

COMMITTEES TERMS OF REFERENCE

<h3 style="margin: 0;">TERMS OF REFERENCE FOR THE AUDIT, GOVERNANCE & SEARCH COMMITTEE 2016/17</h3>

1. Membership	<p>1.1 The membership of the Audit, Governance & Search Committee shall be a minimum of 5 Governors.</p> <p>1.2 Audit, Governance & Search Committee will review all committee memberships annually.</p> <p>1.3 Membership of the Committee shall be determined by the Board.</p> <p>1.4 The Chair of the Board and the Chief Executive cannot be members of the Audit, Governance & Search Committee when Audit matters are under consideration.</p> <p>1.5 The Audit, Governance & Search Committee will have a distinct and separate membership to the Finance and Resources Committee.</p> <p>1.6 The Internal Auditor and the Financial Statements Auditor shall be invited to all meetings where they have reports being considered.</p> <p>1.7 The Deputy Chief Executive shall be expected to attend all meetings. The Chief Executive and other members of staff may be required to attend meetings where appropriate.</p>
2. Quorum	2.1 The quorum for the meeting shall be 3 members
3. Frequency of Meetings	3.1 The Committee shall meet at least once a term
4. Responsibilities of the Committee	<p>AUDIT</p> <p>4.1 To advise the Board on the adequacy and effectiveness of the College's systems of internal control and its arrangements for the management of health & safety, risk management, control and governance processes, and securing economy, efficiency, effectiveness and value for money.</p> <p>4.2 To advise the Board on the appointment, reappointment, dismissal and remuneration of the financial statements auditor and the Internal Audit Service.</p> <p>4.3 To advise the Board on the scope and objectives of the work of the Internal Audit Service and the financial statements auditor.</p> <p>4.4 To ensure effective co-ordination between the Internal Audit Service and the financial statements auditor.</p> <p>4.5 To consider and advise the Board on the audit</p>

	strategy and annual internal audit plans for the Internal Audit Service.
4.6	To advise the Board on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor and management's responses to these.
4.7	To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, and spot-check reports, inspection and PFA audit recommendations, together with the financial statements auditor's management letter.
4.8	To consider and advise the Board on reports by the relevant national agencies, and where appropriate, management's response to these.
4.9	To establish, in conjunction with College management, relevant annual performance measures and indicators, and to monitor the effectiveness of the Internal Audit Service and financial statements auditor through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate
4.10	To produce an annual report for the Board and accounting officer, which should include the Committee's advice on the effectiveness of the College's risk management, control and governance processes and any significant matters arising from the work of the Internal Audit Service or the financial statements auditor.
4.11	To ensure that all allegations of fraud and irregularity are properly investigated and reported.
4.12	To be informed of all additional services undertaken by the Internal Audit Service and the financial statements auditors.
4.13	To recommend the annual financial statements to the Board for approval, including the regularity audit opinion (jointly with the Finance Committee).
4.14	To receive regular updates on risk management from College management.
4.15	To receive regular updates on health & safety matters from College management.
4.16	Periodic review and approval of Information Security Policy, Data Protection Policy, Fraud and Bribery Policy, Freedom of Information Policy and Publication Scheme, Business Continuity Plan, Public Interest Disclosure Procedure and Risk Management Policy.

	*Audit Reports on Governance will be presented to the full Board for consideration and approval.
	GOVERNANCE & SEARCH
	4.1 The Committee shall analyse the skills and experience required by the Board, and undertake regular audits to ascertain how the current membership meets those needs.
	4.2 The Committee shall, as appropriate, seek nominations to fill vacancies and/or advertise for new Governors.
	4.3 The Committee shall make recommendations for all new appointments of external governors to the Board, having first considered the skills and experience required by the Board, and an analysis of how any potential appointee meets those needs.
	4.4 The Committee shall make recommendations for all re-appointments of external governors to the Board, having first considered the skills and experience required by the Board, an analysis of how the potential re-appointee meets those needs, and a consideration of past attendance and contribution.
	4.5 The Committee shall consider and make recommendations to the Board on the Board's composition and balance, and on the procedures for appointment to the Board.
	4.6 The Committee shall provide a route for whistleblowing should the Chief Executive or Clerk feel the need to raise a concern in relation to governance.
	4.7 The Committee shall recommend to the Board the engagement of such external advisors as they deem necessary to fulfil their responsibilities.
	4.8 The Committee will review the Corporate Social Responsibility Policy and the associated policies and procedures which underpin it.
	4.9 The Committee will undertake an annual review of the performance of the Chair of the Board.
	4.10. To approve the constitution of the Student Union Association on an annual basis.
5. Election of Chair and Vice Chair	5.1 The Chair and Vice Chair shall be elected for a period of up to 2 years and their terms of office should not end on the same date
6. Clerking the Committee	6.1 The Clerk to the Board will provide the clerking for the Committee.
7. Reporting to the Board	7.1 The minutes of the Committee will be presented to the next meeting of the Board.

**TERMS OF REFERENCE FOR THE FINANCE &
RESOURCES COMMITTEE
2015/16**

1. Membership	1.1	The membership of the Committee shall be a minimum of 5 Governors.
	1.2	Audit, Governance and Search Committee will review all committee memberships annually.
	1.3	Membership of the Committee shall be determined by the Board.
	1.4	Members of the Finance and Resources Committee shall not also serve on the Audit, Governance and Search Committee.
2. Quorum	2.1	The quorum for the meeting shall be 3 members
3. Frequency of Meetings	3.1	The Finance and Resources Committee shall meet at least once every term.
4. Responsibilities of the Committee	4.1	To make recommendations to the Board on 3 year financial forecasts, annual estimates of income and expenditure, major variations in expenditure and capital expenditure requirements including loans.
	4.2	To review arrangements for ensuring solvency, safeguarding assets and securing value for money and make recommendations to the Board accordingly.
	4.3	To approve material virement between budget heads.
	4.4	To monitor capital expenditure within the approved programme.
	4.5	To agree policy to determine tuition and other fees and the fee remission policy.
	4.6	To determine the Board investment and borrowing policies, including leasing and hire purchase.
	4.7	To review and advise the Board on the pay and conditions framework for all staff (excluding designated senior postholders and the Clerk).
	4.8	To recommend the financial statements to the Board for approval (jointly with the Audit Committee)
	4.9	To consider any appropriate matter referred to it by the Board
	4.10	To maintain oversight of the College's Estates and to make recommendations to the Board as appropriate.
	4.11	To monitor the Human Resources activities of the College and to receive regular updates in this area.
	4.12	To review the Financial Regulations on an annual basis and recommend any amendments to the Board.
	4.13	Periodic review and approval of Treasury Management Policy and the Marketing Strategy.
	4.14	To receive updates on MIS developments, including regular review of learner numbers.

	4.15 To receive updates on ICT developments.
	4.16 To approve write-off of bad debt on an annual basis.
	4.17 To review the schedule of contracts in excess of £100K on an annual basis.
	4.18 To approve all franchising activity prior to the College entering into agreements with third parties and to receive regular monitoring reports as partnerships progress. Post contract review to be carried out for all franchise or partnership activity.
	4.19 To review the operation of the College Company.
	4.20 To make recommendations to the Board on the annual budget and year end accounts for the Students Association.
	4.21 The Committee will undertake an annual review of the Public Value Statement.
	4.22 To receive reports on appraisal outcomes for the Senior Postholders and the Clerk in relation to the Performance Objectives set.
	4.23 To set the pay and conditions for the Senior Postholders and the Clerk.
	4.24 To undertake an annual salary review for the Senior Postholders and the Clerk.
	4.25 To approve any settlements to be paid to Senior Postholders or the Clerk in relation to voluntary severance, redundancy or early retirement.
5. Election of Chair and Vice Chair	5.1 The Chair and Vice Chair shall be elected for a period of up to 2 years and their terms of office should not end on the same date
6. Clerking of the Committee	6.1 The Clerk to the Board will provide the clerking for the Committee (except where consideration of the Clerk to the Board is undertaken).
7. Reporting to the Board	7.1 The minutes of the Committee will be presented to the next meeting of the Board.

**TERMS OF REFERENCE FOR THE PERFORMANCE,
APPRAISAL AND REVIEW COMMITTEE**
2016/17

1. Membership	1.1 The membership of the Committee shall be a minimum of 3 Governors.
	1.2 The Chief Executive shall not be a member of the Committee.
	1.3 Membership of the Committee shall be determined by the Board.
2. Quorum	2.1 The quorum for the Committee shall be 3 members.
3. Frequency of meetings	3.1 The Committee shall meet at least once a year.

4. Responsibilities of the Committee.	4.1 To set Performance Objectives and undertake appraisals for the Senior Postholders and Clerk.
	4.2 To meet individually with each Senior Postholder and the Clerk to review performance against the objectives set and to provide feedback to the Finance and Resources Committee.
	4.3 To undertake a mid-year review of progress towards objectives set for SPHs.
5. Election of Chair and Vice Chair	5.1 The Chair and Vice Chair will be elected at the first meeting of the Committee in each College year.
6. Clerking the Committee	6.1 The Clerk to the Board will provide the clerking for the Committee (except where consideration of the Clerk to the Board is undertaken).
7. Reporting to the Board	7.1 The minutes of the Committee will be presented to the next meeting of the Board.

**TERMS OF REFERENCE FOR THE SSMS and
PROFESSIONAL & VOCATIONAL QUALITY, CURRICULUM
AND COMMUNITY COMMITTEES
2015/16**

1. Membership	1.1 The membership of each Group shall have a minimum of 5 members (Governors to outnumber all others by at least one).
	<p><u>Professional & Vocational</u></p> <ul style="list-style-type: none"> • Governors (incl student governors) • Up to 2 Parents • Up to 2 additional Students • Additional Staff representative • Alison Maynard (ex officio) • 1 Educational specialist <p><u>Marine</u></p> <ul style="list-style-type: none"> • Governors (incl student governors) • Up to 2 Industry representatives • Up to 2 additional Marine Students • Up to 2 additional Staff • Gary Hindmarch (ex officio)
	1.2 Members shall be determined by the Board.
	1.3 Audit, Governance and Search Committee will review all committee memberships annually.
2. Quorum	2.1 The quorum for meetings of the Committees shall be 3 (of which 2 shall be governors).
	Nb. No decision on any matter shall be taken at a meeting

		unless the majority of members of the committee present are governors.
3. Frequency of meetings	3.1	Each Committee shall meet at least once a term.
4. Responsibilities of the Group (as applicable to their own area of responsibility i.e. Marine or PVC)	4.1	To review and make recommendations to the Board on performance and learner numbers, annual targets for learner recruitment, retention and achievement and to receive regular updates on progress towards those targets.
	4.2	To review market research and make recommendations to the Board about the curriculum offer.
	4.3	To receive regular reports on lesson observations and drive improvements through associated remedial actions.
	4.4	To make recommendations to the Board in relation to the College's annual self-assessment report.
	4.5	To receive regular updates on value added and to drive improvements in this measure.
	4.6	To regularly review formal complaints received by the College and subsequent actions taken by management.
	4.7	To receive and drive improvements in student performance.
	4.8	To receive results of the annual student survey and other stakeholders e.g. employers.
	4.9	To review the College Charter annually.
	4.10	To periodically review and make recommendations to the A,G&S Committee on the Student Behaviour Procedure, Complaints Procedure, Disability Equality Policy.
	4.11	To review and contribute to the annual Quality Report.
	4.12	To monitor activity relating to Equality & Diversity.
	4.13	To receive a report at each meeting on the Halls of Residence (operational and quality issues) – SSMS only
5. Election of Chair and Vice Chair	5.1	The Chair and Vice Chair for each committee shall be elected for a period of up to 2 years and their terms of office should not end on the same date.
6. Clerking the Committee	6.1	The Clerk to the Board will provide the clerking for the Committees.
7. Reporting to the Board	7.1	The minutes of the Committees will be presented to the next meeting of the Board.