's arrangements for safeguarding and Prevent and ensure that the Board fulfils its responsibilities through termly monitoring reports and the consideration of an annual report.

Terms of Reference

Finance and Resources Committee

Membership

Five Governors
Co-Opted Governor (if applicable)

In Attendance

Finance Director
Deputy Principal HR & Organisational Services
Deputy Principal Curriculum and Quality

Representatives from other areas of the College to be invited to attend for consultation as the agenda dictates.

Quorum

Two members, who must be full members of Corporation.

Proceedings of Meetings

- 1 The Committee will meet four times per year.
- 2 The Clerk, or appointed deputy, shall be clerk to the Committee.
- 3 The minutes of each meeting of the Committee will be on the agenda of the next Corporation meeting for information or approval as appropriate.
- 4 The Chair of Corporation shall be the chair of this Committee.
- 5 The Committee may meet by telephone conference or by other “virtual” means.

Purpose

The Finance and General Purposes Committee will consider, advise and assure the Corporation on the aspects of the current strategic plan. The Corporation must:

- 1 Adopt a financial strategy and funding plans, which are compatible with the duty to ensure the sustainability and solvency of the college.
- 2 Ensure that effective control and due diligence takes place in relation to all matters including acquisitions, subcontracting and partnership activity

Terms of Reference

Finance

- 1 To ensure the effective, efficient and economic use of the Corporation resources and assets in accordance with the Financial Regulations.
- 2 To regularly monitor the annual budget approved by the Corporation and report thereon to the Corporation.

- 3 To recommend to Corporation the annual income and expenditure, and capital expenditure including loans
- 4 To determine the investment and borrowing policies for approval by the Corporation
- 5 To advise on any proposed building projects and to advise Corporation on their financial implications.
- 6 To annually review the College's financial regulations and recommend for Corporation approval.
- 7 To advise Corporation on the policy by which the tuition, residential and other fees are determined.

Human Resources

- 8 To review all matters connected with the staffing policy of the College including current and project staffing needs, recruitment policy, proposed major restructuring of college staffing and welfare.
- 9 To consider and recommend to Corporation the setting of the framework for the pay and conditions of service of all staff, other than senior postholders and the Clerk.
- 10 To review information on industrial relations issues at both national and local level to make any resultant recommendations to Corporation.
- 11 To consider and recommend to Corporation the conduct, composition and procedures of any selection panel for senior postholders and generally on the appointment of senior postholders.
- 12 To advise and assure the Corporation on any proposed collective bargaining arrangements with the recognised trade unions.

Terms of Reference

Governance and Search Committee

Membership

Five Governors (including the Principal)

Quorum

Two members, who must be full members of Corporation

Proceedings of Meetings

- 1 The Committee will meet a minimum of twice per year.
- 2 The Clerk, or appointed deputy, shall be clerk to the Committee.
- 3 The minutes of each meeting of the Committee will be on the agenda of the next Corporation meeting for information or approval as appropriate.
- 4 The Chair of Corporation shall be the chair of this Committee.
- 5 The Committee may meet by telephone conference or by other “virtual” means.

Purpose

The purpose of the Committee is to advise the Corporation on the appointment, re-appointment, and development of governors; and to consider all aspects of good governance in accordance with the Code of Good Governance.

Terms of Reference

- 1 To recommend candidates for re/approval by the Corporation in accordance with the current Instrument and Articles of Government and after following the approved procedure for the re/appointment of Governors.
- 2 Monitor and evaluate the success of individual Member appointments and advising the Corporation on the suitability of Members for re-appointment, acknowledging the value of refreshing its membership.
- 3 Determine or advise on such matters relating to membership and good governance as the Corporation may delegate to the Committee.
- 4 Monitor the diversity profile of Corporation Members and, having due regard for the benefits of 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.

- 5 Advise the Corporation on the balance of skills, experience, and knowledge appropriate to its strategic objectives, carrying out a regular skills audit to identify any gaps in the profile adopted by the Corporation and developing strategies to address any deficiencies and for succession planning for the office of Chair and other offices held by governors
- 6 To approve policies and procedures for the induction and continuing professional development of Members.
- 7 Reviewing the Standing Orders of the Corporation and its governance structure and make recommendations to the Corporation on any aspects of its corporate governance, and addressing issues relating to good governance and considering the approval of governance-related policies and procedures.
- 8 Undertaking any special/specific projects which the Corporation may delegate to the Committee
- 9 To review the programme for the governors' training and development.
- 10 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.

BISHOP BURTON College

Terms of Reference Remuneration Committee

Membership

Five External Governors (including the Corporation and Committee Chairs)

In Attendance

The Principal

Quorum

Two members, who must be independent members of Corporation.

Proceedings of Meetings

- 1 The Committee will meet a minimum of once per year.
- 2 The Clerk, or appointed deputy, shall be clerk to the Committee.
- 3 The minutes of each meeting of the Committee will be on the agenda of the next Corporation meeting for information or approval as appropriate.
- 4 At the first meeting of the Committee in each academic year, members shall appoint a Chair from the amongst the members who are governors (excluding the Chair of the Corporation).
- 5 The Committee may meet by telephone conference or by other "virtual" means.

Purpose

To advise the Corporation on the remuneration and related matters of the senior post holders and the Clerk.

Terms of Reference

- 1 To recommend to Corporation the designation of senior post holders.
- 2 To advise on the conditions of service of senior post holders and have a clear understanding of the responsibilities, context and expected contribution of the senior post holder roles and the attributes required to undertake those roles effectively.
- 3 To consider matters of equality, diversity and inclusion with a view to ensuring that there no biases pertaining to gender or other protected characteristics within the pay structure.
- 4 To advise on the remuneration (to include basic salary, bonuses, expenses and other allowances, and the monetary value of benefits in kind including housing and cars) of senior post holders;
- 5 To advise on severance payments of senior post holders, which must be reasonable and justifiable.

- 6 To advise on the remuneration and condition of service of the Clerk to the Corporation.
- 7 To develop and recommend an appraisal methodology, to include a process for setting objectives and assessing individual contributions for senior post holders and the Clerk to the Corporation.
- 8 To produce an Annual Report to Corporation.¹
- 9 To publish a readily accessible Annual Statement on the College's website,² based on an Annual Report to Corporation, to include:
 - a list of senior post holders within the remit of Remuneration Committee;
 - its policy on the remuneration for post holders within the remit of Remuneration Committee³;
 - its policy on income derived from external activities⁴;
 - the pay multiple of the Principal/CEO 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.⁵

¹ The Annual Report to Corporation will contain the information contained in the Annual Statement set out at Paragraphs 11(a) – 11(d) and in addition contain comparator information from other colleges/organisations and the explain any significant changes.

² The Annual statement may be within the Members' Annual report in the Accounts or it may be published as a stand-alone document (e.g. on the College's website).

³ The College's policy on remuneration for senior post holders is for remuneration to be determined using up-to-date bench marking data.

⁴ The College's policy is that senior post holders, including the Principal/CEO, should not be permitted to retain income derived from external sources.

⁵ Information in relation to pay multiples to be provided by the Finance Director and Deputy Principal for HR and Organisational Services.