

## **Scheme of Delegation 2019/20 (Draft V4)**

Signed: /s/ Ellen Thinnesen

Chief Executive Officer

**Approved by the Board of the Corporation**

Signed: /s/ Rob Lawson

(Chair)

REV NO	1	2	3	4	5	6	7	8
DATE	1.3.2019							

## Governance Structure and Scheme of Delegation

The Corporation of City of Sunderland College (encompassing Northumberland College and Hartlepool Sixth Form, the “College Group”) is striving to be at the forefront of best practice in Governance. It recognises that excellent corporate governance is key to commanding public confidence and promoting the reputation of our College Group and the further education sector. It is also key to the pursuit and successful achievement of our vision and strategic goals.

This Scheme of Delegation adopts and builds on the Seven Principles of Public Life which provide an ethical framework for governance based on values and behaviours of governing with:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

Also embedding the Code of Good Governance for English Colleges (Professional; Prudent; Passionate), the Scheme of Delegation publicly demonstrates how governance within Sunderland College ensures leadership and stewardship, protects its reputation, and provides appropriate assurance to key stakeholders.

This Scheme of Delegation sets out the College Group’s approach to delegation between the different layers of governance within our structure, defining transparently the matters which are to be decided by the full Board of the Corporation and the powers delegated to its local governing bodies, sub-committees, the Chief Executive and senior postholders.

### Our Governance Structure

Our Governance structure is made up of the **Board of the Corporation** which is the accountable body for the College Group, and all sub-committees (including local College Boards).

The Board of the Corporation is responsible for:

- Determining the vision, mission and values, and key strategic priorities for the College.
- Setting targets for student achievement prepared and proposed by each local governing body.
- Agreeing the budgets prepared and proposed by each local governing body.
- Appointing Principals and senior post holders.
- Reviewing the performance and pay of the Chief Executive Officer and senior post holders in conjunction, where relevant, with the Chairs of the local governing bodies.

As a general rule, these responsibilities cannot be delegated. Specifically, the Board of the Corporation shall not delegate:

- (a) the determination of the educational character and mission of the College;
- (b) the approval of the annual estimates of income and expenditure;

- (c) the responsibility for ensuring the solvency of the College and the Corporation and for safeguarding their assets;
- (d) the appointment of the Chief Executive or holder of a senior post;
- (e) the appointment of the Head of Corporate Governance and Policy (including where the Head of Corporate Governance and Policy is, or is to be appointed as a member of staff, the Head of Corporate Governance and Policy's appointment in the capacity of a member of staff);  
and
- (f) the modification or revocation of the Articles.

(Articles of Government, para. 7)

#### Sub-Committees and Local Governing Bodies

The Board of the Corporation pursuant to its authority under the Instrument and Articles of Government, has established a local board for Sunderland College (inclusive of Hartlepool Sixth Form) and a local board for Northumberland College. Both are sub-committees of the Board of Corporation. Together, these two Boards along with other sub-committees at group and local level assist with the effective and efficient operation of corporate governance. With effect of 1 July 2019 these are the:

- **Audit Committee**, responsible for advising the Board of the Corporation on the adequacy and effectiveness of the College's audit arrangements and risk management and control across the Group.
- **Finance, Resources & Capital Projects Committee**, responsible for advising the Board of the Corporation on the financial position of the College including the solvency of the institution and the safeguarding of its assets, estate and resource matters across the Group.
- **Governance Committee**, responsible for advising the Board of the Corporation on all aspects of corporate governance including membership, governor training and self-assessment and staff remuneration across the Group.

**Northumberland College Local Board and the Sunderland College Local Board (inclusive of Hartlepool Sixth Form)**, responsible for ensuring the mission, vision, values and key strategic priorities for the College Group are being met by the local college, through effective monitoring, evaluation and compliance.

**Northumberland College Curriculum & Quality Committee and the Sunderland College Curriculum & Quality Committee (inclusive of Hartlepool Sixth Form)**, responsible for advising the Board of the Corporation on matters concerning all aspects of curriculum and quality delivered at the local college or via its subcontractors.

The terms of reference for each local governing body and committee are attached hereto as Annexes 1 – 5.

### **Scheme of Delegation**

The Board of the Corporation and the people and bodies to which powers are delegated will act at all times within the terms of the Instrument & Articles of Government, the Financial Memorandum between the Skills Funding Agency and the College Group, the Code of Good Governance for English Colleges, the Audit Code of Practice and the College's Financial Regulations. In case of any doubt or conflict the authority of these documents will prevail.

The Scheme of Delegation should be read in conjunction with the Corporation's Standing Orders, the Terms of Reference for all Committees, and the role description for the Chair of the Corporation.

Where the Board of the Corporation delegates, there must be clear and robust reporting procedures and lines of accountability in place to ensure the delegated authority is exercised appropriately.

The Scheme of Delegation will be reviewed annually.

In this delegation the phrases used have the following meanings:

- **Consult:** the individual/group that should be consulted as part of the process of completing a particular task.
- **Deliver:** the individual/group that has responsibility for undertaking the particular task delegated to them and reporting on its delivery at suitable intervals. In the case of the CEO (Chief Executive Officer) this will normally be at level of the Board of the Corporation. In the case of the Principal this will normally be at the level of the College Local Board.
- **Approve:** the individual/group that has primary responsibility for ensuring the particular task is completed and approving how the Group and/or local colleges (as appropriate) should undertake the task including determining appropriate milestones and targets to be reported against.
- **Develop:** the individual/group that has responsibility for developing proposals relating to a task for discussion and approval by the appropriate decision-making individual/group.
- **Recommend:** the individual/group that should make recommendations as to how a particular task should be completed. In the case of (i) the CEO they will be making recommendations to the Board of the Corporation and/or College Local Board (as appropriate), (ii) the College Local Board they will be making recommendations in relation to their local college to the Board of the Corporation, CEO and/or Principal (as appropriate) and (iii) the Principals they will be making recommendations in relation to their local college to the CEO and/or College Local Board (as appropriate).
- **Report:** the individual/group that has responsibility for reporting on the delivery of tasks or notifying of irregularities or issues.
- **Review:** the individual/group that has responsibility for reviewing whether a particular task is being carried out satisfactorily and where appropriate requiring action to be taken to ensure task is delivered appropriately. In the case of (i) the Board of the Corporation they will be reviewing the CEO and/or College Local Board (as appropriate), (ii) the CEO they will be reviewing the Principals and (iii) the College Local Board they will be reviewing the Principal and their leadership team.
- **Comply:** the individual/group will follow agreed policies and procedures.

*To assist interpretation of the matters delegated the table below provides additional comment as appropriate*

		Level: The 'Group' also known as Education Partnership North East (EPNE)			Level: the local College	
STRATEGY AND LEADERSHIP	FUNCTION OR TASK	Board of the Corporation	Head of Corporate Governance and Policy	CEO/Senior Leadership Team	College Local Boards	Principals
	<b>Set the vision, strategic objectives and key performance indicators of the Group</b>	<b>Approve and Review</b> – for the Group		<b>Develop</b> – in the case of the Colleges in consultation with College Local Boards (CLB) and Principals	<b>Consult and Review</b>	<b>Consult</b>
	<b>Deliver strategic objectives of the Group and its Colleges</b>	<b>Review</b>		<b>Deliver</b>	<b>Review</b>	<b>Deliver</b>
	<b>Compliance : Funding Agreement</b> – comply with all obligations	<b>Review and Comply</b>		<b>Deliver</b>		<b>Comply</b>
	<b>Compliance: Regulatory</b> – with all regulations affecting the Group (including all charity law), company law, employment law, and health and safety law	<b>Review and Comply</b>		<b>Comply</b> Report – to Board of the Corporation	<b>Review and Comply</b>	<b>Comply and Deliver</b> Report- to CLB and CEO
	<b>Compliance: Financial Oversight</b> – ensuring that there are appropriate financial controls so that there is value for money in relation to the management of public funds	<b>Approve</b> – policies to ensure compliance and review		<b>Deliver</b> Report – to Board of the Corporation		<b>Deliver</b>  <b>Report</b> – To CLB & CEO
	<b>Compliance: Governance</b> Completing the register of interests and put in place a procedure to deal with any conflicts of interest and connected party transactions	<b>Approve</b> – policies to ensure compliance  <b>Comply</b>	<b>Deliver</b>		<b>Comply</b>	<b>Comply</b>
	<b>Appointment of Governors – Board of the Corporation and sub-committees</b> – ensuring processes in place for appointment of Governors (including ensuring that the Governors have the skills to run the Group and the Colleges)	<b>Approve</b> – policies and criteria for the selection of Governors and appointment of Governors	<b>Review</b> – annually the size, structure and composition and skills needs of the sub-committees	<b>Consult and Recommend</b> – potential Governors	<b>Review</b> – procedures for the appointment of staff and student governors	

		<b>Review</b> – the Board and sub-committees' performance	<b>Recommend</b> – if appropriate changes to the size and composition of the sub-committees		<b>Review</b> – own performance	
	<b>Appointment of the Accounting Officer and Audit Committee</b>	<b>Approve and Deliver</b> – appoint Accounting Officer and the Audit Committee	<b>Recommend</b>	<b>Deliver</b> – the Accounting Officer role		
	<b>Appointment of Head of Corporate Governance and Policy</b>	<b>Approve and Deliver</b> – appoint the Head of Corporate Governance and Policy to the Board		<b>Consult and Recommend</b> – recognising the dual nature of the role	<b>Consult</b>	
	<b>Policies – review and approval of Group Wide Policies</b>	<b>Approve and Review</b>	<b>Review</b>  <b>Report</b> – fitness and suitability	<b>Deliver</b> – presenting policies to the Board for approval  <b>Report</b> – material non-compliance to the Board	<b>Review</b> – policies approved by the Board	<b>Deliver</b>  <b>Report</b> – non-compliance to the CLB and the CEO
	<b>Safeguarding – compliance with statutory duties and Group policy</b>	<b>Approve and Review</b>		<b>Deliver</b> – present both Group and Colleges with policy  <b>Report</b>	<b>Consult and Review</b>	<b>Deliver</b> – implement policy in the College
	<b>Prepare Terms of Reference for Sub-Committees</b>	<b>Deliver and Review</b>	<b>Report</b>		<b>Consult</b>	
	<b>Training programme for Governors</b>	<b>Approve and Comply</b>	<b>Develop</b>		<b>Consult and Comply</b>	

		Level: The 'Group' also known as Education Partnership North East (EPNE)		Level: the local College	
EDUCATION AND CURRICULUM	FUNCTION OR TASK	Board of the Corporation	CEO/Senior Leadership Team	College Local Boards	Principals
	<b>Set the curriculum model and staffing complement for the Group</b>	<b>Approve</b> – for the Colleges in line with Group ethos	<b>Develop</b> – in the case of the Colleges in consultation with CLB and Principals	<b>Recommend</b>	<b>Consult</b>
	<b>Quality of Education and High Standards of Teaching, Learning Support and Assessment</b> – ensuring high standards and consistency through challenge and intervention	<b>Approve, Review and Deliver</b>	<b>Deliver</b> – supporting the Colleges and intervening where appropriate	<b>Consult and Review</b>	<b>Deliver</b>  <b>Review</b> – monitoring of staff to ensure teaching, learning and assessment objectives are met  <b>Report</b> – strengths and concerns in the quality of teaching, learning and assessment to CEO and Local C&Q
	<b>Curriculum</b> – setting the curriculum for the Colleges and reviewing its effectiveness	<b>Approve</b> – curriculum and standards  <b>Review</b> – effectiveness of the curriculum across Group	<b>Recommend, Review and Deliver</b>	<b>Consult and Review</b>	<b>Approve and Deliver</b>
	<b>Student Voice, Engagement, Conduct and Impact</b>	<b>Approve, Review and Deliver</b>	<b>Review</b> - delivery	<b>Review</b>  <b>Report</b> – any material issues to the Board and the CEO	<b>Deliver</b>  <b>Report</b>
	<b>Student Services and Support (including services for disadvantaged students)</b>	<b>Review</b>	<b>Approve</b>		<b>Deliver</b>

		Level: The 'Group' also known as Education Partnership North East (EPNE)			Level: the local College	
	FUNCTION OR TASK	Board of the Corporation	Finance, Resources & Projects (FRP) Committee or Audit Committee (AC)	CEO/Senior Leadership Team	College Local Boards	Principals
FINANCE AND RISK	<b>Financial Planning</b> – agreeing 3-5 year affordable financial strategy and plan across the Group to ensure sustainability and solvency	<b>Approve</b> - in consultation with the CLBs	<b>FRP Review</b> – compliance with the overall financial plan for the Group	<b>Recommend</b> – a funding model to the Board for approval  <b>Review</b>	<b>Consult</b>	<b>Comply</b>
	<b>Group Annual Budget</b> – Formulating and setting the Group wide budget	<b>Approve</b>	<b>FRP Recommend</b> – the Group Budget to the Board of Corporation	<b>Deliver</b> – on preparation of Group Budget and present to the FP&C for approval		<b>Consult</b>
	<b>Expenditure and ensuring delivery of Annual Budgets</b>	<b>Review</b>	<b>FRP Review and Report</b> – to the Board any issues with expenditure or compliance with the Annual Budgets	<b>Report</b> – to the Board any material issues with delivery against the Annual Budgets by the Colleges  <b>Receive Reports</b> – on matters of concern in connection with compliance with the Annual Budgets	<b>Review</b>	<b>Report</b> – to the CEO for any matters of concern in respect of the College's annual budget
	<b>Reporting:</b> financial reporting, Annual Accounts and KPIs	<b>Approve</b>	<b>FRP Review and Recommend</b> – Annual Accounts to Board of Corporation	<b>Deliver</b>		<b>Deliver</b>
	<b>Financial Regulations and Delegations</b>	<b>Approve</b>	<b>FRP Review, Deliver and Comply</b> – Adherence to limits	<b>Deliver</b> – on recommending financial limits to the Board		<b>Comply</b>



				<b>Review</b> – effectiveness of limits		
	<b>Tuition and Other Fees</b> – determining the tuition and other fees payable to the Corporation	<b>Approve</b>	<b>FRP Recommend</b> <b>FRP Review</b>	<b>Recommend</b> <b>Review</b>	<b>Consult</b>	
	<b>Risk Management</b> - Risk Framework Policy, Risk Appetite, Strategic Risk Register	<b>Approve</b>	<b>AC – Recommend</b> <b>AC - Review</b>	<b>Develop</b> <b>Deliver</b>		
	<b>Arranging Insurance for the Group</b>	<b>Review</b>		<b>Deliver</b>		
	<b>Audit and Controls</b> – external and internal	<b>Approve</b>	<b>AC- Recommend</b> – appointment of internal and external audits, audit strategy and annual internal audit plans	<b>Deliver</b>		

		Level: The 'Group' also known as Education Partnership North East (EPNE)			Level: the local College	
HR AND OPERATIONS	FUNCTION OR TASK	Board of the Corporation	Finance, Resources & Projects Committee	CEO/Senior Leadership Team	College Local Boards	Principals
	<b>Appointment of Head of Corporate Governance and Policy</b>	<b>Approve and Deliver –</b>		<b>Consult and Recommend-</b> appointment of the Head of Corporate Governance and Policy (recognising the dual remit of the role)	<b>Consult</b>	
	<b>Appointing the senior designated postholders</b>	<b>Approve –</b> in consultation with the CEO		<b>Recommend –</b> sit on appointment panel along with representatives of the Board of Corporation and relevant CLB	<b>Recommend –</b> representatives to sit on the appointment panel with the CEO	
	<b>Human Resource/ People Plan – ensure its reflects the ethos and values of the Group and is affordable</b>	<b>Approve</b>	<b>Review</b>	<b>Recommend Deliver</b>	<b>Consult</b>	<b>Deliver</b>
	<b>Setting Terms and Conditions of Employment</b>	<b>Determine –</b> and consider any proposals by CLBs to make amendments		<b>Recommend</b>	<b>Consult –</b> report to Board on any suggested changes to the College's	<b>Comply</b>

	<b>Setting Appraisal Performance Targets in line with Policy and completed pay reviews</b>  (in line with the Group's pay policy and Association of College Governor's Council – The Colleges Senior Post Holder Remuneration Code)	<b>Review</b> – in respect of senior post holders/HCG&P <b>Receive reports</b> – in respect of appraisal arrangements/outcomes <b>Review</b> – appeals in respect of senior post holders cross-Group staff Approve – for pay reviews		<b>Review</b> – in respect of senior post holders and cross Group staff (and any appeals from College staff) <b>Review and Report</b> – (annually) to the Board on appraisal arrangements and outcomes	<b>Review</b> – in respect of performance management of Principals  <b>Consult</b> – for pay reviews	<b>Deliver</b> – in respect of all other staff  <b>Report</b> – annually to the CEO on appraisal arrangements and outcomes
	<b>Discipline and grievance policy</b>	<b>Approve</b>		<b>Recommend</b>	<b>Review</b>	
	<b>Suspension, dismissal or discipline of the CEO, and senior post holders(in accordance with the College disciplinary and capability policies)</b>	<b>Review</b> – in respect of senior post holders and HCG&P  <b>Deliver</b> -Manage and approve procedures and policy and make decisions.		<b>Review</b> – in respect of senior post holders  <b>Recommend</b>  <b>Report</b> – any dismissal of senior leaders (non SPH) to the Board	<b>Review</b> - in respect of the Principal of the College	
	<b>Asset and Premises Maintenance Strategy –</b> determine use of Group's premises and ensuring premises are adequately maintained	<b>Approve</b>	<b>Review</b>	<b>Recommend</b>	<b>Recommend</b>	<b>Deliver</b> – in accordance with College policy/procedure
	<b>Acquiring and disposing of Group Land</b>	<b>Approve</b>		<b>Recommend</b>		
	<b>Changing use of Assets</b>	<b>Approve</b>		<b>Recommend</b>	<b>Recommend</b> – to the Board any changes to fixed assets used by the College	<b>Recommend</b>

## Annex 1 – Audit Committee Terms of Reference

### REGIONAL AUDIT COMMITTEE CONSTITUTION AND TERMS OF REFERENCE

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<b>Frequency of Meetings:</b>	At least three times per annum
<b>Secretary:</b>	Head of Corporate Governance and Policy
<b>Reporting Relationships:</b>	Reports to the Corporation
<b>Quorum:</b>	Any two members

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Constitution		Membership	Tenure
4 Members	Chair	P McEldon	
	Vice Chair	TBC	
		C Magog	
		L Farthing	

Transitional arrangements will apply in relation to the period March to July 2019. Existing membership shall be retained .

**NB:**

- (1) Provision exists for the Corporation to co-opt outside members with specific expertise required by the Committee.
- (2) Funding rules require that no member should have a direct role in the executive management of the institution.
- (3) Collectively, members of the Committee should have recent, relevant experience in risk management, finance and audit and assurance.
- (4) The Committee must provide impartial advice to the Corporation based on a robust and challenging scrutiny role.

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**Managers invited to attend:** Chief Executive, Vice Principal Finance & Resources/COO, College Principals, and any other member of staff as agreed by the committee

## **Terms of Reference**

- a) To assess and provide the Corporation with an opinion on the adequacy and effectiveness of the College's audit arrangements, framework of governance, risk management and control, processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets.
- b) To advise the Corporation on the appointment, reappointment, dismissal and remuneration of the financial statements and regulatory auditors and other assurance providers, including internal auditors and establish that all such assurance providers adhere to relevant professional standards.
- c) To advise the Corporation on the scope and objectives of the work of internal audit and the financial statements auditor.
- d) To monitor effective co-ordination between internal audit and the financial statements auditor.
- e) To consider and advise the Corporation on the audit strategy and annual internal audit plans.
- f) To advise the Corporation on internal audit assignment reports and annual reports and on control issues included in the external auditor's management letters including their work on regularity, and management's response to these and related matters.
- g) To consider and advise the Corporation on relevant reports by the National Audit Office (NAO) and the Education & Skills Funding Agency (ESFA) and other funding bodies and such other sources as the Committee deems appropriate, and where appropriate, management's response to these.
- h) To monitor, within agreed timescales, the implementation of recommendations arising from the management letters and reports of the financial statements and regularity auditor, and of any reports submitted by other providers of audit and assurance services to the College.
- i) To establish, in conjunction with College management, relevant annual performance measures and indicators and to monitor the effectiveness of internal audit and the financial statements auditor through these measures and indicators and decide, based on this review, whether a competition for price and quality of the audit service is appropriate.
- j) To produce an annual report for the Corporation. The annual report must summarise the Committee's activities relating to the financial year under review, including any significant issues arising up to the date of preparation of the report, and any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. It must include the view of its own effectiveness and how it has fulfilled its terms of reference. The report must include the Committee's opinion on the adequacy and effectiveness of the College's audit arrangements, its framework of governance, risk management and control, and its processes for securing economy, efficiency and effectiveness. The annual report must be submitted to the Corporation before the Statement of Corporate Governance and Internal Control in the accounts is signed. A copy of the Committee's annual report must be submitted to the relevant funding body with the annual accounts.

- k) To have the right of access to obtain all the information and explanations the Committee considers necessary, from whatever source, to fulfil its remit.
- l) To oversee the College's policies on fraud and irregularity and whistleblowing and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity; that investigation outcomes are reported to the audit committee; that the external auditors (and internal auditors where appointed) have been informed, and that appropriate follow-up action has been planned/actioned, and that all significant cases of fraud or suspected fraud or irregularity are reported to the Chief Executive of the appropriate funding body.
- m) To inform the Corporation of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded.
- n) To review the Terms of Reference and frequency of meetings of the Committee at least once every two years.

**Approved by the Board: 5<sup>th</sup> February 2019**

**Revised by Board: 7<sup>th</sup> July 2015, 17<sup>th</sup> October 2017 & 3<sup>rd</sup> July 2018**

## **Annex 2 - Finance, Resources and Projects Committee Terms of Reference**

### **REGIONAL FINANCE, RESOURCES AND CAPITAL COMMITTEE CONSTITUTION AND TERMS OF REFERENCE**

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<b>Frequency of Meetings:</b>	At least twice per term
<b>Secretary:</b>	Head of Corporate Governance and Policy
<b>Reporting Relationships:</b>	Reports to the Corporation
<b>Quorum:</b>	3

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<b>Constitution</b>		<b>Membership</b>	<b>Tenure</b>
8 Members	Chair	T Crompton	
	Vice Chair	TBC	
		R Lawson	
		S Marshall	
		J Phillips	
		R Saelzer	
		E Thinnesen	
		TBC	

Transitional arrangements will apply in relation to the period March to July 2019. Existing membership shall be retained

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**Managers invited to attend:** Senior Management and any College Managers who have prepared a paper for consideration by the Committee.

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#### **Terms of Reference**

1. Subject to 2 and 3 below, to take any decision on behalf of the Corporation other than a decision:
  - (a) reserved to the Regional Board by law (including the Instrument and Articles of Government) or by requirement of any regulator, or by the Regional Board itself (refer to Annex A); or
  - (b) which may have a material adverse impact on the implementation of the Group Strategic Plan or realisation of any of its objectives; or
  - (c) which is contrary to any policy of the Corporation or would result in the making of a new policy; or
  - (d) which would require expenditure for which no budget has been allocated or result in liabilities not authorised by the Regional Board where provision would need to be made in the College's accounts; or

- (e) which is specifically reserved to the Audit Committee or Governance Committee.
2. The Chair of the Corporation (or in their absence the Vice Chair) may at any time before a decision of the Committee is implemented require a matter to be referred to the Regional Board if they believe that consideration of the matter or decision making by the Regional Board is in the best of interests of the Corporation.
  3. Standing Orders provide that a written statement by the Chair or Vice Chair (as the case may be) to the effect that they have decided not to exercise their powers under paragraph 2 in relation to any particular matter or decision can be relied upon by a third party in terms of treating the decision of the Committee taken within its remit as a decision of the Corporation.
  4. By way of example (but the following does not limit the extent of the delegation set out in paragraph 1 above), the Committee's powers (with the support and advice of Senior Post Holders and Staff) include:
    - a) Acting on the Corporation's behalf with regard to financial and resources matters and alerting the Corporation to matters which may affect the solvency of the institution and the Corporation or the safeguarding of its assets
    - b) Making recommendations to the Corporation regarding policies, major practices and procedures in respect of financial, estates and resources matters and their administration
    - c) To make recommendations in relation to the implementation of the College's approved Property and ICT Strategy and acting for the Corporation on matters requiring decisions regarding building repair, structural alteration and minor adaptations
    - d) To take decisions on behalf of the Corporation in relation to the implementation of the approved Property Strategy and ICT Strategy in circumstances where either:
      - i) the Committee is satisfied, for reasons to be recorded in the minutes of the meeting, that it is not in the interests of the Corporation for a decision to be delayed until the next ordinary meeting of the Regional Board; or
      - ii) the decision involves expenditure which does not exceed limits set by the Regional Board from time to time.
  - e) Advising the Corporation upon matters requiring decisions of the Corporation itself, in particular the responsibility of the Corporation for:
    - i) the approval of the annual estimates of income and expenditure, ensuring the solvency of the institution and the safeguarding of its assets
    - ii) Setting the policy by which the tuition and other fees payable to the Corporation are determined
    - iii) Approving all new loan borrowings
  - f) To review the Terms of Reference and frequency of meetings of the Committee at least once every two years.



g) Receiving reports upon and carrying out the following as appropriate:

#### **Finance**

- Considering budgets and amendments thereto presented by senior management through the Vice Principal (Finance and Resources) and making recommendations to the Corporation
- Reviewing and monitoring budget forecasts against actual income and expenditure throughout the year and taking appropriate action
- Recommending the Financial Regulations and procedures to the Corporation
- Approving virement between budget headings as outlined in the Financial Regulations
- Considering all applications for borrowing, including overdraft and authorise the levels and purpose of such borrowing in accordance with the Education & Skills Funding Agency (ESFA) Financial Memorandum and College Financial Regulations
- Ensuring that the College satisfies the conditions of funding from the Office for Students
- Ensures that the College satisfies the conditions of financial support from any stakeholder e.g. Transaction Unit, ESFA, Bank, Local Authority
- Overseeing and approving investment of surplus funds and debt repayment and rescheduling.
- Considering and approving as appropriate disposal of assets and writing off bad debts.
- Approving and monitoring the Treasury Management strategy.
- Deciding on the procurement of supplies, services and works where required by Financial Regulations (excluding subcontracting which is a matter for the Board)
- Ensuring that the College is adequately covered for suitable risk by insurance and that such provision is appropriately amended from time to time
- Deciding on all issues relating to taxation (Corporation Tax and Value Added Tax)
- Considering and making recommendations to the Corporation on all College fees and charges
- Considering, approving or referring to the Corporation recommendations made by other Committees on financial grounds and advising accordingly

- Reporting at least termly to the Corporation upon the Corporation's financial position

## **Estates and ICT**

- Making policy recommendations to the Corporation on the continued development of the College's estates and Learning Environment
- Monitoring and managing the use of capital funds received from the TU
- Approving proposals for submitting town and planning applications, building regulation applications and other consents in connection with any Property or ICT project approved by or on behalf of the Board.
- Approving the procurement process (subject to compliance with applicable laws including European Procurement regulations) for the appointment of relevant consultants and contractors in connection with any Property or ICT project.
- Approving the detailed terms of any legal document giving effect to such projects
- Receiving reports in relation to best practice in relation to implementation of Property and ICT Projects, maintenance and renewal/refresh policies and practices so as to:
  - i) consider value for money in relation to existing practices; and
  - ii) inform the Corporation as to any concerns and any changes in practice which may be desirable
- Receiving progress reports in relation to Property and ICT projects, with recommendations as appropriate.

**Approved by the Board: 5<sup>th</sup> February 2019**

**Revised by the Board: 7<sup>th</sup> July 2015, 17<sup>th</sup> October 2017 & 3<sup>rd</sup> July 2018**

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Delegation

At its meeting on .....the Board delegated the following authority to the Committee:

1. Subject to paragraph 2 below, the Finance, Resources and Capital Committee shall have powers to make any decision on behalf the Corporation in relation to matters within their respective remits with the exception of any matter or decision:
  - (a) reserved to the Board by law (including the Instruments and Articles of Government);
  - (b) which may have a material adverse impact on the implementation of the Strategic Plan or realisation of any of its objectives;
  - (c) which is contrary to any policy of the Corporation or would result in the making of a new policy; or
  - (d) which would require expenditure for which no budget has been allocated or result in liabilities not authorised by the Board where provision would need to be made in the College's accounts.
2. The Chair of the Corporation (or in their absence the Vice Chair) may at any time before a decision of a Committee is implemented require a matter to be referred to the Board if they believe that consideration of the matter or decision making by the Board is in the best of interests of the Corporation.
3. A written statement by the Chair or Vice Chair (as the case may be) to the effect that they have decided not to exercise their powers under paragraph 2 in relation to any particular matter or decision can be relied upon by a third party in terms of treating the decision of either Committee taken within their respective remits as a decision of the Corporation.

## ANNEX 3 - Governance Committee Terms of Reference

### REGIONAL GOVERNANCE COMMITTEE CONSTITUTION AND TERMS OF REFERENCE

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<b>Frequency of Meetings:</b>	Minimum of once per term plus as and when required
<b>Secretary:</b>	Head of Corporate Governance and Policy
<b>Reporting Relationships:</b>	Reports to the Corporation
<b>Quorum:</b>	3 Members

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Constitution		Membership	Tenure
6 Members	Chair	R Lawson	
	Vice-Chair	TBC	
		T Crompton	
		P McEldon	
		R Saelzer	
		E Thinnesen	

Transitional arrangements will apply in relation to the period March to July 2019.

Existing membership shall be retained .

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<b>Managers invited to attend:</b>	Senior Management
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#### Terms of Reference

##### Governance

1. To advise the Corporation on all aspects of the nomination, appointment and reappointment of members of the Corporation and Local Boards, and on the appointment and reappointment of the Chairs and Vice Chairs of all Local Boards and committees in accordance with the law (including the Instrument and Articles of Government, the Terms of Reference and the Standing Orders) and best practice and guidance.
2. To advise the Corporation on the co-option of co-opted members of the Corporation, Local Boards and Committees.

3. To consider and make recommendations to the Regional Board on its membership and composition to ensure that the Corporation has between its members, the necessary skills and experience to enable the Board to undertake its role effectively on a sustainable basis. To have particular regard to the outcome of skills audits aiming to ensure that the balance of membership in terms of equality and diversity is appropriate and reflects the communities served by the College Group and consider the implications of the College's overall Equality and Diversity policy, including any measurable objectives that may be relevant. It will report to the Corporation on these issues as required and at least once per year.
4. To create publicity to attract interest as often as necessary and at least annually to build up a pool of individuals who may wish to become members/governors in accordance with relevant guidance and good practice.
5. To develop and recommend to the Corporation policies and procedures for the induction, performance review, governance development and training of Corporation members and the Head of Corporate Governance and Policy.
6. To consider reports and recommendations on corporate governance prepared by the College's internal auditors.
7. To review annually the performance of the Corporation and Local Boards as a whole and to make recommendations as to how the Corporation can improve its effectiveness and the declarations of interest for each Corporation member and Local Board Governor.
8. To consider specifically the means of engaging students and the student governor in the life of the College Group.
9. To review the Terms of Reference and frequency of meetings of the Committee at least once every two years.
10. To have the power to employ the services of such external advisers as they deem necessary to fulfill their responsibilities.

#### **Appeals**

11. To hear and adjudicate on (without the CEO/Principals) appeals against decisions made by the CEO/Principals in relation to suspension, any form of dismissal or notice of such dismissal (excluding redundancy) relating to staff other than senior postholders or the Head of Corporate Governance and Policy in accordance with the grievance, suspension and disciplinary procedures approved by the Regional or Local Board as and when required.

#### **Change**

12. To be a consultee for the CEO/Principals and the Executive as and when required in relation to:
  - a. The development of the College's strategy for organisational change;
  - b. The development of a management of change process compliant with all legal requirements;
  - c. The implementation of the change process.

## **Remuneration**

13. To advise the Corporation on the remuneration, grade and contracts of employment of senior postholders including the Head of Corporate Governance and Policy as and when required.

**Approved by the Board: 5<sup>th</sup> February 2019**

**Revised by the Board: 7<sup>th</sup> July 2015, 17<sup>th</sup> October 2017 & 3<sup>rd</sup> July 2018**

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## ANNEX 4 – Local Governing Boards Terms of Reference

<b>TERMS OF REFERENCE FOR THE NC/SC LOCAL GOVERNING BODY</b> <b>2018/19</b>	
<b>Approved by the Corporation on 5<sup>th</sup> February 2019</b>	
1. Constitution	1.1 The Local Governing Body of ..... is formally constituted as a Committee of the Sunderland College Group, in accordance with the Instrument and Articles of Government.
2. Purpose	2.1 The Local Governing Body of .....has been established to oversee activities of the College as delegated by the Corporation. It is expected to act in accordance with the funding agreement and legal obligations of the Corporation, as well as its terms of reference and the scheme of delegation.
3. Membership & Composition	<p>3.1 The composition of the Local Governing Body of ..... shall consist of up to twelve members. These members are expected to have the necessary skills, as determined by the .....to ensure that the Local Governing Body carries out its functions in accordance with its terms of reference.</p> <p>3.2 The Chair and Vice Chair of the Local Governing Body is appointed by the Corporation.</p> <p>3.3 The membership of the Local Governing Body will be determined by the Corporation, but will normally be made up as follows:</p> <ul style="list-style-type: none"> <li>• The Chair of the Local Governing Body</li> <li>• The Principal of the Local College</li> <li>• Two staff members (one support and one teaching)</li> <li>• Two Student members approved by the Corporation</li> <li>• External Independent members (approval by the Corporation)</li> </ul> <p>3.4 On the occasions of any seat on the Local Governing Body falling vacant, the Corporation shall consider and determine whether or not to fill the vacancy or whether to reduce the overall size of the Local Governing Body, provided that any such reduction does not render the composition in conflict with its terms of reference. The Corporation will consider any advice and recommendations made by the Local Governing Body.</p>
4. Attendance at Meetings	<p>4.1 Any Member of the Regional Corporation may attend a Local Governing Body meeting in an advisory capacity as may be desirable and necessary.</p> <p>4.2 For a meeting to be quorate, at least 50% of the membership must be present.</p>
5. Frequency of Meetings	<p>5.1 Meetings shall be held at least .....times per annum, in accordance with a the schedule of the Group meetings to be agreed annually by the Corporation.</p> <p>5.2 Local Governing Body meetings shall be timed to coincide with the overall business cycle for the Group.</p>

6. Authority	<p>6.1 The Local Governing Body is required to comply with the Corporation's overall Scheme of Delegation.</p> <p>6.2 The Committee is delegated financial authority by the Corporation for non-routine revenue, and or capital expenditure in line with the Scheme of Delegation in any one given financial year.</p>
7. Duties	<p>7.1 The duties of the Local Governing Body shall be:</p> <ul style="list-style-type: none"> <li>• To implement actions required to comply with statutory regulations and the Funding Agreements.</li> <li>• To ensure that strategy and policy agreed by the Regional Board is implemented and adhered to within the College.</li> <li>• To ensure that local strategy and policy is in place and that this supports the overall strategic aims and objectives of the Group.</li> <li>• To make recommendations to the Regional Finance, Projects and Commercial Committee on the pay and conditions of staff within the College.</li> <li>• To propose Senior Leadership Team structures within the College.</li> <li>• To develop a robust and high quality budget in advance of each academic year in line with direction provided by the Regional Board.</li> <li>• To engage in the performance monitoring and quality review process towards securing continuous improvement in all areas.</li> <li>• To engage in the College self-evaluation and improvement planning process in order to ensure that the College accurately assesses its performance and has a robust improvement plan in place.</li> <li>• To monitor the delivery of the College's annual revenue and capital budget and financial plan at regular intervals to ensure this is achieved.</li> <li>• To assist the Corporation in complying with the provisions of the Funding Agreements where requested from time to time.</li> <li>• To ensure that effective student and staff engagement exists within the College.</li> <li>• To monitor outcomes against spend.</li> <li>• To monitor attendance, punctuality, success and achievement and behaviour in comparison with the targets set for the College by the Corporation as agreed with the Local Governing Body.</li> <li>• To monitor and evaluate the effectiveness of the TLA system and programme.</li> <li>• To monitor and evaluate the effectiveness of all support services and strategies for students.</li> <li>• To ensure that systems are in place to capture the student, employer and staff voice and monitor actions in response.</li> <li>• To facilitate exclusions, disciplinary and other hearings in relation to College students and staff.</li> </ul>



	<ul style="list-style-type: none"> <li>• Monitor performance set by The Corporation and to take action where these standards are falling.</li> <li>• To ensure appropriate action is being taken by the Principal to ensure the targets are achieved.</li> <li>• To make recommendation on the College curriculum and procedures which will improve the College.</li> <li>• To ensure that the College carries out its duties appropriately to comply with GDPR regulations.</li> </ul>
8. Reporting Procedures	8.1 The Head of Corporate Governance and Policy shall circulate within 10 days, the minutes of the meetings of the Local Governing Body to all Board members and to the Regional Board Chair.
9. Adoption	9.1 These terms of reference were agreed by the Corporation at its meeting on 5 <sup>th</sup> February 2019.

## ANNEX 5 – Local Curriculum and Quality Committees Terms of Reference

<b>TERMS OF REFERENCE FOR THE LOCAL CURRICULUM AND QUALITY COMMITTEE 2018/19</b>		
<b>Approved by the Corporation on 26 February 2019</b>		
1. Constitution	1.1	The Curriculum and Quality Committee of ..... College is formally constituted as a Committee of the Local Governing Body, in accordance with the Instrument and Articles of Government.
2. Purpose	2.1	The Curriculum and Quality Committee of ..... College has been established to advise the Board on matters concerning the quality and effectiveness of all aspects of the curriculum.
3. Membership & Composition	3.1	The composition of the Committee shall consist of up to seven members. These members are expected to have the necessary skills, as determined by the Board, to ensure that the Committee carries out its functions in accordance with its terms of reference.
	3.2	The Chair and Vice Chair of the Committee is appointed by the Local Board of Governors.
4. Attendance at Meetings	4.3	For a meeting to be quorate, at least 50% of the membership must be present.
5. Frequency of Meetings	5.1	Meetings shall be held at least six times per annum, in accordance with a schedule of meetings to be agreed annually by the Local Board of Governors.
	5.2	Committee meetings shall be timed to coincide with the overall business cycle for the Local Board of Governors.
6. Authority	6.1	The Committee is required to comply with the Corporation's overall Scheme of Delegation.
	6.2	<u>Delegation</u>
	1.	Subject to paragraph 6.2(2) below, the Curriculum and Quality Committee shall have powers to make any decision on behalf of the Local Board of Governors in relation to matters within their respective remits with the exception of any matter or decision: <ul style="list-style-type: none"> <li>a) reserved to the Board (including the Committee Terms of Reference);</li> <li>b) which may have a material adverse impact on the implementation of the Strategic Plan or realisation of any of its objectives;</li> <li>c) which is contrary to any policy of the Corporation or Local Governing Body or would result in the making of a new policy; or</li> <li>d) which would require expenditure for which no budget has been allocated or result in liabilities not authorised by the Local Board of Governors (or Corporation) where provision would need to be made in the College's accounts.</li> </ul>
7. Duties	2.	The Chair of the Local Board of Governors (or in his or her absence the Vice Chair) may at any time before a decision of a Committee is implemented require a matter to be referred to the Board if he/she believes that consideration of the matter or decision making by the Board is in the best of interests of the Board.
	3.	A written statement by the Chair or Vice Chair (as the case may be) to the effect that they have decided to exercise their powers under paragraph 6.2 in relation to any particular matter or decision can be relied upon by a third party in terms of treating the decision of either Committee taken within their respective remits as a decision of the Board.
7. Duties	7.1	The duties of the Committee shall be:
	7.2	In relation to the College's curriculum offer:

	<ul style="list-style-type: none"> <li>(i) to consider appropriate targets for improvement in achievement rates, value added, retention, success, student attendance and income targets for recommendation to the Board</li> <li>(ii) to keep under review all provision including review of HE enhancement and make policy recommendations to the Board</li> <li>(iii) to monitor employer involvement in curriculum design and delivery.</li> </ul> <p>7.3 To monitor, scrutinise and challenge (where appropriate) the quality and standards of provision and receive progress reports in relation to improvement plans on:</p> <ul style="list-style-type: none"> <li>(i) Maths and English</li> <li>(ii) Apprenticeship Provision</li> <li>(iii) Curriculum self-assessment items in the Self-Assessment process</li> <li>(iv) Survey performance</li> <li>(v) Student destination data</li> <li>(vi) Student progress</li> </ul> <p>7.4 To monitor scrutinise and challenge as appropriate, the impact of actions to improve teaching, learning and assessment:</p> <ul style="list-style-type: none"> <li>(i) To review and advise the Board on the educational character and mission of the College, save that any determination of such educational character and mission of the College shall be a matter reserved for the Board.</li> <li>(ii) To scrutinise teaching, learning and assessment objectives and strategies.</li> <li>(iii) To monitor the summary of Performance Management Reviews to ensure they contribute to the achievement for teaching staff including observation grades, reviews and improvement plans.</li> <li>(iv) To review and monitor Continuous Professional Development strategy, aims and plans.</li> </ul> <p>7.5 To advise the Board on aspects of student recruitment and marketing activity in relation to the curriculum offer and undertake a high level review of applications and offers.</p> <p>7.6 To monitor the implementation and operation of the Sixth Form Memorandum of Understanding and relationships with partner and non-partner schools.</p> <p>7.7 To review the Terms of Reference and frequency of meetings of the Committee at least once every two years.</p> <p>7.8 To review at least once every two years the quality, accuracy and timeliness of the information it is receiving from the College Executive.</p>
8. Reporting Procedures	8.2 The Head of Corporate Governance and Policy shall circulate within 10 days, the minutes of the meetings of the Committee to all members and to the Chair of the Local Board of Governors.
9. Adoption	9.1 These terms of reference were agreed by the Corporation at its meeting on 26 February 2019