Harrow Richmond and Uxbridge Colleges

STANDING ORDERS AND PROCEDURES FOR THE CORPORATION

Subject:	Standing Orders and Procedures for the Corporation
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1. INTERPRETATION

1.1 In these Standing Orders:

"College" means Harrow Richmond & Uxbridge Colleges otherwise referred to as HRUC
"Corporation" means the Governing Body of HRUC
"Committee" means a committee of the Corporation
"Chair" means the Chair of the Corporation or one of its committees or of a meeting of the Corporation or a committee as the context requires
"Co-opted non-governor member" means a person who is not a governor but who is appointed as a member of a committee
"Chief Executive Officer" means the Chief Executive Officer of HRUC
"Member" means a Governor member of the Corporation (External, Staff or Student)
"Strategic Adviser" means a person who is not a governor but who is appointed as an adviser to the Corporation
"The Clerk" means the Director of Governance acting in their capacity as Clerk to the Corporation

1.2 Nothing in this document shall override the provisions of the Instrument and Articles of Government of Harrow Richmond & Uxbridge Colleges (HRUC), or the statutory and regulatory frameworks in which the College operates.

1.3 The ruling of the Chair, at any meeting, as to the particular interpretation of these Standing Orders and Procedures shall be final and shall not be challenged by the meeting. The role of the Clerk is to advise the Chair on any interpretation.

2. CONDUCT OF MEMBERS

2.1 Code of Conduct

2.1.1 The Corporation has adopted a Code of Conduct for members of the Corporation as a benchmark on the standards expected of them. Members owe a fiduciary duty to the College. This means that they should show it the highest loyalty and act in good faith in its interests. Members are expected to adhere to the Seven Principles of Public Life as recommended by the Nolan Committee.

2.1.2 The Code of Conduct is available from the Clerk.

2.1.3 It is a condition of membership of the Corporation that all members accept in full the contents of the Code of Conduct. The Corporation's policy is that rather than individual members signing a copy of the Code, in accepting appointment to the Corporation members are deemed to subscribe and observe the Code to the best of the members' abilities.

2.2 General Expectations of Conduct

2.2.1 Members of the Corporation have been appointed to serve in the expectation that they will:

- Participate fully in the work of the Corporation
- Demonstrate a high level of commitment to the College's vision and values
- Operate within the governance framework of the College

Every Governor is bound by these Standing Orders

2.3 Attendance by members at meetings of the Corporation

2.3.1 Members have been appointed to serve on the Corporation in expectation that they will be able to participate fully in the work of the Corporation, its committees and the life of the College. Members are asked to give the Clerk as much notice as possible of the fact that they will be unable to attend a meeting. This ensures that apologies for absence are registered at the meeting and allows the Clerk to judge if the meeting will be quorate. The Clerk maintains a record of attendance by all members.

2.3.2 Where a Governor's attendance at Corporation and Committee meetings is lower than the benchmark of 80%, the Clerk will make a report to the Chair. The Chair will make a judgement on whether it is necessary to speak to the member, taking into account known or contributory factors. If, following this, there continues to be no improvement in attendance, a report may be made to the Search, Governance and Remuneration (SGR) Committee.

2.3.3 In accordance with the provisions of the Instrument and Articles, any member who has not attended meetings for more than six consecutive months without the permission of the Corporation may be removed from office by decision of the Corporation. It is important, therefore, for apologies for absence to be submitted so that the Corporation may consider if the circumstances are such that removal from office is justified. In the light of individual circumstances, it may be appropriate for the Corporation to grant a leave of absence to a member from their duties as a member of the Corporation.

2.4 Independence and Members' Interests

2.4.1 Decisions made at meetings of the Corporation and its Committees must be for the benefit of the College as a whole. The "benefit of the College" can be taken to mean, first and foremost the interests of students and other users of the College's services. Members are not appointed as "representatives" or "delegates" of any outside body and may not lawfully be bound by a mandate given by others.

2.4.2 Members must seek to avoid putting themselves in a position where there is a conflict of interest (actual or potential) between their personal interests and their duties to the Corporation. Interest means any financial or other interest which, if publicly known, could be perceived as being likely to affect a member's independent judgement.

2.4.3 Members shall be required, as a condition of Corporation membership, to declare any financial, business or personal interests which, when publicly known, would or could be perceived as likely to affect their judgement in relation to any aspect of the College's business. This declaration shall be made upon appointment as a governor and annually thereafter at the commencement of each academic year. Members must also register any interests that arise during the year with the Clerk to the Corporation.

2.4.4 Members will be asked to consider the relevance of completing returns about the interest of their spouse, partner and other close relatives (including children) to the extent that they know of these interests.

2.4.5 Members should make known at the beginning of meetings any matters before the Corporation or committees of the Corporation in which they or anyone with a close connection to them have an interest be it financial or otherwise.

2.4.4 Members who have an interest in the matters relating to the College cannot take part in any consideration or vote on any matter with respect to it, nor may they be counted towards the quorum for this issue. They are not excluded from the meeting unless the Corporation votes to exclude them.

2.4.6 Members must not receive gifts, hospitality or benefits of any kind from a third party that may be seen to compromise their personal judgement or integrity. Any offer or receipt of gifts, hospitality or benefits made to members in their capacity as a member, exceeding an estimated value of £50 should immediately be reported to the Clerk in line with the Gifts and Hospitality Policy.

2.5 Collective Decision Making

2.5.1 The Corporation operates by members taking majority decisions at quorate meetings. Therefore, a decision of the Corporation, even when it is not unanimous, is a decision taken by the members collectively and each individual members has a duty to stand by it, whether or not they were present or agreed with the decision when it was taken.

2.5.2 If a member disagrees with a decision, they may request that their disagreement be minuted.

2.5.3 It is important that the Corporation and its committees have full and frank discussions in order to take decisions collectively. To do so, there must be trust between members with a shared corporate responsibility for decisions and due respect for the opinions of all members. Dependent on the nature of the business under discussion, members must keep confidential any matter which the Corporation considers to be confidential.

3 CORPORATION MEMBERSHIP

3.1 The membership of the Corporation is as follows:

External Members	19
Staff Members	3
Student Members	3
CEO	1
Total	**26**

3.2 The Corporation may at any time vary the number of its external members, either temporarily or permanently up to a maximum of 26.

4 GOVERNOR APPOINTMENTS

4.1 External members shall be appointed by the Corporation following interview, on the advice of the SGR Committee.

4.2 Three student members shall be appointed by the Corporation from among the Student Presidents elected by the students at each campus as set out in the Recruitment, Appointment and Succession Planning Policy.

4.3 Staff members shall be appointed by the Corporation following interview, on the advice of the SGR Committee as set out in the Recruitment, Appointment and Succession Planning Policy.

4.4 Three staff members shall be appointed as follows:

- One staff member from the Uxbridge, Hayes and Barra Hall Campuses
- One staff member from the Richmond Campus
- One staff member from the Harrow on the Hill and Harrow Weald Campuses

4.5 Of the three staff members, at least one staff member shall be from the academic staff and at least one staff member shall be from the non-academic staff. The third staff member may be from either category.

5. MEMBERS' TERMS OF OFFICE

5.1 The first term of office of an external members shall be for an initial period of one year. Subject to decision of the Corporation, this may be extended for a further three years, making a full four year term of office. Where an external member is appointed with a view to them taking the role of Chair the Corporation, either from the date of their appointment or within one year of that date, then the Corporation may decide to appoint that external governor with a first term of office of four years from the date of the appointment.

5.2 External members may be considered for reappointment for a further period of up to four years. Reappointment is not automatic.

5.3 External members shall not serve for more than 8 years unless exceptional circumstances are considered applicable, and the extension is approved by the Corporation having received the advice of the SGR Committee and the Clerk. Any additional appointment will normally be for a maximum of one year and must be for no longer than two years including in circumstances where the member has been appointed to a Chair or Vice Chair role. It is the Corporation's expectation that steps will be taken to address any exceptional circumstances identified by either the Corporation and/or the SGR Committee, to reduce such appointments to a minimum

5.4 Staff members shall be appointed for a term of office of two years. Staff members may be considered for reappointment for a further two years. Staff members may serve no more than four years in total. Reappointment is not automatic.

5.5 Student members shall be appointed for a one year term of office.

6. APPOINTMENT OF CHAIRS AND VICE-CHAIRS

The following rules will apply to the appointment of the Chair and Vice Chair(s) of the Corporation:

6.1 The appointment of Chair and Vice Chair(s) shall be for a period of up to two years. The SGR Committee may recommend to the Corporation that external candidates for the role of Chair should be considered as set out below.

6.2 A member nominated by the Corporation, who is not a candidate for either post, shall normally take the chair for that item of a meeting when the appointment of the Chair or Vice Chair(s) is considered.

6.3 The Chief Executive Officer, staff and student members are not eligible to stand but may participate in the process of appointment.

6.4 The SGR Committee will normally make a recommendation to the Corporation as to the most appropriate member/members to be appointed/reappointed as Chair and Vice Chair.

6.5 If the Chair should resign or otherwise cease to hold office during the year, then a Vice Chair shall act as Chair until a replacement is appointed in accordance with the procedures set out in herein. If a Vice Chair should resign or otherwise cease to hold office during the year the Search, Governance and Remuneration Committee will make a recommendation to the next meeting of the Corporation as to whether a new Vice-Chair should be appointed during the year.

6.6 Where a decision is made by the Corporation, following a recommendation from the SGR Committee, to go out to external advert for the position of Chair, this does not preclude current members of the Corporation from also applying for the position of Chair in accordance with that external advert. All candidates (internal and external) will follow the same application process. All applications for the role will be assessed by the Search, Governance and Remuneration Committee and recommendations will be made to the Corporation in accordance with Instrument 5(1)

6.7 If the decision is made to go out via an external advert for the appointment of the Chair, then the SGR Committee, will decide where the position shall be advertised, approve the process and agree the timetable for such appointment so as to ensure that the procedure is completed the timescale required by the Corporation. The process will be supported by the Clerk.

6.8 Any member who the Corporation has decided is to be appointed as Chair upon the end of the term of office of the current Chair shall, before their appointment as Chair takes effect, be known as “Chair Designate” and will work alongside the Chair to ensure a smooth handover of responsibilities.

7 APPOINTMENT OF THE CLERK OF THE CORPORATION

7.1 The Corporation shall appoint a person to serve as Clerk to the Corporation on contractual terms approved by the Corporation. The role of the Clerk is set out in the Instrument and Articles. Notwithstanding any other senior management role the person appointed as Clerk may have in the College; in undertaking the duties of Clerk, they remain directly accountable to the Corporation and not to the Chief Executive Officer or to any other member of the College’s management.

8 ELIGIBILITY OF MEMBERS TO SERVE

8.1 Members shall be required, as a condition of Corporation membership, to declare their eligibility to serve. Their declaration shall be made at the time of appointment as a member and annually thereafter at the commencement of each academic year.

8.2 All members shall be required to undergo an enhanced Disclosure & Barring Service check on appointment, to be renewed as required by HRUC policy.

9. SUSPENSION AND TERMINATION OF MEMBERSHIP

9.1 The Chair, or in the Chair’s absence, a Vice-Chair may for good and urgent cause suspend the membership of a member pending a formal determination by the Corporation under Clause 10 of the Instrument of Government. In these circumstances, the Clerk will advise the member of the suspension in writing.

9.2 Should the Chair, or in the Chair’s absence a Vice-Chair, consider that it may be appropriate for the Corporation to remove a member from office under Clause 10 of the Instrument of Government, the procedure set out in Appendix 4 shall apply.

10 MEETINGS OF THE CORPORATION AND QUORUM

10.1 The Corporation shall meet at least once in every term and shall hold such other meetings as may be necessary

10.2 Only the business on the agenda will be discussed at Corporation meetings except for urgent matters which the Chair rules may be considered under “any other business”

10.3 The Chair will need to be assured that a matter raised under any other business is one which meets the following criteria:

i. it is a proper item for the Corporation to consider having regard to the Articles of Government and the terms of reference of the Committees of the Corporation.
ii. it needs urgent attention by the Corporation.

10.4 Full details of such matters must be given to the Clerk or the Chair in advance of the meeting and the Chair’s approval obtained before such matters are raised.

10.5 Meetings of the Corporation shall be quorate if the number of members present is at least 40% of the current membership except where the Corporation is considering a confidential item of business that requires the withdrawal of any Members, the quorum for the confidential business shall be a minimum of 40% of the Members in post that are entitled to be present for consideration of that item.

10.6 If the number of members attending a meeting of the Corporation does not constitute a quorum, then the meeting shall not be held. If in the course of a meeting of the Corporation the number of members present ceases to constitute a quorum, the meeting shall be terminated. In such circumstances, the Chair shall at their discretion cause a special meeting to be summoned as soon as possible.

10.7 The CEO shall be authorised to invite members of staff to attend in their employed capacity for both confidential and non-confidential business as appropriate.

10.8 Meetings of the Corporation shall not be open to members of the public and representatives of the press.

10.9 The Chair may at any time adjourn a meeting of the Corporation. The decision of the Chair in this matter shall be final and shall not be open to discussion.

10.10 The provision contained in Instrument 13 whereby a decision of the Corporation may be obtained by written resolution shall only be used in exceptional circumstances provided that the Chair of the Corporation (or Chair of the relevant committee, where the decision required is to be taken at committee level) is satisfied that it is reasonable in the circumstances to make use of the written resolution process in consultation with the CEO and the Clerk.

11 PUBLICATION OF MINUTES AND PAPERS

11.1 The Corporation has approved a Policy on Public Access to College Information. Access should be requested via the Clerk.

11.2 Agenda items which deal with the following items will generally be regarded as confidential and will be treated as such:

i. Personal information relating to an individual.
ii. Information provided in confidence by a third party who has not authorised its disclosure

iii. Financial or other information relating to procurement decisions, including that relating to the college negotiating position.

iv. Information relating to the negotiating position of the college in industrial relations matters.

v. Information relating to the financial position of the college where disclosure might harm the college or its competitive position, as determined by the Corporation.

vi. Legal advice received from, or instructions given to the college legal advisors.

vii. Information planned for publication in advance of that publication.

Any other matters which, by reason of their nature, the Corporation is satisfied should be dealt with on a confidential basis

12. ACTION TAKEN BY THE CHAIR OF THE CORPORATION

12.1 Subject to paragraph 12.2 below, there shall be no power delegated to the Chair allowing them to act on behalf of the Corporation between meetings, except where the Corporation shall agree by resolution at a meeting to delegate specific powers to them to deal with a specific matter in the period before the next meeting.

12.2 If, in the Chief Executive Officer's opinion, any matter which would otherwise be the responsibility of the Board, is of an urgent nature, the Chief Executive Officer may, in consultation with the Clerk, seek the agreement in writing of the Chair of the Board (or, in the Chair's absence, the Vice-Chair), to take action necessary to deal with the matter ("Chair's Action"). If such agreement is not obtained, the Chief Executive Officer shall not take the action in respect of which agreement was sought and, if so requested by the Chief Executive Officer or the Chair, the Clerk shall convene a meeting of the Board. None of the responsibilities of the Board referred to in Articles 9 or 10 of the Articles of Government may be the subject of such action.

12.3. Chair's Action must not be applied in the case of:

- any matter which the Instrument and Articles states cannot be delegated
- it changing the character of the college
- it not being lawful
- it being in conflict with the personal interests of the Chair.

12.4. Every use of Chair's Action shall be reported to the next available ordinary meeting of the Corporation.

13. STATEMENTS MADE ON BEHALF OF THE CORPORATION

13.1 Unless otherwise agreed by the Corporation in particular circumstances, statements on behalf of the Corporation will be made only by the following:

- the Chair
- the Chief Executive Officer
- the Clerk

13.2 The content of the statements will be the subject of consultation between the Chair, the Chief Executive Officer and where appropriate other Senior Postholders.

13.3 It is recognised that the majority of items which require a public statement concern the management and day to day operation of the College and thus are dealt with by, or on behalf of, the Chief Executive Officer .

13.4 It is the responsibility of the Clerk to conduct all correspondence on behalf of the Corporation.

14. ACCESS TO INDEPENDENT LEGAL ADVICE

14.1 The Clerk is authorised to seek independent professional and legal advice on behalf of the Corporation to ensure that members are able to carry out their duties properly.

15. THE CLERK

15.1 The Instrument of Government provides for the Corporation to appoint a Clerk.

15.3 The Clerk is responsible to the Corporation as a whole. The Clerk will work closely with the Chair, the Chairs of the committees and the CEO. Notwithstanding this the Clerk will be available to support and advise all members of the Corporation.

15.4 When the role of Clerk becomes vacant (or is about to become vacant) the Corporation will determine the arrangements for appointing a new Clerk.

15.5 The Corporation should ask the Clerk to withdraw from a meeting when consideration is to be given to the conduct of the Clerk (including possible dismissal) or remuneration. Where the Clerk is not present at a meeting for a specific item the Corporation shall appoint a person from among themselves to act as Clerk during this absence.

15.6 In the absence of the Clerk, due to illness or for any other reason, the Chair will make arrangements, following discussion with the Chief Executive Officer , for someone other than a member of the Corporation to carry out the role on a temporary basis. The recommendation of the Chair will be considered by the Corporation as the first item of business at the meeting which cannot be attended for whatever reason by the Clerk.

16. THE CLERK'S RESPONSIBLITIES WHERE MEMBERS ACT BEYOND THEIR POWERS

16.1 The Clerk shall advise the Corporation if, at any time, it is acting inappropriately or is likely to exceed its powers or infringe general or administrative law. The Clerk should, in the first instance, make every effort to resolve the matter through the avenues available to them through the College. The Clerk may take some or all of the following steps:

i. Ensure the reasons for the concern have been put in writing and sent by the Clerk to the Chair and the Chief Executive Officer
ii. Ensure the Chair of the Audit Committee has been informed of those issues relevant to the Committee's terms of reference
iii. Report the matter to the next meeting of the Corporation and ensure the matter is placed in the publicly available minutes
iv. Consult the College's external auditors.

16.2 If no action results from the above and if the grounds for concern still present a threat to the proper governance of the College in their judgement, the Clerk is authorised to refer the matter to the Department for Education/Funding Agency and inform the Chairman and the Chief Executive Officer that this has been done.

16.3 The action above shall not prejudice the contractual position of the Clerk .

17. COMPLAINTS AGAINST THE CORPORATION

17.1 Any complaint made against the Board, a Board Member (including the Principal/Chief Executive if the complaint relates to their role as a Board Member), a non-corporation member serving on a committee or the Clerk shall be dealt with in accordance with the procedure set out at Appendix 5.

18. COMMITTEES OF THE CORPORATION

18.1 Establishment of committees

18.1.1 In accordance with Articles 4, 5, 6 and 7 of the Articles of Government, the Corporation shall establish the following committees:

Audit and Risk Committee
Search, Governance and Remuneration Committee
Strategic Transformation Committee
Finance and Resources Committee
Curriculum Strategy and Quality Enhancement Committee

18.1.2 The terms of reference for these committees can be found at appendix 2

18.1.3 Working Groups ("Working Groups") are set up as required on an ad-hoc basis to consider specific issues and make recommendations to the Corporation. For the avoidance of doubt Working Groups will have no ability to make decisions.

18.2 Committee meetings

18.2.1 Committees will meet as scheduled in the annual timetable of meetings approved by the Corporation. However, the Committee Chair has authority to rearrange the date of a meeting in consultation with the Clerk if there are good reasons for so doing. The Committee Chair may also cancel a meeting if the Clerk advises that there is insufficient business requiring the Committee's attention to justify holding a meeting before the next scheduled meeting of the Committee.

18.3 Committee minutes

18.3.1 Formal minutes of committees will be prepared by the Clerk and submitted to the next scheduled meeting of the Corporation.

18.3.2 Having regard to the criteria for confidentiality set out in Standing Order 12, the Clerk will prepare separate minutes for the non-confidential and confidential items.

18.4 Committee membership

18.4.1 The Chairs, Vice-Chairs and members of these committees shall be reviewed annually by the SGR Committee. Appointments will be made annually by the Corporation following a recommendation from SGR Committee.

18.5 Attendance at committee meetings

18.5.1 Meetings of committees of the Corporation shall not be open to members of the public or the press

18.5.2 The Clerk shall be entitled and expected to attend meetings of all committees except that they shall withdraw from that part of any meeting at which their remuneration, conditions of service, conduct, suspension, dismissal or retirement are to be considered.

18.5.3 Any member of the Corporation who is not a member of the committee shall be able to attend any meeting of the committee only at the invitation of the Chair of the relevant committee.

18.5.4 The CEO is authorised to invite other members of staff to attend committee meetings

18.5.5 The Chair of any committee may invite the attendance of any other person at a committee meeting after having taken the advice of the Chief Executive Officer and the Clerk.

18.5.6 All committees shall have the right to exclude any person who is not a member of the committee from all or part of a meeting should this be warranted by the nature of the business to be considered. However, a committee may not exclude the Clerk unless the provisions of Standing Order 17 shall apply.

19 CO-OPTED NON GOVERNOR MEMBERS

19.1 Co-opted non governor members may be appointed by the Corporation on the recommendation of the SGR Committee for a term of two years and can be reappointed by the Corporation for two years.

19.2 Co-opted non governor members are appointed to sit on a specific Corporation committee. Their role is to bring their specific expertise to the work that the Corporation.

19.3 Co-opted non governor members will have voting rights and count towards the quorum provided that a meeting will only be quorate where the majority of those present are governors

20 THE CORPORATION SEAL

20.1 When it is appropriate to use the Corporation Seal, the Clerk should approach the Chair or one of the Vice Chairs to authenticate the use of the seal together with any other member. If neither the Chair nor the Vice Chairs are available any two members may authenticate the seal.

20.2 All uses of the seal must be recorded in a Seal Register maintained by the Clerk.

20.3 The Chief Executive Officer is authorised to sign on behalf of the Corporation, where appropriate, any letter, agreement or contract within the Chief Executive Officer's authority as defined in the Scheme of Delegation and Financial Regulations.

21 VARIATION OF THE STANDING ORDERS

21.1 These Standing Orders may be waived for exceptional reasons only by a resolution of the Corporation, which shall require that decision to be recorded in the minutes.

22 AMENDMENTS TO THE STANDING ORDERS

22.1 The Clerk shall review this document annually and recommend to the Corporation, through the SGR Committee, any amendments necessary.

22.2 Individual members may suggest changes to the Clerk to be considered at the next review.

22.3 Amendments to this document shall only be made with the approval of the Corporation, unless they are covered directly or indirectly by statute, in which case changes shall take effect immediately.

23 Allowances to Members of the Corporation

23.1 The scheme for the payment of allowances to members of the Corporation for costs which are incurred as a result of their membership of the Corporation is detailed in Appendix 6 to this document.

Appendix 1 – HRUC Standing Orders December 2025

Governor Recruitment, Appointment and Succession Planning Policy

1 Purpose

1.1 In line with the recommendations of the AoC FE Code of Good Governance, this policy sets out a formal, rigorous and transparent procedure for the recruitment and appointment and, where appropriate, the reappointment of external, staff and student members and for succession planning for key governance roles.

1.2 The implementation of this policy will take account of the following:

- The outcome of the annual Corporation skills audit and any gaps identified
- The need for a diverse membership that aims to reflect the communities it serves
- The outcome of the annual individual member reviews with the Chair

2 Operation

2.1 The Search, Governance and Remuneration Committee (the Committee) has the responsibility for advising the Corporation on all aspects of the Corporation's membership, including the appointment and reappointment of members.

2.2 The Committee will review those terms of office that are due to expire within the next 12 months and will seek to ensure that periods of time when the Corporation is below full strength are minimised.

2.3 It is the responsibility of the Clerk to alert the Committee when a member's term of office is nearing expiry, and the Committee will use this policy when arranging a reappointment or the recruitment of a replacement.

2.4 When making appointment recommendations to the Corporation, the Committee should seek a balance between refreshing membership and maintaining the experience, knowledge and skills necessary for the Corporation to challenge and support the implementation of the College's strategy.

2.5 As far as is possible, the membership of the Corporation should reflect the make-up of the communities that the College serves and reflect the student and staff profiles.

3. External Members

Expiry of the Term of Office of an Existing Governor

3.1 The Clerk shall inform the Committee of any member whose term of office is due to end within the next twelve months. When the member under consideration is a member of the Committee that member shall withdraw from the meeting and taken no part in the decision or voting in relation to their future membership of the Corporation.

3.2 In the case of a member appointed on an initial one year term of office, the Committee will consider whether or not to make a recommendation to the Corporation that the member's term of office is extended for a further three years, making a full four year term of office in total. This decision will be based on the following factors:

(a) Whether the skills and experience of the member are still required;

(b) The member's contribution and commitment to the Corporation's work.

3.3 In the case of a member who is reaching the end of their first full term of office, the Committee will consider whether or not to make a recommendation to the Corporation that the member be appointed to serve for a further term of office (normally four years). This decision will be based on the following factors:

(a) Whether the skills and experience of the member are still required;

(b) Whether it would be appropriate to take the opportunity to refresh the range of skills and experience available to the Corporation;

(b) The member's contribution and commitment to the Corporation's work;

(c) The length of the member's previous service on the Corporation;

3.4 The Clerk shall advise the member of the Committee's recommendation. No extension or reappointment recommendation shall be made without the member's agreement. If the member does not agree then a vacancy will arise, which will be dealt with as set out elsewhere in this policy.

3.5 A member's term of office will expire automatically unless the Committee decides to recommend an extension or further appointment and the Corporation accept the recommendation. Where a member's term of office has expired automatically then a vacancy will arise, which will be dealt with as set out elsewhere in this policy.

3.6 A member shall not serve for more than 8 years unless exceptional circumstances are considered applicable, and the extension is approved by the Corporation having received the advice from the Committee and the Clerk.

3.7 Any additional appointment beyond 8 years will normally be for a maximum of 1 year and must be for no longer than two years, including in circumstances where the member has been appointed to a Chair or Vice Chair role.

Recruitment and appointment

3.8 When a vacancy arises for an external member, for whatever reason, the Committee will approve a specification for the person ideally suited to fill the vacancy. This will be based on the current skills required as identified by the most recent skills audit, current Corporation diversity as identified by the most recent EDI return to the DfE and other issues that may arise that would lead to the Corporation identifying particular characteristics and experience as being relevant at to the Corporation.

3.9 To encourage applications the Committee will consider a number of recruitment strategies depending on the characteristics sought and the resources available:

- Information being made available on the College website
- Advertising via College social media channels, including LinkedIn
- Targeted advertising via professional bodies/local companies and organisations
- Advertising via specialist member/Corporation recruitment websites
- Advertising via specialist recruitment consultant
- Direct approach to individuals, business and educational establishments
- Approaches to community groups
- Awareness raising at College events
- Personal recommendation
- Use of stakeholder networks (e.g. staff and students)

3.10 Applicants will be expected to provide a CV, covering letter and the name and contact details of at least one referee.

3.11 The Committee will shortlist and interview candidates and make recommendations to the Corporation for appointment.

3.12 Appointment will be subject to a satisfactory reference, an enhanced DBS check and due diligence checks via the Companies House Disqualified Directors Register, the Insolvency Register, the Charity Commission England & Wales Register of Removed Trustees and the Scottish Charity Regulator's (OSCR) Record of Removed Persons.

4 Staff Members

4.1 When the term of office of a staff member is nearing expiry or a vacancy arises for any other reason, the Clerk will oversee the arrangements for the appointment of a new member from the relevant campus(es).

4.2 The Clerk will invite all staff at the relevant campus(es) to nominate staff for selection on a form prescribed by the Clerk. Depending on nature of the vacancy that has arisen nominations may be sought for academic staff, non-academic staff or either.

4.3 Staff who work across more than one campus will be eligible for nomination at the campus at which they spend the majority of their time.

4.4 Nominees must have a contract of employment with the College and not be subject to formal disciplinary or capability procedures.

4.5 Nominees will be interviewed by members of the Committee who will make recommendations to the Corporation for appointment.

5 Student Members

5.1 The elected Student Presidents from each campus will be interviewed by members of the Committee and three will be recommended for appointment to the Corporation for the duration of the relevant academic year.

6 All Appointments

6.1 It is a condition of appointment for all members that they must:

(a) Declare their interests in the form prescribed by the Corporation

(b) Declare their eligibility for Corporation membership

(c) Agree to be bound by the Code of Conduct approved by the Corporation

(d) Undergo a Disclosure & Barring Service check (External members)

(e) Undertake mandatory training as agreed by the Corporation within 2 months of appointment (where applicable)

7 Induction

7.1 To ensure that new members can be effective in their role:

(a) All new members will be provided with an induction to the role and to the College via the Clerk, involving other staff as appropriate.

(b) There will be a discussion about which committees the member may join and activities that they will become involved in to best use their skills and experience and for their development.

(c) A new member will be given the name of another member who will be available as a mentor to give peer support for their first year if required.

8 Succession Planning

8.1 The Corporation agrees that there must be an on-going review of succession planning for the positions of Chair, Vice-Chair and Chairs of Committees.

8.2 The Corporation collectively will undertake self-assessment annually. As part of this assessment, any succession issues and activity to address them will be identified.

8.3 Each member will participate annually in an individual appraisal with the Chair. These conversations will include an opportunity to identify how the member would like to develop their role and what support to do so would be useful. Individual development conversations will be used to contribute to the annual Corporation self-assessment.

8.4 Where a future vacancy in an office has been identified, opportunities for shadowing by prospective future office holders will be considered. The position of Vice-Chairs of Committees or of the Vice-Chair of the Corporation will be considered as possibilities for development.

8.5 If there are no members within the Corporation willing or able to take on the position of Chair, Vice-Chair and or a Chair of a Committee then the option to search and advertise for a new external governor will be considered. This process would be undertaken by the Committee as set out elsewhere in this policy.

8.6 Succession planning will be subject to ongoing review. Members are entitled to resign at any time by giving notice in writing to the Clerk. The Clerk will monitor the terms of office of existing members to alert the Governance and Search Committee to future vacancies that are likely to occur within the next 12 months and the skills that maybe impacted.

TERMS OF REFERENCE

NAME OF COMMITTEE	AUDIT AND RISK COMMITTEE
Date of approval by the Corporation	16 December 2025
Date for review	Annually
Person Responsible	Director of Governance, Clerk to the Committee
Membership	The Chair, Vice-Chair and members of the Committee are appointed annually by the Corporation. Only external Governors, excluding the Chair of the Corporation, may be appointed to the Committee. The CEO may not be a member of the Committee but may attend meetings. The Corporation may appoint no more than one co-opted non governor member to bring specific expertise to the Committee.
Quoracy	Three external governors
Special conditions	Governors who are members of the Finance and Resources Committee may not be appointed as members of this Committee. Internal and external auditors may attend but not vote. The CFO is expected to attend all meetings of the Committee; other staff will be invited as appropriate. Collectively, members of the Committee should have recent, relevant experience in risk management, finance, audit and assurance. The Committee should hold a private session with internal and external auditors once a year as a minimum and private sessions can be requested by the auditors at other times.
Calendar of meetings	Minimum once per term.
Reporting arrangements	The Chair of the Committee reports to each meeting of the Corporation.

Purpose

3.1 To advise the HRUC Corporation on the adequacy and effectiveness of the Corporation's assurance arrangements, framework of governance, risk management and control and processes for the effective and efficient use of resources, solvency and safeguarding of assets.

3.2 Advise and support the corporation in explaining, in its annual accounts, the measures taken to ensure it has fulfilled its statutory and regulatory responsibilities.

Authority

4.1 All responsibilities of the Committee are to be regarded as advisory, except in the case of specific items, with clearly defined limits, which may be delegated by the Corporation from time to time. Consequently, all decisions of the Committee shall be referred to the Corporation for approval, except for any specifically delegated, which shall be reported to Corporation.

4.2 The Committee has the right to investigate any activity within its terms of reference.

4.3 The Committee shall be granted rights of access to obtain all the information and explanations it considers necessary from whatever source, and to consult internal audit service providers, the financial statements auditor and funding assurance auditor directly.

4.4 The Committee shall be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules as to quoracy set out above) to exclude any, or all, participants and observers, except the Clerk to the Committee

4.5 The Audit & Risk Committee shall not adopt an executive role.

Responsibilities

5.1 To assess and provide the corporation with an opinion on the adequacy and effectiveness of the corporation's assurance framework including: the college's audit arrangements; framework of governance; risk management and control processes for the effective and efficient use of resources; the solvency of the institution; and the safeguarding of its assets. The committee will take a holistic view with all aspects and systems, financial and non-financial, being in scope depending on their impact and effect on the corporation.

5.2 To advise the corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors (via a tender process at least every five years) and other assurance providers, including any internal audit providers, and establish that all such assurance providers adhere to relevant professional standards.

5.3 To advise the corporation on the provision of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded.

5.4 To review and monitor the financial statements and regularity auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements.

5.5 To receive and review the annual financial statements and recommend them to the Corporation for approval

5.6 To recommend the annual management letter accompanying the financial statements to the corporation for approval.

5.7 To review and consider the reports of the external auditor, regularity auditors and internal audit and any other assurance providers and monitor the implementation of recommendations to agreed timescales.

5.8 To oversee the college's policies on fraud and irregularity, impropriety and whistleblowing, and ensure: the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity; that investigation outcomes are reported to the Audit & Risk Committee; that the external auditors (and internal auditors where appointed) have been informed, and that appropriate follow-up action has been planned/ actioned; and that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity or cyber crime, major weakness or breakdown in the accounting or other control framework are reported to DfE and any other relevant funding body as soon as possible; and that risks around fraud have been identified and controls put in place to mitigate them.

5.9 To oversee and monitor the development and application of College arrangements for identifying and managing risk, including those designed to minimise the risk of fraud, bribery, corruption, financial irregularities and whistleblowing, and advise the Corporation on the adequacy and effectiveness of risk management arrangements.

5.10 To review and recommend the College's risk appetite and ensure the risk management framework aligns with the strategic objectives.

5.11 To produce an annual report for the corporation. The annual report must summarise the Audit & Risk Committee's activities relating to the financial year under review, including: a summary of the work undertaken by the committee during the year; the number of meetings held in the year and attendance records for each Audit & Risk Committee member; any significant issues arising up to the date of preparation of the report; any significant matters of internal control included in the reports of audit and assurance providers; details of the date of appointment of the external auditors and the remaining term of the contract. It must include the committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report must include the Audit & Risk Committee's opinion on the adequacy and effectiveness of the corporation's assurance arrangements, its framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets. The annual report must be submitted to the corporation before the Statement of Corporate Governance and Internal Control in the accounts is signed.

5.12 To advise the corporation on the scope and objectives of the work of any internal audit service providers, the external auditor, reporting accountant and other audit and assurance providers (if applicable); to consider and advise the corporation on the audit strategy and annual internal audit plans.

5.13 To consider and advise the corporation on relevant reports by the National Audit Office, the DfE and other funding bodies, and where appropriate management's response to these.

5.14 To establish, in conjunction with college management, relevant annual performance measures and indicators, and to monitor the effectiveness of the financial statements auditor and any internal audit providers through these measures and indicators.

5.15 To report to the corporation, identifying any matters in respect of which it considers that action or improvement is needed, and making recommendations as to the steps to be taken.

5.16 To monitor health and safety on behalf of the Corporation (the Link Governor for Health & Safety is a member of this Committee) and recommend the health and safety annual report to the Corporation, making recommendations when required.

5.17 To annually review the operation of Data Protection, Freedom of Information and Whistleblowing Policies

5.18 To consider the development of committee members and put in place appropriate training to ensure that their skills and knowledge are up to date. Where the Audit & Risk Committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance.

5.19 The Audit Committee is responsible for approving the following policies

- Whistleblowing Policy
- Conflict of Interest Policy
- Gifts and Hospitality Policy
- Anti Fraud Policy
- Anti Bribery Policy

5.20 The Audit Committee is responsible for reviewing the following policies and recommending them to the Corporation for approval

- Risk Management Policy
- Health and Safety Policy

TERMS OF REFERENCE

NAME OF COMMITTEE	**CURRICULUM STRATEGY AND QUALITY ENHANCEMENT COMMITTEE (CSQE)**
Date of approval by the Corporation	16 December 2025
Frequency of review	Annually
Person Responsible	Director of Governance
Membership	The Committee shall include a minimum of five external governors, at least one academic staff governor and the CEO. The Lead Governor for Safeguarding should be a member of the Committee. The membership of the Committee and its Chair and Vice Chair will be reviewed annually by the Corporation.
Quoracy	Three external governors
Special conditions	The Group Executive Principal and the three College Principals will attend meetings of the Committee. The Committee may seek the services of such external advisers as they consider necessary to fulfil their responsibilities.
Calendar of meetings	Minimum once per term.
Clerking	The Director of Governance will provide the governance administration, advice and guidance to the Committee.
Reporting arrangements	The Chair of the Committee reports to each meeting of the Corporation.

1 Purpose

1.1 To determine and recommend to the Corporation annually the College's standards for curriculum quality improvement, and its associated framework for assurance and compliance.

1.2 To support the curriculum development and future proofing to meet the strategic needs of the wider organisation and national/local communities.

1.3 To review and advise the Corporation on all matters relating directly to students' social, welfare, support and academic needs.

1.4 To work with the Strategic Transformation Committee to support the implementation of the Curriculum Strategy with particular reference to space utilisation, effective service delivery and student experience.

2 Responsibilities

2.1 Quality and Curriculum (Further and Higher Education)

2.1.1 To receive reports on, monitor, and discuss the implementation of actions and targets arising from course review and evaluation, transformation activities, external verifier visits, course performance reports and stakeholder surveys.

2.1.2 To advise the Corporation on matters concerning the quality and effectiveness of the College's curriculum, in particular areas of outstanding or weak performance.

2.1.3 To consider and recommend to the Corporation for approval annually the whole College retention and achievement targets before submission to the DfE and to receive and consider annually the College's achievement data against targets, and national and local benchmarks.

2.1.4 To monitor performance against targets set for attendance, retention and achievement, and to consider student destination.

2.1.5 To receive and consider external reports (Ofsted/ OfS) and to discuss any suggestions for improvement and monitor progress.

2.1.6 To receive and consider the annual College's Self-Assessment Report and the resulting Quality Improvement Plan and to monitor the implementation and progress of improvement plans.

2.1.7 To consider and approve the Annual Assurance Statement on Higher Education provision at HRUC for submission to the OfS, with delegated authority from the Corporation.

2.1.8 To receive and consider the complaints report, at each CSQE Committee meeting, and to review the arrangements for dealing with complaints.

2.2 Student Affairs

2.2.1 To receive regular reports and monitor College activity and progress against Corporate Goal targets for the following aspects of students' social, welfare, support and academic needs, focusing on, but not restricted to:

a. Social amenities at all College campuses
b. Security
c. Student Discipline
d. Disability awareness
e. Learning support
f. Student Council activities including the annual budget and spend (to be reviewed at each meeting)
g. Student support funding and facilities
h. To monitor the application of equal opportunities policies (especially with regard to disability, race and gender).
i. To monitor the application of Safeguarding policies.
j. To monitor the application of the Prevent agenda and duty
k. Enrichment activities

2.3 Curriculum Strategy: To oversee and support strategic elements as described below but not restricted to:

2.3.1 Alignment with Local and National Skills Needs

a. **Labour Market Intelligence** (LMI): Regularly review LMI data to identify and address skills gaps in the West London region and beyond.
b. **Government Priorities**: Ensure alignment with national initiatives, such as apprenticeships, T Levels, and the 'Skills for jobs: implementing a new further education funding and accountability system.'
c. **Regional Skills Partnership**: Collaborate with local employers, businesses, and sector skills councils to stay relevant.

2.3.2 Curriculum Design and Content

a. **Course Relevance:** Ensure that curriculum offerings are up-to-date and meet the needs of target industries like technology, healthcare, construction, and green energy.
b. **Pathways to Employment:** Ensure that courses provide clear pathways to employment, further study, or upskilling.
c. **Inclusivity and Accessibility:** Ensure the curriculum is inclusive and catering to needs of learners from diverse backgrounds and abilities.

2.3.3 Innovation and Digital Skills

a. **Digital Literacy:** Ensure digital skills are embedded across all courses to meet the demands of a digital-first economy.
b. **Emerging Technologies:** Ensure programmes are developed that address the skills needs for emerging technologies.
c. **Blended Learning:** Ensure hybrid teaching methods are effective in delivering an enhanced student experience.

2.3.4 Employer and Stakeholder Engagement

a. **Work Experience:** Ensure partnerships with employers deliver appropriate work-related learning opportunities.
b. **Advisory Boards:** Ensure that College consults with employer advisory boards, informs, and advises on curriculum offering.
c. **Apprenticeships:** Ensure the effectiveness and potential for growth of apprenticeship programs.

2.3.5 Future Skills and Green Agenda

a. **Sustainability Skills:** Ensure sustainability is embedded into the curriculum, including alignment with green economy initiatives.

b. **Net Zero Goals:** Ensure the introduction of programs related to renewable energy, sustainable construction and environmental management.

2.4 <u>Collaboration and Partnerships</u>

a. **University Links**: Ensure effective pathways to higher education through partnerships with universities, which deliver successful outcomes for our learners.

b. **Community Engagement**: Ensure community skills needs are met, particularly in underserved areas.

c. **International Opportunities**: Ensure a Strategic fit for international collaborations where relevant.

2.5 Regulatory Compliance

a. Qualification Frameworks: Ensure alignment with UK qualification and regulatory standards (e.g., OfS, RQF, T Levels).

2.6 Risk

2.6.1 To monitor the relevant strategic risks on a termly basis.

2.7 Policies

2.7.1 To approve the following policies:

- Student Admissions Policy
- Student Disciplinary Policy

2.7.2 To review and recommend the approval of the following policies to the Corporation:

- Safeguarding and Child Protection Policy
- Preventing Terrorism and Radicalisation Policy

TERMS OF REFERENCE

NAME OF COMMITTEE	FINANCE AND RESOURCES COMMITTEE
Date of approval by the Corporation	16 December 2025
Frequency of review	Annually
Person Responsible	Director of Governance
Membership	Five governors including the CEO. The membership of the Committee and its Chair and Vice Chair will be reviewed annually by the Corporation.
Quoracy	Three external governors.
Special conditions	Governors who are members of the Audit Committee shall not be permitted to serve on this Committee
Calendar of meetings	Minimum once per term.
Clerking	The Director of Governance will provide the governance administration, advice and guidance to the Committee.
Reporting arrangements	The Chair of the Committee reports to each meeting of the Corporation.

3 Purpose

1.1 To review, monitor and advise the Corporation on the financial health, financial control and use of resources.

1.2 To consider and report to the Governing Body on the solvency of the College and the safeguarding of its assets

4 Responsibilities

2.1 <u>Financial Management and Financial Statements</u>

2.1.1 To review and monitor the annual budget/business plan and financial plan as required by the DfE and other funding agencies and recommend to the Corporation for approval.

2.1.2 To consider and make recommendations to the Corporation on the financial forecast updates for the College.

2.1.3 To monitor and review the financial performance of the College during each financial year including consideration of the monthly management accounts.

2.1.4 To review the annual financial statements.

2.1.5 To monitor student recruitment and its impact on income.

2.2 Financial Regulations, Banking and Treasury Arrangements

2.2.1 To scrutinise and oversee the College banking arrangements including considering and advising on the terms of any borrowing facilities and any investments. To make any subsequent recommendations to Corporation as appropriate.

2.2.2 To keep HRUC's business continuity plans and insurance arrangements under review.

2.2.3 To review the financial regulations at maximum intervals of two years and recommend any changes to the Corporation.

2.2.4 To ensure that arrangements for collaboration with partner institutions conform to the requirements of the Financial Memorandum of the Corporation; including the West London Institute of Technology.

2.2.5 To authorise virement of capital project budgets in accordance with the Financial Regulations.

2.2.6 To authorise leasing and hire purchase arrangements in accordance with the Financial Regulations.

2.2.7 To authorise the disposal of assets in accordance with the Financial Regulations.

2.2.8 To authorise contracts for land or property up to the procurement threshold current at the time of contract.

2.8.9 To advise the Corporation on the approval of contracts for land or property over the procurement threshold current at the time of contract.

2.3 Human Resources

2.3.1 To receive assurance on the overall effectiveness of HRUC's People and Organisational Development (POD) strategy and its alignment to organisational priorities.

2.3.2 To receive confirmation that POD policies and practices remain compliant with legal, statutory, and equality obligations.

2.3.3 To review high-level workforce indicators (for example, turnover, absence, agency spend, and vacancy trends) to understand any financial or operational implications.

2.3.4 To receive periodic high-level updates on recruitment, retention, and vacancy trends, including any emerging risks or pressures relevant to financial and resource planning.

2.3.5 To receive updates on major HRUC workforce programmes (for example, Reward and Recognition and Job Evaluation) at key milestones.

2.3.6 To note outcomes from employee engagement activity and associated improvement actions.

2.4 Estates and Digital

2.4.1 To review the College's Estates and Digital Strategies and, in liaison with other Committees as appropriate, recommend to the Corporation for approval.

2.4.2 To provide assurance to Corporation on the implementation of the Digital and Estates Strategies including progress towards net zero.

2.4.3 To consider the business case for estates and digital related capital projects and make recommendations to the Corporation in liaison with other Committees as appropriate.

2.4.4 To review the programme of work under the planned estates maintenance programme.

2.5.1 <u>Risk</u>

2.5.1 To monitor the relevant strategic risks on a termly basis.

2.6 <u>Policies</u>

2.6.1 To approve the following policies:

- Procurement Policy
- Disciplinary Policy
- Grievance Policy
- Treasury Management Policy

2.6.2 To review and recommend the approval of the following policies to the Corporation:

- Financial Regulations
- Tuition Fees Policy
- Subcontracting Fees and Charges Policy
- Reserves Policy
- Equality Diversity and Inclusion Policy

TERMS OF REFERENCE

NAME OF COMMITTEE	SEARCH, GOVERNANCE AND REMUNERATION COMMITTEE
Date of approval by the Corporation	16 December 2025
Frequency of review	Annually
Person Responsible	Director of Governance
Membership	The Chair of the Corporation and up to four other external governors. The membership will include a least one Vice Chair of the Corporation. The CEO and Chief People Officer will routinely attend meetings of this Committee. The CEO and any other SPH present will be excluded from any part of the meetings of the Committees at which their salary, terms and conditions or appraisal is to be discussed. The membership of the Committee and its Chair and Vice Chair will be reviewed annually by the Corporation.
Quoracy	Three external governors
Special conditions	In line with the AoC Senior Postholder Remuneration Code, the Chair of the Corporation should not Chair this Committee and the Chief Executive should not be a full member of this Committee. Staff and Student Governors may not be members of this Committee The Committee may invite individuals with additional expertise to specific meetings if required.
Calendar of meetings	Minimum once per term.
Clerking	The Director of Governance will provide the governance administration, advice and guidance to the Committee.
Reporting arrangements	The Chair of the Committee reports to each meeting of the Corporation.

5 Purpose

5.1 To advise the Corporation on the appointment, reappointment and succession planning for members of the Corporation.

5.2 To review and advise the Corporation on any changes to its governing documents and associated policies and procedures.

5.3 To advise the Corporation on its responsibilities for the selection, appointment, grading, suspension, dismissal, and determination of the pay and conditions of service of Senior Post Holders (SPHs)

5.4 All recommendations will be made with due regard to HRUC policy, the AoC FE Code of Good Governance, the AoC Senior Postholder Remuneration Code and within the parameters of Managing Public Money guidance as appropriate.

6 Responsibilities

2.1 Search and Governance

The Committee shall consider and advise the Corporation on:

2.1.1 The constitution of the Board, including:

i. The total number of members of the Board
ii. The number of members in each membership category
iii. The blend of skills required on the Board
iv. The procedure for the selection of new governors
v. Governor attendance
vi. The criteria and procedure for removal of existing governors
vii. Governors' terms of office
viii. The code of conduct for governors
ix. The register of governors' interests
x. Governor training and induction
xi. Board and individual governor performance evaluation
xii. The membership of committees of the Board

2.1.2 Before the expiry of the term of office of existing governors or upon a vacancy arising on the Board, to conduct the approved selection procedure and to recommend to the Board a person or choice of persons to fill the vacancy.

2.1.3 To consider proactively and on an ongoing basis the blend of skills required on the Board and to search actively for potential new Board members.

2.1.4 To advise on the appointment of co-opted non Governor members.

2.1.5 In the event that it appears to the Committee that there are grounds for removing a governor, to conduct the appropriate procedure and make a recommendation to the Board.

2.1.6 To engage in succession planning for the Chair, Vice-Chair and Chairs of Committees. Succession, recruitment and reappointment shall be a standing item on the agenda of the Committee.

2.1.7 The operation of any link governor or similar scheme in place.

2.1.8 To oversee the arrangements for the annual governance self-assessment and to recommend the annual self assessment report to the Board.

2.1.9 To review and recommend the annual Governance Development Plan to the Board for approval, and to review progress against the identified actions.

2.1.10 To oversee the arrangements for the external review of governance every three years.

2.1.11 To review the outcome of the annual Governor EDI survey and to reflect on this outcome when recommending future recruitment to the Board.

2.2 Remuneration

The Committee shall

2.2.1 Make recommendations, as appropriate, to the Corporation on the appointment, suspension, dismissal and levels of salary and benefits payable to SPHs. Such recommendations will be made in line with the provisions of the AoC Code of Good Governance, the DfE FE and sixth form college corporations: governance guide, the principles set out in HM Treasury's senior pay guidance and the College Financial Handbook.

2.2.2 Recommend the annual objectives of the CEO and the Director of Governance to the Corporation for approval. The annual objectives of the other SPHs will cascade from the CEO's objectives.

2.2.3 Ensure that annual appraisals are conducted effectively and the extent to which objectives have been met are monitored.

2.2.4 To review and recommend to the Corporation the remuneration and conditions of service of SPHs.

2.2.5 Recommend to the Corporation the policies/revised policies for the discipline, grievance, and dismissal of SPHs.

2.2.6 In accordance with the SPH Remuneration Code provide an Annual Report on the activities of the Remuneration Committee to the Corporation.

2.2.7 Recommend to the Corporation the designation of SPHs.

TERMS OF REFERENCE

NAME OF COMMITTEE	**STRATEGIC TRANSFORMATION COMMITTEE**
Date of approval by the Corporation	7 July 2026
Frequency of review	Annually
Person Responsible	Director of Governance
Membership	The Committee shall include up to five external governors, plus the CEO. The membership of the Committee and its Chair and Vice Chair will be reviewed annually by the Corporation.
Quoracy	Three external governors
Attendance	In addition to members, standing attendees may include relevant senior post-holders and executive leads for the strategic pillars (for example, responsible for Curriculum, Apprenticeships, Estates, Digital, and Student Support). Other senior staff, project sponsors or programme managers may be invited to attend for specific items.
Special conditions	The role of this Committee is not to make decisions on the financial viability of business cases, approve funding, approve capital budgets or the award of contracts. These responsibilities sit with the Finance and Resources Committee as set out in its Terms of Reference and HRUC's financial regulations. The Committee may, however, comment on the deliverability, prioritisation, resourcing assumptions and risk profile of strategic initiative business cases and may make recommendations to the Corporation in these areas. The Committee provides oversight of the College's strategic transformation agenda, requiring it to understand progress and performance against targets and objectives, while operational delivery remains the responsibility of the Executive.
Calendar of meetings	Minimum once per term with additional meetings convened as required to align with the strategic planning and business case cycle.
Clerking	The Director of Governance will provide the governance administration, advice and guidance to the Committee.
Reporting arrangements	The Chair of the Committee reports to each meeting of the Corporation.

	The Committee may provide formal advice or recommendations to the Finance and Resources Committee where there are cross-cutting implications.

1. Purpose

1.1 The Strategic Transformation Committee ("the Committee") is established by the Corporation to provide oversight, direction and governance of the College Group's strategic transformation agenda, ensuring that the agreed strategic pillars and associated initiatives are clearly defined, appropriately resourced and effectively delivered.

1.2 The Committee will assure the Corporation that transformation initiatives are aligned with the Group's vision, mission, values and Strategic Plan, that dependencies between initiatives are properly managed, and that the overall portfolio of strategic change is coherent and realistically deliverable alongside business-as-usual operations.

1.3 The Committee will act as the primary forum within the governance structure for the scrutiny and monitoring of the strategic programme portfolio, including progress against business case objectives, key milestones, benefits realisation and strategic risk.

2. Responsibilities

<u>2.1 Strategy alignment and strategic portfolio</u>

2.1.1 To consider potential new strategic initiatives at concept stage (before full business case development) and make "in principle" recommendations to the Corporation on whether they should be progressed for detailed business case work. This includes working with the Executive to clearly identify any strategic transformation projects during the annual business planning process, and to provide clarity on which matters should be considered by the Committee during the year.

2.1.2 To test the alignment of proposed initiatives with the strategic pillars and the College Group's vision, mission and Strategic Plan, and to advise the Corporation accordingly.

2.1.3 To maintain an overview of the full portfolio of strategic initiatives and programmes, ensuring that:

- There is a clear line of sight from each initiative to the relevant strategic pillar(s) and outcomes.
- Overlaps, gaps and interdependencies between initiatives are identified and managed.
- The scale and timing of change remains achievable in the context of organisational capacity.

2.1.4 To review, at appropriate points, the prioritisation of strategic initiatives within the portfolio, taking account of strategic impact, risk, dependencies, capacity and indicative resource requirements, and to make recommendations to the Corporation where changes to priorities are proposed.

<u>2.2 Business cases and strategic initiatives</u>

2.2.1 To review strategic business cases for initiatives (for example: new apprenticeship growth programmes, large curriculum change programmes, cross-site estates developments, major digital and data investments, and major SEND/inclusion developments) after initial preparation by the Finance and Resources Committee (and any relevant curriculum/quality or audit committee, where applicable).

2.2.2 To consider, in relation to business cases:

- Strategic fit with the approved Strategic Plan and its pillars.
- Clarity of objectives, outcomes and benefits (including student, employer, community and staff benefits).
- High-level resource and capability requirements (people, estates, digital, systems, partnerships).
- Major dependencies and assumptions.
- Key risks and mitigations, including change management and stakeholder engagement.

2.2.3 To make recommendations to the Corporation on whether strategic initiative business cases should be approved, amended, deferred or rejected, explicitly noting that financial approval and detailed affordability testing remains the responsibility of the Finance and Resources Committee and the Corporation.

2.2.4 To review and make recommendations on any significant proposed amendments to the scope, objectives, timing or intended benefits of approved strategic initiatives.

<u>2.3 Programme delivery and benefits realisation</u>

2.3.1 To monitor, on behalf of the Corporation, the delivery of strategic initiatives approved as part of the College Group's Strategic Plan, using an agreed portfolio reporting framework (for example: RAG-rated reports, milestone trackers, benefits dashboards). This includes ensuring that KPIs or other measures used by the Committee are aligned with those of other committees and Corporation level reporting, avoiding duplication, and adding value.

2.3.2 To receive and scrutinise progress reports from executive sponsors and programme leads, including:

- Achievement against milestones and key deliverables.
- Performance against agreed outcome and benefits measures (for example, increases in apprenticeship numbers, improved achievement rates, improved learner and employer satisfaction, delivery of estates and digital upgrades, enhancements in SEND and inclusion).
- Resourcing levels, capacity and capability to deliver, including organisational readiness and change management activity.

2.3.3 To seek assurance that benefits realisation plans are in place for each strategic initiative, that benefits owners are clearly identified, and that post-implementation reviews are undertaken and reported.

2.3.4 To oversee the closure of initiatives at the end of their life cycle, including review of lessons learned and how these are embedded in future transformation activity.

<u>2.4 Resources, capacity and organisational readiness</u>

2.4.1 To consider whether sufficient and appropriate resources (financial, human, digital, estates and other enabling resources) are being earmarked or budgeted across the portfolio to deliver the strategic initiatives, and to highlight concerns or constraints to the Corporation and the Finance and Resources Committee.

2.4.2 To review, from a strategic perspective, the College Group's change capacity and capability, including programme and project management arrangements, and to seek assurance that strategic initiatives are supported by appropriate governance, project management disciplines, and stakeholder engagement approaches.

2.4.3 To monitor the interface between strategic transformation programmes and business-as-usual operations, including the potential impact on curriculum delivery, quality, student experience and staff workload.

2.5 Interfaces with other committees and governance

2.5.1 To work closely with the Finance and Resources; Curriculum, Strategy and Quality Enhancement; and Audit and Risk committees to ensure a coherent governance framework for strategic transformation (for example, avoiding duplication of scrutiny while ensuring that strategic, financial and risk perspectives are all addressed). In particular:

- Consider potential strategic initiatives **before** full business case development and make "in principle" recommendations to the Corporation on whether they should be progressed for detailed business case work (which would involve detailed work by other committees).
- Review strategic initiative business cases **after** initial consideration by the Finance and Resources Committee (and any relevant curriculum/quality or audit committee, where applicable) and make recommendations to the Corporation.

2.5.2 To refer matters to other committees where those matters fall within their remit (for example, detailed curriculum quality implications, HR and workforce planning, or control and assurance issues).

2.5.3 To advise the Corporation on any changes to governance structures or reporting arrangements that would improve oversight of strategic transformation.

2.6 Risk

2.6.1 To monitor, on at least a termly basis, the strategic risks associated with the design and delivery of the College Group's transformation portfolio, including risks relating to:

- Non-delivery or delay of initiatives and associated benefits.
- Capacity and capability constraints, including key-person risk.
- Interdependencies between estates, digital, curriculum and organisational change.
- Impact on students, staff, employers, communities and key partners.

2.6.2 To review the strategic risks allocated to the Committee within the College Group's Strategic Risk Register, consider the adequacy of mitigating actions, and make recommendations to the Corporation and/or Audit and Risk Committee where changes to risk scores, controls or assurances are required.

2.6.3 To escalate to the Corporation any strategic transformation risks that the Committee judges to be outside the College Group's stated risk appetite or which threaten the viability of the Strategic Plan.

3. Authority

3.1 The Committee has no delegated authority to approve expenditure, let contracts or commit the College Group to new investments; such authority remains with the Corporation and those bodies and post-holders identified in the financial regulations and scheme of delegation.

Scheme of Delegation 2025/26

KEY	Level 1: Corporation	Level 4: CEO
	Level 2: Corporation Committee	Level 5: EMT
	Level 3: Chair of Corporation	Level 6: DoG

No	Key Function/Task	Decision Level					
		1	2	3	4	5	6
	FINANCIAL						
1	Approve the annual budget (I&E and Capital Expenditure)	X					
2	Monitor income and expenditure	X	F&R				
3	Approve the Tuition Fees Policy	X	F&R rec				
4	Approve orders and contracts over the current PA 2023 threshold **(following procurement) –** refer to Fin Regs			X	X		
5	Approve orders and contracts over £100K up to PA 2023 threshold -			X*	X		
6	Virement of capital projects up to £150K				X		
7	Virement of capital projects over £150K		F&R				
8	Disposal of assets over £10K NBV		F&R **or**		X		
9	Contracts for supply of goods and services over £100K per annum				X		
10	Contracts for supply of goods and services up to £100K per annum					CFO	
11	Contracts for land and property up to the procurement threshold at time of contract		F&R **and**		X		
12	Contracts for land and property over the procurement threshold at time of contract	X					
13	Ensure compliance with all funding agreements	X					
14	Approve the Financial Regulations	X	F&R rec				
15	Approve the Treasury Management Policy	X	F&R rec				
16	Assess the performance of the external auditors		A&R				
17	Assess the performance of the internal auditor		A&R				
18	Appoint the internal and external auditors	X	A&R rec				
19	Approve the letters of representation	X	A&R rec				
20	Sign the Letter of Representation			X	X		
21	Approve the Annual Financial Statements for signature	X	A&R rec				
22	Sign the Annual Financial Statements			X	X		
23	Audit Committee Annual Report		A&R				X
24	Appointment of HRUC's bankers and approval of the opening and closing of bank accounts	X	F&R rec				
25	Follow up allegations of fraud and irregularity		A&R				
26	Approve the delivery subcontracting fees and charge policy	X	F&R				
27	Approve the Gifts and Hospitality Policy		A&R				
28	Approve the Anti-Fraud Policy		A&R				
29	Approve the Anti-Bribery Policy		A&R				

30	Approve the Reserves Policy	X	F&R rec				
31	Approve the Procurement Policy	X	F&R rec				

* Countersignature from Chair or a Vice Chair is required – no additional approval required for expenditure within budget

KEY	**Level 1: Corporation**	**Level 4: CEO**					
	Level 2: Corporation Committee	**Level 5: EMT**					
	Level 3: Chair of Corporation	**Level 6: DoG**					
	Key Function/Task	**Decision Level**					
		1	**2**	**3**	**4**	**5**	**6**
	PEOPLE AND ORGANISATIONAL DEVELOPMENT						
	SENIOR POST HOLDERS						
32	Appoint the CEO and other senior post holders	X					
33	Annually appraise the Chief Executive Officer (by the Chair) and other Senior Post Holders (by the Chief Executive, shared with the Chair and SGR)			X	X		
34	Approve the annual performance objectives for the CEO and DoG	X	SGR rec				
35	Approve remuneration for senior post holders	X	SGR rec				
36	Dismissal/suspension of the CEO or other senior post holders	X					
37	Keep the senior post holder disciplinary and grievance procedures under review		SGR				
38	Annual Senior Postholder Remuneration Report	X	SGR rec				X
	ALL OTHER STAFF						
39	Approve a framework for the salaries and conditions of service of all staff within the College	X					
40	Appoint teaching and non teaching staff below the level of senior post holder				X	X	
41	Determine the level of annual pay awards to staff	X					
42	Determine staffing levels				X		
43	Dismiss and suspend staff				X	X	
44	Approve the disciplinary and grievance procedure for all staff		F&R				
45	Approve the Whistleblowing Policy		A&R				

KEY	**Level 1: Corporation**	**Level 4: CEO**
	Level 2: Corporation Committee	**Level 5: EMT**
	Level 3: Chair of Corporation	**Level 6: DoG**

No	**Key Function/Task**	**Decision Level**					
		1	**2**	**3**	**4**	**5**	**6**
	CURRICULUM						
46	Approve the annual Self Assessment Report and Quality Improvement Plan	X					
47	Monitor performance against the QIP		CSQE				
48	Monitor any post or pre Ofsted inspection plan		CSQE				
49	Monitor the standards of teaching and learning		CSQE				
50	Monitor achievement, retention and attendance rates	X	CSQE				
51	Termly monitoring of safeguarding, including training compliance and safer recruitment		CSQE				
52	Approval of Safeguarding and Child Protection Policy	X					
53	Annual HRUC Safeguarding Report	X	CSQE				
54	Preventing Terrorism and Radicalisation Policy	X	CSQE				
55	Student Admissions Policy		CSQE				
56	Student Disciplinary Policy		CSQE				
57	Annual review and reporting of complaints		CSQE				

No	**Key Function/Task**	**Decision Level**					
		1	**2**	**3**	**4**	**5**	**6**
	ESTATES AND FACILITIES, HEALTH AND SAFETY, EDI AND RISK MANAGEMENT						
58	Approve the Estates Strategy	X					
59	Insurance and personal liability (including D&O insurance)					X	
60	Maintain the buildings, including developing a maintenance plan					X	
61	Approve the Health and Safety Policy	X	A&R rec				
62	Monitor health and safety compliance and reporting		A&R		X	COO	
63	Formulate and update the strategic risk register				X	X	
64	Monitor the strategic risk register	X	A&R				
65	Approve the annual risk management report	X	A&R rec				
66	Approve the risk management policy	X	A&R rec				
67	Approve the Equality, Diversity and Inclusion Policy	X	CSQE/F&R				
68	Equality Diversity and Inclusion Annual Report	X					

KEY	Level 1: Corporation	Level 4: CEO
	Level 2: Corporation Committee	Level 5: CFO
	Level 3: Chair of Corporation	Level 6: EMT

No	Key Function/Task	Decision Level					
		1	2	3	4	5	6
	Governance						
69	Provide appropriate assurance monitoring/ reporting on the adequacy and effectiveness of the College's systems of internal control, its arrangements for risk management/ control and governance processes, and for ensuring VFM		A&R				
70	Annually review the Instrument and Articles of Government, the Standing Orders and the terms of reference of Committees						x
71	Approve any amendments to the I&A, the Standing Orders and the terms of reference of the Committees	X	SGR rec				
72	Approve the organisation's Strategic Plan and ensure it is regularly refreshed	X					
73	Appoint the Chair and Vice Chairs of the Corporation	X					
74	Appoint or remove all categories of governors	X					
75	Hold special meetings as determined by the Corporation	X					
76	Establish and maintain a Register of Interests						X
77	Act as Accounting Officer				X		
78	Monitor HRUC's KPIs	X					
79	Advise on the appointment of members, the Chair and Vice-Chairs		SGR				X
80	Advise on the skills profile of the Corporation		SGR				X
81	Approve the Corporation and Committee meetings' schedule	X					X
82	Publish the minutes of non-confidential Corporation and Committee meetings on HRUC website						X
83	Approve minutes of Corporation and Committee meetings as accurate	X	ALL				
84	Maintain records and report on the use of the College Seal to the Corporation						X
85	Annually review the operation of Data Protection, Freedom of Information and Whistleblowing Policies		A&R				
86	Approve the Conflict of Interest Policy		A&R				
87	Approve the Data Protection and Freedom of Information Policies		A&R				
88	Governor Training and Development		SGR				X
89	Code of Conduct for Members	X	SGR rec				X
90	Approve the accountability statement	X					

91	Annual Self-Assessment of Governance (AoC FE Code of Good Governance)	X	SGR rec				X
92	Triennial External Governance Review	X					X
93	Annual review of compliance with the AoC FE Code of Good Governance	X	SGR rec				X
94	Modern Slavery and Human Trafficking Statement	X					
95	Approve the Student Union Constitution	X					

Policy and Procedure for Removal of Members of the Corporation

1. Termination of membership

This policy set out the rationale and process for removing a member of the Corporation in accordance with clause 10 of the Instrument and Articles.

This policy includes provision for suspending a member, which is also covered in clause 10 of the Instrument and Articles.

2 Causes for removal

2.1 Attendance

Expectations of attendance and the process for dealing with low attendance by individual members are set out in the Standing Orders.

2.2 Fitness of a Member

Clause 10 allows the removal of a member judged to have become unfit or unable to carry out their duties and responsibilities, or where it is not in the best interests of the Corporation for such a member to continue to hold office. In such cases, this policy will be followed in any case unless the member elects to resign.

2.3 Breach of the Code of Conduct

All members, by acceptance of the role of member, are automatically bound by the terms of the Code of Conduct. Any question, regardless of its source, as to whether or not a member may be in breach of the Code of Conduct must be referred to the Clerk. The Clerk may raise this with the Chair of the Corporation. In such cases this policy will be followed in any case unless the member chooses to resign.

2.4 Other causes

The above list is for guidance only. Other lawful causes for removal may apply. In such cases, this policy will be followed in any case unless the member chooses to resign.

2.5 Automatic Removal

Clause 10 of the Instrument and Articles highlights several situations in which removal (or termination of membership) is automatic and does not need a formal removal process.

3 Procedure for removal

3.1 Raising a concern

Any member can raise with the Chair of the Corporation concerns over the performance of another member. The Clerk may also raise divergences from articulated standards of attendance and behaviour. However, it is for the Chair of the Corporation to judge whether to make any approach to an individual member about an issue or issues of attendance, fitness or other area of behaviour or performance.

3.2 Informal process

In the majority of cases the Chair will seek to resolve any concerns informally and will contact the member concerned to explore any concerns and, if appropriate, to identify routes which might lead to improvements in performance. In some circumstances, it may be appropriate for the Chair of the Corporation to discuss other options including whether the member in question is able to function effectively and/or whether it is in the best interests of the Corporation for the member to continue in their role.

Where possible, the Chair of the Corporation will seek to avoid formal removal of a member. Members should be aware that there may be repercussions for any person who has been formally removed from a member or trustee role; the Clerk can advise.

3.3 Formal process

At any time, the Chair of the Corporation may wish to make a report to the Search, Governance and Remuneration Committee, and ask the Clerk to call a meeting of the Committee, to discuss progress and outcomes.

Where a formal process is to take place, the Committee may consider recommending that the member concerned is suspended by the Corporation. Clause 10 allows the suspension of a member where it is not in the best interests of the Corporation for the member to continue in active office.

If the Search, Governance and Remuneration Committee consider that there may be grounds for removal of a member, they shall instruct the Clerk to call a special meeting of the Corporation to consider whether the member should be removed from office. At least seven days' notice shall be given to all parties entitled to attend the meeting. The member whose removal is being considered should be provided with written notification setting out why the Corporation is considering taking such action. The meeting shall be attended by members of the Corporation, the clerk and the member concerned. The member in question has the right to be accompanied and represented by a person of their choice but that person should not be contracted to represent them in a professional capacity.

The member shall be entitled to attend all parts of the meeting relating to why they should be removed from office. The member shall have the opportunity to state their case. The member and any representative shall withdraw from the meeting during the consideration of whether or not the member should be removed from office. Only the members considering the case may vote. In either case the Clerk shall notify the member of the Corporation's decision within fourteen days.
A member removed from office shall have no right of appeal against the Corporation's decision. Their membership of the Corporation will terminate immediately from the date of communication by the Clerk and as such, the member would have no right to attend any further meetings of the Corporation or its committees.

Procedure for Complaints against the Corporation, Members of the Corporation and the Clerk

A complaint against the Corporation, a member (including the Chief Executive if the complaint relates to their role as a member), a co-opted non Governor member serving on a committee of the Corporation or the Clerk may be made by an individual or an organisation in relation to their dealings with the College.

1. Complaints must relate to:

   1.1 the performance by the Corporation, a member or the Clerk or the functions respectively allocated to them under the Articles of Government of the College; and/or

   1.2 the exercise by the Corporation of its powers; and/or

   1.3 any other alleged breach or non-observance of the duties of the Corporation, individual members or the Clerk under the Instrument or Articles of Government of the College, its Code of Conduct for members, relevant provisions of the Accountability Agreement and/or the College Financial Handbook or the AoC FE Code of Good Governance.

2. All complaints should be made in writing, identifying the complainant and addressed to the Clerk (save where the complaint is in relation to the Clerk in which case it should be addressed to the Chair of the Corporation) at the College.

3. The complainant will be expected to state clearly the nature of and grounds for the complaint (see paragraph 1 above) and if appropriate provide copies of any related documentation. The complainant should also state the remedy they are seeking. It is not possible for a complainant to seek the disciplining of a member of staff or the removal of a Member or the Clerk since these are decisions for the Chief Executive of the College and the Corporation respectively in accordance with the Instrument and Articles of Government of the College.

4. The Clerk (or where applicable the Chair of the Corporation) will:

   4.1 acknowledge receipt of the complaint within seven working days; and

   4.2 refer the complaint to one or more of the following for investigation: the College's Audit Committee; one or more members; a person (nominated by an external sector body) who has substantial experience of college governance (provided in each case that they have not been involved in the matters subject to the complaint).

5. Such person(s) shall:

5.1 consider the complaint and, if necessary, in order to determine disputed issues of fact, interview the complainant and those the subject of the complaint. They may refer issues to the Corporation's auditors (external and/or internal) or other independent advisers as they feel appropriate; and

5.2 produce a written report of their findings in relation to the complaint and provide the complainant and the Corporation with a copy of such report as soon as possible. In any event, they shall produce an interim report within 28 days of the complaint being referred to them.

6. At its next scheduled Corporation meeting after receipt of the findings of the investigation the Corporation shall consider the findings and determine whether the complaint is substantiated in whole or part and, if so, what, if any, remedy should be granted to the complainant. Where the complaint relates to one or more specified members or the Clerk those persons shall withdraw and take no part in the discussion of the investigation outcome.

7. The Clerk (or where applicable the Chair of the Corporation) shall within 7 working days of the Corporation's determination of the complaint provide a written response to the complainant and to those the subject of the complaint confirming the decision of the Corporation in relation to the complaint, with reasons for its decision. The response may include details of any arrangements for pursuing the matter with any relevant external body (e.g. the Secretary of State/FEC).