

The background of the page features a large, stylized 'TEC' logo in blue and purple. The 'T' is blue, the 'E' is blue, and the 'C' is purple. There are also faint, light blue outlines of the 'TEC' logo and other geometric shapes like circles and squares scattered across the background.

Corporation Standing Orders

July 2023



TEC Partnership (formerly Grimsby Institute of Further and Higher Education) was established under the Further and Higher Education Act 1992 for the purpose of conducting its business. TEC Partnership is an exempt charity under Part 3 of the Charities Act 2011. In the delivery of its mission TEC Partnership uses brand names and trading styles in the public domain and includes, but not limited to: TEC Partnership; East Riding College, Scarborough TEC; Skegness TEC; The Academy Grimsby, Grimsby Institute, University Centre Grimsby and Career 6. Policies, data protection registration and other documentation and legal requirements relating to or as part of the operation of brands are part of the Grimsby Institute of Further and Higher Education's legal status.

This policy applies to TEC Partnership and incorporates the trading styles of TEC Partnership, East Riding College Grimsby Institute of Further and Higher Education, Scarborough TEC, Skegness TEC, The Academy Grimsby and all wholly owned subsidiary companies of the Grimsby Institute of Further & Higher Education which include Modal, Support Staff Services and Grimsby College Trading.

Revision History

Version	Type	Date	History
V1.0	New		New
V2.0	Replacement	September 2011	
V3.0	Replacement	March 2013	Formatting, Change Control, Revision History, Contents Page, Revisions to Section 2, 3, 4, 5, 6, 11.5, 19. Additional pages – Appendix 3.
V4.0	Replacement	June 2014	New format and structure, amendment to committee names, Governance Committee responsibilities, Urgent Action, Access to Meetings, Complaints.
V5.0	Replacement	May 2017	Amendments to reflect changes to new governance structure and operation of local boards.
V6.0	Replacement	October 2018	Minor amendments to include new branding 'the TEC Partnership' and change in names of funding agencies, removal of certain unnecessary timescales and amendments to co-opted external membership requirements.
V7.0	Replacement	October 2020	Amendments to reflect legal name change to TEC Partnership (formerly GIFHE) and addition of new merger partner East Riding College board (TOR, Local board membership, ERC branding)
V8.0	Replacement	January 2023	Amended throughout to reflect revised governance committee structure.
V9.0	Replacement	March 2023	Minor amendments to Appendix 3 – Advisory Group Terms of Reference and Appendix 4 – financial limits on Scheme of Delegation
V10.0	Replacement	July 2023	Amend minimum quoracy

Corporation approved 4th July 2023

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1. Introduction

General

- 1.1 The Standing Orders of the Corporation have been established to provide details of the framework within which the Corporation operates and to assist the effective operation of the Corporation and its committees.
- 1.2 Amendments to the Standing Orders may only be made following specific approval of the Corporation. These Standing Orders shall be reviewed and updated (as necessary) on an annual basis.
- 1.3 These Standing Orders should be used in conjunction with the Corporation's Instrument and Articles of Government and general advice issued by the Education and Skills Funding Agency and the Department for Education. They supplement but do not displace or take precedence over the approved Instrument and Articles or any amendments made thereto.
- 1.4 Members of the Corporation, as holders of public office, shall abide by the principles recommended by the Nolan committee's report, "Standards in Public Life"; these are contained in the Evershed's Corporation Code of Conduct (latest edition).
- 1.5 These Standing Orders may be varied at any time by resolution at a Corporation Meeting.

Governance style

- 1.6 Philosophy: The Corporation shall be proactive; emphasising outward vision rather than internal preoccupation, encouraging diversity in views and offering strategic leadership before administrative detail. It will distinguish clearly between the role of the Corporation and staff and take collective decisions based on present circumstances not necessarily influenced by historical events.
- 1.7 Practical: To achieve the philosophy the Corporation shall:
 - (a) adopt a discipline to facilitate focussed excellence in corporate governance;
 - (b) direct, control and inspire through written policies;
 - (c) focus mainly on intended and longer-term impacts not on administrative processes;
 - (d) initiate policy rather than react to staff initiatives;
 - (e) integrate individual expertise to form a cohesive corporate entity;
 - (f) regularly monitor performance by self-evaluation and determine remedial corporate and individual development as necessary.

Chair of the Corporation:

2. Meetings

- 2.1 The Corporation shall meet at least five times a year and shall hold such other meetings as and when required.

2.2 Agenda and Papers

- 2.2.1 All meetings shall be called by the Clerk, who shall, at least seven calendar days before the date of the meeting, send to the members of the Corporation notice of the meeting and a copy of the proposed agenda.
- 2.2.2 The Corporation agenda will be co-ordinated by the Clerk in consultation with the Chair of the Corporation and the Chief Executive Officer.
- 2.2.3 Items may be placed on the agenda by an individual member writing (via email) to the Clerk giving at least ten days' notice.
- 2.2.4 Supporting papers for the agenda, including relevant committee minutes, will be sent to members with the agenda.
- 2.2.5 If it is proposed to consider at any meeting the remuneration, conditions of service, conduct, suspension, dismissal or retirement of the Clerk, the Chair shall, at least seven calendar days before the date of the meeting, send to the members a copy of the agenda item concerned, together with any relevant papers.
- 2.2.6 A meeting of the Corporation, called a "special meeting", may be called at any time by the Chair or at the request in writing of any five members.
- 2.2.7 Where the Chair, or in the Chair's absence the Vice-Chair, decides that there are matters requiring urgent consideration, the written notice convening the special meeting and a copy of the proposed agenda may be given within less than seven calendar days.
- 2.2.8 Every member shall act in the best interests of the Corporation and shall not be bound to speak or vote by mandates given by any other body or person.

2.3 Timings of Meetings

- 2.3.1 Corporation meetings will normally start at 4.00pm on a Tuesday.
- 2.3.2 Meetings of Corporation committees, Skills & Employment Advisory Groups and any working parties will take place and start at a time convenient to the members involved.

2.4 Late Items / Any Other Business – Corporation / Committees / Advisory Groups / Working Parties

- 2.4.1 Immediately after the minutes of the previous meeting have been approved, members should inform the meeting of any item they wish to raise under "Any Other Business" if not previously advised to the Clerk.
- 2.4.2 The meeting will decide whether any item so identified may be raised under Any Other Business, or whether it should be deferred to a subsequent meeting or whether it should be heard at all.
- 2.4.3 Lengthy items for discussion, other than those of an urgent nature, should not be taken under Any Other Business.

3. Committees / Advisory Groups / Working Parties

- 3.1 In order to ensure the most efficient use of time and resources, and in some cases to ensure absolute propriety, the Corporation will, where it is proper and appropriate to so:
- Set up working parties to provide information and/or make recommendations to the Corporation;
 - Delegate work to committees in order to make recommendations to the Corporation;
 - Delegate work to individual members of the Corporation.
- 3.2 When establishing committees, advisory groups and working parties the Corporation will:
- Determine the membership and the method of appointing the Chair of each committee/ advisory group or working party;
 - Establish and record terms of reference;
 - Determine when committees, advisory groups and working parties should meet ensuring that the timetable allows for the timely reporting to the Corporation or, in the case of the Skills & Employment Advisory Groups, into the Executive to inform the Curriculum & Quality Committee;
 - Determine procedures for reporting back to the Corporation.
- 3.3 The terms of reference of committees and advisory groups (see appendix 3) will be reviewed annually.
- 3.4 A committee will provide a written report of decisions it requires from Corporation and to the next meeting of the full Corporation in the form of minutes (draft, draft approved or approved).
- 3.5 Minutes of committee and advisory groups shall normally be prepared, for approval by the Chair, within ten working days following the meeting.
- 3.6 The signed minutes (subject to any exclusion on the grounds of 'confidentiality') shall be made available during normal office hours at Grimsby Institute of Further and Higher Education (The TEC Partnership) to any person wishing to inspect them.
- 3.7 **The Search & Governance Committee**
- 3.7.1 The Corporation has established a committee, to be known as the "Search & Governance Committee", to consider and recommend the appointment of members (other than as a staff or student member) to the Corporation, non-member participants on committees and other matters relating to membership and appointments as the Corporation may ask it to.
- 3.7.2 The Search & Governance Committee shall consist of at least four persons and may include members of staff at the Institution, with the exception of those in senior posts.
- 3.8 **The Audit Committee**
- 3.8.1 The Corporation has established a committee, to be known as the "Audit Committee", to advise on matters relating to the Corporation's audit arrangements and systems of internal control.
- 3.8.2 The audit committee shall consist of at least six persons and may include members of staff at the Institution, with the exception of those in senior posts.

4. Quorum

- 4.1 Meetings of the Corporation and its committees shall be quorate if the number of current members present is at least 40% of the total number of members rounded up, subject to the minimum quorum for the committee.
- 4.2 If the Corporation is required to meet remotely in the event of a crisis (i.e. pandemic) quorum may be temporarily reduced to 40% of members present (not including vacancies) via chairs action.
- 4.2 If the number of members present for a meeting of the Corporation does not constitute a quorum, the meeting shall not be held.
- 4.3 If during a meeting of the Corporation there ceases to be a quorum, the meeting shall be terminated at once.
- 4.4 If a meeting cannot be held or cannot continue for lack of a quorum, the Chair may call a special meeting as soon as it is convenient.
- 4.5 The membership for the Corporation and its Committees is as follows:

	Membership
Corporation	18 members
Search & Governance Committee	4 members
Audit Committee	6 members
Remuneration Committee	6 members
Finance & Resources Committee	6 members
Curriculum & Quality Committee	8 members
HE Oversight Committee	6 members
Special Committee	5 members
Hull & East Yorkshire Skills & Employment Advisory Group	10 members
Greater Lincolnshire Skills & Employment Advisory Group	10 members
York & North Yorkshire Skills & Employment Advisory Group	10 members

5. Term of Office of a Member

- 5.1 In recognition of the recommendations of the Committee on Standards in Public Life, a member may not usually serve for more than two consecutive terms of office (i.e. maximum period of 8 years). Exceptions to this rule are allowable in certain circumstances but should not be the norm.
- 5.2 Detailed information/policy on a member's terms of office can be found in the Selection of Governor's Policy.

6. Chair / Vice Chairs

- 6.1 The Chair will conduct all meetings of the full Corporation except where, in his or her absence, the Chair's role will be taken by the Vice Chair.
- 6.2 If both the Chair and the Vice Chair(s) resign, the Corporation will hold a special meeting within 10 days to elect their successors.
- 6.3 The maximum term of office of the Chair and Vice Chair(s) is two consecutive terms of three years (i.e. no more than six years).

7. Minutes of Meetings

- 7.1 Written minutes of every meeting of the Corporation and its Committees shall be prepared, and, at every meeting of the Corporation or the relevant Committee the minutes of the last meeting shall be taken as an agenda item.
- 7.2 The Corporation shall receive the draft/approved draft/signed minutes of its Committees at each meeting.
- 7.3 The minutes of the last meeting shall not be required to be taken as an agenda item at a special meeting, but where they are not taken, they shall be taken as an agenda item at the next meeting which is not a special meeting.
- 7.4 Where minutes of a meeting are taken as an agenda item and agreed to be accurate, those minutes shall be signed as a true record by the Chair of the meeting.
- 7.5 Separate minutes shall be taken of those parts of meetings from which staff members, the Chief executive Officer, student members or the Clerk have withdrawn from a meeting and such persons shall not be entitled to see the minutes of that part of the meeting or any papers relating to it.
- 7.6 A dissenting view will be recorded in the minutes of the meeting, if that is the wish of one or more of the members present.
- 7.7 Copies of the draft minutes of the Corporation will be checked for accuracy by the Chair and sent to all members of the Corporation within 15 days of the meeting by the Clerk.
- 7.8 Action to be taken on the basis of decisions recorded need not await the approval of minutes at the next meeting.
- 7.9 The draft minutes will be available for public inspection at reasonable times by arrangement with the Clerk.
- 7.10 Approved Corporation minutes will be published on the TEC Partnership Group website (excluding confidential minutes) for a minimum period of 12 months.

8. Proceedings of Meetings

- 8.1 Every question to be decided at a meeting of the Corporation or any of its committees shall be decided by a majority of the votes cast by members present and entitled to vote on the question or the question shall be decided by application of a written resolution in accordance with Section 9.
- 8.2 Where, at a meeting of the Corporation or any of its committees, there is an equal division of votes on a question to be decided, the Chair of the meeting shall have a second or casting vote.
- 8.3 A member may not vote by way of postal vote. The appointment of proxies shall be allowed as a casting vote for special meetings as specified in Section 2.2.6 only if the Chair / Vice Chair has determined the meeting is unlikely to be quorate.
- 8.4 The instrument appointing a proxy shall be in writing. Such instrument shall be deposited at the office of the Clerk before the time appointed for holding the meeting at which the member named in the instrument proposes to vote.
- 8.5 No person other than a member of the Corporation shall be appointed a proxy.
- 8.6 No resolution of the members may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 8.7 A member of the Corporation who is a member of staff at the Institution, including the Chief Executive Officer, shall withdraw:
- from that part of any meeting of the Corporation, or any of its committees, at which staff matters relating solely to that member of the staff, as distinct from staff matters relating to all members of staff or all members of staff in a particular class, are to be considered;
 - from that part of any meeting of the Corporation, or any of its committees, at which that member's reappointment or the appointment of that member's successor is to be considered;
 - from that part of any meeting of the Corporation, or any of its committees, at which the matter under consideration concerns the pay or conditions of service of all members of staff, or all members of staff in a particular class, where the member of staff is acting as a representative (whether or not on behalf of a recognised trade union) of all members of staff or the class of staff (as the case may be); and
 - if so required by a resolution of the other members present, from that part of any meeting of the Corporation or any of its committees, at which staff matters relating to any member of staff holding a post senior to that member's are to be considered, except those relating to the pay and conditions of all staff or all staff in a particular class.
- 8.8 A Chief Executive Officer who has chosen not to be a member of the Corporation shall still be entitled to attend and speak, or otherwise communicate, at all meetings of the Corporation and any of its committees, except that the Chief Executive Officer shall withdraw in any case where the Chief Executive Officer would be required to withdraw under Section 8.7.

- 8.9 A student member who is under the age of 18 shall not vote at a meeting of the Corporation, or any of its committees, on any question concerning any proposal:
- for the expenditure of money by the Corporation; or
 - under which the Corporation, or any members of the Corporation, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.
- 8.10 In any case where the Corporation, or any of its committees, are to discuss staff matters relating to a member or prospective member of staff at the Institution, a student member shall:
- take no part in the consideration or discussion of that matter and not vote on any question with respect to it; and
 - where required to do so by a majority of the members, other than student members, of the Corporation or committee present at the meeting, withdraw from the meeting.
- 8.11 The Clerk:
- shall withdraw from that part of any meeting of the Corporation, or any of its committees, at which the Clerk's remuneration, conditions of service, conduct, suspension, dismissal or retirement in the capacity of Clerk are to be considered; and
 - where the Clerk is a member of staff at the Institution, the Clerk shall withdraw in any case where a member of the Corporation is required to withdraw under Section 8.7.
- 8.12 If the Clerk withdraws from a meeting, or part of a meeting, of the Corporation, the Corporation shall appoint a person from among themselves to act as Clerk during this absence.
- 8.13 If the Clerk withdraws from a meeting, or part of a meeting, of a committee of the Corporation, the Corporation shall appoint a person from among themselves other than the Chair of the Corporation to act as Clerk to the committee during this absence.

9. Written Resolutions

- 9.1 The Corporation allows for decisions to be taken by written resolution (including via email), which must be circulated at least 5 working days in advance for consideration and response by Governors. A response of 50% shall prevail for a written resolution and shall be binding as any decision taken at the Corporation meeting. Written resolutions will only be used in exceptional circumstances (where detriment to the TEC Partnership could occur if a resolution was not achieved) and with the approval of the Chair of the Corporation.
- 9.2 The Clerk shall report the results of any vote via written resolution to the next meeting of the Corporation.

10. Attendance

- 10.1 A record will be kept of all persons attending a meeting of the Corporation or any of its Committees, Advisory Groups and Working Parties and will be maintained by the Clerk to the Corporation.
- 10.2 The time of the late arrival or early departure of any member arriving after the start/leaving before the end of a meeting will be recorded in the minutes.

11. Personal Interest

- 11.1 The Corporation will maintain a register of the interests of its members, which will be held by the Clerk. Members will be requested to update their declaration on an annual basis.
- 11.2 Members will draw attention, as appropriate, to their declared financial or personal interests in advance of and also during meetings.
- 11.3 A member may be required to withdraw from a meeting, if he or she would appear to members present:
- To stand to gain financially from a matter under consideration;
 - To have a personal interest in a matter under consideration; or
 - Is a relative of a student or an employee being discussed.

12. Urgent Action

- 12.1 The Chair, or in his or her absence the Vice Chair, has authority to take urgent action between meetings, providing that a meeting could not be called in sufficient time to deal with the matter. Detailed information can be found in the **Policy on Chair's Action**.
- 12.2 If any urgent action is taken by the Chair (or Vice Chair) between meetings, the facts will be reported to the next meeting of the Corporation by the Clerk.

13. Correspondence

- 13.1 The Clerk will write letters / emails on behalf of the Corporation.
- 13.2 Any person wishing to contact the Chair and/or members of the Corporation must do so via the Clerk.

14. Public Statements

- 14.1 Public Statements will be made only by those Members of the Corporation who have been delegated authority by the Corporation to make them.
- 14.2 The Chair of the Corporation (or in her absence a Vice Chair of the Corporation) has standing authority to make public statements on behalf of the Corporation.

15. Access to Meetings of the Corporation

- 15.1 Those people entitled to attend a meeting of the Corporation or its committees are any of its members, the Chief Executive Officer (whether or not he/she is a member of the Corporation) and the Clerk.
- 15.2 The Corporation and committees will decide who, other than a member, the Chief Executive Officer, senior staff or the Clerk, will be admitted to a meeting.
- 15.3 The Corporation operates a staff observer policy whereby up to three members of staff may observe a meeting of the Corporation.
- 15.4 The Corporation operates a student observer policy whereby up to three students (designated course representatives) may observe a meeting of the Corporation.

15.5 Detailed information on access to meetings can be found in the **Policy on Access to Corporation Information.**

16. Complaints

16.1 The Corporation has established procedures for dealing with general complaints which can be found in the **Procedure on Complaints against the Corporation, its Board Members and the Clerk to the Corporation.**

17. Delegation of Functions

17.1 The Corporation stresses that no action may be taken by an individual member unless authority to do so has been delegated formally by resolution of the Corporation.

18. External Co-opted Members – Procedural Arrangements

18.1 See Appendix 1

19. Delegation of authority to Chair of the Corporation

19.1 See Appendix 2

20. Terms of Reference for the Corporation committees and advisory groups

20.1 See Appendix 3

21. Corporation Scheme of Delegation

21.1 See Appendix 4

22. Staff and Student Policies

22.1 See Appendix 5

Appendix 1

External Co-opted Members: Procedural Arrangements

1. Background

- 1.1 The opportunity to appoint external co-opted members is provided in the Articles of Government of the TEC Partnership (Article 7 Composition of Committees) where it is stated:

Any committee established by the Corporation, (other than the committee referred to in Article 11) may include persons who are not members of the Corporation.

- 1.2 External co-opted members are not members but are counted for the quorum as part of the membership of a committee or working group.
- 1.3 External co-opted members can vote in the resolution of any item if the opportunity arises.
- 1.4 External co-opted members cannot, as of right, attend meetings of the Corporation.

2. Purpose

- 2.1 External co-opted members are usually appointed for their particular expertise which can assist the achievement of the responsibilities of a committee of the Corporation.
- 2.2 The appointment of an external co-opted member can also be as a preparation for full membership of the Corporation.
- 2.3 External co-opted members bring independence and distance from Institution affairs and so can play an especially useful role where many members have considerable length of experience.

3. Term of Office

- 3.1 An external co-opted member may serve no more than two four year terms of office (i.e. 8 years maximum).

4. Chairing a Committee

- 4.1 It is preferable that external co-opted members do not act as Chair of a committee. This point is explicitly made in the Post 16 Audit Code of Practice.

5. Code of Conduct

- 5.1 Any external co-opted member will be expected to accept and comply to the Governors' Code of Conduct, including providing an entry to the Governors' Register of Interests as a condition of appointment.

6. Disclosure and Barring Service (DBS)

- 6.1 Any external co-opted member will be required to undertake DBS checking procedures.

7. Expenses

- 7.1 The Governors' Expenses Policy will apply to external co-opted members.

8. Appointment Procedure

- 8.1 The appointing authority for external co-opted members will be the Corporation.
- 8.2 The Search & Governance Committee will interview the candidate or candidates for the position of external co-opted member in accordance with the Corporation's Governors Selection policy and make its recommendation(s) to the Corporation.
- 8.3 A letter of appointment will be sent by the Clerk following the Corporation's resolution to make the formal appointment of an external co-opted member.
- 8.4 Removal of an external co-opted member will be the responsibility of the Corporation and may be for reason of unsatisfactory attendance and/or inappropriate behaviour (as guided by the Governor Code of Conduct).

9. Development

- 9.1 External co-opted members will receive an induction programme and be invited to participate in the Governor Development Programme.
- 9.2 External co-opted members will be required to undertake Safeguarding and Equality and Diversity Training, and any other training relevant to their governor role.

Appendix 2

Review of matters delegated to the Chair of the Corporation (or a Vice Chair of the Corporation in the absence of the Chair of the Corporation) for approval/signature

Item	Evidence	Chair of the Corporation (Signature)	Counter signature
1. CEO's Employment <ul style="list-style-type: none"> Holiday Card Expenses Formal communication Appraisal/performance management documentation College credit card – use by CEO 	<p>Completed holiday card Completed form Drafted by the Clerk and as advised</p> <p>Completed form</p>	<p>✓ ✓ ✓</p> <p>✓</p>	<p>None None None</p> <p>All listed appraisers</p> <p>None</p>
2. Clerk's Employment <ul style="list-style-type: none"> Holiday Card Expenses Formal communication Appraisal documentation 	<p>Completed holiday card Completed form Director of HR / CEO Completed Form</p>	<p>✓ ✓ ✓ ✓</p>	<p>None None None All Appraisers</p>
3. Approved Financial Statements (audited)	Corporation resolution authorising signature	✓	CEO
4. Approval of draft Board minutes	<p>Personal judgement re draft minutes</p> <p>Corporation resolution and approval</p>	<p>✓ ✓</p>	<p>None None</p>
5. Goods and services exempt from formal quotation and tender goods procedure (See : Chair's Action)	Financial Regulations (9.3)	✓	None
6. Chair's Action i.e. urgent and necessary business which cannot wait for the next most appropriate meeting of the Corporation	<ul style="list-style-type: none"> Advised by CEO and (normally) Advised by Clerk to the Corporation Advised by legal or other expert 	✓	None, but could involve Vice Chair of the Corporation
7. Corporation Seal	Completed documentation	✓	Signature of the Chair of the Corporation (or a Vice Chair) and the signature of any other member

CORPORATION COMMITTEE AND ADVISORY GROUP TERMS OF REFERENCE

Corporation Committee Terms of Reference

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Finance & Resources Committee	10 - 13
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Higher Education Oversight Committee	17 - 19
Search and Governance Committee	20 - 22
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TERMS OF REFERENCE

AUDIT COMMITTEE

1. Introduction

The authority for these Terms of Reference is contained in the

- a. Instruments and Articles of Government as approved by the Corporation;
- b. Post 16 Audit Code of Practice (ACOP)(current version); and
- c. Corporation Policies.

Amendment of these terms of reference remains with the Corporation.

The Audit Committee is a Committee of the Board established under the terms of clause 6 of the Instrument of Government. Full details of its purpose and responsibilities is at Sections 2 and 3; these do not remove the ultimate responsibility of the Corporation for any decisions taken on its behalf.

(Recommendations of the Nolan Committee are to be strictly applied)

The Committee:

- (i) has the authority to investigate any activity within its terms of reference;
- (ii) has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit; and
- (iii) must not adopt an executive role.

2. Purpose

The Corporation expects the Audit Committee to complete and/or advise on audit associated matters as detailed in the ACOP. The Audit Committee is to advise the Corporation on the adequacy and effectiveness of the Partnership's systems of internal control and its arrangements for risk management, control and governance.

3. Responsibilities of the Committee

- a. to assess and provide the Corporation with an opinion on the adequacy and effectiveness of the Group's 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;
- b. to advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors and other assurance providers, including internal auditors (IAS) and establish that all such assurance providers adhere to relevant professional standards;
- c. to ensure effective coordination between the IAS, the funding auditor and the financial statements auditor;
- d. to consider and advise the Corporation on:
 - (i) the audit strategy for the financial statements auditor and the regularity auditor; and

- (ii) the audit strategy and annual internal audit plans for the IAS.
- e. to inform the Corporation of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded;
- f. 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 auditor (including their work on regularity) and the funding auditor and management's responses to these;
- g. to monitor, within agreed timescales, the implementation of recommendations arising from the management letters and reports of the financial statements and regularity auditor, and of any reports submitted by other providers of audit and assurance services to the Group;
- h. to consider and advise the Corporation on relevant reports by the National Audit Office (NAO) and the funding agencies, and where appropriate, management's response to these;
- i. to oversee the Partnership's policies on fraud and irregularity 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 Audit Committee; that the external auditors (and IAS where appointed) have been informed, and that appropriate follow-up action has been planned/actioned, and that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body;

(Significant fraud is usually where 1 or more of the following factors are involved;

- (i) there is likely to be great public interest because of the nature of the fraud or the people involved;*
- (ii) the sums of money are more than £5,000 or specifically, and only, in relation to the Student Bursary Funds a lower limit of £1,000 applies here; or*
- (iii) the particulars of the fraud are novel or complex.)*

- j. to produce an annual report for the Corporation. The annual report must summarise the Committee's activities relating to the financial year under review; including any significant issues arising up to the date of preparation of the report, and any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. It must include the Committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report must include the Audit Committee's opinion on the adequacy and effectiveness of the Partnership's audit arrangements, its framework of governance, risk management and control and its processes for securing economy, efficiency, and effectiveness. The annual report must be submitted to the Corporation before the Statement of Corporate Governance and Internal Control in the accounts is signed. A copy of the Audit Committee's annual report must be submitted to the relevant funding body with the annual accounts; and
- k. to recommend the Statement of Corporate Governance and Internal Control to the Corporation for approval.

4. Relationship with the Chief Executive Officer (Accounting Officer)

It remains the Chief Executive Officer's responsibility to ensure the satisfactory operation of the day-to-day control framework. However, the internal and external auditors, together with the Accounting Officer, contribute to this by provision of advice and assurance.

5. Meetings

- a. IAG: Each Committee meeting may be preceded by a private session between the Internal and External Auditors (if attending the meeting proper) and the Committee members.
- b. Frequency: The Committee shall meet four times a year. Additional meetings may be called as necessary in agreement with the Chair.
- c. Special meetings: The Director of Governance, when instructed only by the Chair, or in absentia, by the acting Chair, shall call special meetings of the Committee. At such meetings, the agenda shall normally be limited to consideration of a single or related item. Standing items shall not be included in the agenda.
- d. General Access to Meetings: The nature of business conducted by the Committee can be sensitive and confidential. Applications to attend meetings are to be submitted to the Chair of the Committee to be received at least 14 days in advance of the planned meeting date. The application must explain the reason for the request; only in exceptional cases will permission be given.

6. Chair, Membership and Quorum

- a. Chair: The Chair shall be recommended for appointment by the Committee to this Committee, from which the appointment will be recommended for approval by the Board. Such appointments will be effective until the expiry of their respective term of office as a Governor, subject to annual review by this Committee. If the Chair is absent from a Committee meeting, then the meeting shall nominate a Chair for that meeting.
- b. Membership: The Committee shall consist of at least three and up to six members including up to five Corporation Members nominated by the Corporation and up to two co-opted lay members, if possible, recommended and approved by the Corporation. In addition:
 - (i) members should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the Audit Committee should have recent, relevant experience in risk management, finance and audit and assurance;
 - (ii) the Board will review the membership of Committees annually and may make changes as it sees fit; and
 - (iii) the Audit Committee must ensure that it maintains its independence when considering the appointment of members.
- c. Membership Exclusions: Excluded from membership are the Chair of the Corporation, the Chief Executive Officer and Corporation members with interests in the Partnership.
- d. In attendance: the Group Vice Principal Finance (or a representative) and the Director of Governance (acting as Clerk to the Committee). The following may attend by open invitation: the Chief Executive Officer and representatives of the appointed Internal and External Auditors, as nominated by the firms concerned.
- e. Quorum: The Committee shall be quorate with three members (two must be Corporation members). In the case of an equal division of votes, the Chair will have the casting vote.

7. Agendas for Meetings

The agenda shall be agreed between the Chair of the Committee, the Group Vice Principal of Finance and the Director of Governance.

8. Risk Management

Relevant entries on the Corporation Risk Register shall be considered at each Committee meeting.

Chair:

Date:

TERMS OF REFERENCE

CURRICULUM & QUALITY COMMITTEE

1. Introduction

The authority for these terms of reference is contained in the:

- a. Instruments and Articles of Government as approved by the Corporation; and
- b. Corporation Policies.

Amendment of these terms of reference remains with the Corporation. The Curriculum & Quality Committee is a Committee of the Board established under the terms of clause 4 of the Articles of Government. Full details of its purpose and responsibilities is at Sections 2 and 3; these do not remove the ultimate responsibility of the Corporation for any decisions taken on its behalf.

(Recommendations of the Nolan Committee are to be strictly applied)

2. Purpose

The Corporation has chosen to establish a Curriculum & Quality to review, monitor and advise on curriculum related matters, safeguarding of young people and adults at risk enrolled at the Partnership. Details of the responsibilities provided at Section 3 do not remove the ultimate responsibility of the Corporation for any decisions taken on its behalf.

The Committee:

- a. may investigate any activity within its terms of reference; and
- b. seek information from any Group employee, (all of whom are directed to co-operate with such enquiry).

3. Responsibilities of the Committee

The Corporation has delegated responsibility to the Curriculum & Quality Committee to:

- a. advise on the range, breadth and sufficiency of the Further Education and Skills curriculum offer;
- b. to receive reports from the Skills and Employment Advisory Groups in respect of LSIP engagement;
- c. consider, advise and appraise further education and apprenticeship performance including all relevant measures of performance including recommending academic performance targets;
- d. receive and evaluate stakeholder opinion on provision of courses and services including all forms of learner/trainee feedback;
- e. advise on the quality of education and services provided across the Partnership and any other collaborative partners;
- f. receive and challenge performance reports related to quality of education;

- g. review and advise on self-assessment arrangements and to (if appropriate) recommend the Partnership Self-Assessment Report;
- h. review and (if appropriate) recommend the annual Quality Improvement Plan (QIP);
- i. review and advise on inspection reports and ensure the outcomes are reflected in the QIP
- j. monitor and ensure legal duties around Equality, Diversity and Inclusion are met and receive and (if appropriate) recommend the annual Equality Diversity and Inclusion Annual Report;
- k. monitor and review the impact of staff development across TEC Partnership and receive and (if appropriate) recommend the annual Staff Development Report;
- l. monitor and review statutory duties around Safeguarding and receive and (if appropriate) recommend the annual Safeguarding and Prevent report;
- m. to conduct any other business as may be delegated by the Corporation from time to time.

4. Meetings

- a. Frequency: The Committee shall meet four times a year. Additional meetings may be called as necessary in agreement with the Chair.
- b. Special meetings: The Director of Governance, when instructed only by the Chair, or in absentia, by the acting Chair, shall call special meetings of the Committee. At such meetings, the agenda shall normally be limited to consideration of a single or related item. Standing items shall not be included in the agenda.
- c. General Access to meetings: The nature of business conducted by the Committee can be sensitive and confidential. Applications to attend meetings are to be submitted to the Chair of the Committee to be received at least 14 days in advance of the planned meeting date. The application must explain the reason for the request; only in exceptional cases will permission be given.

4. Chair, Membership and Quorum

- a. Chair: The Chair shall be recommended for appointment by the Committee to this Committee, from which the appointment will be recommended for approval by the Board. Such appointments will be effective until the expiry of their respective term of office as a Governor, subject to annual review by this Committee. If the Chair is absent from a Committee meeting, then the meeting shall nominate a Chair for that meeting.
- b. Membership: The Committee shall consist of up to eight members including the Corporation Chair (or designate), the Chief Executive Officer (or designate), the elected FE student member (ex-officio), up to five other Corporation members nominated by the Corporation and up to two co-opted lay members recommended and approved by the Corporation (for no longer than a one-to-three-year term).

The Board will review the membership of Committees annually and may make changes as it sees fit.

- c. In attendance: the Group Vice Principal for Curriculum, Quality & Standards, the Principals, other senior managers (as required); and the Director of Governance (acting as Clerk to the Committee).

- c. Quorum: The Committee shall be quorate with four members (three must be Corporation members). In the case of an equal division of votes, the Chair will have the casting vote.

5. Agendas for Meetings

The agenda shall be agreed between the Committee Chair, the Group Vice Principal for Curriculum, Quality and Standards and the Director of Governance.

6. Risk Management

Relevant entries on the Corporation Risk Register shall be considered at each Committee meeting.

Chair:

Date:

TERMS OF REFERENCE FINANCE & RESOURCES COMMITTEE

1. Introduction

The authority for these terms of reference is contained in the:

- a. Instruments and Articles of Government as approved by the Corporation;
- b. the (current) Post 16 Audit Code of Practice (ACOP); and
- c. Corporation Policies.

Amendment of these terms of reference remains with the Corporation. The Finance & Resources Committee is a Committee of the Board established under the terms of clause 4 of the Articles of Government. Full details of its purpose and responsibilities are at Sections 2 and 3; these do not remove the ultimate responsibility of the Corporation for any decisions taken on its behalf.

(Recommendations of the Nolan Committee are to be strictly applied)

2. Purpose

The Corporation has chosen to establish a Finance & Resources Committee to review, monitor and advise on the Partnership's financial health, control and the use of resources.

3. Responsibilities of the Committee

The Committee shall:

- a. investigate any activity within its terms of reference;
- b. seek information from the Group VP of Finance in the first instance (who is directed to co-operate with such enquiry);
- c. access information and explanations as necessary if variances to budget are significant and require further explanation); and
- d. The Corporation has delegated responsibility to the Finance & Resources Committee to:

Financial Management and Financial Statements:

- (i) Review (as appropriate) and recommend the annual budget and financial plan as required by Funding Agencies;
- (ii) approve the tuition and other fees policies submitted by the Executive Leadership Team;
- (iii) consider and review the Partnership's financial performance, including consideration and recommendation (at each Committee meeting) of the management accounts;
- (iv) consider and recommend the Annual Financial Statement (AFS) Accounts with reference to the External Audit Management Letter;

- (v) consider, scrutinise and (if appropriate) recommend major projects as detailed in the Financial Regulations;
- (vi) monitor and report on the implementation of major projects; and
- (vii) monitor student recruitment and consequent financial impact.

Financial Regulations, Banking and Treasury Arrangements and Legal Advice:

- (i) scrutinise and (if appropriate) recommend the Financial Recommendations;
- (ii) scrutinise and oversee the banking arrangements including borrowing associated matters;
- (iii) monitor the legal issues of operations and obtain appropriate legal advice when necessary; and
- (iv) ensure collaborative arrangements comply with the Financial Memorandum.

Property Strategy, Estates, Health and Safety and Sustainability:

- (i) ensure the appropriateness of strategies dealing with Property and Estates;
- (ii) ensure the establishment and implementation of effective strategies for use, repair, maintenance, upkeep and improvement of the estate;
- (iii) scrutinise and ensure effective Health and Safety compliance; and
- (iv) monitor and review an effective sustainability posture.

Human Resources

- (i) monitor and review staffing costs each year;
- (ii) annually consider/evaluate a cost of living pay award for staff (subject to affordability) to recommend to the Corporation.
- (iii) consider the Employee Services (HR) Annual Report; and
- (iv) following consideration at ELT and consultation with recognised unions, approve new/revised Human Resources Policies.

Recruitment

- (i) monitor, review and (if appropriate) recommend the Marketing Strategy; and
- (ii) scrutinise, monitor and review the Income Diversification, Growth and Development associated Strategies.

Commercial Ventures

- (i) review and (if appropriate) recommend the annual accounts for acceptance by the Corporation.

Information and Communications Technology (ICT)

- (i) scrutinise, monitor, review and (if appropriate) recommend the ICT Strategy.

Task and Finish Groups

- (i) establish as necessary task and finish groups, involving a wide range of members.

4. Meetings

- a. Frequency: The Committee shall meet four times a year. Additional meetings may be called as necessary in agreement with the Chair.
- b. Special meetings: The Director of Governance when instructed only by the Chair, or in absentia, by the acting Chair, shall call special meetings of the Committee. At such meetings, the agenda shall normally be limited to consideration of single or related items. Standing items shall not be included in the agenda.
- c. General Access to Meetings: The nature of business conducted by the Committee can be sensitive and confidential. Applications to attend meetings are to be submitted to the Chair of the Committee to be received at least 14 days in advance of the planned meeting date. The application must explain the reason for the request; only in exceptional cases will permission be given.

5. Chair, Membership and Quorum

- a. Chair: The Chair shall be recommended for appointment by the Committee to this Committee, from which the appointment will be recommended for approval by the Board. Such appointments will be effective until the expiry of their respective term of office as a Governor, subject to annual review by this Committee. If the Chair is absent from a Committee meeting, then the meeting shall nominate a Chair for that meeting.
- a. Membership: The Committee shall consist of up to six members including at least 3 Corporation Members (excluding any members of the Audit Committee) nominated by the Corporation, the Chief Executive Officer and up to 2 co-opted lay members recommended and approved by the Corporation, for no longer than a one-to-three-year term. The Board will review the membership of Committees annually and may make changes as it sees fit.
- b. In attendance: the Group Vice Principal of Finance, the Group Vice Principal of Corporate Services, the Group Vice Principal of Employee Services, the Group Vice Principal for Curriculum, Quality & Standards (if required) and the Director of Governance (acting as Clerk to the Committee).
- d. Quorum: The Committee shall be quorate with three members (two must be Corporation members). In the case of an equal division of votes, the Chair will have the casting vote.

6. Agendas for Meetings

The agenda shall be agreed between the Group Vice Principal of Finance, the Committee Chair and the Director of Governance.

7. Risk Management

Relevant entries on the Corporation Risk Register shall be considered at each Resources for Learning Committee meeting.

Chair:

Date:

TERMS OF REFERENCE REMUNERATION COMMITTEE

1. Introduction

The authority for these terms of references is contained in the:

- a. Instruments and Articles of Government as approved by the Corporation; and
- b. Corporation Policies.

Amendment of these terms of reference remains with the Corporation. The Remuneration Committee is a Committee of the Board established under the terms of clause 4 of the Articles of Government. Full details of its purpose and responsibilities are at Sections 2 and 3; these do not remove the ultimate responsibility of the Corporation for any decisions taken on its behalf.

(Recommendations of the Nolan Committee are to be strictly applied)

2. Purpose

The Corporation has chosen to establish a Remuneration Committee to review, monitor and advise on the terms and conditions of senior postholders, pay reviews and remuneration packages. Full details of the responsibilities are at Section 3 - these do not remove the ultimate responsibility of the Corporation for decisions taken on its behalf.

3. Responsibilities of the Committee

The Committee shall:

Senior post holders

- (a) annually examine senior post holder remuneration packages and determine what changes if any should be made, specifically:
 - salary;
 - benefits in kind;
 - annual bonus/performance related elements;
 - pension related matters; and
- (b) In determining remuneration, the Committee will apply the elements of fair, appropriate and justifiable remuneration that are detailed in the Senior Staff Remuneration Code (Elements I, II, and III refer) and its explanatory notes and guidance, which has been adopted by the Corporation;
- (c) No determination of Senior Post Holder remuneration will be made by the Committee until after the Corporation has determined any cost of living increase applicable for non-Senior Post Holders;
- (d) examine and propose and changes of terms and conditions for senior post holder service agreements, particularly the notice arrangements. Any changes proposed will be subject to (b) above and all statutory and contractual obligations
- (v) review pre-established performance goals and objectives; and

- (vi) approve an appropriate peer group.
- (vii) advise on compensation, (including pension benefits augmentation) payable after an early termination of employment of a senior post holder to avoid:
 - rewarding of poor performance; and
 - fair treatment if early termination is not resultant from poor performance; and
- (viii) report on the progress of a probationary senior post holder and determination of a permanent offer.

4. Meetings

- a. Frequency: The Committee shall meet at least annually and otherwise as required.
- b. Special meetings: The Director of Governance when instructed only by the Chair, or in absentia, by the acting Chair, shall call special meetings of the Committee. At such meetings, the Agenda shall normally be limited to consideration of single or related items. Standing items shall not be included in the Agenda.
- c. General Access to Meetings: The nature of business conducted by the Committee is sensitive and confidential and visitors are not allowed.

5. Chair, Membership and Quorum

- a. Chair: The Chair shall be the Corporation Chair. If the Chair is absent from a Committee meeting, then the meeting shall nominate a Chair for that meeting.
- b. Membership: The Committee shall consist of up to six members comprised of the Chair of the Corporation, the Vice-Chair of the Corporation, the Chair of the Audit Committee and up to three other Corporation Members nominated by the Corporation. The Board will review the membership of Committees annually and may make changes as it sees fit.
- c. Not eligible for membership: the Chief Executive Officer.
- d. In attendance: the Director of Governance (acting a Clerk to this Committee) and any other person invited to provide specialist advice or guidance from time to time.
- e. Quorum: The Committee shall be quorate with three members. In the case of an equal division of votes, the Chair will have the casting vote.

5. Agendas for Meetings

The Agenda shall be agreed between the Corporation Chair, the Committee Chair and the Director of Governance.

6. Risk Management

Relevant entries on the Corporation Risk Register shall be considered at each Committee meeting.

Chair:

Date:

TERMS OF REFERENCE

HIGHER EDUCATION OVERSIGHT COMMITTEE

1. Introduction

The authority for these terms of reference is contained in the:

- a. Instruments and Articles of Government as approved by the Corporation; and
- c. Corporation Policies.

Amendment of these terms of reference remains with the Corporation. The Higher Education Oversight Committee is a Committee of the Board established under the terms of clause 4 of the Articles of Government. Full details of its purpose and responsibilities are at Sections 2 and 3; these do not remove the ultimate responsibility of the Corporation for any decisions taken on its behalf.

(Recommendations of the Nolan Committee are to be strictly applied)

2. Purpose

The Corporation has chosen to establish a Higher Education Oversight Committee to review, monitor and advise on higher education provision, including but not limited to:

- a. oversight of academic governance arrangements;
- b. respecting academic freedom and collegiality;
- c. oversight of academic risk;
- d. encouraging student involvement in academic governance;
- d. oversight of quality of provision and academic outcomes;
- e. oversight of the effectiveness of the student complaints processes and securing the welfare of students; and
- f. safeguarding of young people and adults at risk enrolled at the Partnership, detail of their delegated powers (Para 6) do not remove the ultimate responsibility of the Corporation for decisions taken on its behalf.

The Committee:

- (i) may investigate any activity within its terms of reference; and
- (ii) seek information from any Partnership employee, (all of whom are directed to co-operate with such enquiry).

3. Responsibilities of the Committee

The Committee is to:

- a. consider performance of higher education provision across TEC partnership by judging against datasets used by authority bodies to judge performance and other appropriate information sources;
- b. provide oversight of suitability and effectiveness of Quality Assurance and Quality Improvement processes;
- c. monitor and expedite communications between the Higher Education Curriculum Quality Standards Committee and the Corporation;
- d. receive and challenge assurances that provision meets the Conditions of Registration with the OFS;
- e. receive and challenge assurances that the curriculum, quality and standards continue to meet the criteria to be a Degree Awarding Body;
- f. report regularly to the Corporation, enabling approval of the annual report confirming satisfaction with academic performance in academic experience and output across HE provision;

4. Meetings

- a. Frequency: The Committee shall meet at least once a term. Additional meetings may be called as necessary in agreement with the Chair.
- b. Special meetings: The Director of Governance when instructed only by the Chair, or in absentia, by the acting Chair, shall call special meetings of the Committee. At such meetings, the agenda shall normally be limited to consideration of single or related items. Standing items shall not be included in the agenda.
- c. General Access to Meetings: The nature of business conducted by the Committee can be sensitive and confidential. Applications to attend meetings are to be submitted to the Chair of the Committee to be received at least 14 days in advance of the planned meeting date. The application must explain the reason for the request; only in exceptional cases will permission be given.

5. Chair, Membership and Quorum

- a. Chair: The Chair shall be recommended for appointment by the Committee to this Committee, from which the appointment will be recommended for approval by the Board. Such appointments will be effective until the expiry of their respective term of office as a Governor, subject to annual review by this Committee. If the Chair is absent from a Committee meeting, then the meeting shall nominate a Chair for that meeting.
- b. Membership: The Committee shall consist of up to six members including the Corporation Chair (or designate), the Chief Executive Officer (or designate), the elected HE student member (ex-officio) and up to three Corporation Members nominated by the Corporation.

The Board will review the membership of Committees annually and may make changes as it sees fit.

- c. In attendance: the Group Vice Principal for Curriculum, Quality & Standards, the Principals, the Group Vice Principal Finance (as required); and the Director of Governance (acting as Clerk to this Committee).
- d. Quorum: The Committee shall be quorate with three members. In the case of an equal division of votes, the Chair will have the casting vote.

6. Agendas for Meetings

The Agenda shall be agreed between the Group Vice Principal for Curriculum, Quality & Standards, the Committee Chair and the Director of Governance.

7. Risk Management

Relevant entries on the Corporation Risk Register shall be considered at each Committee meeting.

Chair:

Date:

TERMS OF REFERENCE

SEARCH AND GOVERNANCE COMMITTEE

1. Introduction

The authority for these terms of references is contained in the:

- a. Instruments and Articles of Government as approved by the Corporation; and
- b. Corporation Policies.

Amendment of these terms of reference remains with the Corporation. The Search and Governance Committee is a Standing Committee of the Board with the primary focus on Board effectiveness, governor succession planning, recruitment, induction and development in line with skills and experience needs (informed by a periodic skills and experience audit). The Search and Governance Committee is expected to review the Board's response to the Code of Good Governance regularly.

(Recommendations of the Nolan Committee are to be strictly applied)

2. Purpose

- a. The Search and Governance Committee is a Committee of the Board established under the terms of clause 4 of the Articles of Government.
- b. The purpose of the Search and Governance Committee is to advise on Board effectiveness, the appointment/reappointment, induction, training and on-going development of Governors and to keep under review the systems, policies and procedures supporting the governance process (including the overseeing and monitoring of any action plans relating to governance).
- c. The Committee is required to adopt open and transparent procedures for the recruitment and selection of governors to ensure that the composition of the Board broadly reflects the local and wider communities that the College Group serves in respect of gender, ethnicity, etc. The Committee is committed to achieving this within the constraints that candidates meet identified skills, knowledge and experience needs.
- d. In providing its advice, the Committee shall take into account the parameters set by Instruments and Articles of Government and the guidance available on good governance from the Education and Skills Funding Agency, the Association of Colleges (eg the Code of Good Governance in English colleges) and other bodies such as the Committee on Standards in Public Life.
- e. In accordance with the expectations stated in the Code of Good Governance (para 10.30 and 10.31) the Search and Governance Committee is required to produce an annual report which describes the work undertaken during the previous twelve months.

3. Responsibilities of the Committee

- a. To advise the Governing Board on the constitution of the Board and its Committees, including:
 - i. The total number of members of the Board

- ii. The number of members in each membership category (external governors, staff and student governors)
 - iii. The blend of skills, knowledge and experience required on the Board
 - iv. The procedure for the selection of new governors and reappointment of existing governors
 - v. Governors' terms of office (excluding any ex officio members) and succession planning
 - vi. The criteria and procedure for removal of existing Governors
 - vii. The membership of Committees of the Board.
- b. Before the expiry of the term of office of existing Governors, or upon a vacancy arising on the Board, to conduct the approved procedure in order to recommend to the Board a person or choice of persons to fill the vacancy or, where appropriate, the reappointment of an existing member for a further term.
 - c. In order to advise the Board, to consider proactively and on an on-going basis the current and future blend of skills required at Board and Committees and to search proactively for potential new Board members, as defined in the Instrument of Government as "members who appear to the Board to have the necessary skills to ensure that the Board carries out its functions under Article 3 of the Articles of Government". The Committee will also consider the co-option of specific skills onto committees to address specific skills needs and as a way of developing effective succession to full Board (where and when appropriate).
 - d. In the event that it appears to the Committee that there are grounds for considering the removal of a Governor, to conduct the appropriate procedure and make a recommendation to the Board.
 - e. To review and advise the Board on the induction, training and on-going development needs of Governors with a view to maximising the Board's effectiveness.
 - f. To oversee arrangements for all Governors to be familiar with teaching and learning and the overall student experience.
 - g. To keep under review all governance policies, procedures, and any governance improvement/action plan relating to Board effectiveness.
 - h. To oversee arrangements for the Board's annual performance evaluation, including the Governance self-assessment processes and progress.
 - g. To consider and advise on current good practice in the sector, and in the wider context, in relation to corporate governance arrangements.
 - h. To review on an annual basis those items of business designated as confidential and make recommendations to the Board as appropriate.

4. Meetings

- a. Frequency: The Committee shall meet at least once a term. Additional meetings may be called as necessary in agreement with the Chair.
- b. Special meetings: The Director of Governance when instructed only by the Chair, or in absentia, by the acting Chair, shall call special meetings of the Committee. At such meetings, the Agenda shall normally be limited to consideration of single or related items. Standing items shall not be included in the Agenda.

- c. General Access to Meetings: The nature of business conducted by the Committee is sensitive and confidential and visitors are not allowed.

5. Chair, Membership and Quorum

- a. Chair: The Chair shall be recommended for appointment by the Committee to this Committee, from which the appointment will be recommended for approval by the Board. Such appointments will be effective until the expiry of their respective term of office as a Governor, subject to annual review by this Committee. If the Chair is absent from a Committee meeting, then the meeting shall nominate a Chair for that meeting.
- b. Membership: The Committee shall consist of four members including the Chief Executive Officer (CEO), Chair of the Corporation and up to two Corporation Members nominated by the Corporation plus up to one co-opted (non-governor) member – if required. The Board will review the membership of Committees annually and may make changes as it sees fit.
- c. In attendance: the Director of Governance (acting as Clerk to the Committee) and any other person invited to provide specialist advice or guidance from time to time.
- d. Quorum: The Committee shall be quorate with two members. In the case of an equal division of votes, the Chair will have the casting vote.

6. Agendas for Meetings

The Agenda shall be agreed between the Chief Executive, the Committee Chair and the Director of Governance.

7. Risk Management

Relevant entries on the Corporation Risk Register shall be considered at each Committee meeting.

Chair:

Date:

TERMS OF REFERENCE

SKILLS AND EMPLOYMENT ADVISORY GROUPS

1. Introduction

The authority for these terms of references is as determined by the Corporation and any amendment to them remains with the Corporation.

In order to support its need to meet its statutory responsibilities announced by the Government under the *Local Skills Improvement Plans (LSIPs) - Statutory Guidance for the Development of a Local Skills Improvement Plan (October 2022)*, the Corporation has established three advisory groups to link to the Local Skills Improvement Plans across its area of operations:

- Hull & East Yorkshire
- Greater Lincolnshire
- York & North Yorkshire

The Advisory Groups are not Corporation Committees.

2. Purpose

The Advisory Groups:

- a. have been established to create firm links with and understanding of the LSIPs being developed in the area; and
- b. will provide scrutiny of the skills and employment requirements identified within the LSIPs and provide regular reports to the Curriculum & Quality Committee on the strategic engagement.

3. Responsibilities of the Advisory Groups

- a. To consider the information and details of the LSIPs developed across the area in terms of identified skills gaps;
- b. To consider information about skills from other published sources, alongside the LSIPs;
- c. In discussion with leaders/managers, apply collective experience, expertise and knowledge to the challenges identified and consider how the Partnership might respond across its delivery partners; and
- d. Support the ELT in its review of stakeholder mapping to understand where provision to address skills gaps is currently offered across the areas.

4. Meetings

- a. Frequency: The Groups shall each meet once a term.
- b. General Access to Meetings: Applications to attend meetings are to be submitted to the Clerk at least 7 days in advance of the planned meeting date, where permission will normally be granted.

5. Chair, Membership and Quorum

- a. Chairs: The Chairs of the Advisory Groups shall each be a full Corporation member, as approved by the Board. Such appointments will be effective until the expiry of their respective term of office as either a Corporation or an Advisory Group member. If the Chair is absent from a Committee meeting, then the meeting shall nominate a Chair for that meeting.
- b. Membership: The Advisory Groups will each consist of up to ten members including at least one Corporation member, where possible a representative of the designated employer representative body (ERB), the Vice Principal Business Development & Strategy, the relevant Principal and up to six other local business/employer/skills representatives.
- c. In attendance: the Director of Governance (acting as Clerk to the Group).
- d. Quorum: The Advisory Groups shall each be quorate with four members (of which at least one must be a Corporation member – if the Chair is absent, an alternative Corporation member may attend in his/her absence and chair the Group for that meeting). In the case of an equal division of votes, the Chair will have the casting vote.

6. Agendas for Meetings

The Agenda shall be agreed between the relevant Advisory Group Chair, the ELT member responsible for Employability & Skills and the Director of Governance.

Chair:

Date:

SCHEME OF DELEGATION

THIS SCHEME OF DELEGATION SHOWS THE APPROPRIATE LEVEL AT WHICH DECISIONS ARE REQUIRED TO BE MADE

KEY:	Level 1: Corporation	Level 4: Chief Executive Officer
	Level 2: Corporation Committee	Level 5: Executive Management
	Level 3: Chair	Level 6: Director of Governance

Number	Key Function/Task	Decision Level					
		1	2	3	4	5	6
	FINANCIAL						
1	Annually approve the College budget	√					
2	Monitor income and expenditure	√	√F&R				
3	Approve the tuition fees policy	√					
4	Approve expenditure in excess of £250k	√					
5	Approve expenditure in excess of £100k and up to £250k				√		
6	Approve expenditure outside the agreed budget	√					
7	Ensure compliance with all funding agreements	√					
8	Monitor the performance of College Companies	√	√F&R				
9	Review the Annual Accounts of College Companies and nominate Directors of the College Companies and associated joint ventures.		√F&R				
10	Approve the Financial Regulations	√					
11	Approve the Treasury Management Policy		√F&R				
12	Assess the Performance of the Internal Auditors		√ A				
13	Assess the Performance of the Financial Statements Auditors		√ A				
14	Appoint the internal and external auditors	√	√ A to recommend				
15	Recommend the Letter of Representation to the Corporation		√ A				
16	Approve the Letter of Representation	√					
17	Sign the Letter of Representation			√	√		
18	Recommend the College's Financial Statements for signature		√ A				
19	Approve the College's Financial Statements for signature	√					
20	Sign off the College's Financial Statements			√	√		
21	Appointment of the Group's bankers and approve the opening/closing of bank accounts	√					
	HUMAN RESOURCES						
22	Appoint the Chief Executive Officer and other Senior Post Holders	√					
23	Approve a framework for the salaries and conditions of service of all staff within the College	√					
24	Determine staffing levels				√		
25	Appoint teaching staff} [Recruitment & Selection				√	√	
26	Appoint support staff } Policy for Staff]						
27	Review salary structure				√		
28	Annually appraise the Chief Executive Officer (by the Chair) and other Senior Post Holders (by the Chief Executive Officer, then shared with the Chair)			√	√		
29	Annually appraise all staff and determine the level of annual pay awards (Performance Development Review Procedures)				√		
30	Formulate disciplinary, capability and performance review policies (Staff Capability and Disciplinary Procedures)					√	
31	Dismissal/suspension of the Principal/other Senior Post Holders	√					
32	Dismiss and suspend staff (Redundancy Policy)		√F&R		√	√	
	CURRICULUM (FURTHER EDUCATION)						
33	Approve the Self-Assessment Report (SAR)	√					
34	Formulate a Quality Improvement Plan (QIP)				√		
35	Monitor performance against the QIP		√C&Q				
36	Develop and monitor the Post-Inspection Action Plan (PIAP)		√C&Q				
37	Monitor the standards of teaching and learning		√C&Q				
38	Monitor success, retention, achievement and attendance rates	√	√C&Q				
	CURRICULUM (HIGHER EDUCATION)						
39	Approve the Self-Assessment Report (QER)	√					
40	Formulate a Quality Improvement Plan (QIP)				√		
41	Monitor performance against the QIP		√HEO				
42	Develop and monitor the Post-Inspection Action Plan (PIAP)		√HEO				
43	Monitor the standards of teaching and learning		√HEO				
44	Monitor success metrics: continuation, completion, progression and student experience measures	√	√HEO				
	ESTATES & FACILITIES, HEALTH & SAFETY, SAFEGUARDING AND EQUALITY & DIVERSITY, RISK MANAGEMENT						
45	Ensure the appropriateness of strategies dealing with Property and Estates	√	√F&R				
46	Insurance and personal liability					√	

KEY:	Level 1: Corporation	Level 4: Group CEO/Deputy Group CEO
	Level 2: Corporation Committee	Level 5: Executive
	Level 3: Chair	Level 6: Governance Director

Number	Key Function/Task	Decision Level					
		1	2	3	4	5	6
47	Maintain the buildings, including developing and overseeing a properly funded 3yr maintenance plan	√	√F&R			√	
48	Approve a Health, Safety, Sustainability & Wellbeing Policy		√F&R				
49	Ensure compliance with regulations				√		
50	Approve the annual report on Health & Safety	√					
51	Approve the Safeguarding for All Policy	√					
52	Approve the Annual Report on Safeguarding	√					
53	Monitor Safeguarding including Safe Recruitment					√	
54	Monitor the Safeguarding, E&D and Prevent Action Plan	√			√	√	
55	Formulate and update the Strategic Risk Register				√	√	
56	Monitor the Strategic Risk Register	√	√A				
GOVERNANCE							
57	Provide appropriate assurance monitoring/ reporting on the adequacy and effectiveness of the College's systems of internal control, its arrangements for risk management/ control and governance processes, and for ensuring VFM		√A				
58	Annually review the Instrument and Articles of Government, the Standing Orders and the terms of reference of Committees						√
59	Modify or revoke any amendments to the I&A, the Standing Orders and the terms of reference of the Committees	√					
60	Appoint the Chair and Vice Chair of Corporation	√					
61	Appoint or remove members of the Corporation	√					
62	Hold special meetings as determined by the Corporation	√					
63	Establish and maintain a Register of Interests						√
64	Act as Chief Accounting Officer				√		
65	Monitor the College's KPIs	√					
66	Advise on the appointment of members	√	√S&G				√
67	Advise on the skills profile of the Board	√	√S&G				√
68	Approve the Corporation Calendar including the meetings schedule	√	√S&G	√			√
69	Monitor Members' attendance	√	√S&G				√
70	Publish the minutes of unrestricted Corporation and Committee meetings on the website						√
71	Sign off the minutes of Board and Committee meetings as accurate		√ All C'ttee Chairs	√			
72	Maintain records and report on the use of the College Seal to the F&R Committee		√F&R				√
73	Annually review the Anti-fraud (Financial Procedures), Anti-Bribery and Risk Management policies and procedures	√					
74	Annually review the operation of Data Protection, Freedom of Information and Whistleblowing Policies and the Single Equality Scheme	√					
75	Keep the Senior Post Holder Disciplinary and Grievance Policies under review	√	√S&G				
76	Governor Training and Development Policy		√S&G				√
77	Code of Conduct for Corporation Members	√	√S&G				√
78	Local Recognition and Procedure Agreement	√			√		

Corporation Committees:

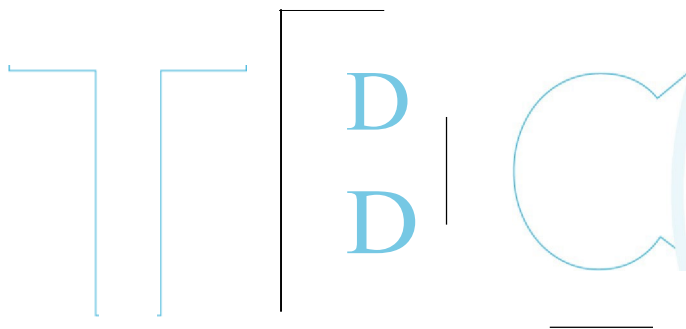
Finance and Resources (F&R);
Audit (A);
Search and Governance (S&G);
Curriculum and Quality (C&Q);
Higher Education Oversight (HEO);
Remuneration (R).

Staff Policies and Procedures

Duty / Responsibility	Corporation	Delegate Y/N	CEO	GIFHE BOARD	SCARBOROUGH TEC BOARD	Audit	Remuneration
Absence policy, including sickness and lateness	X	Y	Delegated				
Accommodation policy (Relevant if Institution has staff accommodation)	X	Y	Delegated				
AIDS/HIV policy	X	Y	Delegated				
Car parking policy, driving policy	X	Y	Delegated				
Disciplinary procedure for all staff	X	Y	Delegated				
Family friendly policies including maternity, paternity, parental leave, adoption leave, compassionate leave and bereavement leave	X	Y	Delegated				
Framework and procedure for determining settlements when contracts of employment are terminated by agreement	X	Y	Delegated				Advise
Grievance procedure for all staff	X	Y	Delegated				
Harassment and bullying policy	X	Y	Delegated				
Ill health policy, including alcohol and substance abuse policy	X	Y	Delegated				
IT facilities, internet, social networking, e-mail & telephone use policy	X	Y	Delegated				
Library use policy	X	Y	Delegated				
Outside work policy	X	Y	Delegated				
Ownership and use of IP policy	X	Y	Delegated				
Personal development, promotion and appraisal policy	X	Y	Delegated				
Personal relationships policy	X	Y	Delegated				
Policy for recruitment of staff from overseas including policy on sponsorship for immigration purposes	X	Y	Delegated				
Professional development policy to include policies on acquisition of QLTS and ATLS status and the LSIS Senior Leadership Programme and registration with Ifl	X	Y	Delegated				
Redundancy policy	X	Y	Delegated				Advise
Ethical Approval Policy	X	Y	Delegated				
Retirement policy	X	Y	Delegated				
Working hours policy, including flexible hours, part time and overtime	x	Y	Delegated				

Student Policies and Procedures

Duty/ Responsibility	Corporation	Delegate Y/ N	CEO	GIFHE BOARD	SCARBOROUGH TEC BOARD	Audit	Remuneration
Attendance policy, including sickness and lateness	X	y	Delegated				
Access/widening participation policy	X	y	Delegated				
Accommodation policy and accommodation contracts. (Relevant if Institution has student accommodation. If accommodation is for students under 18 Care Standards will apply)	X	y	Delegated				
Accreditation of prior learning and experience policy.	X	y	Delegated				
Admissions policy, including policy on applicants and students with criminal convictions	X	y	Delegated				
AIDS and HIV policy	X	y	Delegated				
Assessment regulations and appeals procedure	X	y	Delegated				
Car parking policy	X	y	Delegated				
Code of practice for Student Union, possibly including memorandum of understanding.	X	y	Delegated				
Complaints procedure	X	y	Delegated				
Fitness to practise policy. (Relevant if Institution offers a course/courses relating to professional qualifications, such as: social work; medicine; nursing; teaching; veterinary medicine; dentistry; surveying; accountancy; diploma in law; legal executive course)	X	y	Delegated				
Harassment and bullying policy	X	y	Delegated				
Health and safety policy. May include security, stress management and VDU use	X	y	Delegated				
Ill health policy, including alcohol and substance abuse policy	X	y	Delegated				
Individual learner agreements, setting out arrangements for student learning needs	X	y	Delegated				
IT facilities, internet, email and telephone use policy	X	y	Delegated				
Learner involvement strategy	X	y	Delegated				
Learning contract, possibly incorporating all other documents in this section by reference	X	y	Delegated				
Learning Centre Usage Policy	X	y	Delegated				
Ownership and use of IP policy	X	y	Delegated				
Payment of fees, debt and financial support policy	X	y	Advise				
Placement/work experience policy	X	y	Delegated				
Policy for assessment and allocation of financial support, covering access, transport, childcare and residential support and referring to equal opportunities	X	y	Delegated				
Policy for determining fees	X	y	Advise				
Policy on recruitment of overseas students including policy on sponsorship for immigration purposes	X	y	Delegated				
Policy on use of force to restrain students and search for weapons	X	y	Delegated				
Ethical Approval	X	y	Delegated				
SEN policy	X	y	Delegated				
Student charter	x	y	Delegated				



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