



BOARD OF GOVERNORS

**TERMS OF REFERENCE
OF THE BOARD'S COMMITTEES**

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Terms of Reference of the Board's Committees

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*These Terms of Reference are reviewed annually.
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Terms of reference for Q&S Committee added Dec 2014
Reviewed and revised March 2014 (Audit only)
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Reviewed and revised May 2011
Reviewed and revised in 2010
Reviewed and revised in 2009
Reviewed and approved in 2005*

**BARNSELY COLLEGE
BOARD OF GOVERNORS**

TERMS OF REFERENCE: AUDIT COMMITTEE

1 Introduction

The Audit Committee is a Committee of the Corporation established under the terms of clause 6 of the Articles of Government (April 2013). These Terms of Reference also comply with the SFA/EFA Joint Audit Code of Practice and Financial Memorandum.

2 Purpose

- 2.1 The purpose of the Committee is to assess and provide the Board with an opinion on the adequacy and effectiveness of the College's audit and assurance arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.
- 2.2 To advise the Board of Governors on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards.
- 2.3 To inform the Board of Governors of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded. To advise the Board of Governors on the scope and objectives of the work of the IAS and the financial statements auditor.
- 2.4 To ensure effective coordination between the IAS and the financial statements auditor.

3 Constitution

- 3.1 The Committee shall consist of a minimum of five members appointed by the Board. The Board may appoint additional members to increase the size of the Committee. Membership of the Committee should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the committee should have recent, relevant experience in risk management, finance and audit and assurance.
- 3.2 Membership may include up to two persons who are not members of the Governing Body but have been co-opted by the Board to add to the skills and expertise available to the Committee and provide an independent view (Co-opted members).
- 3.3 The Principal, Chair of Governors and members of the Board's Finance and Resources Committee are not eligible for membership of the Committee. No person having any interest, or perceived interest, in the College (or its advisers or suppliers) or who holds executive, management, financial or budgetary responsibilities within the College may serve on the Committee.
- 3.4 The Committee shall appoint a Chair from amongst its Governor members to serve for a period of two years.
- 3.4 The Committee shall be quorate when at least three members are in attendance, the majority of whom shall be independent (external) members. The quorum is the minimum number of members of the Committee necessary to conduct the business of the Committee, and co-opted members will not be counted within the quorum¹.

¹To avoid placing members who are not Governors in a position where they may make legally binding decisions collectively with appointed members.

- 3.5 The Committee shall meet at least once in each academic term. Additional meetings may be called as necessary in agreement with the Chair.
- 3.6 Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of [Governor] members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
- 3.7 The Committee shall be served by the Clerk to the Governors or his/her deputy.

4 Terms of Reference

- 4.1 To assess and provide the Board with an opinion on the adequacy and effectiveness of the College's audit and assurance arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets
- 4.2 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 College. To advise the Board of Governors 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 management's responses to these.
- 4.3 To consider and advise the Board of Governors on the internal audit strategy and annual internal audit needs assessment, securing economy, efficiency and effectiveness (value for money).
- 4.4 To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports and other assurance reports eg ESF Audit reports, EFA and SFA audit reports and H&S reports on compliance.
- 4.5 To consider and advise the Board of Governors on relevant reports by other funding bodies, and where appropriate management's response to these.
- 4.6 To oversee the college'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 internal and external auditors have been informed and that all significant cases of fraud or suspected fraud or irregularity are reported to the chief executive of the appropriate funding body.
- 4.7 To produce an Annual report for the Board of Governors and Accounting Officer, which should 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. The Report should also include the audit committee's opinion on the adequacy and effectiveness of the college's audit arrangements, its framework of governance, risk management and control and its processes for securing economy, efficiency and effectiveness.
- 4.8 To establish, in conjunction with College management, relevant annual performance measures and indicators, and to monitor the effectiveness of the IAS 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.

4.9 The Committee shall meet with the external auditor and internal auditor or other assurance provider, without management present, at least annually.

5 Authority

5.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee of the College and all employees of the College are directed to co-operate with any request made by the Committee.

5.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary. The Board of Governors may also require experts to be present and to advise when drafting disclosures to be made in the Corporation's Report and Accounts.

**BARNESLEY COLLEGE
BOARD OF GOVERNORS**

TERMS OF REFERENCE: FINANCE AND RESOURCES COMMITTEE

1 Introduction

The Finance and Resources Committee is a committee of the Corporation established under the terms of clause 4 of the Articles of Government [August/2013]

2 Purpose

2.1 The purpose of the Committee is to advise the Board of Governors on the following:

- 2.1.1 The financial health and solvency of the College and the effective and efficient use of resources to safeguard the College's assets
- 2.1.2 Value for money and financial regularity and probity
- 2.1.3 The College's property strategy and capital investment
- 2.1.4 The financial implications of new ventures and initiatives.

2.2 The Committee is required to fulfil its responsibilities set out in these terms of reference in line with the College's Financial Regulations, capital planning and estates policies and procedures, and in compliance with the requirements of the Financial Memorandum between the Corporation and the Skills Funding Agency (or any successor funding body).

3 Constitution

3.1 The Committee shall consist of a minimum of five Governors appointed by the Board. The Board may appoint additional members to increase the size of the Committee's membership. Membership of the Committee may also include up to two persons who are not members of the Governing Body but who have been co-opted by the Board to add to the skills and expertise available to the Committee and provide an independent view (Co-opted member).

3.2 Members of the Board's Audit Committee are not eligible for membership of the Committee.

3.3 The Committee shall appoint a Chair from amongst its Governor members to serve for a period of two years. The Chair of the Board of Governors shall be ineligible for appointment as Chair of the Committee.

3.4 The Committee shall be quorate when at least three members are in attendance, the majority of whom shall be independent (external) members. The quorum is the minimum number of members on the Committee necessary to conduct the business of the Committee, and co-opted members will not be counted within the quorum².

3.5 The Committee shall meet at least once in each academic term. Additional meetings may be called as necessary in agreement with the Chair.

3.6 Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of [Governor] members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

3.7 The Committee shall be served by the Clerk to the Governors or his/her deputy.

² To avoid placing co-opted members who are not Board members in a position where they may make legally binding decisions collectively with appointed members

4 Terms of Reference

- 4.1 Subject to the detailed requirements of the College's Financial Regulations, the Committee shall consider and advise the Board of Governors on the following specific matters:
- 4.1.1 The College's financial strategy (three year financial plan)
 - 4.1.2 The annual estimates of income and expenditure, other budgets and the financial forecasts for the College.
 - 4.1.3 Monitoring of revenue finances of the College and advising the Board on progress towards achieving its financial objectives
 - 4.1.4 The undertaking of effective control and due diligence in respect of acquisitions, sub-contracting and partnership activity
 - 4.1.5 Consider proposals for major capital expenditure and to make recommendations thereon to the Board.
 - 4.1.6 the management accounts of the College, and of any subsidiary trading company or joint ventures, and to advise the Board on the year-end Accounts of the same;
 - 4.1.7 strategic matters with financial implications concerning any subsidiary trading company or joint venture
 - 4.1.8 the financial elements of the risk management policies in the College, including insurances
 - 4.1.9 The Financial Regulations, which shall be reviewed on an annual basis
 - 4.1.10 The strategic oversight of the College's Property Strategy, on-going sustainability and associated strategic issues arising from use of the College's estate
 - 4.1.11 The monitoring of the delivery of overall objectives of the property strategy and advising the Board on progress at each of its meetings
 - 4.1.12 To oversee the selection and appointment of required professional services/consultants and contractors, within the parameters of the College Financial Regulations, making recommendations to the Board thereon.
 - 4.1.13 To consider and approve for signature all relevant legal and contractual documentation, operating within the Instrument & Articles of Government, Financial Memorandum and College Financial Regulations.
 - 4.1.14 Making recommendations to the Board on the policy by which the tuition and other fees payable to the College are determined (subject to any terms and conditions attached) to grants, loans or other payments paid or made by the SFA, HEFCE or any successor body.
 - 4.1.15 Approving financial policies in relation to capitalisation, depreciation, treasury management, college investment and borrowing.
 - 4.1.16 To monitor established College policies in relation to non-educational services (eg Human Resources) and to agree changes thereto as necessary.
 - 4.1.17 The oversight of the framework for the pay and conditions of service of all staff with the exception of senior post holders, for recommendation to the Board.

- 4.1.18 To monitor the deployment of non-financial resources, including personnel and property, with a view to advising the Board on the effectiveness of the use of such resources
- 4.1.19 To advise the Board on any course of action regarding the College in any respect or to consider and determine such action EXCEPT where it relates to :
- i. Any matter referred to under Article 7 of the Articles of Government of the College*
 - ii. Any matters relating to the discipline of individual members of staff or students
 - iii Any matters delegated to another Committee of the Board
- 4.1.20 To deal with any matters specifically referred by the Board or by the Principal.

*Article 7 states that the following will not be delegated by the Board:

- i. The determination of the educational character and mission of the institution
- ii. The approval of the College's overarching strategic direction and strategy
- iii. The approval of the annual estimates of income and expenditure
- iv. Ensuring the solvency of the institution and the Corporation and the safeguarding of its assets
- v. The appointment or (subject to Article 8) dismissal of the Principal or holder of a senior post
- vi. The appointment or dismissal of the Clerk to the Governors
- vii. The modifying or revoking of the Articles
- viii. The power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

5 Authority

- 5.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee of the College and all employees of the College are directed to co-operate with any request made by the Committee.
- 5.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary. The Board of Governors may also require experts to be present and to advise when drafting disclosures to be made in the Corporation's Report and Accounts.

**BARNESLEY COLLEGE
BOARD OF GOVERNORS**

TERMS OF REFERENCE: GOVERNANCE & SEARCH COMMITTEE

1 Introduction

The Governance and Search Committee is a Committee of the Board established under the terms of clause 5 of the Articles of Government [August/2013]

2 Purpose

The Committee shall be responsible for:

- 2.1 Advising the Board on the appointment and reappointment of members (other than the Principal and Chief Executive and staff or student members) to the Board, and for the appointment of co-opted members to the Board's Committees.
- 2.2 Advising the Board on the constitution and category of membership.
- 2.3 Monitoring the skills base of the Board of Governors to ensure it is balanced in terms of expertise and reflects the gender, ethnicity, cultural, age and disability balance of the community served by the College.
- 2.4 Advising the Board on succession planning for Board and Committee roles.
- 2.5 As a general principle, the Committee is required to adopt open and transparent procedures for its work; to ensure that the composition of the Corporation broadly reflects the communities the College serves, and its recruitment and selection processes follow best practice and reflect the principles of the Nolan Committee.

3 Constitution

- 3.1 The Committee shall consist of a minimum of five members appointed by the Board and shall include the Chair and Vice Chair(s) of the Board.
 - 2.1 The Chair of the Board shall act as Chair of the Committee.
 - 2.2 The Committee shall be quorate when at least three members are in attendance.
 - 2.3 The Committee shall meet at least twice in each academic year. Additional meetings may be called as necessary in agreement with the Chair.
 - 2.4 Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.
 - 2.5 The Committee shall be served by the Clerk to the Governors or his/her deputy.

3 Terms of Reference

- 3.1 The Committee is responsible for the following specific duties:
 - 3.1.1 Before the expiry of the term of office of existing governors or upon a vacancy arising on the Board, to determine an appropriate recruitment and selection procedure and to recommend to the Board a person or choice of persons to fill the vacancy.

- 3.1.2 To consider proactively and on an on-going basis the diversity and blend of skills required on the Board and to search actively for potential new Board members.
 - 3.1.3 In the event that it appears to the Committee that there are grounds for removing a governor, to conduct the appropriate procedure as set out in the Standing Orders of the Board and make a recommendations accordingly.
- 3.2 To advise the Board of Governors on the following matters:
- 3.2.1 The composition of the Board, including the total number of members of the Board and number of members in each category of staff and students
 - 3.2.2 The blend of skills required on the Board
 - 3.2.3 The procedure for the recruitment and selection of new governors
 - 3.2.4 Role Descriptions for Governors, including the Chair and Vice Chair
 - 3.2.5 The criteria and procedure for removal of existing governors
 - 3.2.6 Governors' terms of office and succession planning
 - 3.2.7 The Code of Conduct for Governors
 - 3.2.8 Governor induction, training and development
 - 3.2.9 Board and individual governor performance evaluation
 - 3.2.10 The effectiveness of the Board's decision making processes following review on an annual basis, including external review if appropriate
 - 3.2.11 The membership and Terms of Reference of Committees of the Board
 - 3.2.12 Standing Orders for the Conduct of Business and any other associated governance policies/procedures.
- 3.3 In providing their advice, the Committee shall take into account the parameters set by legislation, the requirements of the Code of Good Governance for English Colleges and any guidance available from other regulatory bodies.

5 Authority

- 5.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee of the College and all employees of the College are directed to co-operate with any request made by the Committee.
- 5.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary. The Board of Governors may also require experts to be present and to advise when drafting disclosures to be made in the Corporation's Report and Accounts.

**BARNESLEY COLLEGE
BOARD OF GOVERNORS**

TERMS OF REFERENCE: QUALITY AND STANDARDS COMMITTEE

1 Introduction

The Quality and Standards Committee is a committee of the board established under clause 6 of the Articles of Government (August 2013).

2 Purpose

- 2.1 The purpose of the committee is to monitor and advise the board on the overall effectiveness of the performance of the college, including the quality of teaching, learning and assessment.
- 3.2 To determine and maintain oversight of the educational character and mission of the college to ensure there is a diverse curriculum offer to meet the needs of the community and stakeholders

4 Constitution

- 3.1 The committee shall consist of a minimum of five members appointed by the board and include at least one staff and one student member. The board may appoint additional members to increase the size of the committee. Membership of the committee should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively.
- 3.2 Membership may include up to two persons who are not members of the governing body but have been co-opted by the board to add to the skills and expertise available to the committee and provide an independent view (co-opted members).
- 3.3 The committee shall appoint a chair from amongst its governor members to serve for a period of two years.
- 4.4 The committee shall be quorate when at least three members are in attendance, the majority of whom are independent (external) members. The quorum is the minimum number of members of the committee necessary to conduct the business of the committee, and co-opted members will not be counted within the quorum².
- 4.5 The Committee shall meet at least once in each academic term. Additional meetings may be called as necessary in agreement with the Chair.
- 4.6 Decisions to be made at meetings of the committee shall be determined by a majority of the votes of Board appointed members present and voting. Where there is an equal division of votes, the chair shall have a second or casting vote.
- 4.7 The committee shall be served by the Clerk to the Governors or his/her deputy.

5 Terms of Reference

4.1 Setting and Monitoring College Performance Targets

To monitor and review the achievement of the college's strategic objectives, in particular performance against quantitative and qualitative benchmarks for key indicators/outcomes

²To avoid placing members who are not Board appointed governors in a position where they may make legally binding decisions collectively with appointed members.

and the Ofsted framework, providing challenge and recommending remedial actions where required in line with the Development Plan.

4.2 College Performance Reports (for routine monitoring):

4.2.1 Further Education

Success rates in previous year (in autumn term)
'Value Added' in previous year (in autumn term)
Report on student attendance and retention in-year (each meeting)
Report on destination data (in autumn term then again in summer term for sustained destinations)

4.2.2 Higher Education

Success rates and progression in previous year (in autumn term)
Report on student retention in-year (each meeting)
Report on destination data (in autumn term then again in summer term for sustained destinations)

4.3 Equality and Diversity

Monitoring the impact of the E&D Single Equality Scheme and action plan

4.4. Quality Improvement

- Quality Improvement Plan
- Teaching and Learning
- EV reports summary/IV reports summary
- External benchmark bodies IIP/Matrix/Other
- SAR (Nov/Dec)- and development of the process
- Learner Voice

4.5 Curriculum Development

- Potential changes to the range and nature of the provision to meet needs of stakeholders
- HE development issues
- Progress report on partnerships/collaborations - 14-19 - LA, schools, other agencies, 19+
- Curriculum policy or strategy issues (maths & English delivery in response to government policy would be a current example)

4.6 DfES/SFA/HEFCE/QAA/OFSTED issues

- LA/HEFCE/SFA developments
- Inspection, QAA & similar reports

5 Authority

5.1 The committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee of the college and all employees of the college are directed to co-operate with any request made by the committee.

5.2 The committee will assess its performance against these 'Terms of Reference' on a bi annual basis.

Q&S ToR first approved by the Board in December 2014

**BARNESLEY COLLEGE
BOARD OF GOVERNORS**

TERMS OF REFERENCE: REMUNERATION COMMITTEE

1 Introduction

The Remuneration Committee is a Committee of the Board established under the terms of clause 4 of the Articles of Government [date/2013].

2 Purpose

2.1 The purpose of the Committee is to advise the Board of Governors on specific remuneration packages of the Principal and other senior post holders.

2.2 The role of the Committee is specifically to:

2.2.1 ensure that senior post holders are fairly rewarded in relation to their individual contributions to the College's overall performance; and

2.2.2 to demonstrate to the public that the pay of senior post holders is set by a committee which has no personal interest in the outcome of its decision and which gives due regard to the interests of the public and of the financial health of the College.

3 Constitution

3.1 The membership of the Committee shall be no less than four and shall include the Chair and Vice Chair(s) of the Board. The Principal, staff governors and student governors are ineligible for membership.

3.2 The Committee shall appoint a Chair from amongst its members, to serve for a period of two years.

3.3 The Committee shall be quorate when at least three members are in attendance.

3.4 The Principal shall normally be invited to attend meetings of the Committee save where his/her remuneration is being considered. The Committee may invite other senior postholders to attend meetings when necessary.

3.5 Other Board members shall also have right of attendance save that the Committee may exclude staff and student governors.

3.6 The Clerk to the Governors (or appointed deputy) shall be the Clerk to the Committee. However, the Clerk to the Governors can be required to withdraw from that part of any meeting at which the Clerk's remuneration (or any other matter relating to the Clerk within the remit of the Committee) is to be discussed. In these circumstances, one of the Committee members will act as a temporary Clerk to minute the proceedings of the Committee or a deputy may attend.

3.7 The Committee shall meet at least once in each academic year.

3.8 Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair shall have a second or casting vote.

4 Terms of Reference

4.1 The Committee shall advise the Board on the remuneration packages of the Principal and other senior post holders and in doing so it shall consider the following component elements:

- a) basic salary
 - b) benefits in kind
 - c) annual bonus/performance related elements
 - d) pension provisions
 - e) the main terms and conditions of each senior post holders service agreement, with particular reference to the notice provisions.
- 4.2 The committee shall evaluate annually the specific remuneration packages of the Principal and other senior post holders against pre-established performance goals and objectives and an appropriate peer group.
- 4.3 The Committee shall receive an annual report from the Principal on the performance of the senior post holders. For that purpose the Committee will review and assess performance targets, goals and objectives established before the commencement of the relevant period and determine whether such goals and objectives have been achieved at the end of the relevant period.
- 4.4 The Committee shall advise the Board of any compensation (including the augmentation of pension benefits) which may be payable in the event of the early termination of the employment of the Principal or any other senior post holder with the broad aim of:
- a) avoiding rewarding poor performance and
 - b) dealing fairly with cases where early termination is not due to poor performance.
- 4.5 The Committee shall review on a continuing basis the Board's policy in relation to the remuneration of the Principal and other senior post holders. In particular they will consider:
- a) the Board's policy on the remuneration of senior post holders, including levels, comparative groups of colleges, component elements, performance criteria and compensation commitments on early termination;
 - b) full details of the main component elements in the specific remuneration packages of each senior post holder by name, such as salary, benefits in kind, performance related payments and pension entitlements;
 - c) any service agreements which provide for, or imply, notice periods of more than one year (or any provisions for pre-determined compensation on terms which exceed one year's salary and benefits) together with an explanation of the reasons for any longer notice period.
- 4.6 The Committee shall periodically review and approve any changes to the job descriptions of senior post holders and the Clerk.

5 Authority

- 5.1 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee of the College and all employees of the College are directed to co-operate with any request made by the Committee.
- 5.2 The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary. The Board of Governors may also require experts to be present and to advise when drafting disclosures to be made in the Corporation's Report and Accounts.
- 5.3 The Committee is authorised to make recommendations to the Board regarding the remuneration of senior post holders.

*Senior post means the post of Principal and such other senior posts as the Board may from time to time determine for the purposes of the Instrument and Articles of Government.