

Havering College of Further and Higher Education
Terms of Reference and Operation for Corporation and its Committees

The Corporation

Membership & Terms of Reference –

Membership In Attendance	20 Governors Clerk to the Corporation Director of Finance and Corporate Affairs Deputy Principal Vice Principal, Curriculum, Quality and Student Achievement
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Quorum 8

- To be responsible for :-
 - determination and periodic review of the educational character and mission of the College and for oversight of its activities.
 - the effective and efficient use of resources, the solvency of the College and the Corporation and for safeguarding their assets
 - approve the quality strategy of the College
 - approving annual estimates of income and expenditure
 - the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Clerk to the Corporation.
 - setting a framework for the pay and conditions of service of all other staff.
- To determine their membership numbers and to appoint all new members (including the Principal and Chief Executive) and the Clerk to the Corporation. To appoint their own Chairperson and Vice Chairperson.
- To determine what, if any, travelling, subsistence or other allowances the members may receive.
- To make rules specifying procedures for both grievance and discipline after due consultation with staff.
- To make rules with respect to the conduct of students, including procedures for suspension and expulsion after due consideration with the Academic Council.
- To make rules specifying procedures, including appropriate time limits relating thereto, for the conduct of the Special Committee.
- To make such rules regarding such matters of the governance and conduct of the College as they see fit.
- To consider the setting and monitoring of Corporation Performance Indicators.
- To approve the membership numbers, period of appointment and selection or election arrangements of an Academic Council if established. To approve the establishment of any Committees reporting to an Academic Council
- To establish Audit and Search Committees and any other committees the Corporation sees fit.

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- To consider and approve :-
 - Budget and the three year financial forecasts for the College and its subsidiaries
 - College Business Plan
 - College Quality Self-Assessment report.
 - Pay increases for all staff (including senior postholders)
 - Year end accounts and external auditors' management letter
 - Internal auditors' annual report and annual audit programme
 - Student Union Accounts and Constitution
 - Appointment of internal and external auditors
 - Corporation's representatives on other associated bodies
 - Strategic Plan/objectives
 - Achievement and retention targets
 - Fees including membership fees
 - Charters (student and employer)
 - Disability statement

- To receive on a regular basis :-
 - Enrolment statistics
 - Personnel statistics
 - Accident statistics
 - Complaints statistics
 - Exam results (and performance against achievement/retention targets/SAR/Action Plans)
 - Governor training plan and progress
 - Health and Safety Report
 - Strategic Plan/Objectives in year updates
 - Financial Reports and Performance against Performance Indicators
 - Report of subsidiaries Board meetings

**The Terms of Reference and Membership were approved by the
Governing Body on**

22 October 2009

Accommodation Committee

Membership & Terms of Reference

Membership	5 Governors (including the Principal & Chief Executive and the teaching staff Governor) The Committee may co-opt two members subject to the approval of the Corporation
In Attendance	Clerk to the Corporation Director of Finance and Corporate Affairs Estates Director
Quorum	3 members

Terms of Reference

To oversee accommodation issues. Specific tasks to include:

- To oversee the gaining of planning approval for annual re-modelling and other minor building projects
- To oversee the implementation of annual re-modelling and other minor building projects
- To receive regular reports from the Facilities Manager on benchmarking of College Estate services and costs (including the LSC e-mandate system).
- To determine or advise on special/specific matters relating to accommodation which the Corporation may wish to delegate
- To report to the Corporation via the minutes

**The Terms of Reference and Membership were approved by the
Governing Body on**

22 October 2009

Havering College of Further and Higher Education
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Audit Committee

Membership & Terms of Reference

Membership 5 Governors *¹ (see below) and two co-opted member
The Committee may co-opt two members whose appointment is subject to the approval of the Corporation

In Attendance Clerk to the Corporation
Director of Finance and Corporate Affairs
Internal Audit Representative (to attend as required)
External Audit Representative (to attend as required)
Senior College Managers (to attend as required)

Quorum 3 members

Terms of Reference

- To independently advise on matters relating to the Corporation's audit arrangements, systems of internal control, risk management and governance processes. Operating in accordance with any requirements of the Learning and Skills Council (LSC).

Effectiveness

- To advise the Corporation on the adequacy and effectiveness of the College's whole system of internal control, including controls for securing economy, efficiency and effectiveness (value for money).
- To advise the Corporation on the adequacy and effectiveness of the College's arrangements for risk management and its governance processes.
- To monitor, annually or more frequently if necessary, the implementation of approved recommendations relating to both internal assignment audit reports and annual reports and external audit reports and management letters.
- To monitor the effectiveness and competence of the internal and external audit services and ensure effective co-ordination between them, including whether the work of the funding auditor should be relied upon for internal audit purposes.
- To consider and advise the Corporation on relevant reports by the National Audit Office (NOA) and the LSC, and where appropriate, management's response to these.
- To establish, in conjunction with College Management, relevant performance measures and indicators and to monitor the effectiveness of the internal audit service and external auditor through these measures and indicators, using these measures to determine whether re-tendering is appropriate.
- To obtain external professional advice if it considers this necessary.

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- To investigate any activity within its terms of reference and to receive reports from management concerning any irregularity or fraud investigation. Ensuring that all allegations of fraud and irregularity are properly followed up.
- To seek any information it requires from the internal auditors, the external auditors, governors, committees and College employees, plus relevant information from sub-contractors and other third parties.
- To be informed of all additional services undertaken by internal and external audit.

Risk Management

- To advise the Corporation on the adequacy and effectiveness of the College's arrangements for risk management and its governance processes.
- To have oversight of all areas of risk management within the College, and to ensure, through the external and internal audit functions that the adequacy and effectiveness of the College approach to risk management is robust and transparent
- To periodically receive and review reports on the work of the College Compliance team to establish that the College's own approach to monitoring of risk management reflects the risks and recommendations of the internal and external audit report findings

Internal Audit

- To advise the Corporation on the appointment, re-appointment, dismissal and remuneration of the internal audit service and the scope and objectives of their work.
- To consider and advise the Corporation on the audit needs assessment, and strategic and annual audit plans for the internal audit service.
- To consider and advise the Corporation on internal audit assignment reports, including the annual report and on control issues and to ensure these are responded to promptly where appropriate.
- To reinforce with the internal auditors the independence of their function.

External Audit

- To advise the Corporation on the appointment, re-appointment, dismissal and remuneration of external auditors and the scope and objectives of their work.
- To ensure that the external auditors are fully aware of the nature and scope of the audit before the audit commences.
- To consider and advise the Corporation on external audit reports and management letters with special reference to control issues raised and to ensure these are responded to promptly where appropriate.
- To reinforce with the external auditors the independence of their function.

General

- To determine or advise on such matters relating to audit as the Corporation may wish to remit to them.

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- To carry out any special / specific projects which the Corporation may wish to delegate to the Committee, e.g. Public Interest Disclosure Procedure and Data Protection Act.
- To submit an annual written report to the Corporation (via an updated QSA and action plans), to include the Committee's advice on the effectiveness of the College's systems of internal control and any significant matters arising from the internal and external audits.
- To report to the Corporation via the minutes.

**The Terms of Reference and Membership were approved by the
Governing Body on**

22 October 2009

- *1 Members shall not be members of any other committee having responsibility for financial matters, including the Employment Policy and Finance Committee. The Principal, the Chairperson, staff and student governors shall be excluded from membership, as shall any senior post holder. The co-opted member must have finance knowledge and experience

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Community & Business Liaison Committee

Membership & Terms of Reference

Membership 6 Governors including the Principal and Chief Executive
The Committee may co-opt two members whose appointment is
subject to the approval of the Corporation

In Attendance Clerk to the Corporation
Deputy Principal
Vice Principal, Curriculum, Quality and Student Achievement

Quorum 3 members

Terms of Reference

To support the work of Curriculum Directors and Departmental Employer Engagement Managers by discussion and consideration of the College's commercial and community activity.

- Oversee our market share of full cost recovery courses
- Monitor and make recommendations for the quality and range of the College's marketing
- Oversee our ability to be responsive and flexible in meeting new employer/community requirements
- Monitor the curriculum to meet employer needs
- Review the provision of work experience placement for students and staff
- Utilise the employer and community networks which Governors are a part of to further our aims
- Monitor the College's partnership work with the Learning and Skills Council, London Borough of Havering, Regional Development Agencies, Sector Skills Councils, Lifelong Learning Partnerships and with other agencies such as The Havering Chamber of Commerce, Hornchurch Professional & Business Association, Havering Business Education Partnership and Prospects to develop employer links
- To receive regular reports on College Companies, Adult Education and Widening Participation activities
- To receive regular reports on the College Schools Liaison activity
- To receive regular reports on the college international activity
- To monitor the acquisition of related quality kitemarks, for example, the Training Quality Standard.

and, in addition, to:

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- Review and amend, if necessary, the Employer's Charter before it is approved by the Corporation
- Determine or advise on such matters relating to the College's community and business links as the Corporation may remit to them
- Carry out any special/specific projects which the Corporation may wish to delegate to the Steering Group
- Report to the Corporation via the minutes

**The Terms of Reference and Membership were approved by the
Governing Body on**

22 October 2009

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Curriculum Committee

Membership & Terms of Reference

Membership 6 Governors (to include the Principal and Teaching staff governor)
 2 Curriculum Managers / Area Heads
 The Committee may co-opt two members whose appointment is
 subject to the approval of the Corporation

In Attendance Clerk to the Corporation
 Director of Finance and Corporate Affairs
 Deputy Principal
 Vice Principal, Curriculum, Quality and Student Achievement

Quorum 3 members (at least two of which must be Governors)

Terms of Reference

- To monitor and make recommendations to the Corporation on the following in line with the educational character of the College and the Strategic Plan, as appropriate:
 - the range of curriculum offered in respect of FE, HE and full cost short courses
 - the quality strategy
 - the quality monitoring systems
 - the quality of the College's curriculum offer
 - the arrangements for the inspection and audits by the various funding and awarding bodies
- To ensure that members are adequately informed about the Corporation's core business
- To consider the College's targets for achievement and retention and make recommendations to the Corporation
- To receive the examination results, other achievement measures and retention figures and report findings to the Corporation
- To monitor and make recommendations for the quality and range of the College's course development
- To review the observation of teaching and learning (including tutorials) within the College
- To review the development of e-learning within the College
- To determine or advise on such matters relating to the College's curriculum offer as the Corporation may remit to them
- To carry out any special / specific projects which the Corporation may wish to delegate to the Committee

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- To report to the Corporation via the minutes

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Governing Body on**

22 October 2009

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Employment Policy & Finance Committee

Membership & Terms of Reference

Membership 7 Governors (to include the Principal & Chief Executive)
The Committee may co-opt two members whose appointment is subject to the approval of the Corporation

In Attendance Clerk to the Corporation
Deputy Principal
Vice Principal, Curriculum, Quality and Student Achievement
Director of Finance and Corporate Affairs
Director of Human Resources

Quorum 3 members

Terms of Reference

- To consider and advise the Corporation on all aspects of the Corporation's finances, financial policies, controls and strategy
- To consider and make representations to the Corporation on the annual estimates and budgets of revenue and capital income and expenditure and other budgets
- To consider, review and report on management accounts to Corporation
- To consider any proposed capital projects and to advise the Corporation on their financial implications
- To consider and make representations to the Corporation on the solvency of the Corporation and the safeguarding of its assets (including insurances)
- To consider and advise the Corporation on taxation issues
- To advise the Corporation generally on investments and borrowings and to seek appropriate advice from external sources
- To produce at least termly a report that reviews the Corporation's financial position
- To consider and advise the Corporation on all matters connected with the staffing of the College including current and projected staffing needs and recruitment policy
- To advise the Corporation on the conduct, composition and procedures of any selection panel for senior post holders and generally on the appointment of senior post holders
- To consider and advise the Corporation on any proposed collective bargaining arrangements
- Subject to compliance with the annual budget approved by the Corporation and excluding senior post holders, to consider, and approve annual pay awards for staff of the college
- To carry out any special / specific projects which the Corporation may wish to delegate to the Committee.
- To report to the Corporation via the minutes on the non-confidential items.

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The Corporation shall remain responsible for the approval of the annual estimates of income and expenditure, ensuring the solvency of the Corporation and safeguarding its assets.

**The Terms of Reference and Membership were approved by the
Governing Body on**

22 October 2009

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Property Strategy Steering Group

Membership & Terms of Reference

Membership: Corporation Chairman – Bruce Gordon-Picking
Corporation Vice Chairman – Stan Rose
Chairman of Accommodation Committee –
John Dryborough
Principal – Noel Otley
The Committee may co-opt two members whose appointment is
subject to the approval of the Corporation

Six governors (including the Principal and Chief Executive)

In Attendance: Clerk to the Corporation
Director of Finance and Corporate Affairs
Estates Director
Programme Director
Consultant representative as required

Quorum: 3 members

Terms of Reference

To progress the College's Property Strategy within the agreed timescales. Specific tasks to include:

- To have oversight of the preparation of the Property Strategy for recommendation to the Corporation for approval.
- In connection with (i) above, review and endorse the Property Strategy Approval in Principle (AIP) and Approval in Detail (AID) documents prior to them being presented for approval to the Corporation and the LSC.
- To approve the tendering arrangements, selection criteria and appointment of all Property Strategy consultants and contractors.
- To receive from, the Programme Director 'gateway review' quality assurance reports at key stages of the Property Strategy (e.g. submission of AIP, submission of AID, mid point of construction, project completion).

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The purpose of which is to:-

- ensure that approved project processes have been followed and agree any rectifications to procedures
 - review the performance of consultants
 - secure agreement to proceed to the next stage
 - To oversee the implementation of the approved Property Strategy including the approval of change control procedures and arrangements for using project contingencies.
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- To receive reports on LSC policy updates such as the Capital Handbook.
 - To receive reports at each meeting from the Programme Director on the development and implementation of the Property Strategy
 - To receive post project completion reports (in accordance with LSC requirements) from the Programme Director.
 - The Terms of Reference and Membership were approved by the Governing Body on 29 January 2009.

**The Terms of Reference and Membership were approved by the
Governing Body on**

22 October 2009

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Governance Committee

Membership & Terms of Reference

Membership	Chair Vice Chair Principal 2 Other Governors
In Attendance	Clerk to the Corporation
Quorum	3 Governors

Terms of Reference

- To act as a focus for the receipt of advice and guidance on best practice for Governance
- To review the operations of the Corporation and its sub committees and to make suggestions and recommendations for improvement
- To oversee and monitor the effectiveness of the Induction Plan for new Governors
- To establish and monitor a continuous training programme for all Governors which allows Governors' skills and knowledge to be best used for the benefit of the Corporation and the College
- To encourage Governor participation in sector events, and in College specific events
- To take an active role in the completion of the annual Governors' Quality Self Assessment
- To carry out any special/specific projects which the Corporation may wish to delegate to the Group
- To report to the Corporation via the minutes
- To develop and recommend to the Corporation policies and procedures for the induction, appraisal and governance development of Corporation members.
- To conduct, annually, a Governors' skills audit and quality questionnaire and analyse this to improve the College governance.

**The Terms of Reference and Membership were approved by the
Governing Body on**

22 October 2009

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Remuneration Committee

Membership & Terms of Reference

Membership	3 Governors Staff and student governors and the Principal and Chief Executive shall be excluded from membership.
In Attendance	Clerk to the Corporation
Quorum	2 members

Terms of Reference

- To advise on the remuneration of the holders of senior posts
- To set and review progress of the Principal and Chief Executive's annual targets.
- To take the leading role in the replacement process of any senior postholder making recommendations to the Corporation as appropriate. This to include all contractual issues.
- To determine or advise on such matters relating to the remuneration etc., of the senior postholders as the Corporation may remit to them.
- To carry out any special/specific projects which the Corporation may wish to delegate to the Committee.
- To report to the appropriate Corporation members via a confidential report.

**The Terms of Reference and Membership were approved by the
Governing Body on**

22 October 2009

I & A states:

"Where there is a vacancy or expected vacancy in a senior post, the Corporation shall –

Appoint a selection panel consisting of –

The Principal and at least three other members of the Corporation, where the vacancy is for any other senior post"

This Committee could therefore act as the panel for appointment a senior post holder other than the Principal.

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Search Committee

Membership & Terms of Reference

Membership	4 Governors, including Chair of Governors - ex-officio (who shall chair the Committee) and Principal & Chief Executive – ex-officio.
In Attendance	Clerk to the Corporation
Quorum	2 members

Terms of Reference

- To be responsible for nominating candidates for the approval of the Corporation to fill vacancies on the Corporation and for determining the process whereby candidates are nominated. The Corporation shall not appoint any member of the Corporation (other than the Principal and Chief Executive) unless it has first considered the advice of the Search Committee in relation thereto. Appointments shall be made in accordance with the Instruments and Articles of Government in force at the time.
- To consider the contribution of Board members before recommending existing members be re-appointed for another term
- To consider and make recommendations to the Corporation on the Corporation's and its Committees' composition and balance, and on the procedure for appointment to the Corporation; thus ensuring that the Corporation membership contains a sufficient range of expertise and experience to make it effective.
- To consider and make recommendations to the Corporation on the appointment of co-opted members to its Committees
- To employ the services of such external advisers as it deems necessary to fulfil its responsibilities.
- To meet as required to fill vacancies.
- To determine or advise on such matters relating to membership and appointments etc., of Governors as the Corporation may remit to them.
- To carry out any special/specific projects which the Corporation may wish to delegate to the Committee.
- To report to the Corporation their recommendations via report.

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Search Committee – modus operandi

- When a vacancy occurs or is anticipated, the Committee will consider the vacancy and decide the best way forward. This will include consideration of :
 - Placing an advertisement in the local media.
 - Approaching interested bodies, including local community and employer representatives, and local authorities as appropriate.
 - Considering appropriate people who have in the past shown an interest in becoming a governor.
 - Holding elections (for staff and /or student governors).
- The Search Committee will meet with suitable interested individuals as a result of the above and explain the role of governor to them and answer any questions they have. This meeting will determine each individual's suitability to become a governor.
- The Committee will put forward, by way of a report, to the Corporation suggestions on how each vacancy should be filled, based on the process above.

**The Terms of Reference and Membership were approved by the
Governing Body on**

22 October 2009

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Special Committee

Membership & Terms of Reference

Membership	At least 3 Governors. The Chairperson, Vice Chairperson, Principal and Chief Executive, staff and student Governors shall be excluded from membership. Persons who are not members of the Corporation are also excluded.
In Attendance	Clerk to the Corporation
Quorum	N/A All members required

Terms of Reference

- To examine the case for dismissal of a senior postholder and to make recommendations to the Corporation.
- To recommend to the Corporation rules specifying procedures, including appropriate time limits relating thereto, for the conduct of the Special Committee.
- To determine or advise on such matters relating to disciplinary and grievance issues as the Corporation may remit to them.
- To carry out any special/specific projects which the Corporation may wish to delegate to the Committee.
- To report to the appropriate Corporation members in an appropriate confidential manner.

**The Terms of Reference and Membership were approved by the
Governing Body on**

22 October 2009

Student / Governor Committee

Membership and Terms of Reference

Membership	6 Governors (to include the Principal, student and support staff governors) 2 Student Representatives per Campus (maximum) 2 Evening Student Representatives The Committee may co-opt two members whose appointment is subject to the approval of the Corporation
In Attendance	Clerk to the Corporation Deputy Principal Vice Principal, Curriculum, Quality and Student Achievement Student Services Manager Students to report on relevant items
Quorum	3 Governors and 3 Student representatives

Terms of Reference

- To act as a point of contact between students and governors to allow a mutual understanding to develop. To encourage governor participation in Student Union events.
- To act as an opportunity for students to report on issues that they feel relevant, including Students' Union activities.
- To act as a forum for consultation with regard to key issues that impact on students, including new and revised documentation, e.g:
 - Students' Union Constitution - before it is approved by the Corporation
 - Student Charter – before it is approved by the Corporation
 - Student Questionnaires – to include the review of the returns regarding student satisfaction with the College provisions
 - Student diary
- To receive reports on Student Services and Threshold activities and developments and, in particular, the deployment of Student and Hardship Funds
- To determine or advise on such matters relating to students and related issues as the Corporation may wish to remit to them.
- To carry out any special/specific projects which the Corporation may wish to delegate to the Committee.
- To report to the Corporation via the minutes.
- Not to act as a complaints forum – for which effective procedures are in place.

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NB : Students to have the opportunity to place items on the agenda via the Student Services Manager.

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22 October 2009