



STRANMILLIS UNIVERSITY COLLEGE  
A College of Queen's University Belfast

## **Governing Body**

## **Operating Framework**

**Updated September 2017**

## **1. Introduction**

- 1.1 The Minister for the Economy is accountable to the Assembly for the activities and performance of Stranmillis University College (The College). The Department is responsible for approving the overall aims of the College and a Management Statement and Financial Memorandum (MS/FM) has been drawn up and agreed, which sets out the broad framework within which the College will operate, in particular:
- the College's overall aims, objectives and targets in support of the Department's wider strategic aims and the outcomes and targets contained in the Programme for Government (PfG) targets;
  - the rules and guidelines relevant to the exercise of the College's functions, duties and powers;
  - the conditions under which any public funds are paid to the College; and
  - how the College is to be held to account for its performance.
- 1.2 The Governing Body is unambiguously and collectively accountable for the institutional activities of the College, taking all final decisions on matters of fundamental concern within its remit as set out in the MS/FM. The Governing Body is responsible for protecting the College's reputation by being assured that clear regulations, policies and procedures that adhere to legislative and regulatory requirements are in place, ethical in nature, and are followed.
- 1.3 The Governing Body ensures institutional sustainability by working with the Executive to set the College's mission and strategy; and in doing so securing the effective and efficient management of the College and ensuring that the College provides, or secures the provision of, suitable and efficient education to students of the College and approving the objectives and targets for the College. In addition, it needs to be assured that appropriate steps are being taken to deliver them and that there are effective systems of control and risk management. The Governing Body must receive assurance that academic governance is effective and must work with the Executive to be assured that effective control and due diligence take place in relation to institutionally significant external activities. The Governing Body must also promote equality and diversity throughout the College, including in relation to its own operation and must ensure that governance structures and processes are fit for purpose by referencing them against recognised standards of good practice.
- 1.4 The Chair of the Governing Body is responsible to the Minister of the Department. The MS/FM makes clear that the role of the Chair is to ensure that the College's policies and actions support the wider strategic policies of the Minister; and that the College's affairs are conducted with probity.
- 1.5 The Principal's role as designated Accounting Officer for the College is to safeguard the public funds for which she has charge; to ensure propriety and

regularity in the handling of those funds; and for the day-to-day operations and management of the College.

## **2. PURPOSE**

- 2.1 The purpose of this document is to set out the context in which the Governing Body of Stranmillis University College operates, including its membership, the roles and responsibilities of the Governing Body, the Principal of the College, the student and staff representatives and the Secretary to the Governing Body. The document also includes Terms of Reference for the various Committees that have been established by the Governing Body to assist with the performance of its responsibilities.

## **3. STRANMILLIS UNIVERSITY'S MISSION, VISION AND VALUES**

- 3.1 Stranmillis University College's Mission, Vision and Values which are set out in its Corporate Plan 2015-18 are as follows:-

### **Mission**

*'To sustain a vibrant, inclusive learning community, educating, shaping and enriching society through excellence in teaching, scholarship and research.'*

### **Vision**

*'Leading innovative professional practice'.*

### **Values**

- *We pursue excellence;*
- *We embrace diversity;*
- *We champion collaboration;*
- *We promote social responsibility;*
- *We practise good governance.*

The University College pursues its Mission by:

- providing high quality teaching and learning that is informed by scholarship and promotes critical enquiry;
- undertaking scholarship and research which helps to inform and shape policy;
- engaging with stakeholders to promote the concept of learning communities and sharing resources; and

- developing and sustaining collaborative partnerships.

#### **4. DUTIES AND POWERS OF THE GOVERNING BODY**

- 4.1 The duties and powers of the Governing Body are set out in The Colleges of Education (Northern Ireland) Order 2005 and associated Instrument and Articles of Government.

#### **5. MEMBERSHIP**

- 5.1 In accordance with the Articles of Government, membership of the Governing Body will consist of not more than 18 members of whom:

(a) Not less than one-half shall be persons appearing to the Department for the Economy to be, or to have been, engaged or employed in business, industry or any profession;

(b) One shall be the Principal of the College;

(c) Two shall be elected by staff employed at the College of whom-

(1) One shall be elected by teachers employed from amongst such teachers; and

(2) One shall be elected by other staff so employed from among such other staff;

(d) One shall be elected by students of the College from among such students;

(e) Not more than two may be persons co-opted by other members of the Governing Body.

#### **Appointments**

- 5.2 The Department for the Economy is responsible for appointing all the Members of the Governing Body, including the Chair.
- 5.3 Members of the Governing Body will elect a Vice-Chair from among their own number. The Principal of the College, the staff members of the Governing Body or the student member are not eligible for election.
- 5.4 If both the Chair and Vice-Chair are absent from any meeting of the Governing Body, the members present shall elect one of their number to act as Chair for that meeting. As far as possible however, meetings will be arranged to ensure that the Chair and Vice-Chair are present.

## **6. INDUCTION AND TRAINING**

- 6.1 All new members of the Governing Body will receive appropriate induction in the Board's responsibilities and procedures. The Secretariat will prepare an induction pack and programme for new members and will arrange relevant training as required.

## **7. ROLES AND RESPONSIBILITIES**

- 7.1 In overall terms, the Governing Body is responsible for approving the mission and strategic vision of the University College and securing the effective and efficient management of the University College's activities and property. The Governing Body is also responsible for developing mechanisms to ensure that the views of stakeholders with an interest in teacher education are taken into account.

- 7.2 In particular, the duties and responsibilities of the Governing Body are:

- (a) to ensure that funds from the Department for the Economy are used only in accordance with the Financial Memorandum and any other conditions which the Department for the Economy may from time to time establish;
- (b) to ensure that the financial, planning and other management controls (including controls against fraud and theft) are appropriate and sufficient to safeguard public funds;
- (c) to secure the effective, efficient and economical management of all of the College's resources and expenditure, including: funds other than those provided by the Department for the Economy; capital assets; equipment; and human resources, so that the investment of public funds in the College is not put at risk;
- (d) to ensure that financial considerations are taken into account at all stages in reaching decisions and in their execution.
- (e) to require the Principal of the College (the Principal) to take responsibility for: i. Ensuring the proper and effective operation of the controls referred to above; and ii. Giving effect to the Governing Body's policies for securing the effective, efficient and economical management of all the College's resources and expenditure.

- 7.3 The Governing Body shall not delegate responsibility for the following:

- a) determining the mission of the College and the strategic oversight of its activities and for maintaining its general character;
- b) the effective use of resources, the solvency of the College and for safeguarding its assets;

- c) approving annual estimates of income and expenditure;
- d) the appointment, discipline, conduct, grievance, suspension, dismissal and conditions of service of senior staff;
- e) approving a framework for the pay and conditions of staff, and arranging for the negotiation of such with recognised representatives of such staff;
- f) approving the arrangements for the appointment, promotion, discipline, conduct and grievance of staff, other than senior staff; and
- g) ensuring that there is an efficient and effective appraisal system operating in the College.

7.4 The Governing Body will also be responsible for setting the College's risk appetite and for ensuring transparent, prudent and effective controls are in place to manage risk.

### **Role of the Chair**

7.5 The Chair will:

- facilitate and preserve order at Governing Body meetings;
- ensure that the proceedings are properly conducted according to law and according to the standing orders;
- ensure that all opinions are given a fair hearing as far as practicable;
- ensure that the sense of the meeting is accurately ascertained and recorded;
- ensure that systems are in place to provide Governors with accurate and timely information of good quality to allow the Governing Body to consider properly all matters before it;
- ensure adherence to and comply or explain principle set out in the Corporate Governance Code;
- ensure that a Board effectiveness review is performed annually with independent input at least every three years, and that results are acted upon;
- appraise Governing Body members' performance annually and report thereon to the Department for the Economy; and
- sign the Annual Financial Statements of the College.

## **Conduct of the Governing Body**

- 7.6 All Members of the Governing Body will subscribe to the Nolan Principles of Public Life and will abide by the Code of Conduct adopted by the Governing Body.
- 7.7 All members of the Governing Body have equal status and shall exercise their responsibilities in the interests of the College and will accept collective responsibility for the decisions reached by the Governing Body. Members may not act as if delegated by the group they represent, and may not be bound in any way by mandates given to them by others. This includes Staff and Student Governors who bring to the table a knowledge and expertise which arises from their position in the College but do not represent but rather are representative of their constituencies. In order to fulfil their role effectively, Staff and Student Governors will communicate with their constituents, both informing them of Governing Body issues and also seeking their views on key policy questions and reporting back without infringing confidentiality. Making unrealistic commitments as to what might be achieved through obtaining and conveying such information to the Governing Body will be avoided.
- 7.8 While not applicable to the Staff and Student Members of the Governing Body who have specific roles within the College, Non-Executive Members will avoid becoming involved in the day-to-day management of the College.
- 7.9 In addition to the responsibilities that members of the Governing Body have with regard to meetings of the Governing Body and its Committees, opportunities exist for participation in the life of the University College. It is considered beneficial for members of the Governing Body to be able to engage with staff and students in a range of different contexts. Such an engagement can lead to a broader and deeper understanding of the workings of the Institution. It is not expected that members of the Governing Body will be able to accept all the invitations that they may receive, but they are encouraged to do so whenever possible. The University College will compensate members of the Governing Body for travel and subsistence in such cases. Governing Body members can expect to be invited to certain University College ceremonies. These include particularly the Graduation ceremonies. Attendance at special ceremonies/events, will also be offered to Governing Body members.

## **Role of the Principal**

- 7.10 Subject to the Governing Body having overall responsibility, the Principal has responsibility for:
- a) making proposals to the Governing Body about the educational nature and mission of the College and for ensuring that the decisions of the Governing Body in this and all other regards are implemented;

- b) the day-to-day organisation, direction and management of the College and leadership of staff;
- c) the quality and performance of the College especially with regard to academic provision;
- d) the arrangements for the admission, assessment and examination of students;
- e) the development of the curriculum and programmes of staff development;
- f) the arrangements as necessary for the appointment, appraisal, suspension and dismissal of staff, other than senior staff, within the framework set by the Governing Body and the terms set out in the Articles of Government;
- g) the preparation of annual estimates of income and expenditure, for consideration and approval by the Governing body, and for the overall management of the budget and other resources within the estimates approved by the Governing Body;
- h) the maintenance of proper accounts and records subject to any guidance and instruction from the Department for the Economy or requirements of statutory authorities, and the making available such data as may be required to the Governing Body, the Department for the Economy or other appropriate statutory body;
- i) the maintenance of student discipline and, within procedures provided for within the Articles of Government, for the suspension and/or expulsion of students; and such other duties as may be delegated by the Governing Body

7.11 The Principal will also:

- provide Secretariat services to the Governing Body and its Sub-Committees;
- provide relevant reports as required by the Governing Body to meet its Terms of Reference;
- notify the Governing Body of any matters that threaten the regularity, propriety or value-for-money with which the College carries out its business; and
- notify the Governing Body of any significant issues which may impact on the College's leadership, medium-term capability and significant risks to delivery of policy and strategies, along with mitigating actions taken.

## **Role of the Secretary to the Governing Body**

- 7.12 The Secretary is appointed by the Governing Body after consultation with the Principal and HR and Remuneration Committee. The Secretary is responsible for providing the secretarial services for the Governing Body and its Committees, under the direction of the Chair and the Principal. The Secretary has a key role to play in the operation and conduct of the Governing Body and ensuring that appropriate procedures are followed.

The Secretary must exercise care in maintaining a separation of his/her administrative functions with the Governing Body responsibilities. Irrespective of any other duties that the Secretary may have within the Institution, when dealing with Governing Body business the Secretary will act on the instructions of the Governing Body itself. The Secretary will therefore have a direct reporting link to the Chair of the Governing Body for the conduct of Governing Body business.

The Chair and members of the Governing Body should look to the Secretary for guidance about their responsibilities under the Instrument and Articles of Government, including legislation and the requirements of the Department for the Economy, and on how these responsibilities should be discharged.

It is the responsibility of the Secretary to alert the Governing Body if he/she believes that any proposed action would exceed the Governing Body's powers or be contrary to legislation or to the Management Statement and Financial Memorandum agreed with the Department. Although the Principal is formally responsible for alerting the Governing Body if any action or policy is incompatible with the terms of the Management Statement and Financial Memorandum this does not absolve the Secretary from having this responsibility as well.

The Secretary should be solely responsible for obtaining legal advice for the Governing Body, and advising it on all matters of procedure. He/she should advise the Chair in respect to any matters where conflict, potential or real, may occur between the Governing Body and the Principal. The Secretary should also ensure that all documentation provided for members of the Governing Body is concise and its content appropriate. It is incumbent on the Governing Body to safeguard the Secretary's ability to carry out these responsibilities. It is important that the Secretary also both consults and keeps the Principal fully informed on any matter relating to Governing Body business (other than in relation to the HR and Remuneration Committee's consideration of the Principal's salary and compensation package).

## **8. MEETINGS AND ATTENDANCE**

- 8.1 The Governing Body will meet every two months but not less than 4 times a year. The Agenda and papers for the meeting will be issued by the Secretariat at least 7 calendar days in advance of each meeting.

- 8.2 A Special meeting of the Governing Body may be called at any time by the Chair, or at the request in writing of any five members of the Governing Body. A Special meeting may also be called by the Internal and External Auditors where they wish to discuss the circumstances of their removal or resignation.
- 8.3 The Secretary to the Governing Body will attend all meetings. Other staff or individuals may attend meetings on occasion, by invitation, as observers or to present a paper.
- 8.4 Members of the Governing Body are expected to attend Governing Body meetings and Committee meetings regularly.

### **Quorum**

- 8.5 In accordance with the Instrument of Government and the Governing Body's Standing Orders, the Quorum for a meeting of the Governing Body is seven members of whom at least five members should be Non-Executive Governors. In the absence of a quorum a meeting will not be held.

### **Voting**

- 8.6 In the absence of agreement on a particular issue under consideration, the issue shall be decided by a majority of the votes of the members present and voting on the question. Where there is an equal division of votes the Chair of the meeting shall have a second or casting vote. The outcome of the vote shall be recorded in the minutes.
- 8.7 On a requisition of any member, before a vote is taken, who is supported by at least one other member, the voting on any question shall be recorded so as to show whether each member present gave his vote for or against that question or abstained from voting.
- 8.8 A member may not vote by proxy, although a member may provide, through the Secretary, views to the Chair for consideration in the context of the meeting if that person is unable to attend.

### **Minutes**

- 8.9 Minutes will be kept of meetings of the Governing Body and any of its Committees. Minutes and any papers tabled at meetings of the Governing Body will be made available to all members subject to any confidentiality restrictions.
- 8.10 Where members have concerns about the running of the College or a proposed action which cannot be resolved, they should ensure that these are recorded in the minutes.

- 8.11 At every meeting, the minutes of the previous meeting will be taken as an agenda item, unless the members decide otherwise, and, if agreed to be accurate, will be signed as a true record by the Chair, or, in his absence, the Vice-Chair or other member acting as Chair.
- 8.12 The Minutes will include a record of all withdrawals and re-entries as required under Part V and Schedule 4 of the Instrument of Government.

## **9. CONFLICTS OF INTEREST**

- 9.1 Members of the Governing Body are responsible for advising the Secretary to the Governing Body of any external interests which may conflict with their responsibilities and these are recorded in a formal Register of Interests. The Register will be formally reviewed on an annual basis and will be presented to the first meeting of the Governing Body in each Academic Year.
- 9.2 In any event the Chair of the Governing Body will ask at the beginning of each meeting whether Members have any conflicts of interest to declare.
- 9.3 The Governing Body considers such conflicts in the following manner:
- The Member with such an interest will explain the nature of the interest;
  - The Governing Body will determine if a conflict does or may exist and, if so, in what circumstances;
  - Where it is agreed that the conflict of interest is material, the Member with the interest will offer to leave the meeting for the duration of the discussion of the matter in respect of which the conflict of interest exists. This will be recorded in the Minutes of the meeting and the conflict will be recorded in the Register of Interests.

## **10. GOVERNING BODY COMMITTEES**

- 10.1 The Governing Body shall establish Committees to oversee and/or provide advice on specific areas of work. The chairmanship and terms of reference of such Committees will be agreed by the Governing Body. Ad-hoc Committees may also be established to undertake particular pieces of work on behalf of the Governing Body.
- 10.2 The following substantive Committees have been established by the Governing Body:
- Education Committee;
  - HR and Remuneration Committee.
  - Audit and Risk Assurance Committee; and
  - Finance and General Purposes Committee.

- 10.3 Terms of Reference as agreed by the Governing Body for each Committee are included at **Appendix 1 – 4** respectively. All Committees will report to the Governing Body after each meeting. In addition, the Audit and Risk Assurance Committee will produce an annual report for the Governing Body.

## **11. DECISIONS AND REPORTING**

- 11.1 Subject to Freedom of Information considerations, all Agendas and agreed Governing Body Minutes, excluding Reserved Business, will be published on the College Internet and Intranet sites. A copy of the Minutes will also be sent to the Department for the Economy, together with the agreed Minutes of Committee meetings.
- 11.2 Following each Governing Body meeting the Chair and the Principal will jointly issue a Brief to Staff on matters discussed.
- 11.3 The Governing Body will report annually on how it operated, including a high level statement of which types of decision are taken by the Governing Body and which have been delegated. The report will also cover the work of the Audit and Risk Assurance Committee and other Committees established by the Governing Body.

## **12. ANNUAL WORK PROGRAMME**

- 12.1 The Governing Body will agree, annually, a Work Programme, including standing items for consideration. The Work Programme will be supplemented during the year with any other business

## **13. REVIEWS OF GOVERNING BODY EFFECTIVENESS**

- 13.1 The Governing Body will conduct a regular, full and robust review of its effectiveness and that of its Committees, the starting point for which will be an annual assessment against the Higher Education Code of Governance and review of its Operating Framework and Standing Orders. An external perspective will be sought as appropriate.

**This Operating Framework will be reviewed annually or sooner if considered necessary.**

## **Appendix 1**

### **EDUCATION COMMITTEE**

### **TERMS OF REFERENCE**

**Updated September 2017**

## **1. Introduction**

The Governing Body has established an Education Committee to support it with its responsibilities with regard to delivery of the College's mission, vision and strategic objectives.

## **2. Membership**

The Committee currently comprises 2 Non-Executive Governors, one of whom chairs the Committee. [Membership will be increased to 4 Non-Executive Members in due course.]

### **Attendance by Others**

The Chair of the Governing Body will normally attend all Committee meetings. Executive staff and other parties, including professional advisers may be invited to attend Committee meetings to advise on specific matters.

## **3. Secretariat**

The Secretariat is provided by the Principal's Office. All matters relating to the work of the Committee will be addressed through the Chair via the Secretariat.

## **4. Meetings**

The Committee will meet 3 times a year. This will be kept under review. The Chair will convene further meetings as required.

## **5. Agenda and Papers**

5.1 The Responsibility for the Agenda rests with the Chair of the Committee. A draft Agenda will be prepared by the Secretary based on the core work programme and consultation with the Principal. This will be discussed and agreed with the Chair, with further items of business being added as necessary.

5.2 The Agenda and papers for the meeting will be issued to Committee members by the Secretary 7 days prior to each meeting.

## **6. Quorum**

At least 2 members need to be present for the meeting to be quorate. In the absence of the appointed Chair, the Members present will nominate an acting Chair from within their own number.

## **7. Reporting**

The Committee will formally report to the Governing Body after each meeting.

## **8. Agreement of Minutes of Meetings**

- 8.1 The Secretary will prepare a set of draft Minutes and will send these to the Chair of the Committee for consideration as soon as possible following the meeting. Action Points will be highlighted and recorded on the Action Points Table. Once agreed with the Chair, the draft Minutes will be circulated to Members for comment.
- 8.2 The draft Minutes will be submitted to the next meeting of the Committee for agreement; and once agreed by the Committee submitted to the next Governing Body meeting for endorsement. All Action Points will be followed up by the Secretary.
- 8.3 If there is a Governing Body meeting in the intervening period before the Minutes are formally agreed by the Committee, in addition to reporting to the Governing Body on matters discussed at the meeting as in Section 8 above, the Chair of the Committee will ensure that any urgent or time bound matters arising from the Committee meeting that require a decision by the Governing Body, are raised through the Secretary and the Governing Body Chair as an agenda item.
- 8.4 The Secretary will arrange for the Minutes to be formally signed once agreed and will place them in the Minute Book.

## **9. Conflicts of Interest**

- 9.1 Members of the Committee are responsible for advising the Secretary to the Governing Body of any external interests which may conflict with their responsibilities and these are recorded in a formal Register of Interests. The Register will be formally reviewed on an annual basis and will be presented to the first meeting of the Governing Body in each Academic Year.
- 9.2 In any event the Chair of the Committee will ask at the beginning of each meeting whether Members have any conflicts of interest to declare.
- 9.3 The Committee considers such conflicts in the following manner:
  - The Member with such an interest will explain the nature of the interest;
  - The Committee will determine if a conflict does or may exist and, if so, in what circumstances;
  - Where it is agreed that the conflict of interest is material, the Member with the interest will offer to leave the meeting for the duration of the discussion of the matter in respect of which the conflict of interest exists. This will be recorded in the Minutes of the meeting and the conflict will be recorded in the Register of Interests.

## **10. Role of the Chair**

The Chair of the Committee has particular responsibility for providing effective leadership of the Committee and how it operates. In addition, the Chair ensures that the Committee meets at appropriate intervals and that the minutes of the meetings as prepared by the Secretary, accurately record the decisions taken and, where appropriate, the views of individual members. The Chair also ensures that new members are briefed on appointment and their training needs considered.

## **11. Committee Responsibilities**

The Committee will:

- recommend to the Governing Body approval of the College's Corporate and Business Plans;
- receive and consider reports appropriate to the College's mainstream academic activities including External Examiners' Reports, Results of Degree Examinations, progress with the Corporate Plan, student statistics, student complaints and appeals, student admissions and Selection Report, courses and comparative benchmarking data with other Higher Education Institutions, reviews of quality, cost effectiveness, staff and research successes, recommended new teaching provision/academic organisation, local, regional, national and international relationships and successes. Important relationships with other relevant parties e.g. Universities, notably Queen's University Belfast, Quality Assurance bodies such as the QAA, DFE and DE etc.
- receive and act on behalf of the Governing Body on issues arising at and delegated from Governing Body meetings (and all such matters as may be deemed important from time to time) with recommendations for consideration by the Principal and/or for action or further consideration by the Governing Body;
- share, as required (through the Secretary), relevant information with other Committees that may be of interest to the work of a particular Committee.

## **12. Information Requirements**

For each meeting the Committee will be provided with:

- a Teaching and Learning Report, Scholarship and Research Report, Student Support and Wellbeing Report, International Development Report and Lifelong Learning Report. Associated Risk Registers will also be provided for discussion by the Committee;

- an update on progress against the Corporate Plan 2015-18 and associated Business Plan.
- any Quality Assurance Reports.
- any DE reports on schools, Education Policy, changes in curriculum etc.
- any CCEA Reports relating to changes in Curriculum in Key Stages 1-4.
- any DFE Reports on Higher Education.
- any Inspectors'/External Examiners' Reports.
- any Issues relating to Academic Staffing and Resourcing.

### **13. Review Arrangements**

The Governing Body will review these Terms of Reference annually, or sooner if it is considered appropriate.

**These Terms of Reference will be published on the College Internet and Intranet sites.**

## **Appendix 2**

### **HR AND REMUNERATION COMMITTEE**

#### **TERMS OF REFERENCE**

**Updated September 2017**

## **1. Introduction**

The Governing Body of Stranmillis University College has established a Human Resources and Remuneration Committee to support it in its responsibilities for issues of remuneration and Human Resource Policy and Strategy.

## **2. Membership**

The Committee comprises 4 Non-Executive Governors [there is currently one vacancy], including the Chair and the Vice-Chair of the Governing Body. A Member other than the Chair and Vice-Chair of the Governing Body shall be appointed to Chair the Committee. [Membership will be increased to 5 Non-Executive Members in due course.]

## **3. Attendance by Others**

The HR Manager shall attend all meetings of the Committee. The Principal will be invited to attend Committee Meetings, providing there is no conflict of interest in relation to matters on the Agenda. Professional Advisers may also be invited to attend on matters requiring expert advice.

## **4. Secretariat**

The Secretariat is provided by the Principal's Office. All matters relating to the work of the Committee will be addressed through the Chair via the Secretariat.

## **5. Meetings**

The Committee will normally meet three times a year. The Chair will convene further meetings if required.

## **6. Agenda and Papers**

6.1 The responsibility for the Agenda rests with the Chair of the Committee. A draft Agenda will be prepared by the Secretary in consultation with the Principal and HR Manager and this will be discussed and agreed with the Chair, with further items of business being added as necessary.

6.2 The Agenda and papers for the meeting will be issued to Committee members by the Secretary 7 days prior to the meeting.

## **7. Quorum**

Three members need to be present for the meeting to be quorate. In the absence of the Chair, the Committee will nominate an acting Chair from within their own number.

## **8. Reporting**

The Committee will formally report to the Governing Body after each meeting. All decisions of the Committee are subject to the approval of the Governing Body.

## **9. Agreement of Minutes of Meetings**

- 9.1 The Secretary will prepare a set of draft Minutes and will send these to the Chair of the Committee for consideration as soon as possible following the meeting. Action Points will be highlighted and recorded on the Action Points Table. Once agreed with the Chair, the draft Minutes will be circulated to Members for comment.
- 9.2 The draft Minutes will be submitted to the next meeting of the Committee for agreement; and once agreed by the Committee submitted to the next Governing Body meeting for endorsement. All Action Points will be followed up by the Secretary.
- 9.3 If there is a Governing Body meeting in the intervening period before the Minutes are formally agreed by the Committee, in addition to reporting to the Governing Body on matters discussed at the meeting as in Section 8 above, the Chair of the Committee will ensure that any urgent or time bound matters arising from the Committee meeting that require a decision by the Governing Body, are raised through the Secretary and the Governing Body Chair as an agenda item.
- 9.4 The Secretary will arrange for the Minutes to be formally signed once agreed and will place them in the Minute Book.

## **10. Conflicts of Interest**

- 10.1 Members of the Committee are responsible for advising the Secretary to the Governing Body of any external interests which may conflict with their responsibilities and these are recorded in a formal Register of Interests. The Register will be formally reviewed on an annual basis and will be presented to the first meeting of the Governing Body in each Academic Year.
- 10.2 In any event the Chair of the Committee will ask at the beginning of each meeting whether Members have any conflicts of interest to declare.
- 10.3 The Committee considers such conflicts in the following manner:
  - The Member with such an interest will explain the nature of the interest;
  - The Committee will determine if a conflict does or may exist and, if so, in what circumstances;
  - Where it is agreed that the conflict of interest is material, the Member with the interest will offer to leave the meeting for the duration of the discussion of the matter in respect of which the conflict of interest exists. This will be recorded in the Minutes of the meeting and the conflict will be recorded in the Register of Interests.

## **11. Role of the Chair**

- 11.1 The Chair of the Committee has particular responsibility for providing effective leadership of the Committee and how it operates. In addition, the Chair ensures that the Committee meets at appropriate intervals and that the minutes of the meetings as prepared by the Secretariat, accurately record the decisions taken and, where appropriate, the views of individual members. The Chair also ensures that new members are briefed on appointment and their training needs considered.

## **12. Committee Responsibilities**

- 12.1 The responsibilities of the Committee will be to:
- a. consider and report to the Governing Body on planning for and retaining College staffing resources.
  - b. consider, report and as appropriate make recommendations to the Governing Body on College Human Resource Management policies, procedures and good practice.
  - c. monitor, in line with the College annual business plan the Human Resource performance of the College and associated risks.
  - d. monitor, in line with the annual business plan, staff training, organisational development and organisational health.
  - e. monitor the effectiveness of the College performance management system.
  - f. to receive a report from the Chair of the Governing Body on the annual performance appraisal of the College Principal and senior staff.
  - g. approve the annual objectives and remuneration of the College Principal and senior staff.
  - h. undertake such functions as determined by agreed College employment policies and procedures e.g. the College Discipline and Grievance Procedures.
  - i. undertake such other duties as may, from time to time, be determined and delegated by the Governing Body.

In relation to the above items (a) - (i) the Committee will receive, as appropriate, reports, advice and recommendations from the College Principal.

- 12.2 The Chair of the Committee shall be responsible for reporting the outcome of discussions relating to remuneration to the Principal.

### **13. Review Arrangements**

- 13.1 The Governing Body will review these Terms of Reference annually, or sooner if it is considered appropriate.

**These Terms of Reference will be published on the College Internet and Intranet sites.**

## **Appendix 3**

### **AUDIT AND RISK ASSURANCE COMMITTEE TERMS OF REFERENCE**

**Updated September 2017**

## **1. Introduction**

The Governing Body has established an Audit and Risk Assurance Committee as a Committee to support it with its responsibilities with regard to issues of risk, control and governance. The Committee reviews the comprehensiveness of assurances in meeting the Governing Body's and Accounting Officer's assurance needs and reviews the reliability and integrity of those assurances.

## **2. Membership**

The Committee comprises 3 Non-Executive Governors one of whom chairs the Committee. Members appointed to the Committee will not hold membership of any other Governing Body Committee. At least one Member of the Committee shall have recent and relevant financial experience. [Membership will be increased to 4 Non-Executive Members in due course.]

## **3. Attendance by Others**

3.1 The Principal, Head of Finance, a representative from the Internal Auditors, a representative from the Department for the Economy (who will attend in an 'observer' capacity) and the Secretary to the Governing Body will attend all meetings. The External Auditors will attend the Committee twice a year. Other parties, including professional advisers may be invited to attend to advise on specific matters.

3.2 The Committee may ask any or all of those who attend and who are not members to withdraw to facilitate open and frank discussion of particular matters.

## **4. Secretariat**

The Secretariat is provided by the Principal's Office. All matters relating to the work of the Committee will be addressed through the Chair via the Secretary.

## **5. Meetings**

5.1 The Committee will meet at least four times a year. This will be kept under review. The Chair will convene further meetings as required.

5.2 The Committee may also meet in private before each meeting.

## **6. Agenda and Papers**

6.1 The Responsibility for the Agenda rests with the Chair of the Committee. A draft Agenda will be prepared by the Secretary based on the core work programme and in consultation with the Principal. This will be discussed and agreed with the Chair, with further items of business being added as necessary.

6.2 The Agenda and papers for the meeting will be issued to Committee members by the Secretary 7 days prior to each meeting.

## **7. Quorum**

Two members need to be present for the meeting to be quorate. In the absence of the appointed Chair, the Members present will nominate an acting Chair from within their own number.

## **8. Reporting**

8.1 The Committee will formally report to the Governing Body after each meeting.

8.2 The Committee will also provide the Governing Body with an annual report, timed to support finalisation of the Accounts and the Governance/Assurance Statement. The Report will include:

- (i) summary conclusions from the work the Committee has done during the year;
- (ii) the co-operation that has taken place between Internal and External Audit; and
- (iii) a report on the Committee's review of its own effectiveness.

## **9. Agreement of Minutes of Meetings**

9.1 The Secretary will prepare a set of draft Minutes and will send these to the Chair of the Committee for consideration as soon as possible following the meeting. Action Points will be highlighted and recorded on the Action Points Table. Once agreed with the Chair, the draft Minutes will be circulated to Members for comment.

9.2 The draft Minutes will be submitted to the next meeting of the Committee for agreement; and once agreed by the Committee submitted to the next Governing Body meeting for endorsement. All Action Points will be followed up by the Secretary.

9.3 If there is a Governing Body meeting in the intervening period before the Minutes are formally agreed by the Committee, in addition to reporting to the Governing Body on matters discussed at the meeting as in Section 8 above, the Chair of the Committee will ensure that any urgent or time bound matters arising from the Committee meeting that require a decision by the Governing Body, are raised through the Secretary and the Governing Body Chair as an agenda item.

9.4 The Secretary will arrange for the Minutes to be formally signed once agreed and will place them in the Minute Book.

## **10. Conflicts of Interest**

- 10.1 Members of the Committee are responsible for advising the Secretary to the Governing Body of any external interests which may conflict with their responsibilities and these are recorded in a formal Register of Interests. The Register will be formally reviewed on an annual basis and will be presented to the first meeting of the Governing Body in each Academic Year.
- 10.2 In any event the Chair of the Committee will ask at the beginning of each meeting whether Members have any conflicts of interest to declare.
- 10.3 The Committee considers such conflicts in the following manner:
- The Member with such an interest will explain the nature of the interest;
  - The Committee will determine if a conflict does or may exist and, if so, in what circumstances;
  - Where it is agreed that the conflict of interest is material, the Member with the interest will offer to leave the meeting for the duration of the discussion of the matter in respect of which the conflict of interest exists. This will be recorded in the Minutes of the meeting and the conflict will be recorded in the Register of Interests.

## **11. Role of the Chair**

- 11.1 The Chair of the Committee has particular responsibility for providing effective leadership of the Committee and how it operates. In addition, the Chair ensures that the Committee meets at appropriate intervals and that the minutes of the meetings as prepared by the Secretariat, accurately record the decisions taken and, where appropriate, the views of individual members. The Chair also ensures that new members are briefed on appointment and their training needs considered.

## **12. Role of the Departmental Observer**

- 12.1 The role of the Departmental Observer, as agreed by the Committee is included at Annex A.

## **13. Authority and Access**

- 13.1 The Committee is authorised by the Governing Body to investigate any activity within this Terms of Reference and all staff and members of the Governing Body are required to co-operate with the Committee.
- 13.2 The Committee will provide a channel of communication from the College's auditors, which is not controlled by College management.

13.3 At least annually, the Chair will meet with the Accounting Officer (Principal), Head of Finance, the Internal Auditor and External Auditor's senior representatives outside the formal Committee structure.

#### **14. Committee Responsibilities**

14.1 The Committee will:

- advise the Governing Body on the appointment of the External Auditors, the Audit fee, the provision of any non-audit services provided by External Audit and any questions of resignation or dismissal of the External Auditors;
- discuss with the External Auditors, the scope of the Audit;
- discuss with the External Auditors problems and reservations arising from the interim and final audits, including a review of the Management Letter incorporating management's responses, and any other matters the External Auditors may wish to discuss (in the absence of College Management where necessary);
- advise the Governing Body on the appointment and terms of engagement of the Internal Auditors (including the Internal Audit Charter), the audit fee, the provision of any non-audit services by the Internal Auditors and any questions of resignation or dismissal of the Internal Auditors;
- monitor the performance and effectiveness of Internal and External Auditors, including any matters affecting their objectivity, and to make recommendations to the Governing Body concerning their reappointment, where appropriate;
- review the strategic processes for risk, control and governance and the Governance/Assurance Statement;
- review the accounting policies, the accounts, and the College annual report, including the process for review of the accounts prior to submission for audit. The Committee will also review the levels of error identified;
- review and approve the Internal Audit risk assessment and strategy, approve the Internal Audit plans, monitor implementation of the Audit recommendations and promote co-ordination between Internal and External Audit;
- review the adequacy of management responses to issues identified by audit activity, including External Audit's management letter;
- ensure that the resources made available for Internal Audit are sufficient to meet the College's needs (or make a recommendation to the Governing Body as appropriate);

- ensure that all significant losses have been properly investigated and that the Internal and External Auditors, and where appropriate, the DFE Accounting Officer is informed;
- oversee delivery of the College's Anti-Fraud and Bribery Policy, including reports of action being taken under that policy;
- satisfy itself that robust governance arrangements exist in respect of third party dependencies (outsourced services); programme and project management;
- satisfy itself that robust arrangements are in place to promote economy, efficiency and effectiveness, high standards of propriety in the use of Public funds and a climate of financial discipline and control.

## **15. Information Requirements**

**15.1** For each meeting the Committee will be provided with:

- a report summarising any significant changes to the organisation's Risk Register.
- a progress report from the Internal Audit representative summarising:
  - work performed and a comparison with work planned,
  - key issues emerging from Internal Audit work,
  - management's response to audit recommendations,
  - changes to the Periodic Plan, and
  - any issues affecting the delivery of Internal Audit objectives.

Copies of all finalised Audit Reports should also be provided to the Committee.

- details of any significant changes in audit coverage, since the last Committee meeting.
- a report on Direct Award Contracts.
- a progress report on implementation of Audit recommendations.
- any relevant external reports and circulars, such as Fraud circulars/reports and Finance Director and Dear Accounting Officer Letters.

**16. Interface with other Governing Body Committees**

The Committee will share, as required (through the Secretary), relevant information with other Committees that may be of interest to the work of a particular Committee.

**17. Review Arrangements**

The Governing Body will review these Terms of Reference annually, or sooner if it is considered appropriate.

**These Terms of Reference will be published on the College Internet and Intranet sites.**

## **Role of Departmental Observer at Audit and Risk Assurance Committee**

- 1.1 In line with Managing Public Money Northern Ireland, a member of the Sponsor Branch from the Department should attend all Audit and Risk Assurance Committee meetings in an observer capacity.
- 1.2 As an Observer, the attendee will not have decision making authority within the ARAC nor act as a full Committee Member.
- 1.3 The role of the Departmental Observer is important, as it provides a means of reporting back to the Department on the operation of the Committee, and the range of issues it is considering. This informs the Departmental Accountability meetings with the Principal on any areas of concern/of relevance to the Department.
- 1.4 Observers should ensure that the capacity in which they are attending is conveyed and recorded in the minutes. They should notify the College that any views expressed should not be taken as Departmental approval or endorsement on any of the areas discussed, and that proper approvals should still be sought in the normal way.
- 1.5 Through attendance at ARAC, the Department is able to assess how effectively the Committee is discharging its challenge function, and to give a significant level of assurance over the governance of the College. Attendance will also provide insight for Committee Members as to the governance of the Department, to develop an understanding of DfE business, and the key risks and issues facing the organisation.
- 1.6 The Observer's attendance also provides an opportunity for the Department to advise the Committee on any relevant developments or recent guidance issued.

**Appendix 4**

**FINANCE AND GENERAL PURPOSES COMMITTEE**

**TERMS OF REFERENCE**

**Updated September 2017**

## **1. Introduction**

The Governing Body has established a Finance and General Purposes Committee to support it with its responsibilities with regard to Finance, Procurement and Estates and Accommodation and Hospitality Services as well as other relevant matters.

## **2. Membership**

The Committee comprises 5 Non-Executive Governors one of whom chairs the Committee. [There is currently one vacancy.] No member of the Committee will also be a member of the Audit and Risk Assurance Committee.

## **3. Attendance by Others**

The Chair of the Governing Body, the Principal, Vice-Principal, Head of Finance and the Secretary to the Governing Body will routinely attend the Committee. Other Executive staff will be invited to attend the Committee as required. Other parties, including professional advisers may be invited to attend to advise on specific matters.

## **4. Secretariat**

The Secretariat is provided by the Principal's Office. All matters relating to the work of the Committee will be addressed through the Chair via the Secretariat.

## **5. Meetings**

The Committee will meet four times a year. This will be kept under review. The Chair of the Committee will convene further meetings as required.

## **6. Agenda and Papers**

6.1 The responsibility for the Agenda rests with the Chair of the Committee. A draft Agenda will be prepared by the Secretary based on the core work programme and consultation with the Principal. This will be discussed and agreed with the Chair, with further items of business being added as necessary.

6.2 The Agenda and papers for the meeting will be issued to Committee members by the Secretariat, 7 days prior to each meeting.

## **7. Quorum**

At least 3 members need to be present for the meeting to be quorate. In the absence of the appointed Chair, the Members present will nominate an acting Chair from within their own number.

## **8. Reporting**

The Committee will formally report to the Governing Body after each meeting.

## **9. Agreement of Minutes of Meetings**

9.1 The Secretary will prepare a set of draft Minutes and will send these to the Chair of the Committee for consideration as soon as possible following the meeting. Action Points will be highlighted and recorded on the Action Points Table. Once agreed with the Chair, the draft Minutes will be circulated to Members for comment.

9.2 The draft Minutes will be submitted to the next meeting of the Committee for agreement; and once agreed by the Committee submitted to the next Governing Body meeting for endorsement. All Action Points will be followed up by the Secretary.

9.3 If there is a Governing Body meeting in the intervening period before the Minutes are formally agreed by the Committee, in addition to reporting to the Governing Body on matters discussed at the meeting as in Section 8 above, the Chair of the Committee will ensure that any urgent or time bound matters arising from the Committee meeting that require a decision by the Governing Body, are raised through the Secretary and the Governing Body Chair as an agenda item.

9.4 The Secretary will arrange for the Minutes to be formally signed once agreed and will place them in the Minute Book.

## **10. Conflicts of Interest**

10.1 Members of the Committee are responsible for advising the Secretary to the Governing Body of any external interests which may conflict with their responsibilities and these are recorded in a formal Register of Interests. The Register will be formally reviewed on an annual basis and will be presented to the first meeting of the Governing Body in each Academic Year.

10.2 In any event the Chair of the Committee will ask at the beginning of each meeting whether Members have any conflicts of interest to declare.

10.3 The Committee considers such conflicts in the following manner:

- The Member with such an interest will explain the nature of the interest;
- The Committee will determine if a conflict does or may exist and, if so, in what circumstances;
- Where it is agreed that the conflict of interest is material, the Member with the interest will offer to leave the meeting for the duration of the discussion of the matter in respect of which the conflict of interest exists. This will be recorded in the Minutes of the meeting and the conflict will be recorded in the Register of Interests.

## **11. Role of the Chair**

The Chair of the Committee has particular responsibility for providing effective leadership of the Committee and how it operates. In addition, the Chair ensures that the Committee meets at appropriate intervals and that the minutes of the meetings as prepared by the Secretariat, accurately record the decisions taken and, where appropriate, the views of individual members. The Chair also ensures that new members are briefed on appointment and their training needs considered.

## **12. Committee Responsibilities**

The Committee will provide advice and make recommendations to the Governing Body:

- in the consideration and determination of all matters of finance and budgets;
- on estate management, acquisition and development or disposal and the efficient utilisation of the estate and other physical resources in delivery of the College's strategies and Mission;
- on any other matters of College governance which are not specifically reserved matters for the Governing Body, Education Committee or Audit and Risk Assurance Committee.

The Committee will also:

- receive and act on behalf of the Governing Body on issues arising at and delegated from Governing Body meetings (and all such matters as may be deemed important from time to time) and provide recommendations for consideration by the Governing Body;
- share, as required (through the Secretary), relevant information with other Committees that may be of interest to the work of a particular Committee.

### **13. Information Requirements**

For each meeting the Committee will be provided with:

- a Finance report, including Budget monitoring, business continuity planning, procurement and governance issues as appropriate;
- an Estates report;
- an IT Services Report;
- a Hospitality, Accommodation and Conferencing Services Business Report; and
- any relevant reports and circulars, such as on Health and Safety and any relevant communications from the Department for the Economy/Department of Education for example.

### **14. Review Arrangements**

The Governing Body will review these Terms of Reference annually, or sooner if it is considered appropriate.

**These Terms of Reference will be published on the College Internet and Intranet sites.**