

# **CORPORATION BOARD**

## **Committee Terms of Reference**

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| Document Title             | Committee Terms of Reference                     |
| Issue Date                 | July 2026                                        |
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| Approved by                | Corporation Board                                |
| In consultation with       | Nominations, Remuneration & Governance Committee |
| Version Control            | Version 3                                        |
| Review Date                | July 2027                                        |

## **Abingdon & Witney College Committee Terms of Reference**

### **1. INTRODUCTION**

- 1.1. The Terms of Reference of each Committee may be varied at any time by the Corporation Board.
- 1.2. The Terms of Reference of the Committees are subject at all times to the provisions of the Instruments and Articles of Government of the Corporation Board and where needed, Code of Practice.
- 1.3. The proceedings of the Committee will be subject to the Standing Orders of the Corporation Board.
- 1.4. Members are required to make known if they, or a person with whom they have a close connection (e.g. spouse/partner or child), has a personal interest, (be it financial or otherwise), in matters before the Committee.
- 1.5. It is a condition of funding that corporations establish an Audit committee.

### **2. AUTHORITY**

- 2.1. The Committee shall be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules as to quoracy set out below) to exclude any, or all, participants and observers, except the Clerk to the Committee.
- 2.2. The Committee has the authority to investigate any activity within its specific terms of reference.
- 2.3. The Committee has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit.
- 2.4. 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 experiences and expertise if it considers this necessary. Where a cost may be incurred the Committee will seek approval from the Chair or Vice Chair.
- 2.5. The Audit Committee shall not adopt an executive role.
- 2.6. Establish task groups and to nominate "leads" for such groups, provided such arrangements are regularly reviewed and updated.
- 2.7. Initiate action and or pursue issues through the Corporation Board as appropriate.
- 2.8. The Committee's proceedings will demonstrate that the remuneration of the Principal and Clerk and any others directly appointed by the Board (Senior Post Holders) is recommended and/or determined by a Committee which has no personal interest in the outcome of its decisions and which demonstrates due regard to the use of public funds, the College's responsibilities as a charity and to the financial health of the College. The Committee shall ensure that the College complies with guidance it considers appropriate and guidance/regulations that are legally binding on it in the determination of such remuneration.
- 2.9. Review and make recommendations to the Corporation Board on revisions to each committees specific Terms of Reference.

### **3. MEMBERSHIP**

- 3.1. Each committee will set out their own specific membership requirements.
- 3.2. As a minimum, each committee will consist of at least three external members.
- 3.3. Staff and student governors may invited to be members of committees as deemed appropriate by the Nominations Remuneration and Governance (NRG) Committee.
- 3.4. The Principal will be a member of each committee with the exception of Audit and, to comply with the Senior Post Holder Remuneration Code, the CEO/Principal will not be a member of the Nominations Remuneration and Governance Committee for Remuneration items.
- 3.5. Members of the Audit Committee must not be, the Chair of the Corporation, the Principal or members of the Finance & General Purposes Committee. In accordance with the Audit Code

of Practice, no person having any interest, or perceived interest in the College (or its advisers or suppliers) or who is the holder of a senior post (as defined by the Articles of Government) may serve on the Audit Committee.

- 3.6. The members of the Nominations, Remunerations and Governance committee shall include the Board Chair and Vice Chair and, by convention, the chairs of the other College Committees
- 3.7. The Remuneration Committee, as part of NRG, must be independent and competent
- 3.8. If a member is conflicted in terms of the business to be transacted, they shall be ineligible for membership for that business item.
- 3.9. It is a responsibility for the corporation, in appointing members to Audit Committee, to maintain that committee's independence and objectivity.
- 3.10. It is 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.

#### **4. TERM OF OFFICE**

- 4.1. The term of office of members of the Committees will normally be four years unless determined by the Corporation Board.
- 4.2. A member of the Committee may resign by giving notice in writing to the Clerk.
- 4.3. A vacancy which arises during the period of office of the member will be filled by the appointment of a new member of the Corporation Board.
- 4.4. Members retiring at the end of the period of office shall be eligible for re-appointment by the Corporation Board.

#### **5. APPOINTMENT OF CHAIR**

- 5.1. A Chair may be nominated by the Nominations, Remuneration & Governance Committee
- 5.2. The members of the Committee will appoint a Chair from amongst their number.
- 5.3. The Chair of the Nominations Remuneration and Governance Committee shall not be the Corporation Board Chair
- 5.4. The elected chair of a committee should be an external member of the Board.
- 5.5. The Chair shall hold office for two years.
- 5.6. If the Chair is absent from any meeting of the Committee the members of the Committee present shall choose one of their number to act as Chair of that meeting.
- 5.7. The Chair may at any time resign their office by notice in writing to the Clerk to the Corporation Board.
- 5.8. The Chair retiring at the end of their term of office shall be eligible for re-appointment.

#### **6. QUORUM**

- 6.1. Meetings of the Committee shall be quorate if two or more members are present.
- 6.2. If 15 minutes after the scheduled start time the number of members of the Committee assembled for a meeting of the Committee does not constitute a quorum thereof, the meeting shall not be held.
- 6.3. If in the course of a meeting of the Committee the number of members present ceases to constitute a quorum, the meeting shall be terminated forthwith.
- 6.4. If for the lack of a quorum a meeting cannot be held or, as the case may be, cannot continue, the Chair shall, if they thinks fit, cause a special meeting to be summoned as soon as practicable.
- 6.5. If a committee meeting is not quorate, an informal meeting of those present may take place instead, with the approval of the Chair of that committee, but any decision taken will be taken to the Corporation for approval.
- 6.6. The Principal shall not form part of the quorum for Remuneration items at NRG Committee.

## **7. FREQUENCY OF MEETINGS**

- 7.1. Committees shall meet at least three times a year.
- 7.2. Meetings of the committee shall be called by the Clerk at the request of the committee chair.
- 7.3. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and all other governors, no later than seven days before the date of the meeting. Supporting papers shall be sent to committee no later than seven days.
- 7.4. A special meeting of a Committee may be called by the Committee Chair and if necessary the arrangements detailed in paragraph 7.3 above may be varied.

## **8. PROCEEDINGS OF MEETINGS OF THE COMMITTEE**

- 8.1. Every question which may be decided at a meeting of the Committee shall be determined by a majority of the votes of the members present and voting on the question.
- 8.2. No resolution of the Committee may be rescinded or varied at a subsequent meeting of the Committee unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- 8.3. The Clerk shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.
- 8.4. Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, public minutes should be circulated to all other members of the board and confidential minutes circulated as is appropriate to their content.
- 8.5. Committees shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed.

## **9. ACCESS TO MEETINGS**

- 9.1. All governors may attend meetings of any Committee with the exception of Audit. Those who are not designated Committee members are invited to contact the Clerk or the Committee Chair prior to their attendance.
- 9.2. Meetings of committees of the Board shall not normally be open to members of the public and representatives of the press.
- 9.3. The Board, or the Chair on its behalf, may at its discretion, invite persons who are not members of the Board to attend Board or committee meetings or parts of meetings. Any such invitations shall be issued through the Clerk who shall stipulate the portion of the meeting to which the person has been invited. Such persons may only speak if invited to do so by the Chair of the Corporation or committee. The presence of such persons and the point in the meeting at which they left shall be recorded in the minutes.
- 9.4. With the exception of the Audit Committee, the Chair of the Board of Governors shall be entitled to attend and speak (but not to vote) at meetings of any committees of which they are not a member.
- 9.5. The Principal shall be entitled to attend meetings of any committee of which they are not a member except for the Audit Committee which they shall attend only if requested to do so by the Chair of the Committee.
- 9.6. The Audit Committee is constituted to act independently of other Committees and the management of the College. The Principal and officers of the College may only attend meetings of the Committee at the invitation of the Committee. Governors who are not members of the Committee may only attend meetings at the invitation of the Committee.
- 9.7. The Clerk to the Governors shall be entitled and expected to attend meetings of all committees except that they shall withdraw from that part of any meeting at which their remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.
- 9.8. The Principal in consultation with the Chair of the Committee is authorised to invite other members of staff to attend committee meetings. For example, employed members of the college may be asked to attend committee meetings to advise members as required.
- 9.9. The Chair of any committee may invite the attendance of any other person at a committee meeting after having taken the advice of the Principal and the Clerk.

- 9.10. All committees shall have the right to exclude any person who is not a member of the committee from all or part of a meeting should this be warranted by the nature of the business to be considered. However, a committee may not exclude the Clerk to the Governors unless the provisions of paragraph 1.4 apply.

## **10. REVIEW OF POLICIES**

- 10.1. Following the adoption by the Board of a Policy Framework, each Committee has responsibility for the review and approval of such policies as are delegated to it under the Framework, and for the review and recommendation to the Board of such policies as are covered in the Committee's remit, but which are reserved for approval by the Board in the Framework.

## **11. TERMS IN USE BY COMMITTEES**

- 11.1. Review means reading the supporting documentation and ensuring it is consistent internally, with other papers and with the committee member's understanding based on personal experience.
- 11.2. Approval means either approval in own right or approval for consideration by the Board based on the results of the review.
- 11.3. Challenge means asking the appropriate managers for clarification on matters of uncertainty, explanation of inconsistency and (where necessary for a better understanding of underlying issues) further information as a result of the review process.

## Annex 1

### TERMS OF REFERENCE OF THE AUDIT COMMITTEE

The Audit Committee must advise the corporation on the adequacy and effectiveness of the corporation's assurance framework. 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 DfE College Accounts Direction sets out specific requirements including the required format of the corporation's statement of corporate governance and internal control.

The Audit Committee must:

- 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, solvency, and the safeguarding of assets
- Advise the corporation on the appointment, reappointment, dismissal and remuneration of the external auditor, reporting accountant, internal auditor (if 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 auditor (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 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:
  - i) the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity
  - ii) that investigation outcomes are reported to the audit committee
  - iii) 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
  - iv) 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 as soon as possible
  - v) that 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:
  - i) a summary of the work undertaken by the committee during the year
  - ii) any significant issues arising up to the preparation of the report
  - iii) any significant matters of internal control included in the reports of audit and assurance providers
  - iv) the committee's view of its own effectiveness and how it has fulfilled its terms of reference
  - v) the committee's 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, solvency, and the safeguarding of assets
  - vi) Overall opinion on entirety of audit/ assurance programme (whether the committee is satisfied that it has sufficient assurance to enable it to provide its opinion and its assessment of its current level of confidence in overall effectiveness of internal control)
  - vii) submit the annual report to the corporation before the statement of corporate governance and internal control in the annual accounts is signed

## **Annex 2**

### **TERMS OF REFERENCE OF THE CURRICULUM, QUALITY & STUDENTS COMMITTEE (CQS)**

#### **QUALITY**

- Monitoring the College's capacity to continually improve
  - i) To scrutinise the performance of curriculum and service areas through the process of wider review and comparison to national averages and other externally recognised measures.
  - ii) To regularly review and approve arrangements for self-assessment, evaluation and action planning at all levels within the College to ensure this is a fully inclusive and effective process.
  - iii) To receive information on College performance resulting from inspection and other external assessments and ensure College responds appropriately.
  - iv) To receive and approve information on key targets relating to quality with regard to the College's mission and three-year strategic plan.

#### **CURRICULUM**

- Monitoring the College's capacity to be responsive
  - i) To be aware of developments and trends in education at a national and local level and to assist the full Corporation Board and SMT in formulating policy regarding curriculum and quality matters.
  - ii) To receive and approve information on key targets relating to curriculum with regard to the College's mission and three-year strategic plan.

#### **STUDENTS**

- Monitoring the views and experiences of the student
  - i) To scrutinise and promote the quality of the student experience and student outcomes.
  - ii) To receive reports on student feedback, establish effective communication arrangements with the Student Body and have access to students and facilities as appropriate.
- To have an overview of students' personal development and employability.
- Following the adoption by the Board of a Policy Framework, the Committee has responsibility for the review and approval of such policies as are delegated to it under the Framework, and for the review and recommendation to the Board of such policies as are covered in the Committee's remit, but which are reserved for approval by the Board in the Framework.

## **Annex 3**

### **TERMS OF REFERENCE OF THE FINANCE & GENERAL PURPOSES COMMITTEE (F&GP)**

The Committee shall review, and where delegated authority is given, determine on behalf of the Corporation Board items of general, personnel and financial business as may be referred to it by the Corporation Board, Chair of the Corporation Board or Principal. The term general business to deal with all matters which fall outside the remit of the Audit Committee, Nominations Committee and Remuneration Committee, and which are unrelated to curriculum, quality, student experience and general governance.

#### **FINANCE**

- Budget review and approval
- Reporting review and challenge
  - i) Internal reporting (management accounts)
  - ii) External reporting (financial accounts)
- Treasury review and approval
  - i) Banking mandates
  - ii) Covenant commitment and compliance
  - iii) Delegation of authorities
- Policies review and approval

#### **GENERAL PURPOSES**

- Including but not limited to, People Services, Health & Safety, Estates, Marketing
  - i) Reporting review and challenge (KPI)
  - ii) Issues review and challenge
  - iii) Policies review and approval
  - iv) Appointments and departures (People Services only)
- For Other matters
  - i) Delegated policies review and approval
  - ii) Freedom of Information review and challenge

## **Annex 4**

### **TERMS OF REFERENCE OF THE NOMINATIONS REMUNERATION AND GOVERNANCE COMMITTEE (NRG)**

#### **NOMINATIONS**

- With regard to the size and composition of the Corporation Board:
  - i) regularly review the structure, size and composition (including skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes
  - ii) advise the Board on matters of Governors' terms of office
  - iii) advise the Board on the membership of committees of the Board
  - iv) keep under review the leadership needs of the organisation, with a view to ensuring the continued ability of the organisation to meet its strategic objectives
  - v) Make recommendations to the Board concerning succession planning for external governors.
- Consider the re-appointment of any external governor at the conclusion of their specified term of office, having given due regard to their performance and ability to continue to contribute to the board in the light of knowledge, skills and experience required.
- With regard to external governor recruitment and selection
  - i) Appoint a Selection Panel of at least three external governors to undertake the selection procedure.
  - ii) Follow the procedures agreed by the Board to identify and recommend to the Board candidates to fill external governor vacancies as they arise.
- With regard to Chair and Vice-Chair follow the procedures agreed by the Board to recommend appointments to the Corporation Board
- In compliance with procedures agreed by the Board make recommendations to the board concerning any matters relating to the continuation in office of any governor, including removal from office.
- In compliance with procedures agreed by the Board, make recommendations to the Board on the co-option of non-governor members to committees, should such need arise.

#### **REMUNERATION**

- Ensure fair and appropriate remuneration, procedural fairness and transparency and accountability
- Remuneration decisions should be informed by clear objectives and performance evidence, with the Remuneration Committee receiving appropriate assurance (for example: agreed KPIs/objectives, an appraisal summary, and relevant benchmarking) before recommendations are made.
- Agree a performance development review (PDR) framework (which includes agreeing objectives) for the Principal and Chief Executive and the Clerk [and any others directly appointed by the Board (Senior Post Holders)] and ensure the PDRs are conducted. PDRs are to be conducted at least annually by the Chair of the Corporation Board in the case of the Principal [and by the Principal and Chair in the case of other Senior Post Holders]. The PDR of the Clerk to the Governing Body will normally be conducted by the Chair of the Corporation Board in consultation with governors and the Principal.
- Advise the Corporation Board on a framework for the remuneration for the Principal [and Senior Post Holders] which ensures that remuneration decisions are fair, appropriate and justifiable, makes clear the choice of comparators and benchmarks that may be used in determining remuneration and includes a policy on what, if any, income the Principal [and Senior Post Holders] may be awarded where income has been derived from external activities.
- Advise the Corporation Board on a framework for the remuneration for the Clerk (where not appointed as a Senior Post Holder) which ensures that remuneration decisions are fair, appropriate and justifiable, makes clear the choice of comparators and benchmarks that may be used in determining remuneration
- Consider equality, diversity and inclusion when advising the Board on Remuneration matters
- Undertake an annual review of the Principal and the Clerk's [and other Senior Post Holders'] remuneration and advise the Corporation Board that their total remuneration is fair, appropriate and

justifiable, with in the financial resources of the College and in so doing consider the following component elements:

- i) Basic salary;
  - ii) Benefits in kind;
  - iii) Pension provisions;
  - iv) Any bonus elements that may be applicable
  - v) Main terms and conditions in each contract
- Within the framework approved by the Corporation Board, recommend to the Board each year the remuneration of the Principal and the Clerk
- [Receive and consider advice from the Principal before determining the remuneration of other Senior Post Holders]
- Recommend to the Corporation Board any compensation which may be made in the event of the early termination of the employment of the Principal [or other Senior Post Holder] with the aim or ensuring that
  - i) Any compensation is reasonable, appropriate and justifiable;
  - ii) The decision is procedurally fair; and
  - iii) The decision-making is transparent and accountable.
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- Seek approval on behalf of the Board for all awards, bonuses, and pay decisions above specified thresholds with Chief Secretary to the Treasury (CST)/HM Treasury and notify exceptions within required timeframes, if applicable
- Ensure that due regard has been given to HM Treasury guidance Managing Public Money (MPM) on all remuneration and severance decisions
- Keep under review the pay multiple of the Principal and the median earning of the College's whole workforce and publish this information in an annual remuneration statement that confirms due regard has been given to MPM and relevant guidance
- Approve and disclose all severance payments per HMT approval rules
- To be assured that all elements of the Senior Postholder(s)' remuneration are paid through formal payroll channels Periodically review the Senior Post Holders' remuneration policy and make this available for public inspection

#### **GOVERNANCE:**

- Monitor and advise the Corporation on the effectiveness of governance and its compliance with relevant governance codes
- Consider the responsibilities and authorities of the Board with particular reference to powers granted by the Government (2012) and advise the Board regarding any proposed changes to the Instruments and Articles of Governance and Standing Orders
- Ensure the operation of an annual process for reviewing and reporting on the performance of the Chair of the Board and of its Committees
- Ensure the operation of an annual process for board and committee self-assessment to inform the evaluation of board effectiveness
- Annually to consider the remits of each Board committee and any proposals from committees for changes thereto, and, if necessary, to propose revisions for approval by the Board
- Submit an annual report to the Board and the Audit Committee on the effectiveness of governance
- Review arrangements for governors to familiarise themselves with the organisation in order to satisfactorily be able to offer challenge and support and make recommendations to the Board.
- Consider the periodic review of confidential papers and minutes and approve declassification proposals on behalf of the Board.