

THE ISLE OF WIGHT COLLEGE CORPORATION

TERMS OF REFERENCE

Originator	Director of Governance
Review interval	Annually
Reviewed	June 2025
Last review	October 2024
Next review due by	June 2026

CURRICULUM & QUALITY COMMITTEE

TERMS OF REFERENCE

Purpose:

The Articles of Government allow corporations to establish committees for any purpose or function (other than those assigned to the CEO/Principal or Clerk) and may delegate powers to such committees.

Remit:

The purpose of the Committee is to consider, advise, and assure the Board of Governors on any matters relating to policy, strategy, and effectiveness of the College's curriculum offer, quality assurance, and safeguarding arrangements.

- To consider the implications of curriculum related national policy/guidance which may periodically be issued, and to advise the Board as appropriate.
- To review the range and responsiveness of the College's curriculum offer on an annual basis and make recommendations to College management on changes and developments.
- To oversee the development of the College's quality strategy and policy, for approval by the Board; and to receive reports on internal quality reviews and to monitor subsequent actions.
- To review and monitor strategies for engaging with employers and other stakeholders to remain responsive to workforce trends.
- To oversee the raising of standards by setting targets and agreeing on performance indicators; and monitoring progress, including against sector benchmark data for student retention, attendance, success achievement, and progression.
- To review and raise the standard of the student experience through engagement with and feedback from students to inform future strategies for further improvement.
- To consider the outcomes of surveys of student/client satisfaction, complaints, and appeals and to make recommendations to College management and the Board.
- To review arrangements for promoting equality and diversity with the staff and student body and monitor progress against appropriate equality and diversity impact measures.
- To review the College's arrangements for safeguarding and Prevent and ensure that the Board fulfils its responsibilities through termly monitoring reports and the consideration of an annual report.
- To probe and advise upon the rigour, completeness, and consistency of the self-assessment reports, associated processes and the supporting evidence base; and the action taken in response to the action plan therein or any post-inspection report and action plan, and to recommend the Report for approval by the Corporation.

- Such other matters as the Corporation may from time to time refer to the Committee.

Authority:

The Committee is established in accordance with paragraph 4 of the Articles of Government of the Isle of Wight College Further Education Corporation. Its name shall be the Curriculum & Quality Committee ("the Committee").

The Committee is a committee of the Isle of Wight College Further Education Corporation and as such its actions are open to scrutiny and approval by the full Corporation. The delegation of functions does not absolve the Corporation from accountability for the conduct and decisions of its committees. The Corporation remains responsible for the proper conduct of the College for undertaking its duties under the instruments and articles of government and for complying with the other legislation to which it is subject. The Terms of Reference of the Committee may be varied at any time by the Corporation.

Composition:

The Committee shall comprise up to 14 members, including the Principal, 2 staff governors, and 3 student governors. The Committee may invite the Corporation's advisers or other third parties to attend meetings as appropriate (such persons shall be entitled to speak at the meeting, but not to vote).

Up to 2 co-opted members with relevant expertise may be appointed.

Frequency of Meetings

The Committee will meet not less than 4 times a year.

Quorum:

The quorum for meetings shall be 6 members, including Co-opted members – the majority of whom shall be Corporation members.

Chair:

The Chair of the Committee will be appointed by Corporation for a term of 1 year.

Vice-Chair:

The Vice-Chair will be appointed by Corporation for a term of 1 of year.

The retiring Chair and Vice-Chair will be eligible for re-appointment.

In the absence of both the Chair and Vice-Chair from a meeting, the Committee will appoint another member to act as Chair for that meeting.

Clerk:

The Director of Governance shall act as Clerk to the Committee.

Term of Office:

Appointments of members of the Committee will cease at the end of their term of office as a Governor, although they will be eligible for re-appointment if their membership of the Corporation is renewed. Co-opted members will be appointed for a term of 2 years and will be eligible for re-appointment if their membership is approved by the Corporation. Members may terminate their membership by notice of resignation to the Director of Governance.

Other Arrangements:

The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.

Papers, unless confidential, will be placed on a governors' portal. The Committee shall report to Corporation by circulating minutes and a report of the committee Chair.

FINANCE & RESOURCES COMMITTEE

TERMS OF REFERENCE

Purpose:

The Articles of Government allow corporations to establish committees for any purpose or function (other than those assigned to the CEO/Principal or Clerk) and may delegate powers to such committees.

Remit:

1. To consider and advise the Board of Governors on any matter relating to College policy and strategy, including:
 - Financial matters including investment, borrowing and funding
 - Land, buildings, and estates
 - Commercial activities
 - Human resources
 - Strategic partnerships
 - Health & Safety
 - Digital infrastructure and cybersecurity
2. To deal with any matters specifically referred by the Board
3. To review its terms of reference annually.

Authority:

The Committee is established in accordance with paragraph 4 of the Articles of Government of the Isle of Wight College Further Education Corporation. Its name shall be the Finance & Resources Committee ("the Committee").

The Committee is a committee of the Isle of Wight College Further Education Corporation and as such its actions are open to scrutiny and approval by the full Corporation. The delegation of functions does not absolve the Corporation from accountability for the conduct and decisions of its committees. The Corporation remains responsible for the proper conduct of the College for undertaking its duties under the instruments and articles of government and for complying with the other legislation to which it is subject. The Terms of Reference of the Committee may be varied at any time by the Corporation.

Composition:

The Committee shall comprise up to 8 members, including the Principal. The Committee may invite the Corporation's advisers or other third parties to attend meetings as appropriate (such persons shall be entitled to speak at the meeting, but not to vote).

Up to 2 co-opted members with relevant expertise may be appointed.

Frequency of Meetings:

The Committee will meet not less than 3 times a year.

Quorum:

The quorum for meetings shall be 4 members, including Co-opted members - the majority of whom shall be Corporation members.

Chair:

The Chair of the Committee will be appointed by Corporation for a term of 1 year.

Vice Chair:

The Vice-Chair will be appointed by the Corporation for a term of 1 of year.

The retiring Chair and Vice-Chair will be eligible for re-appointment.

In the absence of both the Chair and Vice-Chair from a meeting, the Committee will appoint another member to act as Chair for that meeting.

Clerk:

The Director of Governance shall act as Clerk to the Committee.

Term of Office:

Appointments of members of the Committee will cease at the end of their term of office as a Governor, although they will be eligible for re-appointment if their membership of the Corporation is renewed. Co-opted members will be appointed for a term of 2 years and will be eligible for re-appointment if their membership is approved by the Corporation. Members may terminate their membership by notice of resignation to the Director of Governance.

Other Arrangements:

The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.

Papers, unless confidential, will be placed on a governors' portal. The Committee shall report to Corporation by circulating minutes and a report of the committee Chair.

AUDIT & RISK COMMITTEE

TERMS OF REFERENCE

Purpose:

The Articles of Government require the Corporation to establish a committee, to be known as the “audit committee”, to advise on matters relating to the Corporation’s audit arrangements and systems of internal control.

Remit:

The audit committee must advise the corporation on the adequacy and effectiveness of the corporation’s assurance framework. The audit committee must play a robust role in good stewardship and risk management and may refer to the Department for Education’s (DfE) guidance on the scope of work of audit committees and internal auditors in college corporations. In addition, the audit committee advises and supports the corporation in explaining, in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities. The College Accounts Direction sets out the DfE’s specific requirements including the required format of the corporation’s statement of corporate governance and internal control.

The Audit Committee is named and established in accordance with paragraph 6 the Articles of Government and the Financial Memorandum. The Framework and guide for external auditors and reporting accountants of Colleges; College Financial Handbook; College Accounts Direction; and The scope of work of audit committees and internal auditors in college corporations outline the specific requirements for the assurance, accountability, and audit arrangements for providers of post-16 education and training and the broad framework in which they should operate. This includes setting out the responsibilities of the audit committee. These should reflect accepted good practice for audit committees of publicly funded organisations and as a minimum must set out:

- the committee’s right to investigate any activity within its terms of reference
 - 1 Corporations should be mindful of the insolvency regime for further education bodies [available at <https://www.gov.uk/government/publications/further-education-bodies-insolvency-guidance>]
 - 2 HM Treasury’s audit committee handbook may be a useful reference point [available at <https://www.gov.uk/government/publications/audit-committee-handbook>]

- the committee's right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit
- a requirement for the corporation to appoint a minimum membership of three, a majority of whom must be governors, which must not include the chair of the corporation or principal
- a responsibility for the corporation, in appointing members, to maintain the committee's independence and objectivity
- a requirement for the corporation to include individuals with an appropriate mix of skills and experience to allow the committee to discharge its duties effectively; collectively, members of the committee should have recent, relevant experience in risk management, finance and assurance
- a restriction on the committee not to adopt an executive role

The Framework and guide for external auditors and reporting accountants of Colleges; College Financial Handbook; College Accounts Direction; and The scope of work of audit committees and internal auditors in college corporations and the Further Education Code of Good Governance, the role of the audit committee includes:

- assess and provide the corporation with an opinion on the adequacy and effectiveness of the corporation's assurance arrangements, framework of governance, which may include the board assurance framework, risk management and control processes for the effective and efficient use of resources, solvency, and the safeguarding of assets. Audit committees should take a holistic view with all aspects and systems, financial and non-financial, being in scope depending on their impact and effect on the corporation.
- consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the audit committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance. Corporations should consider whether staff-governor members of an audit committee meet good practice standards of independence and objectivity
- advise the corporation on the appointment, reappointment, dismissal and remuneration of the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and establish that all such assurance providers adhere to relevant professional standards.
- inform the corporation of any additional services provided by the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and explain how independence and objectivity are safeguarded.
- review and consider the reports of the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable), and monitor the implementation of recommendations to agreed timescales.
- oversee the corporation's policies on and processes around fraud, irregularity, impropriety and whistleblowing, and ensure:
 - o the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity
 - o that investigation outcomes are reported to the audit committee

- o that the external auditor (and internal auditor if applicable) are informed of investigation outcomes and other matters of fraud, irregularity and impropriety, and that appropriate follow-up action has been planned/actioned
- o that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, major weakness or breakdown in the accounting or other control framework are reported to the DfE, and other relevant funding authority, as soon as possible
- o risks around fraud have been identified and controls put in place to mitigate them.
- produce an annual report for the corporation, summarising the committee's activities relating to the financial year under review, including:
 - o a summary of the work undertaken by the committee during the year
 - o the number of the meetings held in the year, and attendance records for each audit committee member
 - o any significant issues arising up to the date of preparation of the report
 - o any significant matters of internal control included in the reports of audit and assurance providers. Corporations should refer to the whistleblowing requirements set out in their funding agreements.
 - o details of the date of appointment of the external auditors and the remaining term of the contract
 - o the committee's view of its own effectiveness and how it has fulfilled its terms of reference
 - o the committee's opinion on the adequacy and effectiveness of the corporation's assurance arrangements, assurance over subcontracting, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency, and the safeguarding of assets

The annual report to the corporation must be submitted to the corporation before the statement of corporate governance and internal control in the annual accounts is signed.

Authority:

The Committee is established in accordance with Article 6 of the Articles of Government of Isle of Wight College Further Education Corporation. Its name shall be the Audit Committee ("the Committee").

The Committee is a committee of the Isle of Wight College Further Education Corporation and as such its actions are open to scrutiny and approval by the full Corporation. The delegation of functions does not absolve the Corporation from accountability for the conduct and decisions of its committees. The Corporation remains responsible for the proper conduct of the College for undertaking its duties under the instruments and articles of government and for complying with the other legislation to which it is subject. The Terms of Reference of the Committee may be varied at any time by the Corporation.

Composition:

The Committee shall comprise up to 7 members. The Committee may invite the Corporation's advisers or other third parties to attend meetings as appropriate (such persons shall be entitled to speak at the meeting, but not to vote). The following people may attend but shall not, in the interests of the independent nature of the committee, be eligible to serve as members of the Committee:

- Not more than 2 members of the Finance & Resources Committee
- The Chair of Corporation
- The CEO/Principal and senior leaders
- The staff governors
- The student governors

Up to 2 co-opted members with relevant expertise may be appointed.

Frequency of Meetings

The Committee will meet not less than 4 times a year. The Committee will meet with the Auditors without the executive present, as required.

Quorum:

The quorum for meetings shall be 3 members, including Co-opted members – the majority of whom shall be Corporation members.

Chair:

The Chair of the Committee will be appointed by Corporation for a term of 1 year.

Vice Chair:

The Vice-Chair will be appointed by the Corporation for a term of 1 of year.

The retiring Chair and Vice-Chair will be eligible for re-appointment.

In the absence of both the Chair and Vice-Chair from a meeting, the Committee will appoint another member to act as Chair for that meeting.

Clerk:

The Director of Governance shall act as Clerk to the Committee.

Term of Office:

Appointments of members of the Committee will cease at the end of their term of office as a Governor, although they will be eligible for re-appointment if their membership of the Corporation is renewed. Co-opted members will be appointed for a term of 2 years and will be eligible for re-appointment if their membership is approved by the Corporation. Members may terminate their membership by notice of resignation to the Director of Governance.

Other Arrangements:

To exercise its role, the Audit Committee has the power to:

- Investigate any activity within its terms of reference. Seek any information it requires directly from the governors, committees, and college employees, plus relevant information from subcontractors and other third parties and consult the internal audit service, the financial statement auditor, and the funding auditors.
- Obtain external professional advice.
- Go into confidential sessions and (subject to the rules on quorum) to exclude any, or all, participants, and observers, except the Clerk to the Committee.
- A responsibility to maintain its independence in appointing members

Papers, unless confidential, will be placed on a governors' portal. The Committee shall report to Corporation by circulating minutes and a report of the committee Chair.

SEARCH, GOVERNANCE & REMUNERATION COMMITTEE

TERMS OF REFERENCE

Purpose:

The Articles of Government require the establishment of a Search Committee to advise on the appointment of members, and such other matters relating to membership and appointments as the Corporation may ask it to.

Remit:

The purpose of the Committee is to advise the Corporation on the appointment, re-appointment, and development of governors; to consider all aspects of good corporate governance; and to consider the terms, conditions, performance, and pay of the CEO/Principal, any designated senior post holders and the Director of Governance (where they are not a SPH); and to make recommendations to Corporation as appropriate.

- To recommend candidates for re/approval by the Corporation in accordance with the current Instrument and Articles of Government and after following the approved procedure for the re/appointment of Governors.
- Monitor and evaluate the success of individual Member appointments and advising the Corporation on the suitability of Members for re-appointment, acknowledging the value of refreshing its membership.
- Determine or advise on such matters relating to membership and good governance as the Corporation may delegate to the Committee.
- Monitor the diversity profile of Corporation Members and, having due regard for the benefits of diversity in membership, making recommendations regarding

appointments to remedy any under-representation when appropriate. The Committee shall have regard to the College's obligations under all aspects of discrimination legislation.

- Advise the Corporation on the balance of skills, experience, and knowledge appropriate to its strategic objectives, carrying out a regular skills audit to identify any gaps in the profile adopted by the Corporation and developing strategies to address any deficiencies and for succession planning for the office of Chair and other offices held by governors
- To approve policies and procedures for the induction and continuing professional development of Members.
- Reviewing the Standing Orders of the Corporation and its governance structure and make recommendations to the Corporation on any aspects of its corporate governance, and addressing issues relating to good governance and considering the approval of governance-related policies and procedures.
- Undertaking any special/specific projects which the Corporation may delegate to the Committee
- To review the programme for the governors' training and development.
- To produce an annual report describing the work of the committee, including the board's recruitment policy and practices, a description of its policy on equality and diversity and any measurable objectives that it has set together with progress in their implementation.
- Recommend to the Corporation the policies/revised policies for the conduct, discipline, grievance, and dismissal of senior post holders and the Director of Governance (where appropriate)
- Recommend to the Corporation approval the senior post holders' annual Performance Targets.
- Ensure that annual appraisals are carried out effectively and the extent to which performance targets have been met are monitored
- Recommend to the Corporation the remuneration of senior post holders and the Director of Governance (if not a SPH) in accordance with SPH Remuneration Code, and having regard to comparative data from the Association of Colleges and/or any other relevant organisations for benchmarking purposes.
- In accordance with the SPH Remuneration Code, to provide an Annual Report on the activities of the Remuneration Committee.

Authority:

The Search, Governance & Remuneration Committee is a committee of the Corporation established under and operating in accordance with the terms of Article 5 of its Statutory Articles of Government.

The Committee is a committee of the Isle of Wight College Further Education Corporation and as such its actions are open to scrutiny and approval by the full Corporation. The delegation of functions does not absolve the Corporation from accountability for the conduct and decisions of its committees. The Corporation remains responsible for the proper conduct of the College for undertaking its duties under the instruments and

articles of government and for complying with the other legislation to which it is subject. The Terms of Reference of the Committee may be varied at any time by the Corporation.

Composition:

The Committee shall comprise up to 7 members, including the Chair of Corporation. The Committee may invite the Corporation's advisers or other third parties to attend meetings as appropriate (such persons shall be entitled to speak at the meeting, but not to vote). The following people may attend but are not eligible to serve as members of the Committee:

- The CEO/Principal and senior leaders
- The staff governors
- The student governors

There may be times when the Committee needs to restrict discussion and some attendees may be asked to withdraw from the meeting. No individual shall be involved in deciding their own remuneration.

Up to 2 co-opted members with relevant expertise may be appointed.

Frequency of Meetings

The Committee will meet not less than 2 times a year.

Quorum:

The quorum for meetings shall be 3 members, including Co-opted members – the majority of whom shall be Corporation members.

Chair:

The Chair of the Committee will be appointed by Corporation for a term of 1 year.

Vice Chair:

The Vice-Chair will be appointed by the Corporation for a term of 1 of year.

The retiring Chair and Vice-Chair will be eligible for re-appointment.

In the absence of both the Chair and Vice-Chair from a meeting, the Committee will appoint another member to act as Chair for that meeting.

Clerk:

The Director of Governance shall act as Clerk to the Committee.

Term of Office:

Appointments of members of the Committee will cease at the end of their term of office as a Governor, although they will be eligible for re-appointment if their membership of the Corporation is renewed. Co-opted members will be appointed for a term of 2 years and will be eligible for re-appointment if their membership is approved by the Corporation. Members may terminate their membership by notice of resignation to the Director of Governance.

Other Arrangements:

The Committee is authorised by the Corporation to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with the relevant experience and expertise if it considers this necessary.

Papers, unless confidential, will be placed on a governors' portal. The Committee shall report to Corporation by circulating minutes and a report of the committee Chair.