

Committee Terms of Reference

Approved by the Corporation
14 October 2019

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OAKLANDS COLLEGE CORPORATION

TERMS OF REFERENCE (TOR) FOR THE AUDIT COMMITTEE

1. Introduction. The authority for these TORs is contained in the
 - a. Instruments and Articles of Government as approved by the Corporation;
 - b. Post 16 Audit Code of Practice, and
 - c. Corporation Policies.
2. The authority and responsibilities of the Committee. The Committee:
 - a. has the authority to investigate any activity within its terms of reference;
 - b. has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit;
 - c. must comprise at least three and not more than 6 members, a majority of whom must be governors, but must not include the Chair of the Corporation or the Principal. The audit committee must ensure that it maintains its independence when considering the appointment of members;
 - d. 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; and
 - e. must not adopt an executive role.
3. To meet these specific issues the Committee is to:
 - a. assess and provide the Corporation with an opinion on the adequacy and effectiveness of the college'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. 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. ensure effective coordination between the IAS, the funding auditor and the financial statements auditor;
 - d. 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. 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. 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. 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;
 - h. 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. 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 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 one 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 in excess of £10,000 or specifically, and only, in relation to the 16-19 Bursary Fund a lower limit of £5,000 applies here; or*
 - (iii) the particulars of the fraud are novel or complex.)*
 - k. 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 college'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 to be submitted to the relevant funding body with the annual accounts: and
 - l. recommends the Statement of Corporate Governance and Internal Control to the Corporation for approval.
4. Relationship with the Corporation. The Corporation expect that the Audit Committee will complete and/or advise on audit associated matters as detailed in the Audit Codes of Practice. The role of the Audit Committee is to advise the Corporation on the adequacy and effectiveness of the College's systems of internal control and its arrangements for risk management, control and governance.
 5. Relationship with the Principal (Accounting Officer). It remains the Principal's responsibility to ensure the satisfactory operation of day-to-day control framework however the internal and external auditors, together with the Audit Committee, contribute to this by provision of advice and assurance.
 6. Meetings.

- a. IAS. 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 as required but normally not less than once a term unless the Chair in consultation with the Clerk agrees that there is insufficient business; the Clerk will record such action.
 - c. Special Meetings. The Clerk when instructed only by the Chair, or in his absence, by the Vice or 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.
7. Chair, Membership and Quorum.
- a. Chair. The Chair of the Audit Committee shall be appointed by the Corporation. If the Chair is absent from a Committee meeting, then the meeting shall nominate a Chair for that meeting.
 - b. Membership. The Committee shall comprise:
 - (i) up to 4 Corporation Members nominated by the Corporation and confirmed every year at the first meeting of the academic year.
 - (ii) up to 2 lay members, if possible, recommended and approved by the Corporation.

In attendance:

 - (iii) the Director of Finance (or his representative); and
 - (iv) the Clerk to the Corporation.

By open invitation

 - (v) the Principal:
 - (vi) representatives of the appointed Internal and External Auditors and nominated by the firms concerned;

The following shall be excluded from Membership:

 - (vii) Corporation members with interests in the College;
 - (viii) senior postholders;
 - (ix) the Chair of the Corporation;
 - c. The Committee shall be quorate with 3 members (of whom one must be a Corporation member).
6. Agendas for Meetings. The Agenda shall be agreed between the Director of Finance, the Chair of the Committee and the Clerk.

S Grant
Chair
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OAKLANDS COLLEGE CORPORATION

TERMS OF REFERENCE (TOR) FOR THE SEARCH AND GOVERNANCE COMMITTEE

1. Introduction. The authority for these TORs is contained in the:
 - a. Instruments and Articles of Government Order as approved by the Corporation; and
 - b. Corporation Policies.

The Corporation is required to establish a Search Committee, and retains specific responsibilities for appointment of all appointed members; advice of the Search Committee before appointment of such (General) appointed members is necessary.

2. Further responsibilities, with regard to members of the Corporation include (but are not limited to):
 - a. considering the recommendations of the Nolan Committee before appointment;
 - b. when necessary provision of an up-to-date information pack for potential new members;
 - c. determining good practice for interviewing and appointment;
 - d. oversight of governance self- assessment and monitoring of the subsequent action plan; and
 - e. any other relevant matters as the Corporation may from time to time require.

The Corporation have authorised the Search Committee to complete and/or advise on governance and other matters. These delegated powers (Para 7) do not remove the ultimate responsibility of the Corporation for decisions taken on its behalf.

3. General Access to Meetings. The nature of business conducted by the Committee is sensitive and confidential and access is restricted to Committee Members.

4. Meetings

- a. Frequency. The Committee shall meet as required.
- b. Special Meetings. The Clerk when instructed only by the Chair, or in his absence, by the Vice or 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.

5. Chair, Membership and Quorum

- a. Chair and Vice Chair. The Chair and Vice-Chair (if required) of the Search Committee shall be appointed by the Corporation at the first meeting of each academic year. If the Chair, or Vice-Chair, is absent from a Committee meeting then the meeting shall nominate a Chair for that meeting.
- b. Membership. The Committee shall comprise:
 - (i) up to 3 Corporation Members nominated by the Corporation and confirmed every year at the first meeting of the academic year. Members are eligible for re-election.; and
 - (ii) the Principal;

(iii)

In attendance:

(iv) The Clerk to the Corporation.

c. Quorum. The Committee shall be quorate with 2 members.

6. Agendas for Meetings. The Agenda shall be agreed between the Principal, the Committee Chair and the Clerk.

7. Delegation of Authority. The Corporation has delegated the Search Committee to:

- a. advise the Corporation on the appointment of Members of the Corporation;
- b. compilation of the annual assessment of skills portfolio within the Corporation;
- c. identification and encouragement of potential new members; and
- d. matching of potential members to vacancies and making recommendation to the Corporation

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

S Grant
Chair
Date

OAKLANDS COLLEGE CORPORATION

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE

1. Introduction. The authority for these TORs is contained in the
 - a. The Instrument and Articles
 - b. Corporation Standing Orders;

The Corporation have authorised the Remuneration Committee to determine and/or advise the Corporation on SPH salary, rewards and other matters; these are detailed at para 5. (Note; References to SPH include the Clerk when appropriate) The consequent processes, informed by appraisals, will:

- a. ensure fair reward to those concerned; and
- b. demonstrate impartiality in determination of those rewards.

Delegated powers do not remove the ultimate responsibility of the Corporation for decisions taken on its behalf.

2. General Access to Meetings. The nature of business conducted by the Committee is sensitive and confidential and access is restricted to Committee Members

3. Meetings

- a. Frequency. The Committee shall meet as required..
- b. Special Meetings. The Clerk when instructed only by the Chair, or in his absence, by the Vice or 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 items. Standing items shall not be included in the Agenda.

4. Chair, Membership and Quorum

- a. Chair and Vice Chair. The members of the Remuneration Committee shall be appointed by the Corporation at the first meeting of each academic year. If the Chair, or Vice-Chair (if appointed), is absent then the meeting shall nominate a Chair for that meeting.
- b. Membership. The Committee shall comprise:
 - (i) 3 Corporation Members; including
 - (ii) the Chair of the Corporation (Chair ex-officio)

In attendance:

- (iii) the Clerk to the Corporation;
- (iv) the Principal (excepting when personally under consideration);
- (v) other SPH as appropriate;

The following shall be excluded from membership:

- (vi) staff and student members;

(vii) any members with declared interests in the College;

c. Quorum. The Committee shall be quorate with 3 members.

5. Agendas for Meetings. The Agenda shall be agreed between the Chair of the Committee and the Clerk.

6. Delegation of Authority. The Corporation, has delegated the Remuneration Committee to comment on performance of SPH and to determine appropriate salary and other reward levels and to advise/inform the Corporation accordingly. The Committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit. In forming recommendations

a. the Committee shall consider, in relation to each SPH the appropriateness of their:

(i) salary;

(ii) benefits in kind;

(iii) annual bonus/performance related elements (PRE)(if applicable);

(iv) pension provisions and related issues; and

(v) terms and conditions detailed in the service agreement (in particular, notice provisions).

b. the Committee shall evaluate, in relation to each SPH the appropriateness of their:

(i) performance against previous mutually agreed targets goals and objectives; and

(ii) in comparison to an appropriate peer grouping.

c. the Committee shall recommend to the Corporation if necessary and in relation to any SPH an early termination compensation package (Including if appropriate augmentation of pension benefit). In determination of this the Committee shall pay due regard to the need to:

(i) avoid reward for poor performance; and

(ii) fair treatment for early termination not associated with poor performance.

the Committee shall continuously review (normally and practically this will be annually) and report to the Corporation each year.

S Grant
Chair
Date

OAKLANDS COLLEGE CORPORATION

WORKING GROUPS

The 3 formal Committees are supplemented by 2 working groups:

- a. the Capital Project Advisory Group (CPAG); and
- b. the Curriculum Advisory Group (CAG).

These are joint Executive and Corporation Groups, which enable flexible and rapid guidance and decisions in their complex areas of responsibility, each reports formally and regularly to the Corporation; in particular, recognising the financial scope, the CPAG to each Corporation meeting as a standing and integral element of the Part 2 (Confidential) Agenda. The TORs are attached here for reference.

S Grant
Chair
Date

Quality Advisory Group

Terms of reference

Membership

- Chair of Corporation
- Three Corporation members
- Principal
- Deputy Principal

It is likely that the Directors of Curriculum, Head of Quality Assurance and Head of Quality improvement will be invited to attend meetings as required

Remit

The group will receive regular reports on the:

- Progress of the Post Inspection Action Plan
- Performance against key quality indicators
- Identified issues and actions being taken to address

Assurance and reporting to Corporation

The Group will ensure that the Corporation receives regular and appropriate reports on the progress towards achieving at least a good at the next OFSTED inspection.

The group has no decision making power but is there to provide additional scrutiny and challenge, and to thereby provide assurance to the Corporation.

Frequency of meetings

The group will meet on a monthly basis in advance of the Corporation meetings. The intention would be to meet sufficiently in advance of Corporation to enable the group to help advise on the reports required for Corporation..

The meetings will take action points, which will be included in the reporting to Corporation.

COMMITTEE: **The Capital Project Task Group**

SUBJECT	Capital Project Working Group Terms of Reference – September 2008
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The Terms of Reference of the group are outlined below:

- To provide appropriate support to College Management in the preparation of the CSA.
- To provide assurance to the Board that the Corporation's strategic objectives and KPI requirements are fully embedded within the CSA.
- The group will provide a summary of its' work following any meeting at the next meeting of the Corporation.
- Any extension of these terms will be approved by the Corporation.
- Membership of the Group will be determined by the Chair in consultation with members before 15th January 2007 and will be reported to Corporation at the meeting to be held on that date.