

Audit and Risk Committee

Terms of Reference

1 Constitution

- 1.1 The Audit and Risk Committee ("Audit Committee") is formally constituted as a Committee of the Board of the Corporation in accordance with the Instrument and Articles of Government.

2 Purpose

- 2.1 The Audit Committee has been established to provide oversight of the financial reporting process, the audit process, the Corporation's system of internal controls and compliance with laws and regulations without adopting an executive role. Its duties include: reviewing the effectiveness of the College's internal systems of financial and other control and ensuring that satisfactory arrangements are in place across the College to promote economy, efficiency and effectiveness, risk management and continuity planning.

3 Membership and Composition

- 3.1 The Audit Committee shall be comprised of a minimum of 4 members.

These members are expected to have the necessary skills, as determined by the Corporation to ensure that the Committee carries out its functions in accordance with these Terms of Reference.

- 3.2 In maintaining the Committee's independence and objectivity, these members will comprise:
- At least three (3) from the membership of the Board of the Corporation; and
 - No more than one (1) person co-opted onto the Committee who is not a member of the Corporation.
- 3.3 Chair
- 3.3.1 The Chair of the Audit Committee will be appointed by the Board of the Corporation.
- 3.3.2 The tenure of the Chair of the Audit Committee will be for a minimum of three years.
- 3.3.3 The Chair of the Audit Committee will also be a member of the Governance Committee.
- 3.4 Additional arrangements
- 3.4.1 Provision exists for the Corporation to co-opt external members with specific expertise required by the Audit Committee.
- 3.4.2 Funding rules require that no member of the Audit Committee should have a direct role in the executive management of the College or be the Chair of Corporation.

- 3.4.3 Collectively, members of the Audit Committee should have recent, relevant experience in risk management, finance, audit, and assurance.
- 3.4.4 The Audit Committee must provide impartial advice to the Corporation based on a robust and challenging scrutiny role.

4 Meetings

- 4.1 50% or three members, whichever is greater, of the Audit Committee will be required for quoracy.
- 4.2 The following officers are normally expected to attend Audit Committee meetings:
 - Chief Financial Officer
- 4.3 Other officers or members of staff may be asked to attend when appropriate.
- 4.4 The Clerk to the Committee shall be the Head of Corporate Governance or their nominee.
- 4.5 The Audit Committee will meet at least three times per annum.

5 Remit

5.1 Decide

5.1.1 The Committee has the authority to:

- approve the approach to internal audit,
- approve proposals for the programme of internal audit work put forward by the internal auditors and to ensure that sufficient resources are made available to implement the internal audit programme effectively,
- 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 view of its own effectiveness and how it has fulfilled its Terms of Reference. The report must include the 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 Committee's annual report must be submitted to the relevant funding body with the annual accounts,
- establish, in conjunction with College management, relevant annual performance measures and indicators and to monitor the effectiveness of the internal audit and the 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;
- establish that all assurance providers adhere to relevant professional standards; and
- engage with third parties to assist with the fulfilling of the activities within these terms of reference including seeking appropriate legal advice.

5.2 Advise or recommend

5.2.1 The Committee is to provide advice or recommendation to the Board of Corporation on:

- policies related to risk and assurance including risk management, public interest disclosure (whistleblowing), data protection, fraud and irregularity, gifts and business continuity;
- the risks found within the Corporate Risk Register;
- internal assignment reports and annual reports and on control issues included in the external auditor's management letters including their work on regulatory and management's response to these and related matters;
- relevant reports by the National Audit Officer (NAO) and the Education and Skills Funding Agency (ESFA) and other funding bodies and such other sources as the Audit Committee deems appropriate and, where appropriate, management's response to these;
- the appointment, reappointment, dismissal and remuneration of the financial statements and regulatory auditors and other assurance providers, including internal auditors; and
- any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded.

5.2.2 To 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 processes for the effective and efficient use of resources, the solvency of the College and the safeguarding of its assets.

5.3 Other responsibilities

- 5.3.1 To keep under review the effectiveness of the College's systems of financial and other internal control.
- 5.3.2 To oversee the College's policy on fraud and irregularity, and to ensure that the Committee is informed of any action taken under that policy.
- 5.3.3 To monitor the risks found within the College's Risk Register.
- 5.3.4 To monitor effective communication between the internal audit and the financial statements auditor.
- 5.3.5 To monitor, within agreed timescales, the implementation of recommendations arising from the management letters and reports of the financial statements and regulatory auditor and of any report submitted by other providers of audit and assurance services to the College.
- 5.3.6 To review the Terms of Reference and frequency of meetings of the Committee at least once every two years.
- 5.3.7 To have the right of access to obtain all the information and explanations the Committee considers necessary, from whatever sources, to fulfil its remit.

6 Reporting Procedures

- 6.1 The Head of Corporate Governance shall circulate minutes of meetings of the Committee to all Corporation members as attachments to the agenda for the next Board Meeting for information and decision as necessary.

7 Equality, Diversity, and Inclusion Statement

- 7.1 The College values diversity and inclusion and is committed to promoting equal opportunities and eliminating discrimination. Therefore, the Committee will exercise its responsibilities, as far as practicable, to promote equality and diversity and will carry out its business to promote equality of opportunity for all.

8 Adoption

The Terms of Reference for the Audit Committee were adopted by the Board of Corporation on 03 October 2023.

Terms of Reference

Curriculum, Quality and Student Experience Committee

1 Constitution

- 1.1. The Curriculum, Quality and Student Experience Committee (Committee) is formally constituted as a Committee of the City of Sunderland College Corporation, in accordance with the Instrument and Articles of Government with responsibility for all levels of study within Further and Higher Education.

2 Purpose

- 2.1 The Committee has been established to support the Board of Corporation in the oversight and monitoring of:
- the curriculum offer, ensuring it meets local, regional and, where appropriate, national needs.
 - the quality of teaching and learning and student outcomes for all provision at all levels for all age groups, including Academic Studies, Vocational Studies, Adult, Special Educational Needs or Disability (SEND) provision, Apprentices, and Higher Education.
 - the student experience including careers, advice, and guidance.

3 Membership & Composition

- 3.1 The composition of the Committee shall consist of up to 9 members.

These members are expected to have the necessary skills, as determined by the Corporation, to ensure that the Committee carries out its functions in accordance with these Terms of Reference.

- 3.2 The membership will be composed of up to 9 members and include:

- Up to 6 external independent members
- Two student governors (who will alternate attendance at meetings so only one is expected to be present at each meeting)
- Up to one person co-opted onto the Committee who is not a member of the Corporation.

3.3 Chair

3.3.1 The Chair will be appointed by the Board of Corporation for a term of at least three years.

3.3.2 The Chair of the Committee will be a member of the Governance Committee.

4 Meetings

4.1 The Committee shall meet at least 3 times per annum, in accordance with a schedule of meetings to be agreed annually by the Corporation.

4.2 The following officers are normally expected to attend the Committee:

- Principal Sunderland College,
- Principal Northumberland College,
- Vice Principal Curriculum and Student Services.

Other officers or members of staff may be asked to attend when appropriate to present reports and provide information. The arrangements will be determined by the College Principals e having considered the issues being addressed.

4.3 The Clerk to the Committee shall be the Head of Corporate Governance & Policy or their nominee.

4.4 . At least 50% or 3 members, whichever is the greater, of the Committee will be required for quoracy.

5 Responsibilities and Remit

5.1 The Committee is required to comply with the Corporation's overall Scheme of Delegation.

5.2 Decisions

5.2.1 Subject to paragraph 5.2.2 below, the Committee shall have powers to make any decision on behalf of the Corporation in relation to matters within their respective remit with the exception of any matter or decision:

5.2.1.1 reserved to the Board by law (including the Instruments and Articles of Government),

5.2.1.2 which may have a material adverse impact on the implementation of the Strategic Plan or realisation of any of its objectives,

5.2.1.3 which is contrary to any policy of the Corporation or would result in the making of a new policy, or

5.2.1.4 which would require expenditure for which no budget has been allocated or result in liabilities not authorised by the Board where provision would need to be made in the College's accounts.

- 5.2.2 The Chair of the Corporation (or in their absence a Vice Chair) may at any time before a decision of a Committee is implemented require a matter to be referred to the Corporation if they believe that consideration of the matter or decision making by the Board is in the best of interests of the Corporation.

5.3 Recommendations

- 5.3.1 To provide support to the Board of Corporation on:
- the development of the educational character and mission of the Group and individual colleges within the Group,
 - the production and review of the Strategic Plan for the College,
 - the approval of the annual Group Self-Assessment Report and key issues arising from the self-assessment of individual curriculum and business support areas,
 - the approval of the annual HE Self Evaluation Document and key issues arising from the evaluation,
 - , and
 - the adoption of the College's policy on safeguarding and its risk assessment and plan around PREVENT.

5.4 Other Responsibilities

- 5.4.1 To have oversight and monitor:
- Safeguarding and Prevent within the College, including monitoring performance metrics and trends leading to continual improvement,
 - work undertaken to further support progression through the Equality, Diversity and Inclusion Framework as related to curriculum, quality and student experience,
 - KPIs such as student attendance, achievement, retention and pass rates, progression and retention, student satisfaction and others are monitored for different groups of learners including those with protected characteristics and that there are effective plans in place to narrow any gaps in performance between different groups of learners, and
 - the procedure for and tracking of complaints to the College and to our regulators.
- 5.4.2 To have oversight and monitor with regard to curriculum:
- The curriculum and curriculum planning procedures ensuring the curriculum is responding to, anticipating and meeting the needs of learners, employers and other stakeholders at the local, regional and where appropriate national level and aligned with reform of regional and national policy; and
 - student performance including attendance, retention, withdrawal rates, achievement, progress, progression, destinations and value added against targets and benchmark data ensuring these are reported regularly to the Board.
- 5.4.3 To have oversight and monitor with regard to the quality of education:
- the College's quality assurance procedures and systems including teaching and learning observation procedures,
 - the quality of all provision including adult, apprenticeships, higher education, SEND and subcontracting,

- the student voice is gathered, articulated and reviewed and is used to drive continuous improvement in teaching, learning and assessment, and
- external events (including institutional validations, reviews, audits, inspections and accreditation visits) and to monitor any actions and quality improvement plans arising from these events.

5.4.4 To have oversight and monitor with regard to student experience:

- student behaviour including exclusions, disciplinary and other hearings,
- student support including mental health and ensuring needs are appropriately met,
- the student voice is gathered, articulated and reviewed and is used to drive continuous improvement in teaching, learning and assessment
- high quality information, advice and guidance (IAG) is provided to existing learners and to prospective learners to enable them to select appropriate courses and achieve positive outcomes, and
- the work and activity of the student-led groups such as the campus-based Student Collectives

5.4.2 To keep abreast of major new initiatives arising from Government policies or legislation relating to learners and advise the Board as appropriate.

5.4.3 To review the Terms of Reference and frequency of the meetings at least once every two years.

5.4.4 To review at least once every two years the quality, accuracy, and timeliness of the information it is receiving from the College Executive.

6 Reporting Procedures

6.1 The Clerk to the Corporation shall circulate minutes of meetings of the Committee to all Corporation members as attachments to the agenda for the next Board Meeting for information and decision as necessary.

7 Equality, Diversity and Inclusion Statement

7.1 The College values diversity and inclusion and is committed to promoting equal opportunities and eliminating discrimination. Therefore, the Local Board/Committee will exercise its responsibilities, as far as practicable, to promote equality and diversity and will carry out its business to promote equality of opportunity for all.

8 Adoption

The Board of the Corporation adopted these Terms of Reference on 19 December 2023.

Finance, Resources and Projects Committee

Terms of Reference

1 Constitution

- 1.1 The Finance, Resources and Projects Committee is formally constituted as a Committee of the Board of Corporation in accordance with the Instrument and Articles of Government.

2 Purpose

- 2.1 The Finance, Resources and Projects Committee (Committee) has been established to ensure the governing body discharges its fiduciary responsibilities with regularity and probity according to the principles set out in “Managing Public Money” and that the Corporation always remains financially viable. The Committee acts on the Corporation’s behalf regarding financial and resources matters, alerting the Corporation to matters which may affect the solvency of the institution and the Corporation or the safeguarding of its assets.
- 2.2 Responsibility for safeguarding corporate assets and financial solvency remains with the Board of Corporation and is not delegated or assigned to the Committee.

3 Membership & Composition

- 3.1 The Committee shall be comprised of up to 9 members.
- 3.2 The composition of the Committee shall be as follows:
- A majority of members from the Board of Corporation (to include the Chair of the Corporation and the Chief Executive Officer); and
 - No more than 2 persons co-opted onto the Committee who are not members of the Corporation as decided by the Corporation.
- 3.3 Chair
- 3.3.1 The Chair of the Committee will be appointed by the Board of Corporation.
- 3.3.2 The tenure of the Chair of the Committee shall be a minimum of three years.
- 3.3.3 The Chair of the Committee will be a member of the Governance Committee.

4 Meetings

- 4.1 At least 50% or 3 members, whichever is greater, of the Committee will be required for quoracy.

- 4.2 The following officers are normally expected to attend Committee meetings:
- 4.2.1 Chief Financial Officer,
 - 4.2.2 Vice Principal Partnerships and Commercial, and
 - 4.2.3 Vice Principal Resources.
- 4.3 Other officers or members of staff may be asked to attend when appropriate.
- 4.4 The Clerk to the Committee shall be the Head of Corporate Governance or their nominee.
- 4.5 The Committee shall meet at least 3 times per year, in accordance with a schedule of meetings agreed annually by the Corporation.

5 Remit and Delegated Authority

5.1 Decisions

- 5.1.1 Subject to Statements 5.1.2 and 5.1.3 below, to take any decision on behalf of the Corporation other than a decision:
- reserved to the Corporation by law (including the Instrument and Articles of Government) or by requirement of any regulator, or by the Corporation itself (refer to Section 6); or
 - which may have a material adverse impact on the implementation of the Group Strategic Plan or realisation of any of its objectives; or
 - which is contrary to any policy of the Corporation or would result in the making of a new policy; or
 - which would require expenditure for which no budget has been allocated or result in liabilities not authorised by the Corporation where provision would need to be made in the College's accounts; or
 - which is specifically reserved to the Audit Committee or Governance Committee.
- 5.1.2 The Chair of the Corporation (or in their absence a Vice- Chair) may at any time before a decision of the Committee is implemented require a matter to be referred to the Corporation if they believe that consideration of the matter or decision making by the Corporation is in the best of interests of the Corporation.
- 5.1.3 Standing Orders provide that a written statement by the Chair or Vice-Chair (as the case may be) to the effect that they have decided not to exercise their powers under paragraph 2 in relation to any matter or decision can be relied upon by a third party in terms of treating the decision of the Committee taken within its remit as a decision of the Corporation.
- 5.1.4 The Committee is authorised to engage with third parties to assist with the fulfilling of the activities within these terms of reference including seeking appropriate legal advice.
- 5.1.5 The Committee is authorised to approve the following with the support and advice of Senior Post Holders and Staff:
- strategies/frameworks for finance, people, estates, and ICT,
 - decisions on behalf of the Corporation in relation to the implementation of the approved strategy in circumstances where either:
 - the Committee is satisfied, for reasons to be recorded in the minutes of the meeting, that it is not in the interests of the Corporation for a decision to be delayed until the next ordinary meeting of the Corporation, or

- the decision involves expenditure which does not exceed limits set by the Corporation from time to time,
- contracts that are considered novel, contentious or repercussive within the restrictions of the Financial Regulations,
- the disposal of non-capital assets and writing off bad debts,
- applications for borrowing, including overdraft and authorise the levels and purpose of such borrowing in accordance with the requirements of Managing Public Money, the Education and Skills Funding Agency (ESFA) Financial Memorandum and College Financial Regulations,
- the investment of surplus funds and debt repayment and rescheduling,
- the Treasury Management policy statement and any amendments,
- the procurement of supplies, services and works where required by and within the limits provided in the Financial Regulations (excluding subcontracting which is a matter for the Board),
- all issues relating to taxation (Corporation Tax and Value Added Tax),
- virement between budget headings as outlined in the Financial Regulations,
- proposals for submitting town and country planning applications, building regulation applications and other consents in connection with any Property or ICT project approved by or on behalf of the Board,
- the procurement process (subject to compliance with applicable laws including National Procurement regulations) for the appointment of relevant consultants and contractors in connection with any Property or ICT project,
- the detailed terms of any legal document giving effect to such projects,
- policies, major practices and procedures in respect of financial, estates and resource matters and their administration excluding the Financial Regulations, policy setting the tuition and other fees payable to the College, the Health & Safety Policy, and the staff code of conduct.

5.2 Recommendations

5.2.1 To review and recommend to the Corporation:

- the annual estimates of income and expenditure, ensuring the solvency of the institution and the safeguarding of its assets,
- all new loan borrowings,
- the Financial Regulations, policy setting the tuition and other fees payable to the College, the Health & Safety Policy, and the staff code of conduct,
- budgets and amendments thereto presented by senior management through the Chief Financial Officer and making recommendations to the Corporation,
- contracts that are considered novel, contentious or repercussive required by the Financial Regulations to be approved by the Board of Corporation,
- recommendations made by other Committees on financial grounds and advising accordingly,
- the Terms of Reference and frequency of meetings of the Committee at least once every two years.

5.3 Other Responsibilities

5.3.1 To have oversight of and monitor:

- budget forecasts against actual income and expenditure throughout the year and taking appropriate action,
- the College's satisfaction of the conditions of financial support from any stakeholder e.g. ESFA, Bank, Local Authority,
- the investment of surplus funds and debt repayment and rescheduling,
- the College's satisfaction of the conditions of funding from the Office for Students,
- the implementation of the College's approved Property and ICT frameworks including reviewing whether it is receiving value for money in relation to existing practices,
- progress on projects related to the estate, ICT and personnel,
- work plans for capital projects and other projects that materially affect or change the college estate,
- the use of capital funding received through grant or loan,
- the College's compliance with Health and Safety regulation and best practice,
- to consider regular reports on personnel issues within the College, including:
 - pay gaps (gender and race),
 - employed establishment,
 - staff turnover,
 - recruitment,
 - sickness and absence,
 - staff training/ continual professional development, and
 - staff surveys.
- that the College is adequately covered for suitable risk by insurance and that such provision is appropriately amended from time to time.

6 Reporting Procedures

- 6.1 The Clerk to the Corporation shall circulate minutes of meetings of the Committee to all Corporation members as attachments to the agenda for the next Board Meeting for information and decision as necessary.

7 Equality, Diversity and Inclusion Statement

- 7.1 The College values diversity and inclusion and is committed to promoting equal opportunities and eliminating discrimination. Therefore, the Committee will exercise its responsibilities, as far as practicable, to promote equality and diversity and will carry out its business to promote equality of opportunity for all.

8 Adoption

These Terms of Reference were adopted by the Board of Corporation at the meeting held on 19 December 2023.

Governance Committee Terms of Reference

1 Constitution

- 1.1 The Governance Committee is formally constituted as a Committee of the Board of Corporation in accordance with the Instrument and Articles of Government.

2 Purpose

- 2.1 The Governance Committee has been established to maintain appropriate membership of the Board of Corporation and subsequent committees, advise on the training and development of members and co-optees, and ensure excellence in governance.

3 Membership & Composition

- 3.1 The Governance Committee shall have 6 members.
- 3.2 The composition of the Governance Committee is as follows:
- CEO
 - Chair – Board of Corporation
 - Chair – Finance, Resources and Projects Committee
 - Chair – Audit Committee
 - Chair – Curriculum, Quality and Student Experience
 - Senior Independent Governor
- 3.3 The Chair of the Governance Committee will be the Chair of the Board of Corporation.

4 Meetings

- 4.1 The Governance Committee shall be quorate with 3 members.
- 4.2 The Vice Chair(s) of the Board of Corporation will be invited to each meeting as an observer.
- 4.3 Officers or members of staff may be asked to attend when appropriate.
- 4.4 The Clerk to the Committee shall be the Head of Corporate Governance or their nominee.
- 4.5 The Governance Committee shall meet at least three times per year.

5 Remit

5.1 Decide

The Committee has the authority to:

- create publicity to attract interest as often as necessary and at least annually to build up a pool of individuals who may wish to become members/governors in accordance with relevant guidance and good practice;
- develop and adopt policies and procedures for the induction, performance review, governance development and training of Corporation members and the Head of Corporate Governance and Policy;
- consider and accept reports and recommendations on corporate governance prepared by the College's internal auditors;
- consider specifically the means of engaging students and student governors in the work of the Board of Corporation;
- carry out regular skills audit to identify any gaps in the profile adopted by the Corporation and develop strategies to address any deficiencies and for succession planning for membership, the office of Chair and other offices held by governors;
- adopt the annual Calendar of Meetings and Programme of Business for the Board of Corporation and its committees;
- undertake any special/specific projects which the Corporation may delegate to the Committee; and
- employ the services of such external advisers as they deem necessary to fulfill their responsibilities.

5.2 Advise and recommend

The Committee is to provide advice or recommendation to the Board of Corporation on:

- all aspects of nomination, appointment and reappointment of members of the Corporation to ensure that the Corporation has between its members, the necessary skills and experience to enable the Board to undertake its role effectively on a sustainable basis. The Committee will have particular regard to the outcome of skills audits aiming to ensure that the balance of membership in terms of equality and diversity is appropriate and reflects the communities served by the College Group and consider the implications of the College's overall Equality and Diversity policy, including any measurable objectives that may be relevant. It will report to the Corporation on these issues as required and at least once per year;
- all aspects of the appointment and reappointment of the Chairs and Vice Chairs of committees and the Senior Independent Governor in accordance with the law (including the Instrument and

Articles of Government, the Terms of Reference and the Standing Orders) and best practice and guidance;

- the co-option of persons to the Corporation and its committees;
- the Standing Orders of the Corporation and its committee structure and make recommendations to the Corporation on any aspects of its corporate governance; addressing issues relating to good governance;
- the annual self-assessment of the performance of the Corporation and committees and to make recommendations as to how the Corporation can improve its effectiveness; and
- the Terms of Reference at least once every two years after review and consideration.

Appeals

- 5.3 To act as the Appeals Committee to hear and adjudicate on appeals against decisions made by the CEO or Principals in relation to suspension, any form of dismissal or notice of such dismissal (excluding redundancy) relating to staff other than senior postholders or the Head of Corporate Governance and Policy in accordance with the grievance, suspension and disciplinary procedures approved by Board of Corporation.

6 Reporting Procedures

- 6.1 The Clerk to the Corporation shall circulate minutes of meetings of the Committee to all Corporation members as attachments to the agenda for the next Board Meeting for information and decision as necessary.

7 Equality, Diversity and Inclusion Statement

- 7.1 The College values diversity and inclusion and is committed to promoting equal opportunities and eliminating discrimination. Therefore, the Local Board/Committee will exercise its responsibilities, as far as practicable, to promote equality and diversity and will carry out its business to promote equality of opportunity for all.

8 Adoption

The Terms of Reference for the Governance Committee were adopted by the Board of Corporation on 03 October 2023.

Remuneration Committee Terms of Reference

1. Constitution

- 1.1. The Remuneration Committee is formally constituted as a Committee of the Board of Corporation in accordance with the Instrument and Articles of Government.

2. Purpose

- 2.1. The Remuneration Committee has been established to ensure that designated senior post-holders are fairly rewarded for their individual contribution to the Group's performance and will demonstrate that the pay of designated senior post-holders is set by an impartial committee with due regard to public interest, Managing Public Money and the financial health of the Group.

3. Membership & Composition

- 3.1. The Remuneration Committee shall have at least 5 members.
- 3.2. The composition of the Governance Committee is as follows:
- Chair – Board of Corporation
 - Chair – Finance, Resources and Projects Committee
 - Chair – Audit Committee
 - Chair – Curriculum, Quality and Student Experience
- 3.3. Staff and student members of the Board of Corporation may not be members of the Remuneration Committee.
- 3.4. The Chair of the Remuneration Committee will be elected amongst its members for recommendation to the Board of Corporation for a term of three (3) years. The Chair of the Board of Corporation is ineligible to sit as Chair of the committee.
- 3.5. The Chief Executive (CE) is not a member of the Remuneration Committee. The CE is invited as an attendee and withdraws when their remuneration is under discussion.
- 3.6. The Vice Chairs of the Corporation and the Senior Independent Governor are invited as attendees.

4. Meetings

- 4.1. The Remuneration Committee shall be quorate with 3 members.
- 4.2. The following officers are normally expected to be in attendance at Local Governing Board/Committee meetings:
- Officers or members of staff may be asked to attend when appropriate.
 - The Clerk to the Committee shall be either the Head of Corporate Governance or their nominee. When the Head of Corporate Governance's remuneration is discussed they withdraw and another, appropriate member of staff will take minutes.
- 4.3. The Remuneration Committee will meet at least once per year.

5. Remit

5.1. Authority

- 5.1.1. The Committee shall, in respect of the appointment of a Chief Executive, other designated senior post-holders including the Clerk, recommend to the Corporation for approval the specific remuneration and terms and conditions for each appointment. In doing so the Committee will have regard to the relevant College policies along with Managing Public Money and make proposals in respect of:
- Basic salary
 - Additional benefits which may include benefits in kind
 - Annual bonus/performance related elements
 - Pension provisions
 - The main terms and conditions of employment for each designated senior post-holder
- 5.1.2. The Committee shall, after consultation on regulatory and legal requirements, recommend to the Corporation for approval specific severance pay and related arrangements (to include but not be limited to contractual and statutory entitlements on termination of employment) of the Chief Executive and other designated senior post-holders, should circumstances so require.
- 5.1.3. The Committee shall, after an annual evaluation of performance against pre agreed performance objectives, consideration of benchmarking and consideration of the Remuneration of Senior Post-holders and other relevant policies, recommend to the Corporation for approval the specific remuneration packages of the Chief Executive and other designated senior post-holders.
- 5.1.4. The Committee shall recommend to the Corporation for approval performance objectives at the commencement of the relevant period and determine whether such objectives have been achieved at the end of the relevant period.
- 5.1.5. The Committee shall review on a continuing basis the Corporation's policy in relation to all aspects relating to the remuneration and terms and conditions of employment of the Chief Executive and other designated senior post-holders, the effectiveness of the annual appraisal and development

process and the extent to which performance of objectives has been monitored. The Committee shall recommend any changes to the Corporation for approval.

5.1.6. The Committee shall, in relation to senior post-holders, have oversight of and provide advice to the Corporation as appropriate on:

- Management of and assurance around expenses
- Consequences of not achieving objectives, dependent on how performance related pay is managed
- Detailed relevant benchmarking and comparators
- Policies on roles generating additional income and required disclosure
- Multiples of the remuneration and median earnings of the whole workforce annually
- Remuneration statement in the annual accounts

5.2. The Committee will ensure it understands and performs its functions with due regard for the [Managing Public Money](#) guidance and other guidance issued around senior post holder pay.

5.3. By agreement of the Corporation, and in conjunction with the Chair of the Corporation and the Clerk, the Committee Chair shall be able to give authority for reports to be made to regulatory bodies as appropriate to the Committee's terms of reference.

6. Reporting Procedures

6.1. The Head of Corporate Governance shall circulate minutes of meetings of the Committee to all Corporation members as attachments to the agenda for the next Board Meeting for information and decision as necessary.

7. Equality, Diversity and Inclusion Statement

7.1. The College values diversity and inclusion and is committed to promoting equal opportunities and eliminating discrimination. Therefore, the Committee will exercise its responsibilities, as far as practicable, to promote equality and diversity and will carry out its business to promote equality of opportunity for all.

8. Adoption

The Terms of Reference for the Remuneration Committee were adopted by the Board of Corporation on 19 March 2024.