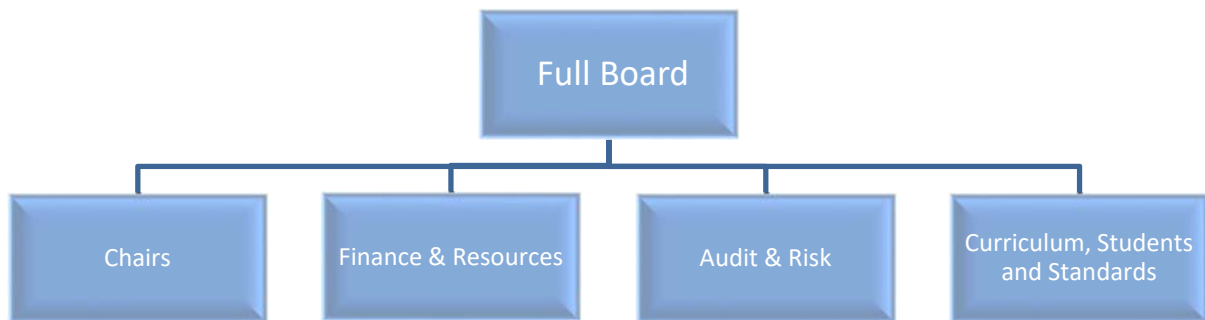


INTRODUCTION:

Eighteen Governors and two co-opted members divide their work between three main sub-committees, with a separate Audit Committee. The structure is established, streamlined, and fit for purpose. All committees have been proven to handle the Board's work effectively, dividing out specialist functions evenly through the academic year. Four full Board meetings are held annually, with two half day strategic planning events and a public AGM. Sub-committees meet to mirror the financial, audit and quality reporting cycles of the Grŵp. Sub-committees are populated by the diversity and expertise of the Board, in a practicable configuration to provide appropriate challenge and support to the Executive. A full meetings calendar is issued each year.

GRŴP BOARD STRUCTURE:



Grŵp Llandrillo Menai Board:

Governor:	Board	Chairs	FRC	ARC	CSSC
Andrea Adams (teaching)	✓				✓
Dr Roy Bichan	✓	✓	✓		
Andy Bilcliff	✓			✓	
Dilwyn Evans	✓	✓	✓Chair		
Dafydd Evans (CEO)	✓	✓	✓		✓
Helen Halpin	✓	✓			✓Chair
Dr Griff Jones	✓Chair	✓	✓		
Dr Gwyn Jones	✓		✓		
Peter Lavin	✓	✓		✓Chair	
Chris Morgans	✓			✓	
Marion Pryor	✓			✓	
Hedd Pugh	✓		✓		
John Pierce-Williams.	✓		✓		✓
Alun Thomas	✓Vice Chair	✓	✓		
Professor Carol Tully	✓				✓
Brian Woosnam (non-teaching)	✓				
HE Officer	✓				✓
SU President	✓				✓
Coopted Members:					
Dr Emma Roberts – CSSC					✓
Geraint Strello - ARC				✓	

Our Board at a glance:

FULL BOARD:

Membership: 18 members (Quorum 40% - 8 members)

Frequency: 4 full meetings per annum, AGM & Strategic Planning Event

Rationale: Handles standard objectives outlined in the Instrument and Articles of Governance collecting and authorising recommendations and findings from its sub-committees. Provides final sign off on statutory finance, audit and quality items and all other matters as required. Holds the power to form statutory "Special" and "Reporting" Committees as necessary. Directly monitors regeneration, work based learning, employer engagement and economic development activity (as below) plus associated risk referral to ARC.

1. To monitor, co-ordinate and advise on the college response to the needs of each region.
2. To become the focal point for all activities generated by employer engagement groups.
3. To assess and review college responsiveness to the needs of commerce, industry and the third sector.
4. To provide a bridge between Grŵp Executive Operations and the needs of local industry.
5. To oversee Grŵp response to employability regeneration initiatives.
6. To facilitate more effective communication between the Grŵp and regional Economic Development Departments of the County Councils, North Wales Economic Forum and other relevant employer groups and agencies.
7. To oversee both the relevance and compatibility of college external funding schemes with regional aims as outlined in National Economic Development Strategies.
8. To monitor the Grŵp response to Employer Engagement
9. To monitor the College's work based learning activities and partnerships.

All Principals and Executive Directors are expected to attend Board meetings.

CHAIR'S COMMITTEE (CC):

Membership:	Chair, Vice Chair and immediate past Chair of Board plus Chairs of FRC, ARC and CSSC (Quorum 40% of total membership - 2)
Frequency:	minimum of 2 meetings per annum (search and remuneration); otherwise as necessary.
Rationale:	Acts as a point of reference for strategy, urgent general business as necessary, search, remuneration, governance, and plus associated risk referral to ARC.
Reporting:	CEO.

FINANCE AND RESOURCES COMMITTEE (FRC):

Membership:	8 (may not contain ARC or student members) - (Quorum 4)
Frequency	4 meetings per annum
Rationale:	Handles Finance, Corporate Services, Staffing Resources & Policy, Estates functions, Work Based Learning, Health and Safety, associated risk referral to ARC.
Reporting:	CEO ED Corporate Services ED Business Development Finance Director

AUDIT & RISK COMMITTEE (ARC): (Must not be members of the Resources Committee)

Membership:	4 (may not contain FRC, SPH or student members) - (Quorum 2) may co-opt as deemed necessary
Frequency:	4 meetings per annum
Rationale:	Handles statutory internal and external audit requirements and reporting, plus overall risk monitoring
Reporting:	ED Corporate Services Director Finance Deputy Director Finance (Risk)

CURRICULUM, STUDENT & STANDARDS COMMITTEE (CSSC):

Membership:	8, can co-opt as deemed necessary - (Quorum 4)
Frequency	3 meetings per annum (one per term)
Rationale:	Handles curriculum planning, quality assessment, partnerships and students, plus associated risk referral to ARC
Reporting:	ED for Academic Services Principals

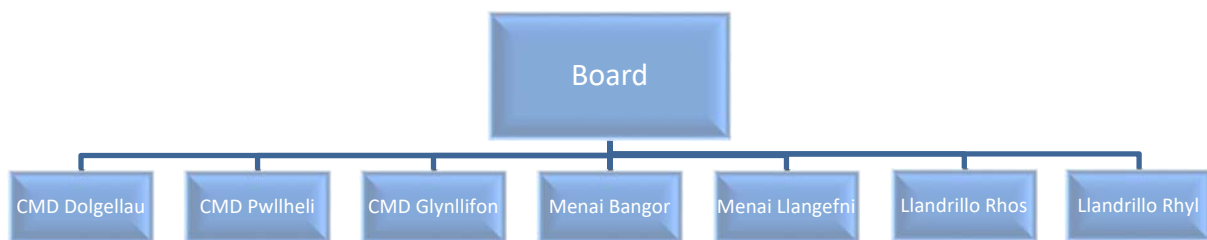
LOCAL COLLEGE COUNCILS (LCC):

The concept of Local College Councils has been developed with a primary purpose of preserving local representation, whilst promoting close relationships with staff, students, local authorities, education partners, wider stakeholders and businesses on a specialized basis across a very diverse geography.

Each College Council is chaired by a Governor to focus local interests through a committee of select area representatives, allowing matters to be aired which are specific to each area of the college's operation, thereby promoting ownership, participation and integration with the community and at the same time providing a direct voice to the Grŵp Board. Managers and college curriculum leaders will be expected to engage in LCC meetings to provide a conduit for curriculum development to and from each Council. The collective findings and recommendations of all Councils will be fed to the full Corporation Board through regular reporting from the Grwp Clerking Officer who is tasked with collate issues for Board consideration.

Council groupings began to operate from September 2010. Revised Terms of reference were developed to take account of a greater voice for staff and student representation, and their respective feedback and input. Frequency: 2-3 meetings per annum. Local College Council Meetings are able to rotate around College sites as is practicable. Revised draft base terms of reference have been included at the rear of this paper.

Local College Council Structure:



LCC Chairs:

Dolgellau - Hedd Pugh
 Pwllheli - Helen Halpin
 Glynllifon – Hedd Pugh
 Bangor - John Pierce-Williams
 Llangefni – Dr Griff Jones
 Rhos – Andy Billcliff
 Rhyl – Vacant

Full Terms of Reference for the Board, and each Committee are appended below:

- a. Board
- b. Chairs
- c. Finance & Resources (FRC)
- d. Audit & Risk (ARC)
- e. Curriculum, Students and Standards (CSSC)

FULL BOARD:

Membership: 18 members (now variable in line with FHE Act 2014).

Frequency: 4 full meetings per annum plus AGM plus Strategic Planning Event(s)

Rationale: Handles standard objectives outlined in the Instrument and Articles of Governance collecting and authorising recommendations and findings from its sub-committees. Provides final sign off on statutory finance, audit and quality items and all other matters as required. Holds the power to form statutory “Special” and “Reporting” Committees as necessary. Directly monitors regeneration, work based learning, employer engagement and economic development activity (as below) plus associated risk referral to the Audit and Risk Committee.

1. To monitor, co-ordinate and advise on the college response to the needs of each region.
2. To become the focal point for all activities generated by employer engagement groups.
3. To assess and review college responsiveness to the needs of commerce, industry and the third sector.
4. To provide a bridge between Grŵp Executive Operations and the needs of local industry.
5. To oversee Grŵp response to employability regeneration initiatives.
6. To facilitate more effective communication between the Grŵp and regional Economic Development Departments of the County Councils, CBI, North Wales Economic fora and other relevant employer groups and agencies.
7. To oversee both the relevance and compatibility of college external funding schemes with regional aims as outlined in National Economic Development Strategies.
8. To monitor the Grŵp response to Employer Engagement
9. To monitor the College’s work based learning activities and partnerships.

Executive Directors to attend Board meetings as required.

TERMS OF REFERENCE - CORPORATION BOARD

1 The Corporation shall be responsible for:

- 1.1 The determination of the educational character and mission of the institution and for oversight of its activities;
- 1.2 The effective and efficient use of resources, the solvency of the institution and the Corporation and for safeguarding their assets;
- 1.3 Approving annual estimates of income and expenditure;
- 1.4 The appointment, grading, suspension, dismissal and determination of pay and conditions of service of the holders of senior posts and the Director of Governance & Information (DGI); and
- 1.5 Setting a framework for the pay and conditions of service of all other staff.

2 DELEGATION OF FUNCTIONS AND COMMITTEES

The Board will have a centralised focus on Economic Regeneration and Enterprise Activity which will include the following activity:

- 2.1 To monitor, co-ordinate and advise on the college response to the needs of each region.
- 2.2 To become the focal point for all activities generated by employer engagement groups.
- 2.3 To assess and review college responsiveness to the needs of commerce, industry and the third sector.
- 2.4 To provide a bridge between Grŵp Executive Operations and the needs of local industry.
- 2.5 To oversee Grŵp response to employability initiatives.
- 2.6 To facilitate more effective communication between the Grŵp and regional Economic Development Departments of the County Councils, North Wales Economic Forum and other relevant employer groups and agencies.
- 2.7 To oversee both the relevance and compatibility of college external funding schemes with regional aims as outlined in National Economic Development Strategies.
- 2.8 To monitor the Grŵp response to Employer Engagement
- 2.9 To monitor the College's work based learning activities and partnerships.
- 2.10 Subject to the following provisions, the Corporation may establish a committee of the Corporation for any purpose or function, other than those assigned elsewhere by the Articles of Government to the CEO, and may delegate powers to such a committee or to the Chair of the Corporation or to the CEO as required.
- 2.11 The Board can form statutory "Special" and "Reporting" Committees as necessary, and in accordance with the Instruments & Articles of Government currently in force.
- 2.12 The number of members of a committee established under the terms of the Articles of Government, and the terms on which they are to hold and vacate office, shall be determined by the Corporation.
- 2.13 The Corporation shall establish a committee, to be known as the Chairs' (Search) Committee, to advise on the appointment of members of the Corporation and such matters relating to membership and appointments as the Corporation may remit to them. The Corporation shall not appoint any member of the Corporation (other than the CEO) unless it has first considered the advice of the Chairs' (Search) Committee in relation thereto. The Corporation

may make rules specifying the procedures for the conduct of the Chairs' (Search) Committee and a copy of any such rules, together with the remit of the Chairs' Committee and its advice to the Corporation, shall be available for inspection by any member of the public during normal office hours.

- 2.14 The Corporation shall establish a committee, to be known as the "Audit & Risk" Committee, to advise on matters relating to the Corporation's audit arrangement and systems of internal control. The committee shall consist of at least four persons and may include employees of the Corporation other than those in senior posts and shall operate in accordance with any requirements of DFeS.
- 2.15 Any committee established by the Corporation may include persons who are not members of the Corporation.
- 2.16 The Corporation shall not, however, delegate the following:
- 2.16.1 the determination of the educational character and mission of the institution
 - 2.16.2 the approval of the annual estimates of income and expenditure
 - 2.16.3 ensuring the solvency of the institution and the Corporation and the safeguarding of their assets
 - 2.16.4 the appointment or dismissal of the CEO
 - 2.16.5 the appointment or dismissal of the DGI; and
 - 2.16.6 the modifying or revoking of the Articles of Government.
- 2.7 The Corporation may not delegate to the CEO the power to determine an appeal in respect of the dismissal of a member of staff under Article 13(3) unless the CEO has previously delegated his power to dismiss such member of staff to a holder of a senior post under Article 13(1).
- 2.8 The Corporation shall ensure that a written statement of its policy regarding;
- 2.8.1 attendance at committee meetings by persons who are not committee members
 - 2.8.2 the publication of the minutes of committee meetings
- is made available during normal office hours at the institution to any person wishing to inspect it.
- 2.9 The CEO may delegate to another senior post holder any of his/her functions other than that of Chief Accounting Officer.

TERMS OF REFERENCE – CHAIR’S COMMITTEE

1. **Constitution and Membership:**

The Board will establish a Committee of the Board to be known as the Chairs (Search) Committee.

- 1.1 The Committee will be appointed by the Board.
- 1.2 The Chairman of the Board shall be the Chairman of the Chair’s (Search) Committee.
- 1.3 The Committee members will be:
 - 1.3.1 The Chairman of the Board
 - 1.3.2 The Vice-Chairman of the Board
 - 1.3.3 Immediate Past Chair of the Board
 - 1.3.4 The Chairmen (or in their place Vice-Chairmen) of the three Main Board Committees
 - 1.3.5 The Chair of North Wales Training Limited.
 - 1.3.6 The CEO
- 1.4 There shall be not less than 5 members.
- 1.5 A quorum shall be 4 members.
- 1.6 The Committee may, if it considers it necessary or desirable, invite non-Governors with additional expertise to attend.
- 1.7 The Chairman of the Chair’s Committee will have the power to co-opt any lay members to join the Committee during “Search” for one or more meetings, provided the directives of the Instrument and Articles of Government regarding committee membership are observed. Such co-opted members will form part of the committee quorum and will have full voting rights.
- 1.8 A Search Committee is authorised by the Board to obtain independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary.
- 1.9 Attendance at Search Committee meetings by persons who are not Committee members will be at the discretion of the Committee Chairman.

2. **Authority:**

- 2.1 The Chair’s Committee is authorised to consider and resolve urgent matters of business and matters of policy, to act as a Consulting Committee for any item of Corporate Business, which for any reason could or would not otherwise be handled by another standing Committee.
- 2.2 Any decision reached by the Chair’s Committee will be reported to the full Governing Body at the earliest possible convenience.

Search Mode:

- 2.3 The Committee is authorised by the Board as required to search, screen and recommend to the Governing Body for approval, prospective Governors, taking into account the statutory requirements of the Board.
- 2.4 The Committee is authorised to undertake a review of Governors’ performance, including attendance and contribution, at the end of each term of office, on an annual basis, or as otherwise necessary. The Committee is empowered to authorise the Chairman to request the resignation of a Governor and/or can recommend to the Board the deselection of an individual Governor following a review by the Search Committee.
- 2.5 It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 2.6 The Committee is authorised by the Board to obtain independent professional advice and to secure the attendance of non-Governors with relevant experience and expertise if it considers this necessary in order to fulfill its responsibilities.
- 2.7 The Committee is authorised to advise and make recommendations to the Board regarding the appointment, reselection and deselection of Governors.

3. Proceedings

- 3.1 The Committee shall meet as necessary
- 3.2 College Officers will attend at the request of the Chair or CEO.
- 3.3 The Grŵp Governance Officer shall act as secretariat to the Committee and shall keep appropriate records of its proceedings.

4. Duties:

- 4.1 Handles matters of general strategy as required, as well as periodic search, remuneration, and governance issues including associated risk referral to the ARC.
- 4.2 Acts as a Consulting Committee for urgent matters of Corporate Business, which for any reason could not otherwise be handled by any other standing Committee.
- 4.3 Will consider the Remuneration of Senior Post Holders and the Grŵp Governance Officer.
- 4.4 Will consider and advise on any governance or management matter referred to a Search Committee by the Chairman or the Principal.

Search Modus operandi:

- 4.5 To advise the Corporation on the appointment of Governors other than the Principal/Chief Executive (who shall be eligible to serve on the Corporation as a result of the post) and such other matters relating to membership and appointments as the Corporation shall remit to it having regard at all times to the provision of the Instrument of Government and the policy of the Corporation.
- 4.6 To gather nominations in respect of vacancies on the Corporation and to determine and apply the processes whereby such nominations are screened and shortlisted.
- 4.7 To consider and advise the Corporation on the composition and balance of the Corporation and its Committees.
- 4.8 To develop and maintain a suitable database of potential candidates.
- 4.9 To initiate searches for potential candidates through consultation with local authorities, local bodies and employers and the wider community through a variety of appropriate means.
- 4.10 To undertake a regular skills audit in order to test the range of skills and experience on the Board of the Corporation.
- 4.11 To undertake a review of Governors' performance, including attendance and contribution, at the end of each term of office, on an annual basis, or as otherwise necessary.
- 4.12 To advise and make recommendations to the Board regarding the reselection or deselection of a Governor at the end of each term of office or, where appropriate, during a term of office following a performance review by the Search Committee.
- 4.13 To advise and make recommendations to the Board regarding the appointment of new Governors.

Remuneration Committee modus operandi (CEO to attend, any Staff and Student Governors excluded):

Monitoring responsibilities:

The Committee shall have the following monitoring responsibilities:

- 4.14 To monitor achievement against agreed targets for any collectively and individually based approved performance planning applicable to senior post holders.
- 4.15 To monitor on a national basis the pay levels of senior post holders (and Governance Officer) in other appropriate institutions.
- 4.16 To monitor on a national basis other appropriate benefits paid to senior post holders (and Governance Officer) in other appropriate institutions

Advisory responsibilities: The Committee shall consider and advise the Corporation on:

- 4.17 Periodic pay / progression awards to senior post holders and the Governance Officer (other than those already decreed by national negotiations).
- 4.18 Other agreed benefits applicable to senior post holders, for example, a motor vehicle (or, a cash-based alternative) and medical expenses insurance
- 4.19 Sensitive or confidential matters relating to succession planning

5. Reporting Procedures

- 5.1 The Committee will circulate the minutes of its meetings to the Governing Body.
- 5.2 Any structured reports and recommendations will be made available to subsequent meetings of the full Governing Body.

FINANCE AND RESOURCES COMMITTEE (FRC):

Membership:	8 (may not contain ARC or student Governors) - (Quorum 4)
Frequency	4 meetings per annum
Rationale:	Handles Finance, Corporate Services, Staffing Resources & Policy, Estates functions, Work Based Learning, Health and Safety, associated risk referral to ARC.
Reporting:	Executive Directors as required.

= TERMS OF REFERENCE – FINANCE & RESOURCES COMMITTEE (FRC)

Constitution:

Grŵp Llandrillo-Menai (the “Corporation”) hereby resolves to adopt the following terms of reference for the Finance and Resources Committee (the “Committee”).

1 Duties:

1.1 Executive responsibilities:

- 1.1.1 Approval of the process for selecting contractors for the Grŵp
- 1.1.2 Approval of minor changes to the management of any building project (total value to be agreed)
- 1.1.3 The Committee shall have no other executive responsibilities except those specifically delegated by the Corporation.

1.2 Monitoring responsibilities

The Committee shall have the following monitoring responsibilities:

Financial Management:

- 1.2.1 To review the effective and efficient use of Grŵp resources within established parameters
- 1.2.2 To review financial reports and statements at each scheduled meeting
- 1.2.3 To review regular reports on franchised activity
- 1.2.4 To review regular reports on risk in relation to Grŵp financial management
- 1.2.5 Monitoring of employer satisfaction linked to Busnes@ provision

Strategic Planning:

- 1.2.6 To review the Grŵp's strategic plans (including franchising proposals), including an annual review during the period January to April of progress in implementing the plan
- 1.2.7 To review other associated planning issues, such as action plans arising from self-assessment and external assessment
- 1.2.8 To review regular reports on Grŵp risk in relation to strategic planning

Estates Matters:

- 1.2.9 To oversee the implementation of the Grŵp Estates Strategy
- 1.2.10 To monitor the work of any project management team(s)

- 1.2.11 To monitor the process of securing planning approval
- 1.2.12 To oversee all Grŵp budgetary allocations related to the Estates Strategy
- 1.2.13 To monitor the management and tendering requirements for all projects
- 1.2.14 To oversee all relevant timescales and plans associated with the Grŵp Estates Strategy
- 1.2.15 To review the implementation of approved projects

Staffing:

- 1.2.16 Reviews and evaluates the Human Resource Strategy (including all policies in support of it)
- 1.2.17 Monitors Staff sickness and deployment
- 1.2.18 Will review all areas of high risk which fall within the remit of the Committees
- 1.2.19 Will review and evaluate all policies and procedures relating to Staff Operations

Other:

- 1.2.20 To review all relevant issues relating to Grŵp ICT matters including security.
- 1.2.21 Oversight of Environmental Matters via monitoring the Environmental Strategy (to be approved by the Board), and subsequent action plan progress

2 Advisory Responsibilities:

The Committee shall consider and advise the Corporation on:

Financial Management for the Grŵp:

- 2.1 The strategies in relation to finance, including loans
- 2.2 Arrangements for securing value for money, solvency and safeguarding assets
- 2.3 The annual estimates of income and expenditure
- 2.4 The College's investment and borrowing strategies
- 2.5 Allocation of resources
- 2.6 Capital expenditure and depreciation
- 2.7 Project affordability and financial viability of major capital projects
- 2.8 The annual statement of audited accounts
- 2.9 The annual financial forecasts for DfeS (including consideration of a sensitivity analysis and associated risk management plan)
- 2.10 Periodic statements of income and expenditure
- 2.11 Regular reports on student numbers and anticipated units of funding
- 2.12 The operation and results of devolved budgets
- 2.13 The use of parameters for the effective and efficient use of resources
- 2.14 The formulation of Financial Regulations including subsequent variations
- 2.15 The policy by which tuition and other fees payable to the institution are determined.
- 2.16 The Grwp's Health and Safety Portfolio

Strategic Planning:

- 2.17 The Grŵp final Strategic Plan

Estates Matters:

- 2.18 The development and implementation of a Grŵp Estates Strategy

Staffing:

- 2.19 Human resources, including staff planning to meet the institution's needs and professional development strategies, Framework for the pay and conditions of service of all staff with the exception of the Governance Officer and those designated as Senior Post Holders
- 2.20 A staff code with which staff are contractually expected to comply
- 2.21 Recruitment and appointment arrangements
- 2.22 Procedures for suspension, discipline, and dismissal of staff, including arrangements for hearing appeals.
- 2.23 Staff grievance procedures.
- 2.24 Procedures for dealing with racial and sexual harassment complaints
- 2.25 Equal opportunity in Employment, Professional Development and Student facilities
- 2.26 Arrangements for consultation with trade unions and associations representing staff
- 2.27 A system for regular communications with staff on employment issues
- 2.28 Arrangements for an effective human resources/personnel service.
- 2.29 Arrangements for induction, probation and professional development of staff
- 2.30 A whistleblowing policy
- 2.31 Appropriate policies relating to the early retirement of staff.
- 2.32 An appraisal system for staff
- 2.33 Any other employment related policies

3 Other Responsibilities:

The Committee shall be responsible for any other matters referred to the Committee by the Corporation.

AUDIT & RISK COMMITTEE (ARC): (Must not be members of the Resources Committee)

Membership:	4 (may not contain FRC, SPH or student members) - (Quorum 2) can co-opt as deemed necessary
Frequency:	4 meetings per annum
Rationale:	Handles statutory internal and external audit requirements and reporting, plus overall risk monitoring
Reporting:	Kath Coughlin, Alison Evans, Matt Nash

A routine informal unminuted session will take place at the beginning of each meeting between Auditors and ARC members, without management present. The purpose of these discussions will be to facilitate any areas of concern or general enquiry of interest to Governors, or indeed any concerns that auditors may wish to bring to the attention of ARC members, other than might ordinarily appear on the ARC agenda.

DRAFT TERMS OF REFERENCE – AUDIT & RISK COMMITTEE (ARC)

1 **Constitution:**

The Corporation hereby resolves to adopt the following terms of reference for the Audit & Risk Committee.

2 **Objectives:**

The Audit & Risk Committee shall ensure that the internal control systems, including audit activities, of the Corporation and any of its subsidiaries is monitored actively, independently and objectively in order to:

- 2.1 Improve the effectiveness of the Grŵp's internal control
- 2.2 Reinforce the independence and effectiveness of the internal audit function
- 2.3 Provide a sounding board for Grŵp management of issues of concern in connection with the College's internal control systems.
- 2.4 Advise on the reliability of the Grŵp's information systems
- 2.5 Underpin the objectivity and independence of the external auditors
- 2.6 Increase public confidence in the objectivity and fairness of the Corporation's financial reports and in the quality of the Grŵp's corporate governance.
- 2.7 To provide a medium of communication from the Corporation's auditors, which Grŵp management does not control.

3 **Authority:**

- 3.1 The Audit & Risk Committee is authorised by the Corporation Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Audit & Risk Committee.
- 3.2 The Audit & Risk Committee is authorised by the Corporation Board to obtain independent professional advice and to secure the attendance of non-Governors with relevant experience and expertise if it considers this necessary.

4 **Duties:**

1.1 Executive responsibilities:

- 1.1.1 The Audit & Risk Committee shall have the following executive responsibilities:
- 1.1.2 Ensuring the institution complies with the mandatory requirements of the DfeS Audit Code of Practice
- 1.1.3 Agreeing the nature and scope of audit work
- 1.1.4 Promoting co-ordination between the internal and external auditors.

Monitoring responsibilities

The Audit & Risk Committee shall have the following monitoring responsibilities:

Internal Audit:

- 1.1.5 Reviewing the internal auditors' audit needs assessment and the audit plan
- 1.1.6 Considering major findings of internal audit investigations and management's response
- 1.1.7 Ensuring that the resources made available for internal audit are sufficient to meet the Grŵp's needs.

External Audit

- 1.1.8 Considering the Grŵp's draft annual financial statements, after review by the Strategic Policy and Finance Committee and prior to submission to the Corporation Board for formal approval. This review should include specific consideration of Governors' responsibilities and the corporate governance statement. The Audit & Risk Committee's view on any statement of the effectiveness of the internal control system will be provided to the Corporation Board as part of the Audit & Risk Committee's annual report.
- 1.1.9 To discuss with the external auditors, before the audit commences, the nature and scope of the audit.

1.2 General:

- 1.2.1 Ensuring the Grŵp complies with the mandatory requirements of the DFeS Audit Code of Practice.
- 1.2.2 To discuss findings and conclusions arising from audits, including a review of the external auditor's Management Letter incorporating management responses, and any other matters the internal or external auditors may wish to discuss (in the absence of Grŵp management where necessary).
- 1.2.3 Reviewing the effectiveness of internal control systems, and in particular to review the external auditor's management letter, the internal auditor's annual report and management responses.
- 1.2.4 Monitoring the performance and effectiveness of external and internal audit as the basis for recommendations to the Corporation Board concerning their reappointment.
- 1.2.5 Overseeing the institution's policy on fraud and irregularity, including any action taken under that policy.
- 1.2.6 Reviewing relevant reports from the Welsh Government, NAO and other organisations and monitoring the implementation of relevant recommendations
- 1.2.7 Ensuring that all significant losses have been properly investigated and that the internal and external auditors and DFeS Audit have been fully informed of the matter.
- 1.2.8 To review the Grŵp's mechanisms for the assessment and management of risk
- 1.2.9 To review the assurance mechanisms for ensuring compliance with the Grŵp's Corporate Governance requirements

5 **Advisory responsibilities:**

The Audit & Risk Committee shall consider and advise the Corporation Board on:

Internal Audit:

- 5.1 To advise the Corporation Board on the appointment and terms of engagement of the internal auditors, the audit fee, the provision of non-audit services by the internal auditors and any question of resignation or dismissal of the internal auditors
- 5.2 To consider and advise the Corporation on internal audit reports and management letters
- 5.3 To consider and advise the Corporation on the audit needs assessment and strategic and short term audit plans for the internal audit service.

External Audit:

- 5.4 To advise the Corporation on the appointment and remuneration of the external auditors, and the scope of their work including any non-audit services provided and of resignation or dismissal.
- 5.5 To consider and advise the Corporation on external audit reports and management letters.

6 General:

- 6.1 To advise the Corporation on whether the Grŵp has adequate systems and procedures in place to promote economy, efficiency and effectiveness.
- 6.2 To receive and advise the Corporation on any relevant reports from the National Audit Office, ONS, the Higher Education Funding Council for Wales, the National Assembly for Wales and other appropriate organisations.

7 Other responsibilities:

- 7.1 The Audit & Risk Committee will ensure co-ordination between the internal and external auditors.
- 7.2 The Audit & Risk Committee will consider the Grŵp's annual financial statements after review by the Strategic Policy and Finance Committee and prior to submission to the Corporation Board.
- 7.3 To consider and, if appropriate, investigate, or commission investigations into, any complaints relating to alleged fraud or other financial irregularity or malpractice at the Grŵp in accordance with the Grŵp's code of practice and procedures.
- 7.4 The Audit & Risk Committee shall be responsible for any other matters referred to the Audit & Risk Committee by the Corporation Board.

8 Reporting Procedures:

- 8.1 The Audit & Risk Committee will circulate the minutes of its meetings to the Corporation Board and there shall be an opportunity at meetings of the Corporation Board to discuss matters raised by the Minutes.
- 8.2 The Audit & Risk Committee will produce an annual report which it will submit to the Corporation Board, accompanied by the internal auditor's annual report, summarising the activity for the year. It will give the Audit & Risk Committee's opinion, based on the work of the internal and external audit and any other work conducted during the year, on the effectiveness of the internal control system. The report should be submitted in time to be taken into account by the Corporation Board in its consideration of the Governors' responsibility statement in the annual financial statement.

CURRICULUM, STUDENT & STANDARDS COMMITTEE (CSSC):

Membership:	8 (Quorum 5), can co-opt as deemed necessary
Frequency	3 meetings per annum (one per term)
Rationale:	Handles curriculum planning, quality assessment, partnerships and students, plus associated risk referral to ARC
Reporting:	All Executive Directors as required

DRAFT TERMS OF REFERENCE – CURRICULUM, STUDENT & STANDARDS COMMITTEE (CSSC)

Constitution

The Corporation hereby resolves to adopt the following terms of reference for the Curriculum, Student and Standards Committee.

Duties

1. Executive responsibilities:

The Curriculum and Standards Committee shall have executive responsibilities only as specifically delegated by the Corporation.

2. Monitoring responsibilities:

The Curriculum and Standards Committee shall have the following monitoring responsibilities:

- 2.1 Assuring the quality range, and effectiveness standards of the student learning experience in all curriculum areas across the Grŵp whilst monitoring quality assurance processes.
- 2.2 To review the academic performance and evaluate appropriate benchmarking results in order to provide a comparison of the Grŵp's performance with the sector.
- 2.3 Oversees curriculum development to ensure that the curriculum remains relevant to the priorities agreed by the Regional Skills Partnership.
- 2.4 Considers and approves all policies relating to the curriculum for reference to the Corporation Board.
- 2.5 Reviews and advises the board on the quality of service provided by cross college activities and support functions, including the annual report on complaints received from students and others.
- 2.6 Reviews outstanding and weak "at risk" provision.
- 2.7 Reviews arrangements for self-assessment and inspection in FE, WBL, ACL and the process of review in HE.
- 2.8 Ensures arrangements for the admission, assessment and examination of students and the procedures for the expulsion of students for academic reasons.
- 2.9 Considers summary reports and action plans from teaching and learning observations, centre risk assessors, external examiners, moderators, and verifiers.
- 2.10 Considers reports and action plans on learner perception of courses.
- 2.11 Monitors, evaluates and proposes changes to college policies relating to teaching, training and assessment as necessary
- 2.12 Receives overview reports on validations, approvals, internal reviews and collaborative provision
- 2.13 Will review and evaluate all policies and procedures relating to Student Operations
- 2.14 Will review and monitor HE Fee and Access Plan, and HE Strategy.

3. Advisory responsibilities:

The Committee shall consider and advise the Corporation Board on:

- 3.1 Safeguarding policy and procedures
- 3.2 Student Entitlement Policy
- 3.3 Student Recruitment Policy
- 3.4 Bilingualism Policy
- 3.5 Monitoring of other policies as required

4. Other responsibilities:

The Committee will remain mindful of emerging risk matters concerned with Curriculum, Students and Standards, and will periodically refer matters appropriately to the Audit & Risk Committee and Board as appropriate.

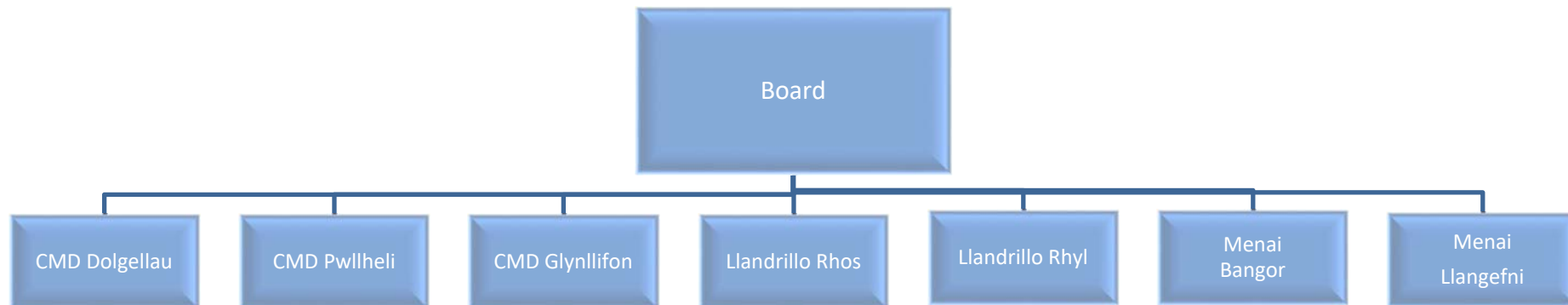
The Curriculum and Standards Committee shall be responsible for any other matters referred to the Committee by the Corporation Board.

Rationale:

The concept of Local College Councils has been developed with a primary purpose of preserving local representation, whilst promoting close relationships with staff, students, local authorities, education partners, wider stakeholders and businesses on a specialized basis across a very diverse geography.

Each College Council is chaired by a Board member to focus local interests through a committee of select area representatives, allowing matters to be aired which are specific to each area of the college’s operation, thereby promoting ownership, participation and integration with the community, whilst at the same time providing a direct voice to the Grŵp Board. Managers and College Curriculum Leaders engage in LCC meetings to provide a conduit for curriculum development to and from each Council. The collective findings and recommendations of all Councils are fed to the full Corporation Board through regular reporting from the Clerking Officer who is tasked with collating issues for Board consideration.

Local College Council Structure:



Local College Council Terms of Reference:

1. Chair

Each College Council is chaired by a member of the Corporation Board local to LCC area.

2. Secretariat

The Clerking Officer (Caroline Jones) is responsible for the management and administration of all Grŵp Llandrillo-Menai College Councils.

3. Remit

To advise the local colleges and, where appropriate, make recommendations to the Corporation Board or relevant Sub-Committees on the development and delivery of the educational provision appropriate to the needs of the learners, industry and the community served by the local colleges and the strategic priorities of the local college area.

4. Membership

- Council Chair – a member of the Corporation Board and appointed by the Board – 1 member
- Members from the local community to represent business, public and voluntary sectors along with local membership that reflects the curriculum provided at the colleges. Members will be appointed following the agreed code of practice and best practice in Governance Procedures – 9 members up to a maximum of 15
- Teaching staff member/s (either one from the academic department or one vocational training department, or one from each if there is demand) elected by their fellow staff members – max 2 members
- One support staff member elected by their fellow staff members – 1 member
- Student member, appointed by the Students – max 2 members
- College Assistant Principal – ex-officio – 1, up to a max 3 members
- College Principal – ex-officio – 1 member

Total – maximum of 25

5. Frequency of Meetings

Each College Council meets a minimum of twice a year, and no more than three times. Cross-campus video conferencing may be used if required.

6. Responsibilities

- Engage with key focus and /or consultative groups and receive regular feedback from those groups, where applicable
- Work with management to develop collaboration with employers, and ensure effective two-way communication
- Consider performance of the College campuses by receiving reports and updates including ones on quality, developments (on-going and potential) and external engagement
- Consider the learner voice
- Consider the staff voice
- Consider community initiatives
- Liaise with other college councils and share information and good practice
- Make informed recommendations regarding the local colleges to the Corporation Board either directly or via a relevant Sub-Committee
- Support local management in making decisions
- Champion the local college in the community
- Endeavour to be forward looking and develop opportunities for the local colleges and develop local arrangements to achieve their purpose.

7. Delegated Powers

- To co-opt new members
- To elect a Vice-Chair
- To consider and make recommendations for the Corporation Board or relevant Sub-Committee
- To fulfil any appropriate tasks when required to do so by the Corporation Board.

8. Agenda

The Agenda will be determined by the appropriate Principal or Assistant Principal in conjunction with the Chair and will take account of the planning cycle, members' interests and requests and current College issues. The Clerking Officer will draw up the agenda notice of the meeting and send to college council members no less than 7 clear days beforehand.

9. Accountability and Reporting

- 9.1 The Clerking Officer will prepare draft minutes within 10 clear days of the meeting taking place and send to the Chair of the College Council for approval.
9.2 A summary of the Chair approved minutes to be presented to the Corporation Board at its next meeting.

Any matters requiring sub-committee consideration will be referred through the Grŵp Governance Officer to bring to the relevant committee's attention.

A summary of Local College Council's minutes and recommendations will also be available on the Grŵp's Governance website.

10. Minutes

Minutes of each College Council should be submitted to the Chair of the College Council for approval within 10 clear days of the meeting taking place.

Minutes will be made available for public access in accordance with the College's Freedom of Information policy.

11. Review of Performance

The performance of the all college councils will be reviewed annually by the Corporation Board. Individual College Councils will also be required to undergo a process of self-evaluation as part of this process.