

New College Nottingham 

**CORPORATION COMMITTEES
TERMS OF REFERENCE**

JULY 2011

GENERAL

1. Committees act within the requirements of the Articles of Government and the Corporation's Standing Orders.

2. Membership

The Corporation shall determine the number of members of a committee. The Search Committee shall recommend the membership of committees based on skills and experience. The position of Committee Chair is a Corporation appointment, however, the position of Committee Vice-Chair is determined by the Committee membership.

3. Attendance at Meetings

Members of the college management may be required to attend Committee meetings in an advisory capacity as and when required.

Committees have the power to invite other persons to attend meetings. Full details are set out in the Standing Orders.

The Clerk to the Corporation or substitute shall attend all Committee meetings as Clerk to the Committee.

4. Authority

Each Committee is authorised by the Corporation to investigate any activity within its terms of reference and to seek information from members and employees of the Corporation. Each Committee is also authorised by the Corporation to obtain outside legal independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise it considers necessary.

5. Reporting Procedure

The Clerk to the Corporation shall circulate minutes of all Committee meetings to all members of the Corporation as part of their agenda papers for the next meeting of the Corporation.

6. Specific Terms of Reference for Individual Committees

Each Committee shall act within its terms of reference which specify its role, membership and duties. Each Committee shall undertake annually a self-review of its performance against its terms of reference.

APPEAL COMMITTEE

Role

The Committee will be an ad hoc body that will hear and determine appeals against dismissal for all staff, appeals against any disciplinary sanction for senior post holders, and relevant appeals in relation to grievances (including cases of bullying and harassment) in accordance with the College's procedures. For the purpose of dismissal cases, this may include dismissal as a result of capability proceedings and termination of employment on the grounds of ill-health.

By being composed of Corporation members who are external to the College, the Committee will undertake its responsibilities as an employer, demonstrating independence and ensuring fairness and natural justice.

Membership

The Committee will comprise three members appointed by the Chair of the Corporation as follows:

- Chair of the Committee
- 2 members chosen by the Chair of the Corporation

The Principal, staff and student members are ineligible for membership of the Committee. All Committee members must be members of the Corporation.

The quorum will be two members of the Committee.

Meetings will be clerked by the Clerk to the Corporation.

Duties

To meet on an ad hoc basis as and when required to hear and determine appeals relating to dismissal under the College procedures as follows:

- By a member of staff other than a senior post holder who has been dismissed as a result of the College's Disciplinary Policy, Capability Procedure or Ill-Health decision;
- By a senior post holder who has been dismissed as a result of a decision of a Special Committee;
- By a senior post holder against a disciplinary sanction other than dismissal imposed as a result of the College's Senior Post Holder Disciplinary Policy.

To meet on an ad hoc basis as and when required to discuss and determine appeals under the grievance procedure as follows:

- By a member of staff where a senior post holder is involved in a grievance or has determined the initial outcome;
- By a senior post holder bringing an appeal against a grievance under the College policy.

The Appeal Committee has delegated powers to determine, with reasons, such appeals as set out above and report their decisions to the Board. The Appeal Committee's decision is final.

The procedure to be followed at the committee meeting will be pertinent to the requirements of each individual appeal but will allow the case of management and appellant to be heard and questions to be asked of management and the appellant by each other and by the Committee. Reference should be made to the appropriate College policy and procedure in the first instance.

AUDIT COMMITTEE

Role

The Committee will advise the Corporation on the effectiveness of the College's internal control systems through the work undertaken by the financial statements auditor and the internal audit service. It will monitor the work of both sets of auditors and advise the Corporation on their appointment and dismissal. By acting in accordance with the LSC's Audit Code of Practice, the Committee can advise on the quality and effectiveness of the College's arrangements for risk management, control and governance processes, independent of College management. The Committee has the power to set up an investigation into any alleged fraud or irregularity, seek any information it requires and obtain external professional advice. In matters of urgency the Chair of the Audit Committee has power to take appropriate action including notification to Chair of the Corporation and the Learning and Skills Council. The Audit Committee has the right to go into confidential session and exclude any, or all, participants and observers except the Clerk to the Committee.

Membership

The Committee will comprise five persons appointed by the Corporation as follows:

- Chair of the Committee who must be a member of the Corporation
- 2 or 3 members of the Corporation
- 1 or 2 persons who are not members of the Corporation, but who have relevant audit and financial experience provided that they are not in any way connected with the provision of services to the college.

The following persons are ineligible for membership:

- Chair of the Corporation
- Principal and other senior post holders
- Members of the Finance and Resources Committee

The quorum for a meeting will be three members of the Committee, two of whom must be Corporation members.

Meetings will be clerked by the Clerk to the Corporation.

Duties

- 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 processes, and securing economy, efficiency and effectiveness (value for money);
- To advise the Corporation on the appointment, re-appointment, dismissal and remuneration of the financial statements auditor, and the internal audit service;
- To advise the Corporation on the scope and objectives of the work of the internal audit service, the financial statements auditor and the funding auditor (where appointed);
- To ensure effective co-ordination between the internal audit service, the funding auditor (where appointed) and financial statements auditor including whether the work of the funding auditor should be relied upon for internal audit purposes;
- To consider and advise the Corporation on the audit strategy and the annual internal audit plans for the internal audit service;
- 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 (where appointed), and management's responses to these;
- To monitor, within an agreed timescale, the implementation of agreed recommendations relating to internal audit assignment reports, internal audit annual reports, the funding

auditor's management letter and spot-check reports (where appropriate) and the financial statements auditor's management letter;

- To consider and advise the Corporation on relevant reports by the National Audit Office, the LSC and other funding bodies, and, where appropriate, management's response to these;
- To establish, in conjunction with college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the internal audit service and financial statements auditor through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate;
- To produce an annual report for the Corporation and the Principal, which should include the Committee's advice on the effectiveness of the college's risk management, control and governance processes, and any significant matters arising from the work of the internal audit service, the funding auditors (where appointed) and the financial statements auditor;
- To recommend to the Corporation the annual Financial Statements for approval;
- To ensure that all allegations of fraud and irregularity are properly followed up; and
- To be informed of all additional services undertaken by the internal audit service, the financial statements auditors and the funding auditors (where appointed).

REMUNERATION COMMITTEE

Role

The Committee will advise the Corporation on the pay and conditions of service and on the performance management arrangements of senior post holders and the clerk. For the purposes of the role and duties of this committee, the term senior post holder shall include the clerk. The Committee will be able to demonstrate that the remuneration of senior post holders is based on the advice of the Committee which has no personal interest in the outcome of its recommendations and which gives due regard to the financial health of the College and accountability for the proper use of public funds. It will monitor the risks assigned to it within the Corporation's risk register and advise the Corporation as necessary.

Membership

The Committee will comprise four or five members appointed by the Corporation as follows:

- Chair of the Corporation (Chair of the Committee)
- Vice Chair(s) of the Corporation
- Chair of the Audit Committee
- 1 external person who is not a member of the Corporation ("Nolan person")

The Principal, staff and student members shall be ineligible for membership of the Committee.

The quorum for a meeting will be three members of the Committee.

Meetings will be clerked by the Clerk to the Corporation.

Duties

- To advise the Corporation on the performance management arrangements of senior post holders.
- To make recommendations to the Corporation on the remuneration packages of the Principal and other senior post holders.
- To evaluate the remuneration packages of the Principal and other senior post holders against performance targets and an appropriate peer group.
- To advise the Corporation on the conditions of service of the Principal and other senior post holders.
- To establish annually the Principal's performance targets, monitor outcomes and advise the Corporation.
- To establish annually a programme of training, support and development for the Principal and senior post holders.
- To advise the Corporation on any compensation (including pension benefits) which may be payable in the event of the early termination of the employment of the Principal and/or other senior post holders subject to the avoidance of rewarding poor performance and to deal equitably with cases where early termination is not due to poor performance.
- To monitor risks assigned to the Committee within the Corporation's risk register and to advise the Corporation as necessary.

SEARCH COMMITTEE

Role

The Committee will undertake the public advertisement and additional search for persons who can make a contribution to the work of the Corporation. It will advise on the composition and balance of the Corporation and make recommendations on the appointment of all governors except staff and student members and the Principal. The Committee's terms of reference, recruitment and appointment procedure, and its advice to the Corporation will be open to public inspection. It will monitor risks assigned to it within the Corporation's risk register and advise the Corporation as necessary. The Committee will have delegated powers regarding governor training and induction.

Membership

The Committee will comprise five members appointed by the Corporation as follows:

- The Chair of the Corporation
- Up to 3 members of the Corporation
- Principal
- 1 external person who is not a member of the Corporation ("Nolan person")

The quorum will be three members of the Committee.

Meetings will be clerked by the Clerk to the Corporation.

Duties

- To review and make recommendations to the Corporation on the recruitment and appointment procedure for governors.
- To make recommendations to the Corporation on the composition and balance of the Corporation and its Committees.
- To manage the process of succession planning for membership of the Corporation and for specific posts within the Board.
- To place an open advertisement in the media as required to ensure a managed succession plan.
- To review suitable candidates in accordance with the Recruitment and Appointment Procedure.
- To make recommendations to the Corporation regarding the appointment of all governors except staff and student members and the Principal.
- To oversee the staff governor election process.
- To oversee the governance self assessment process and evaluate the implementation of a new governance framework.
- To determine an induction programme for new governors and to monitor its success and to determine a programme of governor training.
- To monitor risks assigned to it within the Corporation's risk register and advise the Corporation as necessary.

SPECIAL COMMITTEE

Role

The Committee will be an ad hoc body that will examine the case for dismissal of senior post holders. The Committee may be convened by the Chair, Vice Chair or a majority of members if it is considered that it may be appropriate for the Corporation to dismiss the holder of a senior post.

Membership

The Committee will comprise at least three members appointed by the Corporation as follows:

- Chair of the Committee
- 2 Corporation members chosen by the Chair of the Committee

The following persons are ineligible for membership:

- The Chair of the Corporation
- The Vice Chair(s) of the Corporation
- The Principal
- Staff and student members

All Committee members must be members of the Corporation.

The quorum for a meeting will be three members of the Committee.

Meetings will be clerked by the Clerk to the Corporation or if the Special Committee is convened to consider the dismissal of the Clerk, the Corporation shall appoint an appropriate person to fulfil the post of Clerk.

Duties

- To examine the case for dismissal of a senior post holder in accordance with the College's Senior Post Holders Disciplinary Policy.
- To provide to the person whose dismissal is being considered, a written statement of the alleged conduct, characteristics or other circumstances which led to the person being considered for dismissal.
- Invite the senior post holder to a meeting with the Committee.
- To consider representations, including oral representations, from the person whose dismissal is to be considered.
- To consider the case for dismissal and take such actions as it considers appropriate, communicating its decision to the senior post holder.
- The senior post holder has the right of appeal against a decision of the Special Committee to the Appeal Committee of the Corporation.

The Special Committee has delegated powers to determine, with reasons, the case for dismissal and take such actions as it considers appropriate.