

Scheme of Delegation

SCHEME OF DELEGATION

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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 Accountability (Funding) Agreement between the Department for Education (DfE) and the college the DfE College Financial Handbook and the Office for Students (OfS) regulatory framework. In case of any doubt or conflict the authority or requirements of these requirements 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 DfE Accountability (Funding) 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 DfE Accountability (Funding) Agreement and all other terms and conditions of FE and HE funding, and any functions that have been delegated specifically to the Principal by the Board of Governors.

The Principal is the accounting officer (under the DfE Accountability (Funding) Agreement) and the accountable officer (under the OfS 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 (UCS) 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 (including Mission and Vision)
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

	<p>Health & Safety Policies</p> <p>Health & Wellbeing Strategy</p> <p>HE Strategic Plan</p> <p>IT Policy</p> <p>Risk Management Policy</p> <p>Equality, Diversity & Inclusion Policy (including equality objectives)</p> <p>Sustainability Strategy</p>
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.	Accountability Statement

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.	<p>Financial Regulations</p> <p>Budget & Financial Plan</p>
Ensuring the solvency of the college and the safeguarding of its assets, and to inform the DfE	<p>Financial Regulations</p> <p>Budget & Financial Plan</p>

of any transactions that could jeopardise financial viability.	
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.	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 DfE College Financial Handbook and that prior approval has been sought and obtained for any transactions beyond those delegated authorities. This includes HM Treasury Managing Public Money requirements.	Financial Regulations Resources Committee Terms of Reference Senior Post Holders Remuneration Policy

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.	Financial Regulations 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	Board Constitution
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Governors in accordance with the Instrument & Articles of Government.	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' Expenses 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 Financial Regulations
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 Conflicts of Interest, Anti-Bribery & Gifts & Hospitality Policy Whistleblowing (Duty to Act) Policy Audit Committee Terms of Reference

	Counter Fraud Policy
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.	Family Friendly Policies Flexible Working Policy Redeployment Policy Redundancy Policy Salary Scales Salary Policy Time Off for Public & Voluntary Service

<p>Setting the rules of the conduct of staff.</p>	<p>Bullying & Harassment Policy (Staff) Conflicts of Interest, Anti-Bribery & Gifts & Hospitality Policy Conflicts of Interest Policy – Academic Data Protection Policy E-Safety & Online Communications Policy (Staff) Financial Regulations Health & Safety Policies (Staff) IT Policy Prevention of Sexual Harassment Policy (Staff) Safeguarding Learners Policy Sickness Absence Policy Staff Code of Conduct Substance Use & Misuse Policy (Staff)</p>
<p>Implementation of robust HR practices and procedures, including procedures for grievance, discipline, suspension and dismissal.</p>	<p>Capability Policy Disciplinary Policy Grievance Policy</p>
<p>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.</p>	<p>Employee Engagement Strategy</p>

Students

<p>The making of rules (after consultation with students) with respect to the conduct of students, including procedures for dealing with disciplinary matters.</p>	<p>FE Malpractice & Plagiarism Policy FE Managing Learner Conduct and Performance Policy FE Promoting Effective Learner Performance Policy FE Student Code of Conduct UCS Academic Support Policy UCS Preventing of Harassment & Sexual Misconduct Policy UCS Student Conduct Policy</p>
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<p>Ensuring arrangements for child protection and safeguarding are robust (including the Prevent Duty)</p>	<p>Bullying and Harassment Policy (Learners) eSafety and Online Communications Policies (Learners & Staff) FE Sexual Misconduct Policy Health & Safety Policies (Learners) Learner Search & Confiscation Policy Missing from Education Policy Safeguarding Learners Policy Substance Use & Misuse Policy (Learners) Suicide-Safer Policy Use of Reasonable Force Policy Work Placements Policy</p>
<p>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.</p>	<p>Curriculum Delivery, Teaching & Learning, and Quality Improvement Policy UCS Student Engagement Policy</p>

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 of 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 DfE Accountability (Funding) Agreement and to undertake the responsibilities of the accounting officer including notifying the DfE 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.

Head of Corporate Governance (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.

APPENDICES

Terms of reference of the committees of the Board of Governors

AUDIT COMMITTEE

1. Constitution

- 1.1. The committee shall comprise five members, including two co-opted members with relevant recent experience in at least one of the following areas: risk management, governance, finance, audit, assurance and control. At least one member of the committee should be a qualified accountant.
- 1.2. Appointed auditors may attend and speak at meetings where business relevant to their work is being discussed. Senior management may also be invited to attend and speak at meetings, particularly where their area of responsibility is under discussion.
- 1.3. The committee may invite the governing body's advisers or other third parties to attend and speak at meetings of the committee as appropriate.
- 1.4. To maximise the committee's independence and objectivity, the following people shall not be eligible to be members of the committee:
 - 1.4.1. the Chair of Governors
 - 1.4.2. the Principal or other senior post holder
 - 1.4.3. members of staff with significant executive management, financial or budgetary responsibilities;
 - 1.4.4. members of the Resources Committee; and
 - 1.4.5. governors who have significant interests in the college.
- 1.5. 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.
- 1.6. Only the committee members shall be entitled to vote. The quorum for meetings shall be three members.
- 1.7. The Head of Corporate Governance (Clerk to the Corporation) shall act as clerk to the committee.
- 1.8. The committee will meet at least three times a year, usually termly. The Committee Chair or the appointed auditors may request an additional meeting if they consider that one is necessary and the committee will endeavour to comply with such requests.
- 1.9. The committee may enter confidential session and exclude participants and observers (except the Clerk) where appropriate.
- 1.10. The committee, through the Chair and the Clerk, shall be responsible for the agenda and business it conducts.
- 1.11. The committee shall have access to any information or explanations it considers necessary to fulfil its remit.
- 1.12. The committee may seek training to ensure skills and knowledge of members remain relevant and up to date.

2. Terms of Reference

General

- 2.1. To scrutinise and investigate any activity within the Sparsholt College Group, including subsidiary companies, within the committee's terms of reference, including engaging a third party where necessary.

Value for Money

- 2.2. To advise the Board of Governors on securing the proper, economic, efficient and effective use of resources and safeguarding 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 requirements of funding bodies.
- 2.4. To review internal audit reports, monitor 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 internal audit service and recommend to the Board an annual internal audit plan which is informed by 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 requirements of the funding bodies, and ensuring retendering at least every 5 years.
- 2.7. To notify the Department for Education immediately if the external auditors resign or are removed before the end of their term by the Board of Governors. The Audit Committee may instruct an appropriate College Officer (such as the Chief Financial Officer or Head of Corporate Governance) to make this notification on its behalf.
- 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 and the auditor's annual fraud questionnaire.
- 2.10. To review reports of the external auditor and to review the Annual Report and Statement of Corporate Governance and Internal Control contained within the College's annual Financial Statements, making a recommendation for approval to the Board of Governors.
- 2.11. To monitor and confirm to the Board of Governors the appropriateness of management's response to the findings of the external auditor.

Governance and Risk Management

- 2.12. To monitor and review the adequacy and effectiveness of the governance framework and risk management arrangements.
- 2.13. To review the risk register termly to ensure that risks are being addressed appropriately and contribute to identifying risks for inclusion on the register approved annually by the Board of Governors.

Board Assurance

- 2.14. To advise the Board of Governors on the development and implementation of the board assurance framework, including policy for engaging other audit and assurance providers.

Internal Control

- 2.15. To advise the Board of Governors on of the adequacy of the internal control framework and other matters included in the management letters and reports of the audit and assurance service providers, along with management's responses.

- 2.16. To monitor, within agreed timescales, the implementation of actions in response to recommendations from audit and assurance service providers.

Fraud, Irregularity and Whistleblowing

- 2.17. To oversee policies on fraud, irregularity, impropriety and whistleblowing, including annually reviewing counter fraud mechanisms and whistleblowing disclosures.
- 2.18. To ensure all allegations and instances of fraud and irregularity - including cybercrime, theft, bribery, corruption, or major weakness – are investigated properly, proportionately and independently; that outcomes are reported to the Audit Committee; that internal and external auditors are informed; that appropriate follow-up action are planned or carried out; and that all significant* cases of fraud, or suspected fraud, are reported to the Department for Education as soon as possible.

Annual Report

- 2.19. To produce an annual report for the Board of Governors and the Accounting Officer, submitted before the Statement of Corporate Governance and Internal Control is signed, summarising the committee's activities, including:
- 2.19.1. significant issues arising up to the date of preparation of the report, including matters of internal control raised by audit and assurance providers;
 - 2.19.2. the committee's view of its own effectiveness and how it has fulfilled its terms of reference;
 - 2.19.3. the number of meetings held and attendance records for each member;
 - 2.19.4. the date of appointment of the external auditors and the remaining contract terms;
 - 2.19.5. independent assurance reports on subcontracting arrangements (where required by the Department for Education);
 - 2.19.6. the committee's opinion on the adequacy and effectiveness of 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.
- 2.20. To provide the Department for Education with the committee's annual report and opinion.

Definition of Significant:

** "Significant" means cases where the gross amount of the loss (that is before any insurance claim) exceeds £5,000; where public interest is likely due to the nature of the fraud or the people involved (especially where a governor or senior employee is implicated) regardless of the amount; where the particulars of the fraud are novel or complex or where the fraud is systematic or unusual in nature.*

Approved: March 2026

CURRICULUM, SKILLS & STAKEHOLDERS COMMITTEE

Constitution

1. The membership of the Committee shall be six governors, one of whom shall be the Principal and one a Student Governor, and up to three 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.

Approved: 11 December 2025

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 on the selection procedure and criteria for the Head of Corporate Governance (Clerk to the Corporation).
- 12 Request external expert advice where necessary.
- 13 Report to the Board via meeting minutes and oral updates from the Committee Chair, including advising the Board on areas of risk relevant to committee's remit.
- 14 Consider and advise on any matters referred to the committee by the Board from time to time.

Approved: March 2026

QUALITY & STANDARDS COMMITTEE TERMS OF REFERENCE

CONSTITUTION

7. 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 up to three co-opted committee members.
8. The Board of Governors shall appoint the Committee Chair for the forthcoming year.
9. The Committee shall be quorate when at least four members are in attendance.
10. 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.
11. 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 shall have a second or casting vote.
12. The Committee shall be served by the Head of Corporate Governance (Clerk to the Corporation) or his/her appointed deputy.

REMIT

Scope and Purpose

1. The committee oversees and advises the Board of Governors on the quality of teaching, learning, and academic outcomes across all FE and HE educational provision. Its core purpose is to support the Board in promoting excellence in education and continuous improvement.
2. Oversight of development and delivery of the FE and HE curriculum and learner/ student experience as relates to engagement with stakeholders (including employers), meeting skills needs, careers provision, and achievement of positive destinations is under the remit of the Curriculum, Skills and Stakeholders Committee.

Quality Assurance Oversight

3. Review and recommend to the Board of Governors FE and HE quality strategies and improvement plans, ensuring alignment with regulatory and awarding body requirements, including those of Ofsted and the Office for Students.
4. Monitor the effectiveness of quality assurance systems and their impact on curriculum delivery, teaching, academic standards, and learner/student outcomes.
5. Oversee the College's FE and HE self-assessment processes, ensuring robust and evidence-based evaluation that informs strategic planning and drives continuous improvement.
6. Oversee systems and performance indicators for teaching staff assessment and professional development to ensure high-quality teaching and alignment with strategic goals.

Strategy and Performance Monitoring

7. Monitor and advise the Board of Governors on progress with FE educational performance targets and quality improvement actions, including in relation to equality, diversity and inclusion.
8. Review FE learner and HE student and stakeholder feedback and actions arising, including outcomes from external validation, inspections, reviews and benchmarking.
9. Monitor and advise the Board of Governors on compliance with Office for Students quality-related conditions, other conditions relating to the HE student experience and, where relevant, participation in the Teaching Excellence Framework.
10. Monitor and advise the Board of Governors on delivery of priorities and actions in the University Centre Sparsholt strategic plan relevant to the committee's remit.
11. Monitor and advise the Board of Governors on delivery of the University Centre Sparsholt Access & Participation Plan objectives relevant to the committee's remit.

Policy Review

12. Review and recommend to the Board of Governors on policies relating to education and the student experience, including SEND provision, with due regard to safeguarding, equality and diversity, and other relevant regulatory requirements.
13. Review and advise the Board of Governors on the Prevent Duty risk assessment and related actions.
14. Review and recommend to the Board of Governors policies related to the conduct and performance of learners/students.

Governance

15. Request external expert advice where necessary.
16. Report to the Board via meeting minutes and oral updates from the Committee Chair, including advising the Board on areas of risk relevant to the remit of the committee.
17. Consider and advise on any matters referred by the Board or Principal relevant to the committee's remit, excluding:
 - a. Those covered under Articles 9 and 10 of the Articles of Government
 - b. Disciplinary matters involving staff or students
 - c. Matters delegated to other committees

Approved: July 2025

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 three members are in attendance. In the event that one of the standing members is unable to attend a meeting, another external member of the Board shall be co-opted as a member of the committee for that meeting.
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 and procedures.
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

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

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.

3. Within the terms of remuneration policy, to recommend to the Board for approval the salaries and, where relevant, pay scales, other remuneration payments and 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 consider and advise the Board on the annual performance reviews of the senior post holders and Head of Corporate Governance, including in relation to workload and well-being, and to endorse the forward-looking objectives on behalf of the Board.
7. 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.
8. To review and recommend to the Board the policy on income derived from external activities and assignment of additional payments for working on external activities.
9. 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.
10. To recommend to the Board of Governors for publication an annual statement on senior post holder remuneration.

Approved: December 2025

RESOURCES COMMITTEE TERMS OF REFERENCE

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 will not be members of the Audit Committee.
- 2 The Chair of Governors will act as Committee Chair.
- 3 Meetings of the committee will be quorate when at least four members are present.
- 4 The committee will meet at least once in each academic 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 will be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Committee Chair will have a second or casting vote.
- 6 The committee will be served by the Head of Corporate Governance (Clerk to the Corporation) or his/her appointed deputy.

DUTIES

To provide strategic oversight and advice to the Board of Governors on the effective and efficient use of the College Group's financial and non-financial resources, supporting long-term sustainability, regulatory compliance, and alignment with the College Group's strategic plan.

Strategy and Policy

1. Advise and make recommendations to the Board on College Group strategy and policy in relation to:
 - a. Financial planning (including investment, reserves and, if relevant, borrowing)
 - b. Property strategy, security and environmental management
 - c. Human resources strategy and employee policies
 - d. IT and digital infrastructure and security
 - e. Tuition fees and bursaries
 - f. Compliance with central government (public sector) finance requirements, including approvals required as defined by the Department for Education

Financial Oversight

2. Review and recommend to the Board:
 - a. The annual income and expenditure budget, including cash flow, underlying assumptions, and multi-year financial plan
 - b. Financial control policies and delegations
 - c. Annual financial statements, with reference to financial strategy and performance
3. Monitor and advise the Board on:

- a. Monthly management accounts, including in-year outturns and cash flow
 - b. Bank loan covenants and compliance
 - c. Financial performance of the College Group subsidiaries
 - d. Compliance with requirements of the Modern Slavery Act 2015
4. Undertake responsibilities and decisions as delegated by the Board under the College Group's Financial Regulations and Financial Reserves Policy.

Human Resources and Pensions

5. Advise and make recommendation to the Board on the pay and conditions of employees.
6. Monitor the effectiveness and efficiency of staffing resources.
7. Advise the Board on pension scheme arrangements and determine employer policy decisions under the Local Government Pension Scheme Discretions Policy.

Capital Projects and Resources Management

8. Review and recommend to the Board capital expenditure and major capital project proposals and monitor implementation.
9. Monitor the effectiveness and efficiencies of property and physical resources.

Sustainability

10. Oversee and advise the Board on the development and implementation of the College Group's sustainability strategy, policies, and action plans.

Governance

11. Request external expert advice where necessary.
12. Report to the Board via meeting minutes and oral updates from the Committee Chair, including advising the Board on areas of risk relevant to the remit of the committee.
13. Consider and advise on any matters referred by the Board or Principal relevant to the committee's remit, excluding:
 - Those covered under Articles 9 and 10 of the Articles of Government
 - Disciplinary matters involving staff or students
 - Matters delegated to other committees

Approved: July 2025

SPARSHOLT COLLEGE GROUP WELLBEING COMMITTEE

TERMS OF REFERENCE

Chair: Principal

Membership: Chief Operating Officer
 Chief Financial Officer
 Vice Principal (Andover) & Designated Safeguarding Lead
 Vice Principal (Sparsholt)
 Vice Principal & Dean of Higher Education
 Director of Inclusion & Student Experience
 Interim Head of Human Resources
 Director of Estates
 Health & Safety Manager
 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)
 Governance Co-ordinator

Frequency: To meet termly

Purpose:

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) meeting the requirements of health and safety legislation, which covers the promotion of safe working practices and protecting the health and safety of employees, learners and members of the public.

- 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.

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