

Governance Committee – Terms of Reference – 2025/2026

Purpose:

The purpose of the Governance Committee is to assist the Corporation Board in its oversight role of the Governance function to ensure that the College's strategic objectives are achieved. The Committee must be assured that all relevant legal and compliance requirements are being met.

Authority:

The Committee is established in accordance with paragraph 4 and 5 of the Articles of Government, known as "The Governance Committee".

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

Where there is delegated authority for approval, this must be in line with the Board approved College Strategy and relevant underpinning strategies, any deviation from this must be referred to the Board.

Remit:

The Board has delegated responsibility to the Committee to:

Board Composition and Recruitment

Have strategic oversight of:

- Board and Committee membership (including Chairs), ensuring that there is an appropriate coverage of skills and / or experience, plans for orderly succession / continuous governance, and that membership aligns to the College's governance documentation. **Reporting: Board / Committee Membership / Skills Analysis.**
- The diversity profile of members, making recommendations regarding appointments to remedy any under-representation, where appropriate. **Reporting: Annual Board EDI Report / Recruitment Reporting.**

Recommend:

- Amendments / appointments to Committees, based on skills, experience and interest, to the Board for approval. **Reporting: Various reporting.**
- Appointments to the role of Chair of the Corporation Board / Chair of Committees, based on skills, experience and interest, to the Board for approval. **Reporting: Chair Recruitment.**

- The appoint of Independent Governors following a recruitment process. **Reporting: Independent Governor Vacancies.**
- The re-appointment of Independent Governors, taking into account their performance as a Board or Committee member and the skills make up of the Board at that time. **Reporting: Board / Committee Membership.**
- A change to the composition of the Board, where appropriate. **Reporting: Board / Committee Membership / Skills Analysis.**

Approve:

- The process for capturing the skills of members as part of the annual audit. **Reporting: Skills Audit.**
- The process to advertise, interview and assess potential candidates for appointment to the Board and/or any Committee as co-opted members, aligned with Board policies. **Reporting: Vacancies.**

Induction and Development:

Have strategic oversight of:

- The training and development needs of governors and ensure the opportunities are brought to the attention of the Board, and set out within the Board's annual development plan. **Reporting: Board Development Plan / Skills Analysis.**

Governance Documentation

Have strategic oversight of:

- Compliance with governance documentation. **Reporting: Various.**

Recommend:

- Any suggested changes to governance documentation, such as, the Instrument and Articles of Government, the Scheme of Delegation, Terms of Reference, the Board Code of Conduct, role profiles etc. **Reporting: Various.**

Effective Governance

Recommend:

- The Governance Strategy for Board approval. **Reporting: Governance Strategy.**

Have strategic oversight of:

- The development, implementation and delivery of the College's Governance Strategy (following recommendation and Board approval) and associated delivery plans, and monitoring of relevant KPIs. **Reporting: Governance Strategy (including annual reports) / Governance Updates.**
- The outcome of the Board Self-Assessment. **Reporting: Board Self-Assessment.**
- Attendance and commitment of Board Members. **Reporting: Board Self-Assessment.**
- Compliance with the AoC Code of Good of Governance and the FE Guide for College Governance, and oversight of the associated action plans. **Reporting: AoC Code of Good Governance Compliance / FE Guide for College Governance Compliance.**

Approve:

- The scope for external governance reviews. **Reporting: External Governance Reviews.**
- The organisation to carry out an external governance review. **Reporting: External Governance Reviews.**
- The process for the internal Board self-assessment, including the process for Board member and Chair appraisal. **Reporting: Board Self-Assessment Process.**

Policies

Recommend:

- Relevant policies relating to the remit of the Governance Committee which require Board / Committee approval, ensuring alignment to the College strategy. **Reporting: Policies.**

Risk

Have strategic oversight of:

- The Strategic Risk Register in relation to those risks under the Committee remit. **Reporting: Strategic Risk Register.**

Other

- To carry out matters in line with the above not specifically referenced, or as the Corporation refers.

Reporting:

The Director of Governance and Compliance will share Chair approved Committee minutes as part of the next Board Meeting for information. This shall be alongside the Chair's update, highlighting key points from the meeting.

Composition:

The Committee shall comprise a minimum of 4 members, the majority of which must be Corporation Members. The Committee are able to appoint co-opted members.

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

Frequency of Meetings

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

Quorum:

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

If the number of Committee members falls below the quorum, the remaining members may temporarily co-opt additional member(s) to restore quorum, provided the Director of Governance and Compliance is notified immediately. If a member's absence is expected to last beyond one meeting, the Governance Committee will be asked to recommend a suitable governor for temporary appointment to the Committee, subject to Board approval.

Chair:

The Chair of the Committee will be appointed by the Corporation.

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

Vice Chair:

A Vice Chair will be appointed by the Committee at the first meeting of each academic year.

Clerk:

The Director of Governance and Compliance (or their nominee in their absence) shall act as Clerk to the Committee.

In the absence of the Clerk, the Committee shall agree temporary arrangements to fulfil the role.

Term of Office:

Appointment of members of the Committee will cease either; at the end of their term of office as a governor or following a review of Committee Membership approved by the Board.

Members may terminate their membership by notice of resignation to the Director of Governance and Compliance.

Other Arrangements:

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

Papers, unless confidential / where appropriate, will be circulated to all meeting invitees in advance of a meeting.