



STRANMILLIS UNIVERSITY COLLEGE
A College of Queen's University Belfast

Governing Body

Operating Framework

Updated September 2023

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 Partnership Agreement, which will replace the Management Statement and Financial Memorandum is to be agreed between the Department and the College which explains the overall governance framework within which the College operates, including the framework through which the necessary assurances are provided to stakeholders. Roles/responsibilities of partners within the overall governance framework are also outlined.
- 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 Partnership Agreement. 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 College Executive Team 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 Partnership Agreement 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 he 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 the 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 COLLEGE'S MISSION, VISION AND VALUES

- 3.1 The College's Mission, Vision and Values which are set out in its Corporate Plan 2022-25 are as follows:

Mission

To transform the lives of children, young people and communities, through excellence in teaching, research and scholarship.'

Vision

To be a leading institution with a reputation for excellence in the field of teacher education and related professions; driving innovative professional practice that will:

- Shape education
- Unlock potential
- Connect locally and globally and
- Build better futures.

Values – S.T.R.A.N

The core values which are described below, underpin the culture and behaviours within the University College and will support the University College in meeting its aims and objectives and will provide the foundation for achieving the University College's mission.

STUDENTS at the centre

We place our students at the centre of our planning and our future.

TEAMWORKING

We value working with others and the benefits that collaboration brings.

RESPECT for everyone

We promote social responsibility and respect by listening to and valuing all within and without our College community.

AMBITION for our students, our staff, our collaborators and our community

We are ambitious for our students, our staff, our University College, our partners and the wider community¹ as we strive to achieve outstanding outcomes for all.

NURTURING our students, our staff and our environment

We seek to value, encourage and develop all of our students and staff as well as our own physical environment and the world around us.

Aims

The aims of the University College are:

1. To deliver outstanding learner experiences;
2. To be an employer of choice;
3. To be financially and environmentally sustainable; and
4. To impact wider society

How these aims will be delivered is set out in the College's Corporate Plan 2022-25.

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 the associated Instrument and Articles of Government.

¹ Including children and young people

5. MEMBERSHIP

5.1 In accordance with the Articles of Government, membership of the Governing Body will consist of not more than 18 members (17 Members currently), 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 academic staff so employed from among such academics; and

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

NB - Academic staff are teaching and research staff as defined by their contract of employment. Support staff include all those staff in categories other than teaching and research. Staff must be employed by the College in permanent or fixed-term posts at the relevant points in the election period, up to and including the closing date. The Election procedures for academic and support staff are included at Appendix 1.

(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 Governing Body's responsibilities and procedures, including on the financial management and reporting requirements of public sector bodies and on any differences which may exist between private and public sector practice. The Secretariat will prepare an induction pack and programme for new members and will arrange relevant training as required.

6.2 On an annual basis:

- A survey of Governor training and development needs will be conducted by the Secretary to the Governing Body in order to identify any gaps in training and development needs.
- The Outcome of the individual surveys will be considered by the Chair of the Governing Body, the Vice-Chair and the Chair of the Human Resources and Remuneration Committee (HR&R Committee) and discussed with individual Governors.
- A Training and Development Plan, which will set out how development needs will be met and the timeframes, will be developed by the Secretary to the Governing Body and agreed by the Governing Body based on the outcome of the Surveys and discussions with Governors.
- A costing exercise will be conducted and a Budget will be agreed with the Principal.

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 for 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.

7.5 In addition, the Governing Body will be responsible for considering the evidence to support the signing by the Principal, on behalf of the Governing Body of the Annual Assurance Statement to the Department. This includes confirmation that: the Governing Body has received and discussed a report and accompanying Action Plan relating to the continuous improvement of the student academic experience and student outcomes. This includes evidence

from the provider's own periodic review process, which fully involves students and includes embedded external peer or professional review. Assurance in relation to the robustness and appropriateness of the methodologies used as a basis to improve the student academic experience and student outcomes and confirmation that the standards of awards have been appropriately maintained is also required.

Role of the Chair

7.6 The Chair is responsible for:

- facilitating and preserving order at Governing Body meetings;
- ensuring that the proceedings are properly conducted according to law and according to the standing orders;
- ensuring that all opinions are given a fair hearing as far as practicable;
- ensuring the formulation of the Governing Body's strategy;
- ensuring that the Governing Body, in reaching decisions, takes proper account of guidance provided by the Minister or the Department;
- promoting the efficient, economic and effective use of staff and other resources;
- encouraging and delivering high standards of regularity and propriety;
- representing the views of the Governing Body to the general public; and
- ensuring that the Governing Body meets at regular intervals throughout the year and that the minutes of meetings accurately record the decisions taken and, where appropriate, the views of individual Governing Body members.

7.7 The Chair shall also:

- advise the Department of the needs of the College when Governing Body vacancies arise, with a view to ensuring a proper balance of professional and financial expertise;
- assess the performance of individual members of the Governing Body. Members will be subject to ongoing performance appraisal, with a formal assessment being completed by the Chair of the Governing Body at the end of each year [and prior to any re-appointment of individual members taking place]. Members will be made aware that they are being appraised, the standards against which they will be appraised, and will have an opportunity to contribute to and view their

report. The Chair of the Governing Body will also be appraised on an annual basis by the Director of the Department's Higher Education Division;

- 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 the comply or explain principle as set out in the Committee of University Chairs (CUC) Higher Education Code of Governance;
- ensure that a Governing Body effectiveness review is performed annually with independent input at least every three years, and that results are acted upon; and
- sign the Annual Financial Statements of the College and the Annual Report and Governance Statement.

- 7.8 The Chair will also ensure that a Code of Conduct for Governing Body Members is in place, based on the Cabinet Office's Code of Practice for Board Members of Public Bodies. The Code shall commit the Chair and other members of the Governing Body to the Nolan "seven principles of public life", and shall include a requirement for a comprehensive and publicly available register of Members' interests.
- 7.9 The role also requires the establishment of an effective working relationship with the Principal that is simultaneously collaborative and challenging. The Chair and Principal will act in accordance with their distinct roles and responsibilities as laid out in MPMNI and their appointment letters.
- 7.10 The Chair will have a presence in the College and cultivate external relationships which provide useful links for the College while being mindful of overstepping boundaries and becoming too involved in day-to-day operations or executive activities.
- 7.11 Communications between the Governing Body, the Minister and the Department will normally be through the Chair. The Chair will ensure that the other Members are kept informed of such communications on a timely basis.

Conduct of the Governing Body

- 7.12 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.

- 7.13 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.
- 7.14 Non-Executive Members will avoid becoming involved in the day-to-day management of the University College.
- 7.15 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 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 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 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 College ceremonies, including the Graduation ceremonies.

Role of the Principal

- 7.16 Subject to the Governing Body having overall responsibility, the Principal has responsibility for:
- all executive management matters affecting the College and for leadership of the executive management team. The Principal is also designated as the College's Accounting Officer by the Departmental Accounting Officer;
 - safeguarding the public funds for which he/she has charge; for ensuring propriety and regularity in the handling of those public funds; and for the day-to-day operations and management of the College;
 - 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;

- informing the Governing Body of any significant proposed changes or envisaged changes to Teacher Education that could have consequences (positive or negative) for the College;
- the quality and performance of the College especially with regard to academic provision;
- the arrangements for the admission, assessment and examination of students;
- the development of the curriculum and programmes of staff development;
- 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.
- 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;
- establishing and presenting to the Governing Body and its relevant Committees, corporate and business plans and revenue and capital budgets, taking account of any conditions of grant and targets set by the Sponsor Department;
- informing the Governing Body and relevant Committees of progress towards achieving objectives and demonstrating how resources are being used to achieve these objectives;
- ensuring that timely forecasts and monitoring information on performance and finance are provided to the Governing Body and the Department;
- promptly notifying the Governing Body and the Department if overspends or underspends are likely and that corrective action is taken; and
- notifying the Governing Body and the Department in a timely fashion of any significant problems, whether financial or otherwise, and whether detected by internal audit or by other means.

7.17 The Principal is also responsible for:

- advising the Governing Body on the discharge of its responsibilities as set out in this document, the Articles of Government and in any other

relevant instructions and guidance that may be issued from time to time by the Department of Finance (DoF) or the Sponsor Department;

- ensuring that financial considerations are taken fully into account by the Governing Body at all stages in reaching and executing its decisions, and that standard financial appraisal techniques are followed appropriately;
- taking action in line with Section 3.8 of Managing Public Money NI (MPMNI) if the Governing Body, or its Chair, is contemplating a course of action involving a transaction which the Principal considers would infringe the requirements of propriety or regularity, or does not represent prudent or economical administration, efficiency or effectiveness.
- ensuring that a system of risk management is maintained to inform decisions on financial and operational planning and to assist in achieving objectives and targets;
- ensuring that an effective system of programme and project management and contract management is maintained;
- ensuring compliance with the Northern Ireland Public Procurement Policy;
- ensuring that all public funds made available to the College (including any income or other receipts) are used for the purpose intended by the Assembly, and that such monies, together with the College's assets, equipment and staff, are used effectively, efficiently and economically;
- ensuring that adequate internal management and financial controls are maintained by the College, including effective measures against fraud and theft;
- maintaining a comprehensive system of internal delegated authorities that are notified to all staff, together with a system for regularly reviewing compliance with these delegations;
- ensuring that effective Human Resource Management policies are maintained;
- signing the accounts and for ensuring that proper records are kept relating to the accounts and that the accounts are properly prepared and presented in accordance with any directions issued by the Minister, the sponsor Department, or DoF;
- signing a Statement of Accounting Officer's responsibilities, for inclusion in the annual report and accounts;

- signing a Statement on Internal Control regarding the College's system of internal control, for inclusion in the annual report and accounts;
- ensuring that effective procedures for handling complaints about the College are established and made widely known within the College;
- acting in accordance with the terms of the Partnership Agreement with the Department and with the instructions and relevant guidance in MPMNI and other instructions and guidance issued from time to time by the Department and DoF - in particular, Chapter 3 of MPMNI and the Treasury document Regularity and Propriety and Value for Money (as advised in the letter received by the Principal at appointment).
- giving evidence, normally with the Accounting Officer of the Sponsor Department, if summoned before the Public Accounts Committee on the use and stewardship of public funds by the College;
- ensuring that an Equality Scheme is in place, reviewed and equality impact assessed as required by the Equality Commission and TEO;
- ensuring that Lifetime Opportunities is taken into account; and
- ensuring compliance with the Data Protection Act 2018 and the Freedom of Information Act 2000.

7.18 The Principal may delegate the day-to-day administration of his/her Accounting Officer responsibilities to other employees in the College. However, he/she shall not assign absolutely to any other person any of the responsibilities set out in the Partnership Agreement. Where the Principal is expected to be unavailable for a period in excess of four weeks, the Department should be informed so that an acting accounting officer can be formally appointed.

Assurance

7.19 Recognising the governance arrangements in place within the organisation, the Principal as College Accounting Officer will arrange for their written assurance to be discussed at the College Audit and Risk Assurance Committee and presented to the College Governing Body prior to submission to the Department where possible. If not possible, or practicable, the Chair of the College Governing Body and the Chair of the Audit and Risk Assurance Committee should have sight of the assurance statement, prior to being submitted to the Department.

- 7.20 The College Chair will provide written confirmation that the College Accounting Officer's formal assurance has been considered by the Governing Body and is reflective of the College's current position.
- 7.21 The Principal will also provide Secretariat services² to the Governing Body and its Sub-Committees.

Role of the Secretary to the Governing Body

- 7.22 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 Partnership Agreement 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 Partnership Agreement 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

² Secretariat services are delivered via the Secretary to the Governing Body who reports directly to the Principal as line manager.

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 four times a year, normally on a Wednesday. Further meetings may be arranged if required. The Agenda and papers for the meeting will be issued via email, by the Secretariat at least 7 calendar days in advance of each meeting. As and when considered necessary, the Non-Executive Members will meet immediately prior to a Governing Body meeting, without the Executive Members being present. This is consistent with good practice.
- 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 six 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. Where the Secretary is not available, the Principal will arrange cover. Other staff or individuals may attend meetings, 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. Where appropriate, any Member unable to attend, will be expected to provide any comments on the papers, to the Secretary in writing, so that these may be considered at the meeting.

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 The mode of voting shall be by a show of hands. On the requisition of any Member, 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 and, gave his vote for or against that question.

- 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. A draft of the Minutes will be prepared by the Secretary to the Governing Body, wherever possible, within four weeks of the meeting, and will in the first instance be agreed with the Chair, following which they will be circulated to Members, including the Principal, and others as appropriate, 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 discussed with the Chair, before being published on the College website. Any action needed to address a conflict and the rationale for this will then be discussed with the Member concerned. Further Guidance for Members is included in the Governing Body Code of Conduct.
- 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 2 – 5** 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 and the Department for the Economy.

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 will issue a Brief to Staff on matters discussed at the meeting.
- 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. A Scheme of Delegation is published on the College Internet / Intranet sites. 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 CUC Code of Governance for Higher Education Institutions, and review of its Operating Framework. Standing Orders and the Governing Body's Code of Conduct will be reviewed every two years. An external perspective will be sought as appropriate every three years.
- 14.1 The College's Risk Management Policy, including Risk Appetite, will be reviewed annually.

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

Appendix 1

ELECTION OF SUPPORT STAFF AND ACADEMIC STAFF REPRESENTATIVES TO THE STRANMILLIS UNIVERSITY COLLEGE GOVERNING BODY

Background

In accordance with the Instrument of Government, the Governing Body, when complete, shall consist of not less than twelve nor more than eighteen persons 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;
one shall be the Principal of the College;
- (b) two shall be elected by staff employed at the College of whom –
 - (1) one shall be elected by academic staff so employed from among such academics; and
 - (2) one shall be elected by support staff so employed from among such other support staff;
- (c) not more than two may be persons co-opted by the other members of the Governing Body.

NB - Academic staff are teaching and research staff as defined by their contract of employment. Support staff include all those staff in categories other than teaching and research. Staff must be employed by the College in permanent or fixed-term posts at the relevant points in the election period, up to and including the closing date.

The Department for the Economy shall appoint all the Members of the Governing Body.

The elections to be held to identify the staff members of the Governing Body shall be conducted in accordance with rules made by the Governing Body. These rules, or any amendments made thereto, shall be made after consultation with such persons as appear to the Governing Body to be representative of each category of persons entitled to elect such members. It should be noted that the elected Student President of the Student Representative Council automatically becomes the Student Representative on the Governing Body. The procedure for electing the Student President is included within the Students' Union Constitution which is separately approved by the Governing Body.

Procedure for the election of Support Staff and Academic Staff Representatives

1. When a serving staff governor, whether Support Staff or Academic Staff is reaching the end of his/her term of office, the Secretary to the Governing Body will inform the Governing Body and the Principal. A timetable for an election is agreed that minimises delay.
2. The Secretary to the Governing Body will act as the Returning Officer.
3. The Returning Officer will send the Notice of nomination letters and forms to all eligible staff via e-mail. A note will be added to the e-mail which asks line managers to circulate the notice to all staff without access to College e-mail. HR will write to those staff who have been recorded by their line managers as being on sickness, maternity or other long-term leave. It is the responsibility of line managers to ensure leave records are accurate.
4. The nomination form will include a closing date for the receipt of nominations which will not be less than ten working days from the date of issue. Only nominations from staff employed by the Governing Body are eligible.
5. Each candidate for election must be a member of the Support Staff/Academic Staff as appropriate, must be nominated in writing and must signify in writing his/her consent to his/her nomination. The Proposer and Seconder must also be members of the Support Staff/Academic staff as appropriate.
6. Nomination Forms must be completed in all respects and delivered either by e-mail, by post or in person as appropriate, by the candidate or his/her proposer or seconder to the Returning Officer not later than 3pm on the date stipulated in the Notice.
7. Any candidate nominated for election may, not later than the deadline stipulated, which will be 3pm on the day following the deadline for receipt of Nominations, withdraw his/her candidature by delivery via e-mail or in person by him/her or by his/her proposer or seconder to the Returning Officer a notice in writing, signed by him/her, of such withdrawal.
8. At the closing date, the Returning Officer will review the nominations in the presence of one other person, in order to check eligibility of nominees and correct completion of forms.
9. A statement of candidates validly nominated will be circulated via e-mail as soon as possible after the 3pm deadline for any withdrawals. A note will be added to the e-mail which asks line managers to circulate the notice to all staff without access to College e-mail. HR will write to those who have been recorded by their line managers as being on sickness, maternity or other long term leave The statement will also be posted on the electronic notice boards in all College buildings.

10. If only one valid nomination is received, the nominee will be deemed to be elected unopposed and will therefore be appointed.
11. If no valid nominations are received, the process as stated above will be re-run.
12. If the number of candidates standing validly nominated, after the expiration of the time fixed for withdrawals, exceeds that of the number of persons to be elected a poll will be taken 10 days after the posting of the statement of candidates validly nominated. Due notice of the poll will be given.
13. The electorate for the poll will comprise the members of the Support Staff/Academic Staff as appropriate as defined in the 'Background' above.
14. Voting shall be by Single Transferable Vote.
15. Letters, Ballot papers and return envelopes will be sent to the home address of each voter and must be returned to the Returning Officer not later than 3pm. on the date of the poll. HR will assist the Returning Officer with this process. Each Ballot paper will be numbered (although not identifiable to an individual) so that the number of forms issued can be kept track of. Wherever possible staff should vote in person, but where this is not possible ballot papers should be returned by post to the Returning Officer at the address provided on the form. A pre-paid envelope will be provided. There is no facility for proxy voting.
16. The letters will set out that:
 - i. Staff may mark their vote by placing the figure '1' opposite the name of their preferred candidate, and if they wish, the figure '2' against the name of the candidate who is their second choice and so on. The election will be decided by a simple majority of the votes cast.
 - ii. The closing date and time for receipt of ballot papers, which will be not less than ten working days.
17. After 3pm on the closing date for receipt of the completed ballot papers, the Returning Officer will open and count the ballots in front of the candidates or their nominated representatives. The outcome is determined by a simple majority vote system. In the event of a tie, ballots will be recounted. If there is still a tie, unless one candidate voluntarily withdraws, lots will be drawn in the presence of all the candidates.
18. The ballot papers will be retained securely for six months in case the election result is challenged. The number of ballot papers issued and returned at each election will be recorded.
19. The Returning Officer /Secretary to the Governing Body will notify the staff and Governing Body of the outcome as soon as possible following the election/poll. The Secretary to the Governing Body will then confirm the result

of the election/poll with the successful candidate and will notify the Chair of the Governing Body. The Secretary to the Governing Body will also write to the Department for the Economy, seeking the formal appointment for the person concerned for a period of 4 years.

Appendix 2

EDUCATION COMMITTEE TERMS OF REFERENCE

Updated September 2023

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, and in particular with regard to its responsibilities for the oversight of academic governance.

2. Membership

The Committee comprises 4 Non-Executive Governors, one of whom chairs the Committee. The Student Representative on the Governing Body will attend the Committee as an Observer.

Attendance by Others

The Chair of the Governing Body and the Principal will normally attend all Committee meetings. Other 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 Secretary to the Governing Body.

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, via email, 7 days prior to each meeting. If a member is unable to attend, any written comments on the papers will be referred to the Secretary so that they may be considered at the meeting.

6. 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.

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, where possible within four weeks of the meeting and will send these to the Chair of the Committee for consideration. 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 and the Principal for comment on points of accuracy.
- 8.2 The draft Minutes will be submitted to the next meeting of the Committee for agreement; and once agreed by the Committee will be submitted to the next Governing Body meeting for adoption. 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, 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.
- 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:

- receive and consider reports appropriate to the College's mainstream academic activities. This will include quality assurance reports such as the Continuous Action for Programme Enhancement (CAPE) Reports, Programme Review Reports, and other reports relating to revalidation and professional reaccreditation.

Other areas for consideration by the Committee will include:

- Progress against Key Performance Indicator Targets;
 - Student statistics, including progress and outcome data and complaints and appeals;
 - Staff and research successes, including research applications, impact case studies, publications etc;
 - Recommended new teaching provision/academic organisation;
 - Local, regional, national and international relationships and successes; and
 - Important relationships with other relevant parties e.g. our students, 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 report from each of the three academic Directorates covering each of the areas under their leadership as below:
 - Director of Teaching and Learning report, which includes quality assurance updates;
 - Director of Research and Scholarship report, and Research report, which includes International;
 - Director of Student and Learning Services report, which includes Student Support and Wellbeing, and Widening Participation and Recruitment.

All reports will include progress against respective KPI targets and associated Risk Registers for discussion by the Committee.

The Committee will also receive for information:

- 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.
- a note of 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 3

HR AND REMUNERATION COMMITTEE

TERMS OF REFERENCE

Updated September 2023

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. A Member other than the Chair of the Governing Body shall be appointed to Chair the Committee.

3. Attendance by Others

The HR Manager shall attend all meetings of the Committee. The Principal and the Director of Corporate Services and Development 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. The Chair of the Governing Body will attend in an observer capacity.

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, the Director of Corporate Services and Development 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 via email, 7 days prior to the meeting. If a member is unable to attend, any written comments on the papers will be referred to the Secretary so that they may be considered at 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, where possible, within four weeks of the meeting, and will send these to the Chair of the Committee for consideration. 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 and to the Principal for comment on points of accuracy.
- 9.2 The draft Minutes will be submitted to the next meeting of the Committee for agreement; and once agreed by the Committee, will be submitted to the next Governing Body meeting for adoption. 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.
- 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:
- consider and report to the Governing Body on planning for and retaining College staffing resources.
 - consider an annual Fair Employment and Equality monitoring report and oversee any equality action plans put in place by College management.
 - consider, report and as appropriate make recommendations to the Governing Body on College Human Resource Management policies, procedures and good practice.
 - monitor, in line with the College annual business plan the Human Resource performance of the College and associated risks.
 - monitor, in line with the annual business plan, staff training, organisational development and organisational health and wellbeing.
 - monitor the effectiveness of the College Staff Appraisal arrangements.
 - review a report from the Chair of the Governing Body on the annual performance appraisal of the College Principal and senior staff.
 - approve the annual objectives and remuneration of the College Principal and senior staff in line with the principles set out in the CUC Remuneration Code.
 - undertake such functions as determined by agreed College employment policies and procedures e.g. the College Discipline and Grievance Procedures.

- j. 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) - (j) 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 and Head of HR.

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 4

AUDIT AND RISK ASSURANCE COMMITTEE TERMS OF REFERENCE

Updated September 2023

1. Introduction

The Governing Body has established an Audit and Risk Assurance 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 4 Non-Executive Governors one of whom chairs the Committee. Except for the Chair, who will not hold membership of any other Governing Body Committee, other Members may be appointed to other Committees except the Finance and General Purposes Committee. At least one Member of the Committee shall have recent and relevant financial experience.

3. Attendance at Meetings

3.1 The following will attend all meetings:

- The Principal;
- The Director of Corporate Services and Development;
- The Head of Finance;
- A representative from the Internal Auditors,
- A representative from the Department for the Economy (DfE) (who will attend in an 'observer' capacity), and
- The Secretary to the Governing Body.

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 will meet in confidential session with the Internal Audit representative and the Department for the Economy's Observer before each meeting. The External Audit representative will attend twice a year. The Committee may also meet in confidential session and exclude any or all other participants, including Observers, except the Committee Secretary, for example, when it is undertaking its annual Effectiveness Review.

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. The External Auditors or Head of Internal Audit may also request additional meetings if they consider it necessary.

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, the Director of Corporate Services and Development and the Head of Finance. 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 via email, 7 days prior to each meeting. If a member is unable to attend, any written comments on the papers will be referred to the Secretary so that they may be considered at the meeting.

7. Quorum

Three 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 the 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, which shall be undertaken annually.

9. Agreement of Minutes of Meetings

- 9.1 The Secretary will prepare a set of draft Minutes, where possible within four weeks of the meeting and will send these to the Chair of the Committee for consideration. 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, the Principal, the Director of Corporate Services and Development and the Head of Finance for comment on any points of accuracy.

- 9.2 The draft Minutes will be submitted to the next meeting of the Committee for agreement; and once agreed by the Committee will be submitted to the next Governing Body meeting for adoption. 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.
- 9.5 A copy of the agreed Minutes will be sent to the Principal, the Director of Corporate Services and Development, the Head of Finance, the Department's Observer and the Heads of Internal and External Audit.

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.
- 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;
- keep under 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;
- recommend to the Governing Body the appointment of the Internal and External Auditors
- 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;
- consider annual reports on Raising Concern cases, Business Continuity Planning Freedom of Information (Fol);
- satisfy itself that robust governance arrangements exist in respect of third party dependencies (outsourced services); programme and project management, including Post Project Evaluations;
- satisfy itself that robust arrangements are in place to promote effectiveness, efficiency and economy, 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, including those risks emerging from horizon scanning exercises.
- 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 will also be provided to the Committee for review.

- 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 Internal 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

- 16.1 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.
- 16.2 The Committee may from time-to-time attend other Committees, for example, the Finance & General Purposes Committee, when the Financial Statements are being considered.

17. Procurement of Specialist Advice

Where the Committee requires Specialist Advice, this will be arranged through the Secretary in consultation with the Principal. Should legal advice be

required in relation to the activities of the Principal, the Secretary will consult with the Chair of the Governing Body.

18. 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 5

FINANCE AND GENERAL PURPOSES COMMITTEE

TERMS OF REFERENCE

Updated September 2023

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 Hospitality, Accommodation and Conferencing Services as well as other relevant matters, including Digital and IT Services and Health and Safety.

2. Membership

The Committee comprises 5 Non-Executive Governors one of whom chairs the Committee. 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, the Director of Corporate Services and Development, 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 and Director of Corporate Services and Development. 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, via email, 7 days prior to each meeting. If a member is unable to attend, any written comments on the papers will be referred to the Secretary so that they may be considered at the meeting.
- 6.3 The Chair will also invite Committee members to share any questions which they are particularly keen to raise with the rest of the Committee in advance of

the meeting in order to prevent any inadvertent duplication of questions and ensure that all the key issues are covered at the meeting.

- 6.4 The Chair will ensure that proposed question areas are shared with the Principal, Head of Finance and Director of Corporate Services & Development and any other senior members of the Executive who have been invited to attend the Committee, in advance of the meeting.

7. Quorum

At least 4 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, where possible within four weeks of the meeting and will send these to the Chair of the Committee for consideration. 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, the Principal, the Director of Corporate Services and Development and the Head of Finance 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 will be submitted to the next Governing Body meeting for adoption. 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.

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 procurement;
- on capital project planning
- on Digital and IT Services within the College;
- on matters relating to Health & Safety;

- on matters relating to Hospitality, Accommodation and Conferencing Services;
- on Policies, Procedures and Regulations relating to all of the above and
- 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 Management Accounts, Budgets, business continuity planning and governance issues as appropriate;
- an Estates and Procurement report;
- a Capital Panel Report;
- a Digital & Technical Services report;
- a Hospitality, Accommodation & Conferencing Services Business report;
- A Health & Safety report; and
- any Policies and Strategies and other relevant reports and circulars as well as 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.