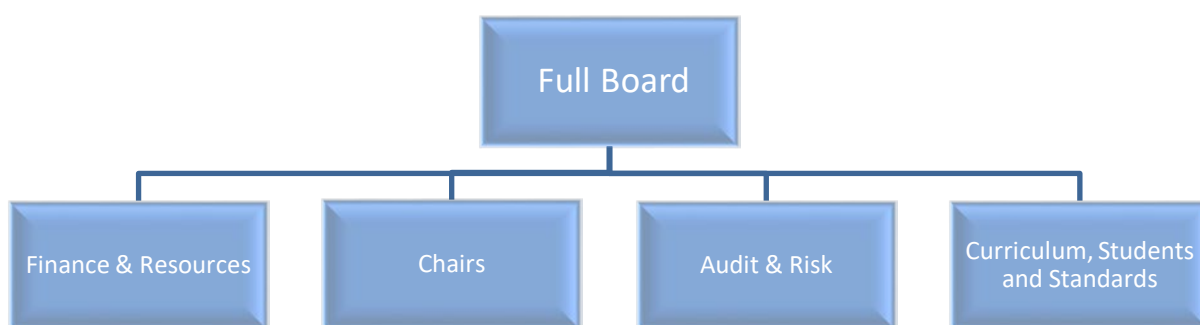


INTRODUCTION:

This paper assisted the revised Board agree its structure and its routine frequency of operation. Designated Governors were asked to collectively consider the terms of reference and determine membership for each sub-committee moving forward. On the directions of the MSG, that the Chair of the Board will be an existing Llandrillo Governor, and that the Vice-Chair will fall to an incumbent Coleg Menai Governor in the first instance; One way to ensure fairness would be for ex Coleg Llandrillo Governors to vote for Chair, and for ex Coleg Menai Governors to vote for Vice-Chair. It is anticipated that (as far as possible) that all Governors agree to receive and read their papers via e-mail in an easy to use format. Suitable equipment and training will be provided to all Governors to facilitate this.

This report assisted Governors to determine the structure of the revised Board and proposes the formation of a set of streamlined sub-committees which are fit for purpose and can appropriately handle Board matters in an efficient way. The frequency of full Board meetings are six per year, plus a public AGM. Sub-Committees meet to suit this pattern mirroring the financial, audit and quality cycles through the year. Sub-committees are populated with the diversity and expertise of the Board in mind, following the principles laid down by the merger process, in a practicable configuration to provide reasonable consistency and continuity for the Board moving forward. A revised meetings calendar was issued from April 1st 2012 and in July 2013.

The new Board has been determined as:

GRŴP BOARD STRUCTURE:

GRŴP LLANDRILLO MENAI GOVERNORS

1. Cllr John Bellis
2. Dr Roy Bichan
3. Andy Bilcliff
4. Dilwyn Evans
5. Dafydd Evans (CEO)
6. Helen Halpin
7. Lyn Joannou
8. Dr Griff Jones
9. Cllr Wyn Jones
10. Peter Lavin
11. Justin Mc Coy
12. Marion Pryor
13. Hedd Pugh
14. John Pierce-Williams.
15. Alun Thomas
16. Cllr Gareth Thomas
17. David W. Williams
18. Derwena Watkin
19. HE Officer
20. SU President
- 21.

FULL BOARD:

Membership: Reducing to 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 Executive Directors are expected to attend Board meetings.

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:	Dafydd Evans in capacity as ED / Principal Llandrillo Ian Rees in capacity as ED / Principal Menai Kath Coughlin in capacity for ED Corporate Services Linda Wyn in capacity as ED / Principal Meirion Dwyfor Other Executive Directors as required + Dr Ann Hynes for Staffing Matters

CHAIR'S COMMITTEE (CC):

Membership:	Chair, Vice Chair of Board plus Chairs of FRC, ARC and CSSC (Quorum 40% of total membership - 2)
Frequency:	2 meetings per annum (search and remuneration), and 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:	Kath Coughlin Corporate Services, CEO and Executive Directors as required.

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

Membership:	5 (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 in capacity for Corporate Services

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:	Linda Wyn in capacity as ED for Academic Services Lesley Tipping in capacity as ED for Curriculum Planning Kath Coughlin in capacity for corporate services as required Other Executive Directors as required

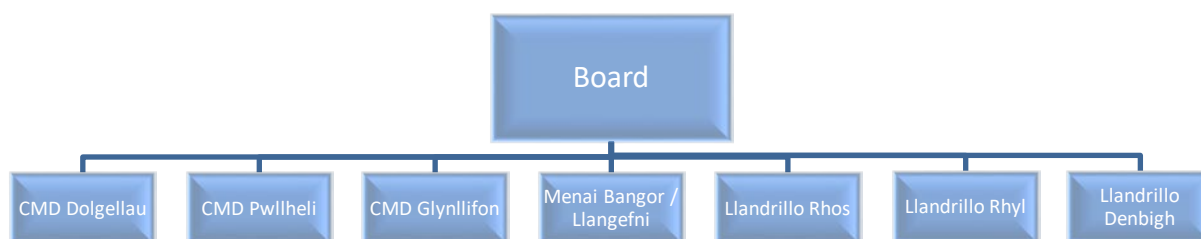
LOCAL COLLEGE COUNCILS (LCC):

The concept of Local College Councils has been developed with a primary purpose of preserving local representation as the Grŵp grows, whilst promoting close relationships with staff, students, local authorities, education partners, wider stakeholders and businesses on a specialized basis across a very diverse geography. Moving forward, it is intended that the number of Local College Councils be broadened, albeit rationalized to provide full coverage of the Grŵp's operations.

Each College Council will be 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 Governance Officer who will be tasked with collating issues for Board consideration. The Governance Officership will offer a secretariat function to every Council moving forward.

It is anticipated that revised Council groupings will begin to operate from September 2012. Revised Terms of reference have been developed to take account of a greater voice for staff and student representation, and their respective feedback and input. Frequency: expected 2-3 meetings per annum. There is an expectation that Local College Council Meetings will rotate around College sites as is practicable. Revised draft base terms of reference have been included at the rear of this paper (Appendix 8).

Proposed Local College Council Structure:



Chairs:

Dolgellau - Hedd Pugh

Pwllheli - Helen Halpin

Glynllifon – Hedd Pugh

Menai – Dr Griff Jones

Rhos – Glyn Jones

Rhyl – John Bellis

Denbigh – Derwena Watkin

Appendix One:

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 Grŵp Governance Officer; 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 Chair's (Search) Committee, to advise on the appointment of Governors and such matters relating to membership and appointments as the Corporation may remit to them. The Corporation shall not appoint any Governor of the Corporation (other than the Principal) unless it has first considered the advice of the (Search) Committee in relation thereto. The Corporation may make rules specifying the procedures for the conduct of the (Search) Committee and a copy of any such

rules, together with the remit of the Chair's 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 Governors.
- 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 Principal
 - 2.16.5 the appointment or dismissal of the Grŵp Governance Officer; 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 their 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 meetingsis 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 functions other than that of Chief Accounting Officer.

Appendix 2:

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:
The Chair / Vice Chair of the Board
Chairs of ARC, FRC and CSSC
The CEO
- 1.4 There shall be not less than 5 members.
- 1.5 A quorum shall be 40% of total 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 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 immediately reported to the full Governing Body at the earliest possible convenience.

Search Mode:

- 2.3 The Committee is authorised by the Board 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 Governance Officer 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.
- 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, 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 related pay scheme applicable to senior post holders.
- 4.15 To monitor on a national basis the pay levels of senior post holders in other appropriate institutions.
- 4.16 To monitor on a national basis other appropriate benefits paid to senior post holders in other appropriate institutions

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

- 4.17 Pay awards to senior post holders and the Governance Officer
- 4.18 Awards under any collectively and individually based approved performance related pay scheme applicable to senior post holders
- 4.19 Other agreed benefits applicable to senior post holders, for example, a motor vehicle (or, a cash-based alternative) and medical expenses insurance
- 4.20 Appropriate performance related pay schemes applicable to senior post holders.
- 4.21 Appropriate Innovation Development Scheme and any other scheme for the Principal.
- 4.22 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 Structured reports and recommendations should be made available to subsequent meetings of the full Governing Body.

Appendix 3:

TERMS OF REFERENCE – FINANCE & RESOURCES COMMITTEE (FRC)

1. Constitution:

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

2. Duties:

2.1 Executive responsibilities:

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

2.2 Monitoring responsibilities

The Committee shall have the following monitoring responsibilities:

Financial Management:

- 2.2.1 To review the effective and efficient use of Grŵp resources within established parameters
- 2.2.2 To review financial reports and statements at each scheduled meeting
- 2.2.3 To review regular reports on franchised activity
- 2.2.4 To review regular reports on risk in relation to Grŵp financial management

Strategic Planning:

- 2.2.5 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
- 2.2.6 To review other associated planning issues, such as action plans arising from self-assessment and external assessment
- 2.2.7 To review regular reports on Grŵp risk in relation to strategic planning

Estates Matters:

- 2.2.8 To oversee the implementation of the Grŵp Estates Strategy
- 2.2.9 To monitor the work of any project management team(s)
- 2.2.10 To monitor the process of securing planning approval
- 2.2.11 To oversee all Grŵp budgetary allocations related to the Estates Strategy
- 2.2.12 To monitor the management and tendering requirements for all projects
- 2.2.13 To oversee all relevant timescales and plans associated with the Grŵp Estates Strategy
- 2.2.14 To review the implementation of approved projects

Staffing:

- 2.2.15 Reviews and evaluates the Human Resource Strategy (including all policies in support of it)
- 2.2.16 Monitors Staff sickness and deployment
- 2.2.17 Oversees Child Protection Issues
- 2.2.18 Will review all areas of high risk which fall within the remit of the Committees
- 2.2.19 Will review and evaluate all policies and procedures relating to Staff Operations

Other:

2.2.20 To review all relevant issues relating to Grŵp ICT matters including security.

3 Advisory Responsibilities:

The Committee shall consider and advise the Corporation on:

Financial Management for the Grŵp:

- 3.1 The strategies in relation to finance, including loans
- 3.2 Arrangements for securing value for money, solvency and safeguarding assets
- 3.3 The annual estimates of income and expenditure
- 3.4 The College's investment and borrowing strategies
- 3.5 Allocation of resources
- 3.6 Capital expenditure and depreciation
- 3.7 Project affordability and financial viability of major capital projects
- 3.8 The annual statement of audited accounts
- 3.9 The annual five-year financial forecasts for DfeS (including consideration of a sensitivity analysis and associated risk management plan)
- 3.10 Periodic statements of income and expenditure
- 3.11 Regular reports on student numbers and anticipated units of funding
- 3.12 The operation and results of devolved budgets
- 3.13 The use of parameters for the effective and efficient use of resources
- 3.14 The formulation of Financial Regulations including subsequent variations
- 3.15 The policy by which tuition and other fees payable to the institution are determined.
- 3.16 The Grwp's Health and Safety Portfolio

Strategic Planning:

- 3.17 The Grŵp final Strategic Plan

Estates Matters:

- 3.18 The development and implementation of a Grŵp Estates Strategy

Staffing:

- 3.19 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
- 3.20 A staff code with which staff are contractually expected to comply
- 3.21 Recruitment and appointment arrangements
- 3.22 Procedures for suspension, discipline, and dismissal of staff, including arrangements for hearing appeals.
- 3.23 Staff grievance procedures.
- 3.24 Procedures for dealing with racial and sexual harassment complaints
- 3.25 Equal opportunity in Employment, Professional Development and Student facilities
- 3.26 Arrangements for consultation with trade unions and associations representing staff
- 3.27 A system for regular communications with staff on employment issues
- 3.28 Arrangements for an effective human resources/personnel service.
- 3.29 Arrangements for induction, probation and professional development of staff
- 3.30 A whistleblowing policy
- 3.31 Appropriate policies relating to the early retirement of staff.
- 3.32 An appraisal system for staff
- 3.33 Any other employment related policies

Other:

3.34 The Grŵp's computing strategy, including security issues.

4 Other Responsibilities:

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

Appendix 4:

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:

4.1 Executive responsibilities:

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

4.2 Monitoring responsibilities

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

Internal Audit

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

External Audit

- 4.2.4 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.
- 4.2.5 To discuss with the external auditors, before the audit commences, the nature and scope of the audit.

4.3 General

- 4.3.1 Ensuring the Grŵp complies with the mandatory requirements of the DFeS Audit Code of Practice.
- 4.3.2 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).
- 4.3.3 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.
- 4.3.4 Monitoring the performance and effectiveness of external and internal audit as the basis for recommendations to the Corporation Board concerning their reappointment.
- 4.3.5 Overseeing the institution's policy on fraud and irregularity, including any action taken under that policy.
- 4.3.6 Reviewing relevant reports from the Welsh Government, NAO and other organisations and monitoring the implementation of relevant recommendations
- 4.3.7 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.
- 4.3.8 Monitoring the implementation of DfeS Audit Related Letters and guidance.
- 4.3.9 To review the Grŵp's mechanisms for the assessment and management of risk
- 4.3.10 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, the Further Education Funding Council for Wales, 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.

Appendix 5:**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 consider the academic performance by reviews and evaluating appropriate benchmarking of Colleges within and in comparison to the Grŵp relating to attainment, completion, successful completion, framework completion, examination grades, attendance, progression, distance travelled, and the standards of literacy and numeracy.
- 2.3 Oversees curriculum development to ensure that the curriculum remains relevant.
- 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 and employer 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

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

4. Other responsibilities:

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

Appendix 6:

STATUTORY REPORTING COMMITTEE

TERMS OF REFERENCE

1. Status and Authority

- 1.1 The Reporting Committee shall be convened by the Grŵp Governance Officer (unless he/she is the subject of the investigation) at the request of the Chair or Vice Chair under the terms of Article 10(3)-(5) of the Articles of Government, normally within 10 working days.
- 1.2 The Reporting Committee is authorised by the Corporation to investigate any activity within its terms of reference. It is authorised to seek any information it requires either externally or from any employee of the College and all employees of the College are directed to co-operate with any request made by the Reporting Committee.
- 1.3 The Reporting Committee in pursuit of the above may obtain outside or other professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, normally in consultation with the Chair or Vice Chair of the Corporation. It may not, however, incur direct expenditure in this respect in excess of [£1,000 excluding VAT] without the prior approval of the Chair or Vice Chair of the Corporation.

2. Terms of Reference

- 2.1 The Reporting Committee shall be responsible for examining the case for dismissal of holders of senior posts/the Grŵp Governance Officer (if he or she is also a member of staff) and preparing a written report, including recommendations as to the decision to be taken by the Special Committee, for consideration by the Special Committee.

3. Membership

- 3.1 The Chairman and members of the Reporting Committee shall be selected by the Chair of the Corporation, or in his/her absence, the Vice Chair.
- 3.2 The Reporting Committee shall consist of no fewer than one and no more than three Governors.
- 3.3 Members of the Special Committee, the Chair, Vice Chair, Principal and staff or student Governors shall not be members of the Reporting Committee.
- 3.4 The Grŵp Governance Officer shall act as Governance Officer to the Reporting Committee except where he/she is the subject of the investigation in which case an appropriate alternative person will be appointed by the Chair.

4. Reporting Committee Procedures

- 4.1 The Reporting Committee shall investigate the case for dismissal of the senior post/the Governance Officer (as the case may be) and compile a written report for the Special Committee. The report must set out the facts of the case and any matter which the Reporting Committee considers should be taken into account by the Special Committee in their consideration of the case, and shall include recommendations as to the decision to be taken by the Special Committee. A copy of the report shall be sent to the holder of the senior post/the Governance Officer (as the case may be).
- 4.2 The Reporting Committee may require any person to appear or to produce evidence relevant to the case under discussion.

Appendix 7:

STATUTORY SPECIAL COMMITTEE

TERMS OF REFERENCE

1. Status and Authority
 - 1.1 The Special Committee shall be convened by the Grŵp Governance Officer (unless he/she is the subject of the investigation) at the request of the Chair, or Vice Chair or Corporation under the terms of Article 10(5)-(8) of the Articles of Government, normally within 10 working days.
 - 1.2 The Special Committee is authorised by the Corporation to consider the report and recommendations of the Reporting Committee and to seek any information it requires either externally or from any employee of the College, and all employees of the College are directed to co-operate with any request made by the Special Committee. It is also authorised to make findings and determine whether or not to dismiss holders of senior posts/the Grŵp Governance Officer.
 - 1.3 The Special Committee in pursuit of the above may obtain outside or other professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary, normally in consultation with the Chair or Vice Chair of the Corporation. It may not, however, incur direct expenditure in this respect in excess of [£1,000 excluding VAT] without the prior approval of the Chair or Vice Chair of the Corporation. If a qualified legal person is to attend the Special Committee, not less than 24 hours prior notice must be given to the holder of the senior post in writing.
2. Terms of Reference
 - 2.1 The Special Committee shall be responsible for considering the report and recommendations of the Reporting Committee and making findings and determining whether or not to dismiss holders of senior posts/the Governance Officer (if he or she is also a member of staff). The Special Committee shall not be bound by the recommendations of the Reporting Committee.
3. Membership
 - 3.1 The Chairman and members of the Special Committee shall be selected by the Chair of the Corporation, or in his/her absence, the Vice Chair.
 - 3.2 The Special Committee shall consist of no fewer than three Governors.
 - 3.3 Members of the Reporting Committee, the Chair, Vice Chair, Principal and staff or student Governors of the Corporation shall not be Governors of the Special Committee.
 - 3.4 The Governance Officer shall act as Governance Officer to the Special Committee except where he/she is the subject of the investigation in which case an appropriate alternative person will be appointed by the Chair.
4. Special Committee Procedures
 - 4.1 The holder of the senior post/the Governance Officer (as the case may be) shall be given not less than 5 working days' written notice of the date of the Special Committee meeting, the nature of the complaint against him/her and supporting evidence (including but not limited to the report produced by the Reporting Committee) and shall be informed of his/her rights to make oral and written testimony and to be accompanied and represented by a representative, friend or colleague. If that

person is a qualified legal person, not less than 24 hours' prior notice of this must be given to the Chair of the Corporation in writing.

- 4.2 The Chair of the Corporation, or in his/her absence the Vice Chair, shall arrange for the complaint against the holder of the senior post/ Governance Officer (as the case may be) to be presented before the Special Committee and/or require other persons to do so.
- 4.3 The Special Committee may require any person to appear or to produce evidence relevant to the case under discussion.
- 4.4 The holder of the senior post/ Governance Officer (as the case may be) shall have the right to be present for the presentation of all aspects of the case for dismissal and shall have the right to question all testimony or evidence, including cross-examination of any witnesses. The Special Committee may also question any witnesses. The person presenting the case for dismissal shall summarise the case for dismissal.
- 4.5 After the presentation of the case for dismissal, the holder of the senior post/the Governance Officer (as the case may be) shall have the right to make a statement and/or to call witnesses. All such submissions from the holder of the senior post/the GO or from witnesses shall be open to questioning from the person presenting the case for dismissal and the Special Committee. The holder of the senior post/the Governance Officer shall also have the right to summarise his/her case.
- 4.6 The Special Committee shall retire to determine, in private, whether the case against the holder of the senior post/ Governance Officer (as the case may be) is proven and if so, determine such action as it considers appropriate, including dismissal. The Special Committee shall confirm its decision in writing to the holder of the senior post/ Governance Officer within 5 working days and, if applicable, set out the right of appeal against that decision

Appendix 8:**LOCAL COLLEGE COUNCILS****Rationale:**

The concept of Local College Councils has been developed with a primary purpose of preserving local representation as the Grŵp grows, whilst promoting close relationships with staff, students, local authorities, education partners, wider stakeholders and businesses on a specialized basis across a very diverse geography. Moving forward, it is intended that the number of Local College Councils be broadened, albeit rationalized to provide full coverage of the Grŵp's operations.

Each College Council will be 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, whilst 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 Governance Officer who will be tasked with collating issues for Board consideration. The Governance Officership will offer a secretariat function to every Council moving forward.

It is anticipated that revised Council groupings will begin to operate from September 2012. Revised Terms of reference have been developed to take account of a greater voice for staff and student representation, and their respective feedback and input. Frequency: expected 2-3 meetings per annum. There is an expectation that Local College Council Meetings will rotate around College sites as is practicable.

Local College Council Terms of Reference:**1. Chair**

Each College Council will be chaired by a Governor local to LCC area.

2. Secretariat

The Clerking Officer will be 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 Governor 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
- Two teaching staff members (one from the academic department, one vocational training department – where relevant) elected by their fellow staff members – 2 members
- One support staff member elected by their fellow staff members – 1 member
- Two student members, appointed by the Students' Union – 2 members
- Campus Directors – ex-officio – 1, up to a max 3 members
- Executive Director – ex-officio – 1 member

Total – min 18 members up to a maximum of 25

5. Frequency of Meetings

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

6. Responsibilities

Each College Council will:

- 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 sites by receiving reports and updates including ones on quality, developments (ongoing 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 up to 6 new members above the required 9
- To elect a Vice-Chair
- To consider and make recommendations for the Corporation Board or relevant Sub-Committee
- To fulfill any appropriate tasks when required to do so by the Corporation Board.

8. Agenda

The Agenda will be determined by the appropriate Executive Director in conjunction with the Chair and will take account of the planning cycle, members' interests and requests and current College issues. The Governance 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 Governance Officer will prepare draft minutes within 7 clear days of the meeting taking place and send to the Chair of the College Council for approval.

9.2 The Chair approved minutes to be presented to the Corporation Board at its next meeting.
OR to be considered - summaries of College Council minutes and a list of any recommendations 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 / Governance Officer of the Corporation to bring to the relevant committee's attention.

A summary of Local College Council's minutes and recommendations will also be sent to site specific staff via email within 6 weeks of the meeting taking place.

10. Minutes

Minutes of each College Council should be submitted to the Chair of the College Council for approval within 7 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 periodically by the Corporation Board. Individual College Councils will also be required to undergo a process of self-evaluation as part of this process.