

Board of Management

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| Date of Meeting | 4 October 2023 |
| Paper No. | BoM1-C |
| Agenda Item | 5.3 |
| Subject of Paper | Committee Terms of Reference Amendments |
| FOISA Status | Disclosable |
| Primary Contact | Drew McGowan College Secretary |
| Date of production | 6 June 2023 |
| Action | For Approval |

1. Recommendations

- 1.1. To approve an amendment to the membership of the Finance Committee.
- 1.2. To approve an amendment to the membership of the People & Culture Committee.

2. Purpose

- 2.1. To seek the Board of Management's approval for minor amendments to the Terms of Reference of its committees.

3. Consultation

- 3.1. The Students' Association has been consulted about the proposed changes to the membership of the Finance Committee and the People & Culture Committee.

4. Key Insights

- 4.1. Terms of Reference outline a committee's purpose, remit, membership, meetings, quoracy and annual review. The Board reserves the authority to approve changes to the Terms of Reference of its committees under section 7.3 of the Standing Orders and section 1.11 of the Scheme of Delegation.
- 4.2. The Board are recommended to approve the new Terms of Reference for the aforementioned committees, as enclosed, which will allow:
 - L Subido, Student President and a student member of the Board, to join the Finance Committee as a member
 - C McCarthy, Vice Student President Diversity & Wellbeing, to join the People & Culture Committee as a co-opted member

5. Impact and Implications

- 5.1. Reviewing the structure of the Board's governance documents and committees is an opportunity to make necessary changes and ensure governance arrangements are continuously reviewed and improved.

Appendix 1: Finance Committee Terms of Reference

Appendix 2: People & Culture Committee Terms of Reference

Terms of Reference Finance Committee of the Board of Management

1. Purpose

- 1.1. The Finance Committee, referred to hereafter as “the Committee”, will have oversight of the College’s finance and procurement functions. The Committee will provide the Board of Management with assurance that the College has appropriate budgets, controls, plans and strategies in place to ensure the financial stability and sustainability of the organisation.

2. Remit

- 2.1. Carry out the oversight duties assigned to the Committee in the College Group’s Financial Regulations ensuring, on an annual basis, that these are fully compliant with the Financial Memorandum.
- 2.2. Provide advice to the Board of Management on all significant matters related to the College Group’s finances.
- 2.3. Review, approve and monitor the implementation of the College’s financial strategies and associated plans, and submit appropriate reports and recommendations to the Board of Management on these strategies and plans
- 2.4. Receive and approve the annual budget and final accounts for recommendation to the Board of Management.
- 2.5. Receive and approve funding applications to the College and Sector Foundations.
- 2.6. Receive and discuss College procurement reports.
- 2.7. Review the Strategic Risk Register and Management Action Plans for those risks that are directly related to the Committee’s remit and recommend any changes to the Board of Management for final approval.
- 2.8. Recommend to the Board of Management any matters of significance that fall within the Committee’s remit.

3. Membership

- 3.1. At least three Board members will be represented on the Committee. More than one-half of the Committee’s membership will comprise of non-executive Board members. The remaining members may include the Principal and staff and/or student Board members. The current composition of the Committee is as follows:
 - **Non-Executive Members:** D. Baillie; R. Quinn; and S. Patrick.
 - **Principal, Staff & Student Member(s):** P. Little and L. Subido.
- 3.2. Additional members may be co-opted to the Committee with the approval of the Board of Management. Co-opted members shall contribute to the business of the Committee but will not have the right to vote. The Committee does not currently have any co-opted members.
- 3.3. Members of the Committee shall elect a Convener from among their number. In accordance with the Standing Orders, approved and issued by the Board of Management, the Convener should be a non-executive member. The Committee may also choose to elect a Vice Convener.

4. Meetings and Quoracy

- 4.1. The Committee shall meet at least four times in each academic year. Meetings will be conducted in accordance with the Standing Orders as approved and issued by the Board of Management.
- 4.2. The quorum for a meeting of the Committee shall be no less than one-half of the members, as outlined in section 3.1, who are entitled to vote. At least one-half of those attending must be non-executive members to complete a quorum.

5. Review

- 5.1. Members will review the Committee's Terms of Reference at least annually. Any amendments shall be submitted to the Board of Management for consideration and final approval.

Approved by the Board of Management: ~~14 June~~ 4 October-2023.

Terms of Reference

People & Culture Committee of the Board of Management

1. Purpose

- 1.1. The People & Culture Committee, referred to hereafter as “the Committee”, will have oversight of the College’s human resources, organisational development, estates, facilities and IT functions. The Committee will provide assurance to the Board of Management that the College safeguards the health, safety and well-being of staff and students, promotes a positive, inclusive culture and meets all relevant ethical and legal requirements as an employer and educator.

2. Remit

- 2.1. Review regular reports and performance information in relation to all matters relating to human resources, organisational development, health and safety, staff welfare and well-being, and equalities. Periodically review, instigate review and approve the College’s policies and strategies concerning such matters.
- 2.2. Maintain an overview of the College’s organisational structure.
- 2.3. Approve the parameters under which the Executive Leadership Team is authorised to negotiate pay and conditions of service. Members will receive reports and may provide advice on pay negotiations and agreements, including national bargaining.
- 2.4. Monitor and review the effectiveness of the College’s employee relations, arrangements for negotiation and consultation, processes for dealing with discipline and grievance and Recognition and Procedure Agreements.
- 2.5. Review and approve the College’s equality statement and its equality and diversity policies, to ensure that they comply fully with statutory requirements and are reflected in the College’s strategic and operational plans so that equality and diversity form an integral part of decision-making in the College.
- 2.6. Monitor the implementation of the College’s policies on equality and diversity, and to review regularly its performance on key indicators in relation to protected characteristics.
- 2.7. Receive updates on the Continuous Professional Development for support and teaching staff.
- 2.8. Review regular reports and performance information concerning the business-as-usual management of the College’s existing estates, facilities and IT functions and infrastructure.ⁱ
- 2.9. Review the Strategic Risk Register and Management Action Plans for those risks that are directly related to the Committee’s remit and recommend any changes to the Board of Management for final approval.
- 2.10. Recommend to the Board of Management any matters of significance that fall within the Committee’s remit.

3. Membership

- 3.1. At least three Board members will be represented on the Committee. More than one-half of the Committee’s membership will comprise of non-executive Board members. The remaining members may include the Principal and staff and/or student Board members. The current composition of the Committee is as follows:
 - **Non-Executive Members:** A. Barron; A. Sullivan; P. Hillard; and R. Gillespie.
 - **Principal, Staff & Student Member(s):** P. Little; S. McDowall.

3.2. Additional members may be co-opted to the Committee with the approval of the Board of Management. Co-opted members shall contribute to the business of the Committee but will not have the right to vote. The following members are co-opted to the Committee:

- **Co-opted Member(s):** M. Miller and C. McCarthy.

3.3. Members of the Committee shall elect a Convener from among their number. In accordance with the Standing Orders, approved and issued by the Board of Management, the Convener should be a non-executive member. The Committee may also choose to elect a Vice Convener.

4. Meetings and Quoracy

4.1. The Committee shall meet at least three times in each academic year. Meetings will be conducted in accordance with the Standing Orders as approved and issued by the Board of Management.

4.2. The quorum for a meeting of the Committee shall be no less than one-half of the members, as outlined in section 3.1, who are entitled to vote. At least one-half of those attending must be non-executive members to complete a quorum.

5. Review

5.1. Members will review the Committee's Terms of Reference at least annually. Any amendments shall be submitted to the Board of Management for consideration and final approval.

Approved by the Board of Management: ~~14 June~~ 4 October 2023

ⁱ The Committee's remit will include oversight of the College's existing, business-as-usual estate, facilities and IT infrastructure and functions. Proposals and plans for new developments to the College's campuses and property will be considered by the Development Committee. Decisions on of the expenditure for the College's capital plan will be tabled for the consideration of the Finance Committee.