

Scheme of Delegation

SCHEME OF DELEGATION

Contents

Introduction	3
Governance Framework.....	3
Board of Governors.....	3
Committees.....	4
Principal.....	4
Clerk to the Corporation	4
Strategic Leadership Team.....	5
Financial Regulations	5
Sparsholt College Group	5
Review.....	5
Scheme of Delegation	6
Part 1: Matters reserved for the Board of Governors	6
Strategy	6
Property	7
Finance	7
Audit.....	8
Governance	8
Human Resources	9
Students	10
Part 2: Powers and Duties delegated by the Board of Governors	11
Committees.....	11
Chair of the Board of Governors	11
Vice Chair(s) of the Board of Governors	12
Chairs of Committees of the Board of Governors.....	12
Principal.....	13
Clerk to the Corporation	14
Board members.....	14

SCHEME OF DELEGATION

Introduction

The Scheme of Delegation defines the matters which are to be decided by the Board of Governors and the powers delegated to committees, the Chair of the Board of Governors and the Principal to act on behalf of the Board.

The Board of Governors 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 Funding/Accountability Agreement between the ESFA and the college, the ESFA Post-16 Audit Code of Practice, the Office for Students regulatory framework, and the college's Financial Regulations. In case of any doubt or conflict the authority of these documents will prevail.

Governance Framework

The Board of Governors aims to implement and operate a system of corporate governance that:

- addresses the Board's statutory responsibilities
- gives direction
- controls but empowers
- is clearly understood by College Group managers and staff
- builds in accountability
- has measurable impact
- is consistent with the code of governance adopted by the Board

The Board understands that the successful governance depends on Board members and senior managers understanding the college's governance framework, clear delegation of powers, communication of processes throughout the College Group and access to information that will demonstrate that the system is working.

The Board of Governors, as a corporate body acting under the leadership of the Chair, maintains a strategic role by agreeing a framework within which the Principal leads day-to-day operations, understanding that the framework contains effective methods by which the Board will test that the college is being properly managed and that quality, financial and other objectives are being met.

In order to achieve efficient operation of this strategic framework, the Board will delegate responsibilities to its committees, the Chair (or Vice Chair(s)) and the Principal according to the Articles of Government. The arrangements for delegation are set out in the remainder of this document.

Board of Governors

The Board of Governors is responsible for:

- determination and review of the educational character and mission of the college
- approving corporate strategy, plans and budgets
- determining major business decisions and corporate policy
- the framework of governance and management control
- the framework for the pay and conditions of service of staff
- the quality of performance of the college
- senior post holder appointments and performance.

As a general rule these responsibilities cannot be delegated.

Committees

The Board has established committees to assist with the effective operation of its responsibilities. These are:

- Audit
- Curriculum, Skills & Stakeholders
- Governance & Search
- Quality & Standards
- Remuneration
- Resources

A Wellbeing Committee, under the leadership of the Principal and with membership drawn from college management, has been established to assist with the Board's responsibilities for equality and diversity, health and safety, safeguarding and wellbeing.

The terms of reference for all of these committees have been approved by the Board and define the constitution and delegated authority for each one.

Principal

The Principal is the Chief Executive and is responsible for:

- making proposals to the Board about the educational character and mission of the college
- determination of the college's academic and other activities
- preparing annual estimates of income and expenditure
- management of budget and resources within approved estimates and according to the ESFA Funding/Accountability Agreement
- the organisation, direction and management of the institution and leadership of the staff
- the appointment, assignment, grading, appraisal, suspension and dismissal of staff, within the approved framework
- maintaining student discipline
- suspending or expelling students on disciplinary grounds or expelling students for academic reasons according to approved procedures

The Principal may delegate functions to any member of the Strategic Leadership Team (SLT), other than the management of budget and resources, compliance with the Funding/Accountability Agreement and all other terms and conditions of FE and HE funding, and any functions that have been delegated to the Principal by the Board of Governors.

The Principal is the accounting officer (under the ESFA Funding/Accountability Agreement) and the accountable officer (under the Office for Students regulatory framework).

Clerk to the Corporation

The Head of Corporate Governance is the Clerk to the Corporation and is responsible for advising the Board with regard to the operation of its powers, procedural matters, conduct of its business and matters of governance practice; none of these responsibilities may be delegated. The Head of Corporate Governance may be supported in delivering their duties, provided this is consistent with the Scheme of Delegation and the Instrument & Articles of Government.

Strategic Leadership Team

The Strategic Leadership Team (SLT) has been established by the Principal as the most senior management decision-making group within the College. The SLT's primary function is to formulate proposals and implement the College Group's strategic plan (including ownership of the strategic operating plan) and budget, to review, approve and monitor management matters (within the powers delegated from the Board of Governors to the Principal), to undertake duties in relation to risk management (as set out in the Risk Management Policy), and to consider reports and policy proposals to be made to the Board or its committees.

The SLT oversees a structure of management forums, which are chaired by a member of the SLT and include the Curriculum Leadership Group (CLG), the Higher Education Strategy Group, the Andover College Strategy Group, and the Crisis Management Team. These forums plan and oversee operational matters, making decisions or agreeing recommendations to the SLT or Board as appropriate.

Financial Regulations

The Board holds the ultimate responsibility for the finances of the college and delegates the day-to-day financial management, including the maintenance of effective control, to the Principal who may further delegate specific tasks, other than the overall management of budget and resources, to other members of staff.

The College Group Financial Regulations sets out the framework of financial planning, controls, policies and delegations approved by the Board of Governors. Appendix A of the Financial Regulations defines the financial limits and authorisations for the College Group, including in relation to procurement.

Sparsholt College Group

Sparsholt College Hampshire FE Corporation (the college) has three wholly owned subsidiary companies whose activities support the college's mission and objectives: Andover Town Football Club Limited; Sparsholt College Services Limited; and Westley Enterprises Limited. The college's interests are safeguarded by the appointment of governors and the Principal to the Boards of Directors of these companies and through a framework of legal agreements between the college and the companies. The Boards of Directors are required to abide by the statutory duties of company directors.

The collective identity for the college's Sparsholt and Andover campuses, University Centre Sparsholt and the subsidiary companies is the 'Sparsholt College Group' (the College Group).

Sparsholt College Services (SCS) employs business support staff to provide services to the college. The Principal is Chief Executive of SCS. The SCS Board of Directors adopts all college strategies, policies and procedures, in so far as these are consistent with the directors' statutory duties, so that the framework of delegations and responsibilities is consistent across the college and SCS to ensure that the college is able to comply with its statutory and financial obligations.

Review

The Governance & Search Committee will review this Scheme of Delegation annually and report to the Board of Governors.

Scheme of Delegation

For the avoidance of doubt, the Board of Governors may determine any matter which has been delegated in accordance with the Scheme of Delegation. Furthermore a committee, the Chair or the Principal may refer a matter to the Board rather than exercise the powers delegated.

Where the Board has approved policy and procedural documents to assist with governance, these are referenced. Specific operational responsibilities within the college's governance framework are set out in the policy and procedural documents.

Part 1: Matters reserved for the Board of Governors

The following matters are reserved for determination by the Board of Governors:

Strategy

Approval of College Strategic Plan defining educational character and mission, ethos and values.	Strategic Plan
Approval of associated strategy and policy documents. <i>This is not an exhaustive list of College Group strategies and policies. See Policies Register.</i>	College Charters FE & HE Admissions Policies Careers Education, Information & Guidance Strategy & Policy Curriculum Plan Environmental Policy FE Curriculum Delivery, Teaching & Learning, & Quality Improvement Strategy FE SEND Policy Health & Safety Policies Health & Wellbeing Strategy HE Strategy IT Policy Risk Management Policy Single Equality Scheme Sustainability Strategy
Publication of an annual overall assessment of College performance.	Annual Report and Financial Statements
Approval of the statement of public value.	Annual Report
Approval and publication of an annual Accountability Statement (contribution to local, regional and national skills priorities).	Accountability Statement

Review how well the college meets skills needs at least every three years (or when a new Local Skills Improvement Plan is published if earlier) and publish the outcomes.	
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Property

Approval of the strategy for development of the College's property and estates to include compliance with health and safety responsibilities and providing the best possible teaching and learning environments.	Property Strategy
Acquisition, construction, refurbishment and disposal of buildings (and acquisition and disposal of land).	Financial Regulations
Leasing of properties and land.	Financial Regulations

Finance

Approval of the annual estimates of income and expenditure, and any major variations necessary to meet changed requirements or circumstances.	Financial Regulations
Ensuring the solvency of the college and the safeguarding of its assets, and to inform the ESFA of any transactions that could jeopardise financial viability.	Financial Regulations
Approval of financial statements in respect of each financial year, after they have been audited by the appointed external auditors and in the light of the external auditor's management letter, the annual report of the Audit Committee and the recommendation of the Resources Committee, and the ESFA Accounts Director of Audit Code of Practice.	Audit Committee Terms of Reference Resources Committee Terms of Reference
Proper use of funds, and the appointment of an accounting officer to assist with the discharge of this responsibility.	Financial Regulations The Principal is the appointed accounting officer.
Approval of the principles by which tuition and other fees are determined.	HE & FE fees and bursaries policies
Appointment of bankers, opening of bank accounts and designation of bank account signatories.	Financial Regulations
Any transactions entered into by the college are within the delegated authorities set out in the "Dear Accounting Officer" letter of 29	Financial Regulations

November 2022 and ESFA's bite size guides, and that prior approval has been sought and obtained for any transactions beyond those delegated authorities. This includes HM Treasury Managing Public Money requirements and any new borrowing of money.	Resources Committee Terms of Reference Senior Post Holders Remuneration Policy
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Audit

Establishing an audit committee to advise on the Board's governance, risk management, internal control and assurance frameworks.	Instrument & Articles Audit Committee Terms of Reference
The appointment of auditors, terms of engagement (including any additional work) and audit plans.	Audit Committee Terms of Reference
The consideration of reports from the Audit Committee and the determination of action and issues arising from them.	Audit Committee Terms of Reference

Governance

The determination of the Board's constitution and appointment of members of the Board of Governors in accordance with the Instrument & Articles of Government.	Board Constitution Governors Selection and Appointment Policy
The appointments or removal of the Chair and Vice Chair(s) of the Board of Governors.	Instrument & Articles of Government Succession and Appointment Procedure for the Chair and Vice Chair(s) of the Board of Governors. Standing Orders
The removal of any member of the Board of Governors.	Instrument & Articles of Government Procedure for removal of a Governor or Committee Member from office.
The determination of policy in respect of any allowances to be paid to Governors.	Governors' Allowances Policy
The establishment of committees and membership of the committees, including a search committee.	Instrument & Articles of Government Committees' terms of reference
The delegation or recovery of any powers, functions or duties to or from committees, the Chair (or Vice Chair(s) or the Principal.	Scheme of Delegation Committees' terms of reference Standing Orders Chair and Vice Chair Role Descriptions

Authentication of the application of the College Seal	Financial Regulations Standing Orders
The making of regulations concerning the conduct of the Board of Governors and its members, and attendance by people other than Governors and Committee members at meetings of the Board and Committees.	Standing Orders Code of Conduct for Governors and Committee Members Policy on Attendance at Meetings
The modification or revocation of the Instrument & Articles of Government, including change of name of the Corporation.	Instrument & Articles of Government
Ensuring the investigation of fraud or potential fraud and the prevention of fraud or bribery.	Financial Regulations Staff Code of Conduct Whistleblowing (Duty to Act) Policy Audit Committee Terms of Reference Counter Fraud Strategy
Conducting an annual governance self-assessment and having an external governance review at least every three years.	Board Performance Review Policy Annual Report
Undertaking and reporting on the training and development of governors	Training, Development & Links Visits Policy Annual Report
The appointment of a governance professional with relevant qualifications/ experience and reporting on their development.	Clerk to the Corporation Person Specification Annual Report
Informing the Department of Education of changes to the accounting officer, Chair of Governors and the Clerk to the Corporation and informing the Office for Students of changes to accountable officer	(Monitored and enacted by the Head of Corporate Governance)

Human Resources

The appointment, grading, pay and conditions, suspension or dismissal of the Principal.	Instrument & Articles of Government Disciplinary and Grievance Procedures for Senior Post Holders and the Clerk Senior Post Holders Remuneration Policy
The appointment, grading, pay and conditions, suspension or dismissal of the Clerk to the Corporation.	Disciplinary and Grievance Procedures for Senior Post Holders and the Clerk Senior Post Holders Remuneration Policy

The determination of which posts shall be defined as 'Senior Posts'.	Instrument & Articles of Government
The appointment, grading, pay and conditions, suspension or dismissal of holders of Senior Posts.	Instrument & Articles of Government Disciplinary and Grievance Procedures for Senior Post Holders and the Clerk Senior Post Holders Remuneration Policy
Setting the framework of pay and conditions for all staff.	Pay structures Salary Policy Staff contracts (Statements of Particulars) Redeployment Policy Redundancy Policy Staff Charter
Setting the rules of the conduct of staff.	Financial Regulations Staff Code of Conduct Conflicts of Interest Policy - Academic
Implementation of robust HR practices and procedures, including procedures for grievance, discipline, suspension and dismissal.	Capability Policy Bullying & Harassment Policy (Staff) Health & Safety Policies (Staff) Disciplinary Policy Family Friendly Policies Flexible Working Policy Grievance Policy
Publishing arrangements for obtaining the views of staff on the determination and periodic review of the educational character and mission of the College and the oversight of its activities.	Employee Engagement Strategy

Students

The making of rules (after consultation with students) with respect to the conduct of students, including procedures for dealing with disciplinary matters.	FE Managing Learner Conduct and Performance Policy UCS Student Conduct Policy
Ensuring arrangements for child protection and safeguarding are robust (including the Prevent Duty)	eSafety and Online Communications Policies (Learners & Staff) Bullying and Harassment Policy (Learners) Health & Safety Policy (Learners)

	Missing from Education Policy Safeguarding Learners Policy Sexual Misconduct Policy (Learners) Stop and Search a Learner Policy Substance Use & Misuse Policy (Learners) Suicide-Safer Policy Use of Reasonable Force Policy
Publishing arrangements for obtaining the views of students on the determination and periodic review of the educational character and mission of the College and the oversight of its activities.	Curriculum Delivery, Teaching & Learning, and Quality Improvement Policy HE Student Engagement Policy

Part 2: Powers and Duties delegated by the Board of Governors

Committees

The powers and duties of the committees are defined in the terms of reference set out in Appendix A:

- Audit
- Curriculum, Skills & Stakeholders
- Governance & Search
- Quality & Standards
- Remuneration
- Resources
- Wellbeing Committee

Chair of the Board of Governors

1. With the support of the Clerk to the Corporation, to ensure –
 - that appropriate issues are brought to the Board
 - that the business at Board meetings is conducted efficiently and effectively
 - that issues before the Board are debated fully and that all governors have the opportunity to contribute
 - that discussions and decisions are properly summarised and recorded
2. To exercise a second or casting vote where there is an equality of votes on any issue at a Board meeting.
3. To exercise any specific authority delegated by the Board together with a general delegated authority to act, after consultation with the Principal and the Clerk, including urgent decisions and authenticating the College Seal.
4. To develop an effective working relationship with the Vice Chair(s), Principal and the Clerk to the Corporation based on a full understanding of the role of the Board in the governance of the college.
5. To be the main conduit for communication outside meetings between the Board and the Principal.

6. Where appropriate to offer both general and specific support to the Principal where strategic, major or contentious issues are involved.
7. To represent the college and the Board with internal and external stakeholders and in particular to handle relations with the media on behalf of the Board.
8. To appraise the Principal, together with the Chair of the Remuneration Committee, and to ensure appropriate opportunities for development and training for the Principal.
9. To instigate disciplinary action against holders of senior posts should the need arise.
10. To oversee and appraise the work of the Clerk to the Corporation, together with the Chair of the Remuneration Committee.
11. To set expectations for high standards of governance and oversee the performance review of the Board and Board members.
12. To support the induction procedure for new governors, including undertaking a first-year review meeting.
13. To ensure that student governors are supported and engaged.
14. To continue to fulfil all duties of a member of the Board and as a member/chair of committees.

Vice Chair(s) of the Board of Governors

1. In the absence of the Chair of Governors, to fulfil the functions of the Chair's role according to the college's Instrument and Articles of Government and the Standing Orders of the Board of Governors and as set out in the Chair of Governors' role description.
2. To develop an effective working relationship with the Chair of Governors, the other Vice Chair (if appointed), the Principal and the Clerk, based on a full understanding of the role of the Board in the governance of the college.
3. To support the Chair to identify priorities for the Board and approaches to emerging issues and in engendering effective operation of the Board and its committees.
4. To act as a deputy to the Chair when the Chair is unable to attend a meeting, function or matter of business requiring his/her involvement, including acting as an ambassador on behalf of the Board of Governors.
5. Where appropriate to offer both general and specific support to the Chair of Governors and the Principal where strategic, major or contentious issues are involved.
6. To support the induction procedure for new governors and participate as a 'mentor' of new governors where this is required.
7. In the absence of the Chair, and in conjunction with the Chair of the Remuneration Committee, to appraise the Principal and Clerk.
8. To continue to fulfil all duties of a member of the Board and as a member/chair of committees.

When two Vice Chairs hold office, the longer serving Vice Chair will be the designated lead Vice Chair and act as the primary deputy for the Chair of Governors where necessary, supported by the other Vice Chair.

Chairs of Committees of the Board of Governors

1. With the support of the Clerk to the Corporation, to ensure –

- that appropriate issues are brought to the committee
 - that the business at committee meetings is conducted efficiently and effectively
 - that issues before the committee are debated fully and that all committee members have the opportunity to contribute and reach collective decisions
 - that discussions and decisions are properly summarised, recorded in the minutes and reported to the Board
2. To invite the attendance of any person at a committee meeting after having taken the advice of the Principal and the Clerk to the Corporation.
 3. To rearrange the date of a meeting in consultation with the Clerk to the Corporation if there are good reasons for so doing. The Committee Chair may also cancel a meeting if the Clerk to the Corporation advises that there is insufficient business requiring the committee's attention to justify holding a meeting before the next scheduled meeting of the committee, other than the Audit Committee which must comply with the requirements of the Audit Code of Practice.
 4. To exercise a second or casting vote where there is an equality of votes on any issue at a committee meeting.
 5. To develop an effective working relationship with the Principal and the Clerk to the Corporation based on a full understanding of the role of the committee and the Board in the governance of the college.
 6. To provide leadership for the committee.
 7. To undertake such specific duties as may be defined in the college's regulations and policies (for example as Chair of the Audit Committee in the Financial Regulations).
 8. To undertake occasional ad hoc work as the Committee Chair (for example through the provision of advice and attendance at other relevant meetings and events).
 9. Where appropriate to offer both general and specific support to the Principal where strategic, major or contentious issues within the committee's terms of reference are involved.
 10. With the Clerk to the Corporation, to support the committee to undertake and a review of its performance and terms of reference.

Principal

In addition to other duties defined in the Principal's job description:

1. To sign on behalf of the Board, where appropriate, any document necessary to give effect to any decision of the Board or its committees or any other matter in furtherance of the college's business in line with the Financial Regulations.
2. To act as Health & Safety Director.
3. To act as accounting officer, to oversee compliance with the requirements of the ESFA Funding/Accountability Agreement and to undertake the responsibilities of the accounting officer including notifying the ESFA if there is a risk to solvency and viability of the college.
4. To act as accountable officer in relation to the Office for Students and to oversee compliance with regulatory conditions, delegating authority to members of staff appropriately.
5. To oversee legislative compliance.
6. To be seconded to Sparsholt College Services Limited as Chief Executive.

7. To be a director of the College Group subsidiary companies.

Clerk to the Corporation

1. To promote the effective governance of the College.
2. To seek to ensure that the Board's proceedings are conducted in accordance with the provision of the statutory Instrument and Articles, the Education Acts (as modified or replaced from time to time) and the general law.
3. To organise the proper conduct of meetings of the Board and its committees, and ensure that correct procedures are followed.
4. To ensure that all appointments to the Board and committees have been validly made.
5. To be responsible for administering those procedures which have been approved by the Board for making certain information available to the public in accordance with the principle of transparent and open accountability.
6. To be responsible for the proper use of the Corporation Seal.
7. To be responsible for providing guidance and support to the Board and its committees on corporate governance issues, including giving independent guidance on statutory and constitutional matters to the Board, making available professional advice to the Board and, where necessary, to individual Governors in relation to the discharge of their responsibilities.
8. To take a leading role in the induction of new governors and in planning and delivering governor training and development.
9. To advise the Board of Governors on areas of policy and strategy to be determined.
10. To facilitate determination and approval of college policy and strategy documents in consultation with the Principal and relevant college managers, maintain a central document library, and ensure such documents published on the College's websites are current.
11. To be responsible for administering the reimbursement of governors' expenses.
12. To act as an independent clerk to the Wellbeing Committee, which reports to the Board of Governors.
13. To act as Company Secretary for the college's subsidiaries.

Board members

1. To contribute to achievement of the responsibilities of the Board of Governors as defined in the Instrument and Articles of Government (Article 3/1).
2. To confirm eligibility criteria, to sign and abide by the Code of Conduct for Governors, to declare any relevant financial, business and personal interests, to undergo a DBS check and other eligibility checks, and to act in line with the legal responsibilities of charity trustees and public sector requirements.
3. To assist in fostering an environment that enables the college to fulfil its mission, for the benefit of learners and the wider community.
4. To take part in overseeing the college's governance and internal control processes to ensure compliance with the college's regulatory and accountability framework.
5. To attend meetings of the Board of Governors, committees and other occasional events arranged by the college.

6. To be a member of at least one committee of the Board and to attend the necessary meetings (in exceptional circumstances the Governance & Search Committee is sanctioned to waive this responsibility).
7. To be a member of ad hoc working groups as required.
8. To participate actively and constructively in meetings of the Board and the appropriate committees.
9. To participate in the Link Governor scheme visiting areas on both campuses. Governors may also be invited to be appointed as a "Lead Governor" for a particular area of governance (for example, where this is a statutory requirement).
10. To take an active interest in post-16 education and training in general and in the college in particular.
11. To sign and abide by the Code of Conduct for governors as approved by the Board and to declare any relevant financial, business and personal interests in accordance with the Register of Interests approved by the Board.
12. To contribute to the strength of the Board by bringing an external perspective and experience to the Board's oversight of the college but to stop short of giving professional advice.
13. To act as an ambassador for the college and to foster good relations between the college and the local community.
14. Always to act in the best interests of the college and not to speak or vote as if mandated by other persons or bodies.
15. To be aware of and comply with the college's policies in all aspects of the duties and responsibilities of a governor, including but not limited to equality, safeguarding (including the Prevent Duty), health and safety, rules relating to visitors on college sites.
16. To respect the confidentiality of matters relating to the college, students and members of staff when required.
17. To undertake relevant training, including mandatory Safeguarding and Prevent Duty training.
18. Governors may also be invited from time to time to become a director of one of the college's subsidiary companies, but this is not mandatory.

AUDIT COMMITTEE

1. Constitution

- 1.1. The Committee shall comprise five members, two of whom shall be members co-opted to the Committee for their skills and recent experience relevant to at least one of the following areas: risk management, governance, finance, audit, assurance and control.
- 1.2. Appointed auditors shall be entitled to attend and speak at all meetings of the Committee (but not to vote) where business relevant to them is being discussed. Senior management should also be invited to attend meetings of the Committee, particularly where their area of responsibility is under discussion, and shall be entitled to attend and speak at such meetings but not to vote.
- 1.3. The Committee may invite the governing body's advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).
- 1.4. Neither the Chair of the Board of Governors, the Principal nor any senior post holder may be members of the Committee.
- 1.5. In order to maximise the Committee's independence and objectivity, the following people shall not be eligible to be members of the Committee:
 - 1.5.1. members of staff with significant executive management, financial or budgetary responsibilities;
 - 1.5.2. members of the Resources Committee; and
 - 1.5.3. governors who have significant interests in the college.
- 1.6. The Board of Governors shall appoint a Chair of the committee for the forthcoming year from amongst the committee's members, except that co-opted committee members may not hold the position of Chair.
- 1.7. The quorum for meetings of the Committee shall be three.
- 1.8. The Head of Corporate Governance (Clerk to the Corporation) shall act as Clerk to the Committee.
- 1.9. The Committee will meet at least three times a year, usually termly. The Chair of the Committee or the appointed auditors may request an additional meeting of the Committee if they consider that one is necessary and the Committee will endeavour to comply with such requests.
- 1.10. The Committee shall be entitled, whenever it is satisfied that it is appropriate to do so, to go into confidential session and (subject to the rules as to quoracy set out above) exclude any, or all, participants and observers, except the Clerk to the Committee; such exclusion shall not be limited to confidential items.
- 1.11. The Committee, through the Chair and the Clerk, shall be responsible for the agenda and the business it conducts.
- 1.12. The Committee shall be granted rights of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit.
- 1.13. The Committee may seek training to ensure the skills and knowledge of members are up-to-date.

2. Terms of Reference

- 2.1. To scrutinise and investigate any activity within the Committee's terms of reference, which may involve engaging a third party to assist.

Value for Money

- 2.2. To advise the Board of Governors how best to secure the proper, economic, efficient and effective use of resources and to safeguard the College's assets.

Internal Audit

- 2.3. To advise the Board of Governors on the appointment, reappointment, dismissal and remuneration of internal audit service providers, taking into account the specified requirements of the College's funding bodies.
- 2.4. To review the reports of the internal auditor, monitor the implementation of recommendations and advise the Board of Governors on the level and focus of internal audit activity.
- 2.5. To monitor and review the adequacy and effectiveness of the College's internal audit service and recommend to the Board the annual internal audit plan linked to the College's risk register.

Financial Statements and Regularity Audit

- 2.6. To advise the Board of Governors on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors, taking into account the specified requirements of the College's funding bodies and ensuring retendering of the external audit service at least every 5 years
- 2.7. To notify the ESFA immediately of the resignation of the external auditors or if the auditors are removed before the expiry of their term of office by the Board of Governors.
- 2.8. To review and monitor the independence and objectivity of the financial statements and regularity auditor and the adequacy and effectiveness of the audit process.
- 2.9. To review the College's regularity audit self-assessment questionnaire.
- 2.10. To review reports of the external auditor and to review the College's Annual Report and Statement of Corporate Governance and Internal Control contained within the annual Financial Statements and to make a recommendation for approval to the Board of Governors based on this review.

Governance and Risk Management

- 2.11. To monitor and review the adequacy and effectiveness of the College's governance framework and risk management arrangements.
- 2.12. To review the risk register on a termly basis and contribute to the identification of risks for inclusion on the register approved by the Board of Governors annually.

Board Assurance

- 2.13. To advise the Board of Governors on development and implementation of the Board Assurance framework, including policy for the engagement of other audit and assurance providers for the provision of any additional services.

Internal Control

- 2.14. To advise the Board of Governors on matters of internal control and other issues included in the management letters and reports of the College's audit and assurance service providers and management's responses to these.
- 2.15. To monitor, within agreed timescales, the implementation of actions agreed in response to recommendations made by the College's audit and assurance service providers.

Fraud, Irregularity and Whistleblowing

- 2.16. To oversee the College's policies on fraud, irregularity, impropriety and whistleblowing.
- 2.17. To ensure the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity, including cybercrime, theft, bribery, corruption, or major weakness or breakdown in the accounting or other control framework; that investigation outcomes are reported to the Audit Committee; that the appointed external auditors and internal auditors have been informed; that appropriate follow-up action has been planned or actioned; and that all significant* cases of fraud, or suspected fraud, are reported to the ESFA as soon as possible.

* significant means: there is likely to be a great public interest because of the nature of the fraud, irregularity or the people involved; the gross amount of the loss (ie before any insurance claim) is in excess of £10,000 (£5,000 in relation to the 16-19 Bursary Fund); the particulars of the fraud are novel or complex; or the fraud is systematic or unusual in nature.

Annual Report

- 2.18. To produce an annual report for the Board of Governors and the Accounting Officer summarising the Committee's activities relating to the financial year under review, including:
 - 2.18.1. any significant issues arising up to the date of preparation of the report, including any significant matters of internal control included in the reports of audit and assurance providers;
 - 2.18.2. the Committee's view of its own effectiveness and how it has fulfilled its terms of reference;
 - 2.18.3. the number of meetings held in the year and attendance records for each member;
 - 2.18.4. the date of appointment of the external auditors and the remaining terms of the contract;
 - 2.18.5. independent assurance reports (where required by the ESFA) on subcontracting arrangements;
 - 2.18.6. the Committee's opinion on the adequacy and effectiveness of the College's audit arrangements, risk management, control and governance framework, its processes for securing economy, efficiency and effectiveness, and the extent to which the Board of Governors and Accounting Officer can rely on them.

CURRICULUM, SKILLS & STAKEHOLDERS COMMITTEE

Constitution

1. The membership of the Committee shall be six governors, one of whom shall be a Student Governor, and up to two co-opted members. Other Student Governors may be invited to attend.
2. The Board of Governors shall appoint a Chair of the Committee for the forthcoming year from amongst the Committee's members who, as part of the role, shall take a strategic interest in careers education and guidance and to encourage employer engagement.
3. The Committee shall be quorate when at least three members are in attendance.
4. The Committee shall meet at least once in each academic term. Additional meetings may be called as necessary in agreement with the Chair of the Committee.
5. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Committee Chair shall have a second or casting vote.
6. The Committee shall be served by the Head of Corporate Governance (Clerk to the Corporation) or his/her appointed deputy.

Terms of Reference

1. To understand the intent and impact of the College's curriculum in terms of economic and public value, student progression and future employability.
2. To scrutinise the information used to decide the direction and delivery of the College's curriculum, including in relation to student recruitment and enrolments.
3. To ensure that the College has strategies in place and is listening to the needs of employers and other stakeholders and acting on these to the development of the College's offer.
4. To review the curriculum plan on behalf of the Board to confirm that the plan supports the College's strategic aims in relation to:
 - (a) the progression of students and the needs of new entrants to higher level education and employment, particularly the most disadvantaged and those with special educational needs;
 - (b) the continuous professional development of the employed and the self-employed;
 - (c) the local, regional and national skills needs of employers
 - (d) the College's sustainability strategy.
5. To monitor and make recommendations to the Board about the College's activities in relation to the local skills improvement plan (LSIP) and the Board's periodic reviews of how well the College is meeting skills needs.
6. To monitor progress of the implementation of the HE Access and Participation Plan and submission of information to the Office for Students, as required by the Board.
7. To monitor provision of careers and progression information, advice and guidance, including to SEND learners, and recommend related strategies and policies to the Board.
8. To receive and review data on FE student destinations and HE graduate outcomes in order to scrutinise

the impact of the curriculum.

9. To maintain an overview of the College's marketing strategy aims and impacts, including in relation to student recruitment and enrolments, and to develop an understanding of perceptions of the College.
10. To report to the Board by submission to the Board members of the minutes of each meeting, together with an oral report by the Committee Chair.

GOVERNANCE & SEARCH COMMITTEE

Constitution

- 1 The membership of the committee shall be the Chair of the Board of Governors (or, in their absence, a Co-Vice Chair of Governors), the Principal and two other external members of the Board of Governors.
- 2 The Chair of Governors or one of the other external members shall act as Chair of the committee.
- 3 The committee shall be quorate when three members are in attendance.
- 4 The committee shall meet at least once each term. Ad hoc meetings may be called as necessary in agreement with the Committee Chair.
- 5 Decisions to be made at meetings of the committee shall be determined by a majority of the votes of members present and voting.
- 6 The committee shall be served by the Head of Corporate Governance (Clerk to the Corporation) or his/her appointed deputy.

Terms of Reference

- 1 To advise the Board of Governors on the constitution of the Board, the appointment of members and related governance policies and procedures. In providing its advice, the committee shall take into account the parameters set by legislation and guidance available on good governance.
- 2 To consider proactively and on an ongoing basis the blend of skills, experience and diversity of background on the Board and its committees to inform succession planning, recruitment and training.
- 3 Before the expiry of the term of office of existing governors or co-opted committee members, or on the arising of a vacancy on the Board or committee, to conduct the approved selection procedure (other than for staff and student members) and to recommend to the Board a person or choice of persons to fill the vacancy.
- 4 To make recommendations to the Board on the membership of, and the appointment of the Chairs of, the Board's committees.
- 5 In the event that it appears to the committee that there are grounds for removing a governor, to conduct the appropriate procedure and make a recommendation to the Board of Governors.
- 6 To recommend to the Board and monitor policies and procedures for training, development, induction and Link visits.
- 7 To advise the Board on the policies and procedures for Board/member performance review and governance assessment, including in relation to equality, diversity and inclusion.

- 8 To consider and advise the Board on reviews of compliance with governance codes and other external governance requirements, as required.
- 9 Before the expiry of the term of office of the College President (or College Vice President if appointed), to recommend to the Board of Governors whether or not the post holder should be appointed to serve for a further term of office, and to recommend to the Board a person to fulfil the role should a vacancy arise.
- 10 To consider the representation of the College on the Boards of Directors of subsidiary and associated companies, and to make recommendations on nominations/appointments to the Board of Governors for approval when required.
- 11 To advise the Board, where relevant, on succession planning for Senior Post Holders and to monitor equality and diversity matters in relation to recruitment of Senior Post Holders alongside the selection panel.
- 12 To advise the Board on the selection procedure and criteria for the Head of Corporate Governance (Clerk to the Corporation).
- 13 To provide an annual report to the Board on the work of the committee, including in relation to recruitment and equality, diversity and inclusion, in order that the Board may publish a report or a statement in the College's annual report.

QUALITY & STANDARDS COMMITTEE

Constitution

1. The membership of the Committee shall be seven governors, one of whom shall be a FE Student Governor and one of whom shall be a HE Student Governor, and a co-opted committee member.
2. The Board of Governors shall appoint the Chairman for the forthcoming year.
3. The Committee shall be quorate when at least four members are in attendance.
4. The Committee shall meet at least once in each academic term. Additional meetings may be called as necessary in agreement with the Chairman of the Committee.
5. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chairman shall have a second or casting vote.
6. The Committee shall be served by the Head of Corporate Governance (Clerk to the Corporation) or his/her appointed deputy.

Terms of Reference

1. The terms of reference of the Committee encompass all of the educational services provided by Sparsholt College Hampshire (including Sparsholt College, Andover College and University Centre Sparsholt). The overarching remit of the committee is to support the Board of Governors to foster exceptional teaching and learning.
2. To monitor and consider the effectiveness of the College's quality assurance systems in ensuring measurable gains in curriculum implementation and educational performance and any action in connection therewith, including in relation to HE student academic experience and student outcomes
3. To recommend to the Board of Governors and to keep under review methods for assessing educational and academic quality and standards with reference to the requirements of the appropriate regulators.
4. To receive assessment reports on the quality of all of the educational services provided by the College and its subcontractors and to advise on any necessary action, including considering student/learner feedback and monitoring the implementation of actions relating to external peer, professional or statutory body reviews.

5. To contribute to the setting of educational performance indicators and targets for the College and to monitor and assess performance, using appropriate benchmarks, with a particular emphasis on equality of opportunity in recruitment, retention and achievement of students.
6. To oversee the FE and HE self-assessment processes seeking to ensure regular and rigorous assessment of educational quality and standards performance which identifies strengths and weaknesses, includes external validation, informs strategic planning and leads to continued improvement and consistency through the use of realistic action plans.
7. To review a report and actions on the continuous improvement of the HE student academic experience, achievements and outcomes and to oversee quality and student experience monitoring and reporting requirements of the Office for Students on behalf of the Board as required.
8. To consider, monitor and make recommendations to the Board regarding College policies and regulations in relation to educational and academic performance and student/learner experience, including in relation to Freedom of Speech, safeguarding and PREVENT when required by the Board.
9. To monitor the effectiveness of the College Charters and the standards of service that can be expected by students and other customers of the College.
10. To monitor the effectiveness of systems and appropriate key performance indicators for teaching staff appraisal, assessment and professional development.
11. To report termly to the Board by submission of the minutes of each meeting of the Committee, together with an oral report by the Committee Chair.

REMUNERATION COMMITTEE TERMS OF REFERENCE

Constitution

1. The membership of the committee shall be three eligible Governors.
2. The Board of Governors shall appoint a chair of the committee for the forthcoming year from amongst the committee's external members. The Chair of Governors shall not be the Chair of the committee.
3. The committee shall be quorate when at least two members are in attendance.
4. The committee shall meet at least once in each academic year. Additional meetings may be called as required with the agreement of the chair of the committee.
5. Decisions to be made at meetings of the committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the chair of the committee shall have a second or casting vote.
6. The Principal & Chief Executive shall not be a member of the committee but may be invited to attend for business related to other Senior Post Holders.
7. The committee shall be served by the Head of Corporate Governance (Clerk to the Corporation) or his/her appointed deputy.
8. The committee may seek independent professional advice and/or advice from the College's HR Manager and may invite advisers to attend meetings of the committee as appropriate.

Duties

The committee shall advise the Board of Governors on the remuneration, performance and conditions of service of senior post¹ holders and the Head of Corporate Governance (Clerk to the Corporation) and in particular its duties shall be:

1. To review and recommend to the Board the remuneration and performance policies.
2. In recommending policies, remuneration and other matters within the committee's remit to the Board, to take into account relevant legal and regulatory requirements, including requirements and approvals which arise from the status of colleges as public sector, and the provisions and recommendations of the AOC's Senior Post Holders Remuneration Code.

¹ Senior post means the post of Principal and such other posts as the Board may from time to time designate for the purposes of the Articles of Government

3. Within the terms of remuneration policy, to recommend to the Board the salaries and, where relevant, total remuneration of the senior post holders and Head of Corporate Governance.
4. To obtain reliable, up-to-date information about remuneration within the College Group and comparable organisations, including deciding the choice of comparator organisations.
5. To review and recommend to the Board contractual terms and conditions, including notice periods, annual leave entitlement and occupational sick pay.
6. To review and recommend to the Board any severance packages, including seeking legal advice if needed, reference to any procedures or impact relating to pension scheme membership and reference to public sector requirements.
7. To review and recommend to the Board the policy on income derived from external activities and assignment of additional for working on external activities.
8. To submit a Remuneration Annual Report to the Board of Governors and to submit the minutes of each meeting, together with an oral report by the chair of the committee.
9. To recommend to the Board of Governors for publication an annual statement on senior post holder remuneration.

RESOURCES COMMITTEE

Constitution

- 1 The membership of the Committee shall be the Chair of Governors (ex-officio), the Principal, five other eligible members, including the SCS staff governor. Governors appointed to serve on the Committee shall not be members of the Audit Committee.
- 2 The Chair of Governors shall act as Chair of the Committee.
- 3 Meetings of the Committee shall be quorate when at least four members are present.
- 4 The Committee shall meet at least once in each academic term. Ad hoc meetings may be called as necessary in agreement with the Chair of the Committee.
- 5 Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair of the Committee shall have a second or casting vote.
- 6 The Committee shall be served by the Head of Corporate Governance (Clerk to the Corporation) or his/her appointed deputy.

Terms of Reference

The terms of reference of the Committee shall be:

- 1 To consider and advise the Board of Governors on any matter relating to college policy and strategy including:
 - strategic planning (including the property strategy)
 - financial matters (including investment and borrowing)
 - land, buildings, estates and the environment (including acquisition, maintenance and disposal)
 - human resources (including remuneration and pensions), bearing in mind the College's duties to promote equality of opportunity and safeguard learners
 - compliance with relevant central government (public sector) finance requirements, including that prior approval has been sought and obtained by the Board of Governors for any transactions beyond the delegated authorities as defined by the ESFA
- 2 To consider new College policies and to monitor established College policies in relation to non-educational services (eg human resources policies, information management), including monitoring the impact of the policies on equality of opportunity and safeguarding learners, and to recommend changes thereto as necessary.
- 3 To review and recommend to the Board policies in relation to financial controls and delegations.
- 4 To consider and recommend to the Board the annual income and expenditure budget, including cash

flow, underlying assumptions and a multi-year Financial Plan.

- 5 To consider, at each meeting, a monitoring report on the revenue finances of the College in the latest monthly management accounts, including cash flow and in-year finance outturns, and to advise the Board on progress towards achieving its financial objectives.
- 6 To consider and advise the Board of Governors on the monitoring of bank loan covenants.
- 7 To review and recommend to the Board the annual financial statements, particularly in relation to finance strategy and performance.
- 8 To consider and make recommendations to the Board on proposals for major capital expenditure projects and to consider monitoring and evaluation reports.
- 9 To monitor the deployment of non-financial resources, including human resources and property, with a view to advising the Board on the effectiveness of the use and efficiency of such resources, including the impact of such deployment on safeguarding learners.
- 10 To monitor and make recommendations to the Board on the College's environmental sustainability strategy, policies and action plans.
- 11 To be responsible for determining employer policy decisions as set out in the Local Government Pension Scheme Discretions Policy.
- 12 To undertake such responsibilities and determine decisions on behalf of the Board of Governors as defined in the College's Financial Regulations.
- 13 To receive financial reports and forecasts from subsidiary companies of the College and to monitor and advise the Board of Governors on the consequences of the operations of subsidiary companies.
- 14 To report to the Board by submission to the Board members of the minutes of each meeting of the Committee, together with an oral report by the Committee Chair.
- 15 To request and obtain external expert advice when considered necessary and appropriate.
- 16 To advise the Board on any course of action regarding the College in any respect or to consider and determine such action EXCEPT where it relates to
 - any matter referred to under Articles 9 and 10 of the Articles of Government of the College*
 - any matters relating to the discipline of individual members of staff or students
 - any matters delegated to the Clerk or another committee of the Board.
- 17 To deal with any matters specifically referred by the Board or by the Principal.

*Articles 9 and 10 state that the following may not be delegated by the Board:

- (a) the determination of the educational character and mission of the institution
- (b) the approval of the annual estimates of income and expenditure
- (c) the responsibility for ensuring the solvency of the institution and the Corporation and for safeguarding their assets
- (d) the appointment of the Principal or holder of a senior post
- (e) the appointment of the Clerk to the Governors
- (f) the modification or revocation of the Articles
- (g) the consideration of the case for dismissal, and the power to determine an appeal in connection with the dismissal of the Principal, the Clerk or the holder of a senior post, other than to a committee of members of the Corporation.

Approved: July 2023

SPARSHOLT COLLEGE GROUP WELLBEING COMMITTEE TERMS OF REFERENCE

Title: Wellbeing Committee

Chair: Principal

Membership: Deputy Principal Director of Finance
Vice Principal (Andover) & Designated Safeguarding Lead Vice Principal (Sparsholt)
Vice Principal & Dean of Higher Education Assistant
Principal, Student Experience
HR Manager
Director of Estates Health & Safety Officer
Other staff co-opted as appropriate.

The meeting will be quorate when 4 of the permanent members are present.

Clerking: Head of Corporate Governance (Clerk to the Corporation), PA to the Principal

Frequency: To meet termly

Purposes:

1. To report to the Sparsholt College Hampshire Board of Governors on safeguarding (including Prevent), health and safety standards and equality, diversity and inclusion by submission to the Board of the minutes of each meeting, together with an oral report by the Committee Chair..
2. To report to the Sparsholt College Services Board of Directors (SCS Board) on safeguarding (including Prevent), health and safety, and equality, diversity and inclusion matters where these relate to SCS employees by submission to the SCS Board of the minutes of each meeting, together with an oral report by the Committee Chair.
3. To develop Sparsholt College Group strategy and policy with the aim of:
 - a) meeting the requirements of equality legislation, which covers the promotion of equality of opportunity and respect, the celebration of diversity, the fostering of good relations and respect, and the elimination of unlawful discrimination, harassment and victimisation.

- b) promotion of safe working practices and protecting the health and safety of employees, learners and members of the public meeting the requirements of health and safety legislation, which covers the
- c) meeting the requirements of safeguarding legislation, which covers the promotion of comprehensive and effective practices, training and the requirements of legislation to prevent radicalisation and terrorism, including promotion of respect and British values and Prevent.
- d) delivering the commitment to supporting the physical and mental health wellbeing of College Group staff and learner community.

Terms of Reference:

1. To ensure the provision of effective communication and consultation between management, employees, the student community and (where relevant) statutory agencies and external bodies in order that health, safety, equality, wellbeing, welfare and safeguarding¹ policies are properly maintained and developed.
2. To monitor information relating to health, safety, equality, wellbeing welfare, and safeguarding¹ matters and to make recommendations/observations to the Board of Governors (and, where relevant, the SCS Board) accordingly.
3. To consider and make recommendations to the Board of Governors (and, where relevant, the SCS Board) regarding individual health & safety, wellbeing and safeguarding¹ matters which have not been resolved at operational management/safety representative level, or at departmental level.
4. To examine health and safety and other equality, wellbeing and safeguarding¹ audit or other indicator reports and benchmarking information.
5. To develop strategy and policy to improve and maintain health and safety, equality, wellbeing and safeguarding¹ for staff and students and to ensure that College Group policies incorporate changes to relevant external statutory and policy requirements
6. To review and approve Codes of Practice and to oversee the implementation and maintenance of effective safety rules and practices at team/departmental level.
7. To receive notification of actions relating to the impact of capital or major works, or significant change in use to premises, required to ensure the health, safety, equality, wellbeing, welfare and safeguarding¹ of learners, staff or College Group visitors.
8. To develop and review policy with regard to health, safety, equality, wellbeing and safeguarding¹ training and have oversight of the effectiveness and impact of training initiatives.
9. To consider any findings from the Health & Safety Executive, Fire Officers and Environmental Health Officers in relation to policy implications and have oversight of the relevance of and implementation of specific recommendations.
10. To delegate specific duties to the College Group Safeguarding¹, Equality, Diversity & Inclusivity Strategy, Health & Safety and Wellbeing working groups of both campuses.

11. To deal with any matters specifically referred by the Board or by the Principal.

Approved: March 2023

1 Safeguarding policy, training and other activities incorporate the College's Prevent duties