

# **The Corporation of New College Durham**

## **Terms of Reference**

### **Committees of the Corporation**

Last full review and approval by Corporation on 7 November 2024

# **The Corporation of New College Durham**

## **Terms of Reference of the Academy Sponsorship Committee**

1. To monitor the College's involvement with the academies as Principal Sponsor in New College Durham Academies Trust.
2. To advise and make recommendations to the Corporation on all matters relevant to Academy Sponsorship.
3. To make decisions within powers delegated by the Corporation concerning Academy Sponsorship.
4. To appoint and remove Sponsor Members and Trustees of the Academies Trust.
5. Committee members are authorised to agree appointments of new Sponsor Trustees or Sponsor Members via exchange of email in between scheduled committee meetings if necessary.

### **Composition**

Minimum of 3 Corporation members including the Chair and/or Vice Chair and Principal & Chief Executive and up to 1 co-opted member.

**Quorum**      2

**Meeting frequency**      A minimum of once every year.

# **The Corporation of New College Durham**

## **Terms of Reference of the Audit and Risk Committee**

1. To assess and provide the Corporation with an opinion on the adequacy and effectiveness of the Corporation's assurance arrangements, framework of governance, risk management and control, processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.
2. To make recommendations to the Corporation on the appointment, reappointment, dismissal and remuneration of the external auditors and reporting accountants and other assurance providers, including internal auditors, and establish that all such assurance providers adhere to relevant professional standards.
3. To advise the Corporation on the scope and objectives of the work of the internal audit service (IAS), the financial statements auditor and the funding auditor (where appropriate).
4. To ensure effective coordination between the IAS, the funding auditor and the financial statements auditor including whether the work of the funding auditor should be relied upon for internal audit purposes.
5. To consider and advise the Corporation on the audit strategy and annual internal audit plans for the IAS.
6. 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 and the funding auditor, and management's response to these.
7. 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.
8. To undertake a regular review of strategic risks and receive updates on mitigating actions taken, make recommendations to the Corporation for further action and to advise the Corporation on the status of risks and controls.
9. To consider and advise the Corporation on relevant reports by the National Audit Office, the Skills Funding Agency and other funding bodies, and where appropriate management's response to these.
10. To establish, in conjunction with College management, relevant annual performance measures and indicators, and to monitor and review 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.

11. To produce an annual report for the Corporation summarising the Audit Committee's activities relating to the financial year under review, including:
  - a summary of the work undertaken by the committee during the year;
  - any significant issues arising up to the date of preparation of the report;
  - any significant matters of internal control included in the management letters and reports from auditors or other assurance providers;
  - the committee's view of its own effectiveness and how it has fulfilled its terms of reference;
  - the committee's opinion on the adequacy and effectiveness of the College Corporation's audit arrangements, its framework of governance, risk management and control, and its processes for securing economy, efficiency and effectiveness;
  - submit the annual report to the Corporation before the statement of Corporate Governance and Internal Control in the annual accounts is signed.
12. 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 external auditors (and internal auditors where appointed) have been informed, and that appropriate follow up action has been planned / actioned;
  - that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, cybercrime, major weaknesses or breakdown in the accounting or other control framework are reported to the appropriate funding body as soon as possible;
  - Risks around fraud have been identified and controls put in place to mitigate them.
13. To inform the Corporation of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded.

### **Authority**

The Audit Committee has the right to investigate any activity within its terms of reference. It has the right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit. The internal auditors and external auditors will report directly to the Audit Committee. The Audit Committee has no executive powers or operational responsibilities / duties.

## **Composition**

The Audit Committee must comprise at least three members, a majority of whom must be Corporation Members, 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.

The Audit 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.

**Quorum**      3

**Meetings frequency**      A minimum of once every term.

# **The Corporation of New College Durham**

## **Terms of Reference of the Education Quality, Curriculum and Students Committee**

The Education Quality Curriculum & Students Committee (EQCS) has a wide remit covering all areas of College provision.

### **1. Strategy**

1.1 to assist Corporation in the delivery of the College's Strategic Plan by monitoring and evaluating the development and application of the College's:

- (a) Curriculum Strategy;
- (b) Employer Engagement Strategy;
- (c) Learner Engagement Strategy;
- (d) 16-19 FE Strategy;
- (e) Higher Education Strategy;
- (f) Apprenticeship Strategy;
- (g) Sub-Contracting Strategy;
- (h) International Strategy;
- (i) TEL Strategy; and
- (j) Adult FE Strategy;
- (k) Quality Strategy and the policies and procedures for quality assurance.

1.2 to monitor progress against the Curriculum Strategic Aims and KPIs, and to review and make recommendations to Corporation on updates and revisions as appropriate.

### **2. Key Performance Indicators (targets)**

to consider and approve reports and targets for:

- (a) student recruitment, retention, achievement and destination;  
and
- (b) student support services

### **3. College Self-Assessment Report**

to consider and evaluate the College self-assessment process and endorse the College self-assessment report before recommending to Corporation for approval.

### **4. Higher Education Annual Report**

to consider, evaluate and endorse the Higher Education Annual Report before recommending to Corporation for approval.

## **5. Reports and Other Matters**

(a) to monitor, evaluate and approve:

(i) the Access and Participation Plan;

(b) to monitor and evaluate:

- (i) the curriculum portfolio to ensure continuing relevance to all stakeholders, including employers and other partners, and its contribution to widening participation;
- (ii) the College's adherence to the UK Quality Code set by the Quality Assurance Agency (QAA) as directed by the Office for Students (OfS) to safeguard academic standards and improve the quality of the College's Higher Education provision.
- (iii) the future development of the College's Degree Awarding Powers;
- (iv) the development of the College's Academic Regulations;
- (v) the College's response to market information, including feedback from employers and students;
- (vi) the response to changes in the education policy landscape
- (vii) the response to feedback from the College's Academic Board;
- (viii) the application of the College Equality & Diversity policy and procedures;
- (ix) the application of the College Safeguarding policies and procedures, including the policy on preventing people being drawn into terrorism (Prevent Duty); student disciplinary and complaints procedures.

## **6. College Policies and Procedures**

- (a) save for as provided for in (6)(b) below, approve on behalf of Corporation any new Policy or Procedure (or amendments to a Policy or Procedure where the relevant Policy is likely to affect or have an impact on the responsibilities of this Committee.
- (b) in respect of (6) (a) above, approval of this Committee will not be required for minor amendments to existing policies or procedures where such proposed amendments do not affect the substance or effect of the Policy.

7. Working together with other relevant Corporation Committees, to consider and advise, from a curriculum point of view, as relevant, Business Cases for new College provision or ventures, and to advise Corporation appropriately.

8. Respond to the learner voice by facilitating liaison between the Corporation and the Student Union or any other student body, including monitoring and evaluating feedback from students.

9. Monitor and review any other matters referred to it by Corporation.

10. Advise and make recommendations to Corporation on the above as appropriate.

**11. Sub-Committee**

This Committee may at its discretion should it wish, set up a sub-committee to discharge any area of its remit as detailed above. Any such sub-committee will:

- (a) be referred to as the Education Quality Curriculum and Students Sub-Committee for [insert area of work/activity];
- (b) be created at an Education Quality Curriculum and Students Committee meeting, for an agreed period not extending beyond completion of the activity it has been established to monitor;
- (c) may consist of Members of the Education Quality Curriculum and Students Committee only or a mixture of the Education Quality Curriculum and Students Committee and the wider Corporation at the Education Quality Curriculum and Students Committee's discretion;
- (d) the Education Quality Curriculum and Students Committee will nominate a Chair for the relevant Sub-Committee; and
- (e) have Terms of Reference agreed by the Education Quality Curriculum and Students Committee and will report directly to Corporation.

**Composition**

A minimum of five Corporation members (including Principal, staff and student members) and up to two co-opted members.

**Quorum**     3

**Meetings frequency**     A minimum of once every term.



## **The Corporation of New College Durham**

### **Terms of Reference of the Remuneration Committee**

1. To determine the remuneration and conditions of service for Senior Postholders and the Corporation Secretary.
2. The committee is expressly authorised to determine salary progression for Senior Postholders and the Corporation Secretary utilising a salary progression methodology approved by the Corporation and to authorise the implementation of any such determination. Such action shall be reported to the Corporation at its next meeting.
3. In determining the remuneration and conditions of service of Senior Postholders and the Corporation Secretary, the committee will have due regard to the AoC Colleges' Senior Staff Remuneration Code, relevant guidance for approval of senior pay and will consider both national benchmarking information on pay and conditions for institutions of a similar size or style to New College Durham and information on similar positions within the region.
4. To consider and determine any proposed variation of Terms and Conditions for Senior Postholders and the Corporation Secretary. Such action shall be reported to the Corporation at its next meeting.
5. To prepare the Remuneration Committee annual report for Corporation.

#### **Composition**

Chair, Vice Chair and one other member (excluding staff and student members and the Principal).

**Quorum**      2

#### **Meetings frequency**

A minimum of once a year.

## **The Corporation of New College Durham**

### **Terms of Reference of the Search and Governance Committee**

1. To review and make recommendations as to the governance arrangements of the Corporation.
2. To actively search for new Corporation members by means of advertising, personal recommendation or any other means considered appropriate by the committee.
3. To meet and interview prospective candidates for membership of the Corporation.
4. To make decisions as to the suitability or otherwise of candidates for membership of the Corporation.
5. To make recommendations to the Corporation for the appointment of candidates as members of the Corporation.
6. To review the individual contribution to the work of the Board of any member whose term of office is to expire and to make recommendations to Corporation as to any reappointment.
7. To review and make recommendations as to the size and composition of the Corporation and its committees.
8. To perform an ongoing review of succession planning for the positions of Chair and Vice Chair of the Corporation.
9. To consider an annual report from the Principal and Chief Executive on succession planning for the positions of Senior Postholders and the Corporation Secretary and to make recommendations to the Corporation as appropriate.
10. To analyse and make recommendations concerning the training needs of the Corporation as a whole and of Corporation members individually, and where appropriate to put in hand steps to implement such training.
11. To keep under review the Corporation's core governance documents and make recommendations to Corporation prior to their approval by the Board.
12. To review confidential minutes on an annual basis to determine whether they should be made available for publication and inspection and report the outcome of this review to Corporation.

13. To review and make recommendations to Corporation as to the arrangements for the annual assessment of the Corporation's governance effectiveness.

**Composition**

A minimum of three Corporation members including the Chair and/or Vice Chair.

**Quorum**      2

**Meetings frequency**      As required.

# **The Corporation of New College Durham**

## **Terms of Reference of the Finance & Resources Committee**

In respect of the College's Corporate Services:

### **1 Strategy**

1.1 to assist Corporation in the delivery of the College's Strategic Plan by monitoring and evaluating the development and application of the College's:

- (a) Corporate Services Strategy;
- (b) Estates & Facilities Strategy;
- (c) ICT, Systems Development and Reporting Strategy;
- (d) Human Resources, Health & Safety and Occupational Health Strategy;
- (e) Marketing Strategy; and
- (f) Finance, Procurement and Curriculum Information Services Strategy.

1.2 to monitor progress against the Corporate Services Strategic Aims and KPIs, and to review and make recommendations to Corporation on updates and revisions as appropriate.

### **2 Key Performance Indicators (targets)**

to consider and approve reports and targets for:

- (a) estates and facilities;
- (b) finance and procurement;
- (c) human resources, health and safety and occupational health; and
- (d) ICT, systems and reporting
- (e) marketing.

### **2 Finance, Procurement and Curriculum Information Services**

To consider and advise the Corporation on all aspects of the Corporation's finances, financial policies, controls and strategies including arrangements for securing value for money, solvency and safeguarding of assets. The Committee shall:

- (a) review the Medium-Term Financial Plan and make appropriate recommendations to Corporation prior to its approval by the Board;
- (b) review the annual estimates of income and expenditure and make appropriate recommendations to Corporation prior to their approval to the Board;

(c) monitor regularly through the receipt of management accounts the College's financial position, including capital expenditure, and advise the Corporation accordingly;

(d) advise the Corporation on any decision involving major variations of expenditure, capital expenditure, taxation, employer pension arrangements, investment and borrowing; and

(e) review the annual year end accounts and make appropriate recommendations to Corporation prior to their approval by the Board.

3 The Committee shall review and approve, on behalf of Corporation, changes to tuition fees, fee policy and the Access Fund Policy, including student travel support.

4 The Committee shall review the activity of any College subsidiary company and make recommendations to Corporation as appropriate.

The Committee shall keep under review the Financial Regulations and make recommendations to Corporation prior to their approval by the Board. The Committee is authorised by the Corporation to review and approve the Financial Procedures annually and to review and approve the Treasury Management Policy on a three yearly basis.

5 The Committee shall approve changes to approved budgets within the provisions of the Financial Regulations.

## 6 **Human Resources, Health & Safety and Occupational Health**

6.1 To keep under review the College's employment policies and procedures and to evaluate the effect of Corporation decisions on any aspect of management of the College's human resources and to make recommendations to Corporation as appropriate.

6.2 Monitor and review the management of the College's arrangements for human resources, health and safety and occupational health.

## 7 **Estates & Facilities**

7.1 To keep under review the College's Estates & Facilities policies and procedures and to evaluate the effect of the Corporation decisions on any aspect of management of the College's services and to make recommendations to Corporation as appropriate.

7.2 Monitor and review the management of the whole College estates infrastructure and grounds, including environmental and sustainability issues.

## 8 **ICT, Systems Development and Reporting**

8.1 To keep under review the College's ICT, Systems Development and Reporting and procedures and to evaluate the effect of Corporation decisions on any aspect of management of the College's services and to make recommendations to Corporation as appropriate.

9.2 The Committee shall:

- (a) review and approve, on behalf of Corporation, changes to the College's Information Governance policies and procedures including those covering Data Protection (DP), Freedom of Information (FOI), Records Management and Information Security;
- (b) monitor and review the application of IT and cyber security.

## **9 Marketing**

9.1 To keep under review the College's Marketing policies and procedures and to evaluate the effect of Corporation decisions on any aspect of management of the College's services and to make recommendations to Corporation as appropriate.

9.2 Monitor and review the application and effectiveness of Marketing tools and campaigns.

## **11 College Policies**

In relation to College Policies and Procedure:

- (a) save for as provided for in (11)(b) below, approve on behalf of Corporation any new Policy or Procedure (or amendments to a Policy or Procedure) where the relevant Policy is likely to affect or have an impact on the responsibilities of this Committee.
- (b) in respect of (11)(a) above, approval of this Committee will not be required for minor amendments to existing policies or procedures where such amendments do not affect the substance of the policy or procedure previously agreed.

## **12 College Capital Developments**

13.1 In respect of any major capital developments on the College estate (a Project), be responsible to the Corporation for ensuring the effective oversight and governance of the project management.

13.2 To this end the Committee will:

- (a) receive reports and deal with matters referred to it by the College's relevant Project Management Team;
- (b) make decisions within powers delegated to it by the Corporation on matters affecting a Project;

- (c) update Corporation on progress of the Project at a frequency agreed by Corporation; and
  - (d) advise and make recommendations to the Corporation on all matters requiring full Corporation approval.
- 13 This Committee may at its discretion should it wish, set up a sub-committee to discharge the delegations referred to in 12 above. Any such sub-committee will:
- (f) be referred to as the Finance & Resources Sub-Committee for [insert Project title];
  - (g) be created at a Finance & Resources Committee meeting, for an agreed period, not exceeding the length of the Project it has been established to monitor;
  - (h) may consist of Members of the Finance and Resources Committee only or a mixture of the Finance & Resources Committee and the wider Corporation at the Finance & Resources Committee's discretion;
  - (i) the Finance & Resources Committee will nominate a Chair for the relevant Sub-Committee; and
  - (j) have Terms of Reference which mirror Item 12 of these Terms of Reference and will thus report directly to Corporation in respect of those matters.

#### **14 Other Matters**

- (a) Working together with other relevant Corporation Committees, to consider and advise, from an Estates, Marketing, Human Resources, Finance and ICT point of view, as relevant, Business Cases for new College provision or ventures, and to advise Corporation appropriately.
- (b) Monitor and review any other matters referred to it by Corporation.
- (c) Advise and make recommendations to Corporation on the above as appropriate.

#### **Composition**

A minimum of five Corporation members including the Principal and up to two co-opted members.

**Quorum** 3  
term.

**Meetings frequency**

A minimum of once every

## **Annex A**

### **Extract from the Articles of Government**

#### Appointment and promotion of staff

12.—(1) Where there is a vacancy or expected vacancy in a senior post, the Corporation shall—

- (a) advertise the vacancy nationally; and
- (b) appoint a selection panel consisting of—
  - (i) at least five members of the Corporation including the Chair and/or one or both of the Vice-Chairs, where the vacancy is for the post of Principal; or
  - (ii) the Principal and at least three other members of the Corporation, where the vacancy is for any other senior post.

(2) The members of the selection panel shall—

- (a) decide on the arrangements for selecting the applicants for interview;
- (b) interview the applicants; and
- (c) where they consider it appropriate to do so, recommend to the Corporation for appointment one of the applicants they have interviewed.

(3) If the Corporation approves the recommendation of the selection panel, that person shall be appointed.

(4) If the members of the selection panel are unable to agree on a person to recommend to the Corporation, or if the Corporation does not approve their recommendation, the Corporation may make an appointment itself of a person from amongst those interviewed, or it may require the panel to repeat the steps specified in paragraph (2), with or without first re-advertising the vacancy.

(5) Where there is a vacancy in a senior post or where the holder of a senior post is temporarily absent, until that post is filled or the absent post holder returns, a member of staff—

- (a) may be required to act as Principal or in the place of any other senior post holder; and
- (b) if so required, shall have all the duties and responsibilities of the Principal or such other senior post holder during the period of the vacancy or temporary absence.