

h



# Governance Manual-part 1

## Standing Orders and Terms of Reference

THE BEDFORD COLLEGE GROUP

[www.bedford.ac.uk](http://www.bedford.ac.uk)

June 2025

1

Corporation approved 22.10.25  
Governance Committee endorsed for publication 21.11.25

## Table of Contents

1. Membership and Conduct.....	4
<b>1.1. Composition</b> .....	4
<b>1.2. Terms of office</b> .....	4
<b>1.3. Recruitment</b> .....	5
<b>1.4. Suspension</b> .....	5
<b>1.5. Leave of absence</b> .....	6
<b>1.6. Staff members</b> .....	6
<b>1.7. Students</b> .....	6
<b>1.8. Nolan principles and Code of conduct</b> .....	6
<b>1.9. Conflicts of interest</b> .....	6
<b>1.10. Commitment</b> .....	7
<b>1.11. Complaints</b> .....	7
<b>1.12. Expenses</b> .....	7
2. Roles & Responsibilities and Delegation .....	8
<b>2.1. Chair and Vice Chair</b> .....	8
<b>2.2. Clerk</b> .....	9
<b>2.3. Committee membership, committee Chairs and Vice Chairs</b> .....	9
<b>2.4. Appointment of senior post-holders</b> .....	9
3. Responsibilities, Delegation and Approvals .....	10
<b>3.1. Preamble</b> .....	10
<b>3.2. Clerk's responsibilities</b> .....	11
<b>3.3. Chair's responsibilities (Circumstances appropriate for Chair's action)</b> .....	11
4. Meetings.....	13
<b>4.1. Attendance at meetings</b> .....	13
<b>4.2. Papers</b> .....	13
<b>4.3. Quorum</b> .....	14
<b>4.4. Public access</b> .....	15
<b>4.5. Minutes and decision making</b> .....	15
<b>4.6. Written resolutions</b> .....	15
AUDIT COMMITTEE .....	16
Terms of reference .....	16
1.External Audit.....	18
2. Internal Audit .....	19

5. Fraud & Irregularity.....	20
6. Whistleblowing .....	20
To monitor: .....	21
7. Other .....	<b>Error! Bookmark not defined.</b>
RESOURCES COMMITTEE .....	24
Terms of reference .....	24
CURRICULUM & QUALITY COMMITTEE.....	29
Terms of reference .....	29
CURRICULUM & QUALITY LOCAL GROUPS .....	34
Terms of reference .....	34
REMUNERATION COMMITTEE .....	38
Terms of reference .....	38
GOVERNANCE COMMITTEE.....	42
Terms of reference .....	42
Annex A.....	46

These standing orders set out the Corporation's determinations for carrying out its business and are not intended to undermine or contradict the approved Instrument of Government & Articles of Association (I&A). These standing orders set out the agreed operational arrangements within the framework of the I&A, relevant funding agreement, and other relevant statutory and regulatory provisions.

For the purposes of these standing orders "the Clerk" means the Group Director of Governance acting in their capacity as Clerk to the Corporation, or individual appointed as a temporary Clerk in the absence of the Group Director of Governance under clause 6 of the Instrument & Articles of Government.

The Corporation has agreed that the I&A and standing orders shall be reviewed at least once every five years or sooner as circumstances dictate.

## **1. Membership and Conduct**

### **1.1. Composition**

- 1.1.1. Composition of the Corporation shall be as set out in the I&A.
- 1.1.2. The Corporation may appoint co-opted members to committees where they enhance the skills of a committee in line with their terms of reference.
- 1.1.3. The Corporation may on the advice of the Governance Committee exceed the maximum number of external members through the addition of up to 2 co-opted independent members for a period of up to two years where it deems it necessary to ensure the Corporation has access to relevant skills to carry out its functions where they enhance the skills of the Corporation.
- 1.1.4. Membership provisions, including numbers in each category, as set out in the I&A and can be amended by resolution of the Corporation at any time without amending these standing orders provided that they are consistent with the requirements of the Instrument of Government and Articles of Association.

### **1.2. Terms of office**

- 1.2.1. Corporation approval is required for the appointment, re-appointment, suspension and termination of office of members of the Corporation.
- 1.2.2. The Corporation shall determine terms of office of members and co-opted members.

- 1.2.3. The first term of office for members shall be set to end on the 31 July closest to the 4th anniversary of the appointment.
- 1.2.4. The first term of office for co-opted members shall be set to end on the 31 July closest to the anniversary of the appointment.
- 1.2.5. Re-appointments of a 4-year period for members and a 1-year period for co-opted members, subject to the consent of the individual, can be proposed by the Governance Committee following an evaluation of individual performance and contribution, as well as an assessment of overall board composition and skills needs.
- 1.2.6. The Corporation shall not approve terms of office which will result in an individual member serving more than 8 consecutive years unless, on the advice of the Clerk and the Governance Committee, exceptional circumstances are deemed to apply.
- 1.2.7. Extensions beyond two 4-year terms for members and two 1-year extensions for co-opted members for exceptional circumstances can be granted for up to 1 year at a time, dependent on re-assessment by the Clerk and the Governance Committee and shall not be granted where it would take an overall consecutive term of office beyond 12 years from the first appointment.

### **1.3. Recruitment**

- 1.3.1. The Corporation is the appointing authority in relation to the appointment of members and co-opted members and shall determine all matters relating to their appointment, suspension and termination of office.
- 1.3.2. The Governance Committee shall oversee recruitment practices and policies in line with their terms of reference or as otherwise delegated by the Corporation.
- 1.3.3. The Corporation shall adhere to TBCG's safer recruitment policies.

### **1.4. Suspension**

- 1.4.1. Where the Corporation exercises its power to suspend a member this should not be regarded as a punishment but as a neutral act intended to protect TBCG's reputation and/or ensure it can properly exercise its powers and discharge its legal duties to internal and external stakeholders.
- 1.4.2. The Corporation shall determine an appropriate process to investigate the circumstances leading to suspension and the outcome in the best interests of TBCG

### **1.5. Leave of absence**

- 1.5.1. The Chair of the Corporation, where it is in the best interests of the Corporation, may grant a member permission to be absent for a period of up to 6 months, and any such decision should be reported at the next Board meeting and monitored by the Governance Committee.

### **1.6. Staff members**

- 1.6.1. Staff members shall be elected by TBCG staff and will be appointed for a period of to 2 years unless the Corporation decides otherwise.
- 1.6.2. Only staff below Senior Leadership team level and without conflicts of interest are eligible for election to preserve the independence of the Corporation and ensure the Corporation has regard to views from a wider group of staff.
- 1.6.3. In the event of an equality of votes the determination shall be made by drawing lots

### **1.7. Students**

- 1.7.1. Student members shall be elected by the student body and will be appointed for a period of 1 year unless the Corporation decides otherwise.
- 1.7.2. In the event of an equality of votes the determination shall be made by drawing lots

### **1.8. Nolan principles and Code of conduct**

- 1.8.1. Members accepting appointments at TBCG must agree to sign and abide by the most recent version of the Eversheds Code of Conduct (available on the portal) and in particular to adhere to the Nolan principles of public life (honesty, integrity, objectivity, accountability, selflessness, openness and leadership)

### **1.9. Conflicts of interest**

- 1.9.1. Members are expected to act in the best interests of TBCG and accordingly shall not be bound to speak or vote by mandates given to them by any other body or person.
- 1.9.2. Members shall complete declaration of interest forms when required by the Clerk to declare relevant interests under clause 10 of the Instrument & Articles and notify the Clerk of any new declarations as they arise.
- 1.9.3. The register of interests will be updated at least annually and be available for inspection.

- 1.9.4. Members have an ongoing duty to declare interests to the Clerk and to other members and should actively consider and declare at each meeting where interests outside of TBCG may pose a conflict or influence an individual's ability to act in accordance with the Nolan principles.
- 1.9.5. The Clerk should raise any potential conflicts of interest with the Chair and / or with Committee Chairs and ensure interests declared at meetings are recorded.
- 1.9.6. A declaration of interest made by participants of meetings will be recorded in the minutes.

#### **1.10. Commitment**

- 1.10.1 Members are expected to prepare for, attend, and participate in Board and Committee meetings and activities. Members are encouraged to engage in TBCG's wider activities
- 1.10.2 Attendance at Board and committee meetings is monitored by the Governance Committee, reported to the Board periodically, and published in the Financial Statements.
- 1.10.3 The Corporation has agreed key performance indicators for monitoring attendance as follows:
  - Overall average attendance for Board and Committee meetings > 80%
  - Average attendance for individual Governors for Board and Committee meetings >80% of which >50% is in person

#### **1.11. Complaints**

- 1.11.1. The Corporation has approved a procedure for the management of complaints made against the Corporation, a member of the Corporation, or the Clerk to the Corporation by an individual, business or organisation **[Annex A]**

#### **1.12. Expenses**

- 1.12.1. The Corporation has the power to pay a member such travelling, subsistence or other allowances as the Corporation may determine, other than allowances which remunerate members for their services as members (except with the approval of the DfE and or the Charities Commission as appropriate).
- 1.12.2. The Corporation has determined that members of the Corporation may claim reasonable expenses associated with Corporation work at the same mileage and subsistence rates paid to members of staff and in line with the rates set out in the relevant policies and or HMRC

guidelines. Members can contact the Clerk (Group Director of Governance) or the Senior Governance Co-ordinator for more information.

## **2. Roles & Responsibilities and Delegation**

### **2.1. Chair**

### **2.2. and Vice Chair**

- 2.2.1. The appointment of Chair and Vice Chair shall be determined by the Corporation and terms of office agreed for periods of up to three years. Further information can be found in clause 5 of the Instrument of Government.
- 2.2.2. The Governance Committee may recommend to the Corporation that external candidates for the role of Chair should be considered, and the process shall be determined by the Governance Committee. The Chief Executive, staff and student members are not eligible to stand but may participate in the process of appointment.
- 2.2.3. Where external candidates are included in the application process are determined, all candidates (internal and external) will follow the same application process.
- 2.2.4. Where external candidates are not to be included in the application process determined:
  - The Clerk will seek nominations from Board members at least four weeks prior to the appointment date.
  - Where there is more than one nomination, a ballot will be arranged by the Clerk. In the event of an equality of votes in the ballot, the outcome will be determined by drawing lots.
- 2.1.5 The Chair and Vice Chair shall fulfill the roles in line with the role descriptions agreed from time to time by the Corporation; attend relevant training and development; conduct meetings in line with the Code of conduct and TBCG values and comply with relevant guidance and best practice.
- 2.1.6 Where the Chair or Vice Chair resigns or otherwise terminates their position or where the membership of the Chair or Vice Chair is terminated or suspended in accordance with clause 9 of the Instrument of Government, or where for any reason the Corporation is satisfied that the Chair or Vice Chair is unable or unfit to discharge their function as Chair or Vice Chair in the best interests of TBCG, the Corporation may remove them from office by notice in writing.



- 2.1.7 The Corporation shall make interim appointments to the Chair and Vice Chair roles as needed following the relevant resignation, removal, termination or suspension from office until such time as an application process is determined, and an appointment made.

### **2.3. Clerk**

- 2.3.1. The appointment of the Clerk to the Corporation (to be known as the Group Director of Governance) is a matter for the Corporation. Further information regarding the appointment, grading, suspension and dismissal can be found in the Instrument of Government.

### **2.4. Committee membership, committee chairs and Vice Chairs**

- 2.4.1. The Corporation shall determine committee composition and appoint committee chairs each academic year following advice from the Governance Committee.
- 2.4.2. Committee chairs will normally be appointed in each post for a period of up to 2 years by the Corporation and do not require prior experience on the relevant committee.
- 2.4.3. Committee Vice Chairs will normally be appointed by committees at their first meeting of the academic year.
- 2.4.4. Committee Chairs will agree the committee work Programme; approve agendas and minutes; provide a summary assurance report of each meeting to be included in the Corporation pack at the next meeting; ensure committee members are able to contribute at meetings and ensure meetings are conducted in line with the Code of Conduct and TBCG values.
- 2.4.5. Committee Vice Chairs will support committee chairs by mentoring newly appointed members on their committee and assuming the responsibilities of the committee chair in their absence

### **2.5. Appointment of senior post-holders**

- 2.5.1. The Corporation has determined that the Chief Executive Officer (CEO), the Executive lead responsible for Finance, the Executive lead responsible for HR, the Clerk and any other individuals formally acknowledged by the Corporation shall be designated Senior Post-holders.
- 2.5.2. In the event that the Chief Executive is incapacitated or otherwise unable, or anticipated to be unable, to discharge the duties of the office for a continuous period of three months or more, the Corporation, at its absolute discretion, may appoint an external

interim Chief Executive to fulfil the responsibilities of the post for such duration and on such terms as the Corporation considers appropriate.

- 2.5.3. Where there is a vacancy for a Senior Post Holder the Corporation shall act in accordance with the relevant provisions of the Instrument and Articles of Government and other relevant recruitment policies and procedures
- 2.5.4. The initial remuneration, benefits and terms and conditions for Senior Post Holders and subsequent pay awards and changes to the remuneration packages shall be approved by the Corporation with advice from the Remuneration Committee in accordance with the relevant terms of reference.
- 2.5.5. Senior Post Holders will have an annual appraisal and development review in line with relevant policies and procedures. The CEO will perform this for Senior Post Holders other than themselves and the Clerk where the reviews will be carried out by the Chair of the Corporation
- 2.5.6. The Corporation shall approve objectives for Senior Post Holders having received advice from the Remuneration Committee.
- 2.5.7. Where there are concerns about the performance or conduct of a Senior Post Holder or issues raised by a Senior Post Holder the Corporation shall follow the Discipline, Grievance and Appeals Policy for Senior Post Holders

### **3. Responsibilities, Delegation and Approvals**

#### **3.1. Preamble**

- 3.1.1. The main responsibilities of the Corporation, the Chief Executive Officer ("CEO") and Clerk are set out in the I&A, these standing orders and terms of reference.
- 3.1.2. To provide effective governance within legal and regulatory requirements, the Corporation can agree to delegate other functions and approvals to specified committees, the Chair, the CEO, other individuals or the Clerk and to monitor the appropriateness of these delegations in accordance with the I&A of Government. Such delegation does not prevent the Corporation taking a decision on any matter if the Chair and Clerk agree to refer the matter to them.
- 3.1.3. In all cases where the Standing Orders, terms of reference or any policies require the Chair of the Corporation or of a Committee to take action then this can be delegated to the relevant Vice Chair in their absence.

- 3.1.4. Delegated authority must be formally recorded, either as part of approved terms of reference, in approved college policies, within the standing orders or in the minutes or a written resolution of the Corporation or relevant committee.
- 3.1.5. The Corporation shall not delegate powers it does not possess

### **3.2. Clerk's responsibilities**

- 3.2.1. The Clerk's responsibilities are set out in section 3 of the Articles of Government.
- 3.2.2. The Clerk is also responsible for custody of the Corporation's seal and reporting annually on its use.

### **3.3. Chair's responsibilities (Circumstances appropriate for Chair's action)**

- 3.3.1. The Corporation has determined that there may be circumstances where it is appropriate for the Chair to make decisions on the Corporation's behalf outside of the formal meeting cycle, terms of reference and other approved scheme of delegation, where any lack of timely action could damage the interests of TBCG.  
Such circumstances shall be determined as appropriate by agreement between the Chair, CEO and Clerk for:
  - a. Items of routine business that would not normally merit discussion at a meeting of the Corporation.
  - b. Matters relating to the implementation of policies that have already been approved by the Corporation or committees within the Scheme of Delegation; and or
  - c. Any issue which, in the view of the Chair, CEO and Clerk, is too urgent and important for consideration to be deferred until the next scheduled meeting of the Corporation but not significant enough to warrant a special meeting, and cannot be dealt with via electronic written resolution to board members
  - d. Any issue which in the view of the Chair, CEO and Clerk should be dealt with via Chair's action to ensure members will not be prevented in taking part in a discipline or grievance panel relating to a senior post holder. Should the matter relate to potential discipline or grievance procedures in respect to the CEO or Clerk, then the decision on Chair's action would not include the person who is the subject of such potential procedures

- 3.3.2. The assessment as to appropriateness will be based on an assessment of the likelihood and impact of the risk materialising in the case of no action (or lack of timely action); and a comparison of this in line with the TBCG's risk appetite (as measured by the College's agreed approach set out in the Risk Management Framework and debated from time to time); or consideration of potential personnel procedures that may require governor involvement. Legal advice can be taken where considered appropriate and proportionate.
- 3.3.3. The criteria to be adopted by the Chair, CEO and Clerk in considering the need for Chair's Action include:
- a. Adherence to the College values; Valuing Teamwork, improving continuously, Student centered, Inclusive, open and caring and Nurturing Educational excellence.
  - b. Requirements of regulators and statute do not explicitly require the decision to be taken by the Corporation or the Audit and Risk Management Committee (i.e. approval of annual budget etc.).
  - c. Advice of the CEO and any relevant committee (unless the matter in question may result in a discipline or grievance procedure against the CEO)
  - d. Adherence to the Instrument and Articles of Government, Financial Regulations, and / or other relevant regulations or policies.
  - e. Whether the decision is simple and straightforward, follow-on from a decision already made by the Corporation.
  - f. Whether legal or other external advice is required before taking this decision.
  - g. Whether any delay in making this decision would seriously damage the interests of the College.
- 3.3.4. Any decisions taken under this authority will be reported to the next meeting of the Corporation. (The Chair and Clerk will decide whether the board members should also be advised sooner via electronic communication, but the action should still be a formal

item at the next meeting of the Corporation).

## **4. Meetings**

The conduct of meetings, quorum, and requirements for members to withdraw as set out in the Instrument of Government shall be adhered to. A full schedule of meetings for each academic year shall be made available to the members before the start of the relevant academic year.

### **4.1. Attendance at meetings**

- 4.1.1. Members are expected to attend, prepare for and actively participate in all meetings of the Corporation and those committees of which they are a member and attendance KPIs in respect of commitment are monitored by the Governance Committee.
- 4.1.2. It is recognised that there may be occasions when attendance is not possible. On such occasions: members shall notify the Clerk and will give as much notice as possible of their absence to enable decisions on quoracy.
- 4.1.3. Meetings can be held by use of college approved conferencing facilities were agreed by the Clerk and the Chair of the Corporation (for Board meetings) and the Clerk and relevant committee Chair for committee meetings provided all members can see and or hear each other where remote communication is used.
- 4.1.4. Where meetings are held in person, in circumstances agreed by the Clerk and relevant meeting Chair and on giving sufficient notice for arrangements to be made, a member can use college approved conferencing facilities to attend, participate and be counted towards the quorum of a meeting.
- 4.1.5. Where more than 50% of external members indicate an intention to attend a meeting remotely the Clerk shall agree with the relevant Chair whether the meeting should be held entirely remotely.
- 4.1.6. Members are encouraged in advance of meetings to raise any issues that they would have raised at the meeting with the Chair, in order that the Chair can introduce those issues into the meeting discussion.

### **4.2. Papers**

- 4.2.1. Papers will be sent, where reasonably practicable, with the agenda, 7 days prior to the relevant meeting by the Clerk save

where the meeting is to discuss matters relating to the Clerk where the meeting will be called by the Chair.

- 4.2.2. Any member may request an item be included on the agenda of a meeting. Such a request should be submitted at least 1 calendar month before the meeting to the Clerk who will clear the item through the Chair or committee Chair prior to finalisation of the agenda. If a paper is requested from College staff then members should allow enough time for this to be prepared.

#### **4.3. Quorum**

- 4.3.1. The Instrument and Articles of Government sets out the relevant provisions for a quorum for the Corporation.
- 4.3.2. The quorum for each committee is set by Corporation and details are included in the terms of reference.
- 4.3.3. No resolution can be made where a meeting does not satisfy the requirements for the quorum.
- 4.3.4. Only members of the Corporation and co-opted member of committees have the right to attend meetings and be counted in the quorum. However, other individuals such as members of the Executive Team may be invited to attend for all or part of any meeting where their area of responsibility is under discussion.
- 4.3.5. The Clerk shall inform the Chair of the Corporation or committee Chair of the position on quorum so a decision can be taken on whether a meeting can continue for decision making and or advisory purposes.
- 4.3.6. The Corporation or committee Chair can call a special meeting as soon as practicable where a meeting does not continue due to a lack of quorum.
- 4.3.7. Members of the Corporation have the right to decide whether a secret ballot should be held or whether names of those voting for or against should be taken.
- 4.3.8. Every member of the Corporation shall act in the best interests of the Corporation and accordingly shall not be bound in speaking and voting by mandates given to them by any other body or person.
- 4.3.9. Where members are required to withdraw from a meeting solely for a specific item under discussion, the quorum will not be affected.
- 4.3.10. The Corporation may invite the Corporation's advisers or other third parties to attend meetings as appropriate (such people shall not have a vote but shall be entitled to speak at the meeting).

#### **4.4. Public access**

- 4.4.1. The Instrument of Government provides that Persons who are not members will not be admitted to meetings of the Corporation or its committees unless invited to do so by the Chair of the Corporation or a respective Committee.
- 4.4.2. Access to information about the work of the Corporation is made available by the Clerk and is generally accessible unless there are sound reasons for maintaining confidentiality.
- 4.4.3. Application by any non-member to gain access, exceptionally, to a corporation meeting as an observer must be made to the Clerk to the Corporation in writing not less than five working days prior to the meeting.
- 4.4.4. A decision on such a request will be made by the Chair (or the Vice Chair), the Chief Executive and the Clerk in the light of the overall circumstances and after consultation with Corporation members where practicable and the decision notified to the applicant in writing by the Clerk.

#### **4.5. Minutes and decision making**

- 4.5.1. The publication and availability of papers and minutes shall be managed in accordance with the relevant provisions in the Instrument and Articles of Government
- 4.5.2. A copy of published minutes will be placed on the website for a minimum period of 12 months.
- 4.5.3. Electronic copies of approved minutes will be kept indefinitely and electronic papers kept for a period of at least 12 years except where statutory requirements deem they must be held for a longer period
- 4.5.4. Having regard to the criteria for confidentiality used by the Corporation, confidential minutes will be redacted prior to publication, and a summary maintained by the Clerk will be prepared for the non-confidential and confidential items.
- 4.5.5. All minutes will remain confidential until they have been approved by the Corporation or relevant committee.
- 4.5.6. At every meeting, the minutes of the last meeting shall be taken as an agenda item, and, if agreed to be accurate, shall be approved as a true record.

#### **4.6. Written resolutions**

- 4.6.1. The Corporation has determined that decisions can be taken by written resolution where the Chair or relevant committee Chair and Clerk determine the circumstances to be appropriate and ensure that the provisions in clause 14 Instrument of Government are met.

- 4.6.2. A request for consideration of a written resolution will be circulated to relevant members on the Board's electronic portal or by email as appropriate with instructions provided for approval or questions.
- 4.6.3. Clause 14 provides for a resolution to be passed where 51% or more of eligible members confirm approval. Any business conducted by written resolution will be reported at the next meeting.

## **AUDIT COMMITTEE**

### **Terms of reference**





<b>Audit Committee Terms of Reference</b>	
<b>Approved by and date</b>	<b>Corporation 22.10.25</b>
<b>Purpose</b>	<p><b>To scrutinise, approve or make recommendations on:</b></p> <ul style="list-style-type: none"> <li>-matters relating to the Corporation's audit arrangements and systems of internal control</li> <li>-the adequacy and effectiveness of the College's systems of Internal Control</li> </ul> <p><i>In carrying out its responsibilities the Audit Committee shall have regard to the governing documents and relevant statutory and regulatory framework.</i></p>
<b>Responsibilities</b>	<p><b>1.External Audit</b></p> <p><b>To advise and make recommendations on:</b></p> <ul style="list-style-type: none"> <li>• The appointment, reappointment, dismissal and remuneration of financial statements auditor.</li> <li>• The approval of the financial statements audit strategy</li> <li>• The Audit Committee's annual report to the Corporation and funding body to meet regulatory requirements, summarising the Committee's work, including significant issues, internal control matters, and opinions on audit arrangements, governance, risk management, control, solvency, safeguarding of assets and value for money.</li> <li>• The annual financial statements (in particular on the Statement of Corporate Governance and Internal Control "SCGIC"), the management letter, the post audit report and regularity self-assessment.</li> <li>• KPIs to monitor the performance of financial statements auditors and report against these in the Committee's annual report.</li> </ul> <p><b>To monitor:</b></p> <ul style="list-style-type: none"> <li>• the implementation of recommendations from the Post Audit Report.</li> <li>• National Audit Office reports, their impact and relevance to TBCG</li> </ul>

	<p><b>2. Internal Audit</b></p> <p><b>To advise and make recommendations on:</b></p> <ul style="list-style-type: none"> <li>• The Internal Audit committee annual report</li> <li>• The appointment, reappointment, dismissal, and remuneration of internal auditors and other assurance providers.</li> </ul> <p><b>To monitor</b></p> <ul style="list-style-type: none"> <li>• Significant audit findings or recommendations.</li> <li>• Internal audit assignment reports and management responses</li> <li>• The implementation of agreed recommendations from internal audit and other assurance reports received by the Committee.</li> </ul> <p><b>3.Large capital projects</b></p> <p><b>To monitor:</b></p> <ul style="list-style-type: none"> <li>• Assurance post board decisions where business cases for major capital projects (those which exceed £1m investment) have been approved, that the investment is proceeding to plan and that the delivery of benefits is on track.</li> </ul> <p><b>4. Risk Management</b></p> <p><b>To advise and make recommendations on:</b></p> <ul style="list-style-type: none"> <li>• Risk management procedures to ensure they are effective and fit for purpose.</li> <li>• The adequacy and effectiveness of the College's framework of governance, risk management, and control processes (financial and non-financial) for the effective and efficient use of resources (including subcontracting arrangements), the solvency of the institution and the safeguarding of assets.</li> </ul> <p><b>5. Regulatory Compliance &amp; Assurance</b></p> <p><b>To advise and make recommendations on:</b></p> <ul style="list-style-type: none"> <li>• TBCG's compliance with regulatory frameworks and funding conditions.</li> <li>• TBCG's Business Continuity Plan.</li> </ul>
--	---

**To monitor**

- information on additional services undertaken by auditors and how independence was safeguarded.

**6. Fraud & Irregularity****To advise and make recommendations on:**

- The adequacy of reports and management response to “fundamental breaches” of the financial regulations such breaches to include but not be limited to:
  - Misuse or misappropriation of public funds.
  - Material non-compliance with financial regulations or funding agreements.
  - Actions that compromise the College’s financial viability or solvency.
  - Fraudulent activity or deliberate deception in financial reporting or funding claims.
  - Failure to safeguard assets or maintain adequate financial controls.
- The proper, proportionate and independent investigation of allegations and instances of significant fraud and irregularity. (In determining significant fraud the Committee shall have regard to the relevant College Financial handbook and other guidance from the DfE)
- The outcomes of other investigations relevant to the Committee’s terms of reference

**To monitor:**

- Notifications of any banking discrepancy under the terms of the Financial Regulations

**7. Whistleblowing****To advise and make recommendations on:**

- The adequacy and effectiveness of TBCG’s whistleblowing policy and procedures
- The escalation of serious or unresolved whistleblowing matters to the Board and external agencies

	<ul style="list-style-type: none"> <li>TBCG's governance and culture around whistleblowing</li> </ul> <p><b>To monitor:</b></p> <ul style="list-style-type: none"> <li>Reports on whistleblowing activity, including trends, themes and any significant cases</li> <li>Compliance of whistleblowing oversight with legal and regulatory frameworks</li> </ul> <p><b>8. Other</b></p> <ul style="list-style-type: none"> <li>To consider other matters referred by the Corporation</li> </ul>
<b>Authority and approvals</b>	<p><b>The Committee has the authority to approve and authorise signature where relevant:</b></p> <ul style="list-style-type: none"> <li>The Whistleblowing Policy</li> <li>The Anti bribery &amp; Fraud Policy (to include determination of procedures for the investigation of any suspected fraud or corruption)</li> <li>The Internal Audit Strategy, including KPIs to be noted by the Corporation</li> </ul> <p><b>The Committee has the authority to:</b></p> <ul style="list-style-type: none"> <li>Investigate any activity within its terms of reference</li> <li>Go into a confidential session excluding any or all participants where it considers appropriate to do so.</li> <li>Determine appropriate insurance cover</li> </ul> <p><b>The committee Chair has the authority to:</b></p> <ul style="list-style-type: none"> <li>approve internal audit scopes on behalf of the Committee</li> </ul>
<b>Reports to</b>	The Corporation
<b>Chair</b>	<p>The Committee Chair shall be a member of and approved by the Corporation</p> <p>The Committee shall nominate a Vice Chair at their first meeting of the academic year</p>
<b>Membership</b>	<p>The Committee shall have a minimum of 4 members.</p> <p><b>Membership shall:</b></p> <ul style="list-style-type: none"> <li>Have at least 3 independent governors</li> <li>Not including CEO, staff, students, members of the Resources Committee, or the Chair of the Corporation.</li> </ul>

	<ul style="list-style-type: none"> <li>• Be reviewed by the Corporation at least every 2 years</li> </ul> <p><b>Membership can:</b></p> <p>Include persons who are not members of the Corporation but are deemed to have the skills required to enhance the skills of the Committee and who may be appointed as co-opted members.</p>
<b>In attendance</b>	<ul style="list-style-type: none"> <li>• Chief Executive Officer</li> <li>• Chief Financial Officer</li> <li>• Chief Operating Officer</li> <li>• Group Director of Governance (Clerk)</li> <li>• Senior Governance Co-ordinator</li> <li>• Executive leads responsible for internal audits as appropriate</li> <li>• Internal auditors and financial statements auditors for all meetings where business relevant to them is being discussed.</li> </ul>
<b>Quorum and voting</b>	A quorum shall be 50% of membership provided there is a minimum of 2 external governors
<b>Meeting arrangements</b>	<p>Minimum three meetings a year, at least once in each academic term</p> <p>The internal auditor and the financial statements auditor must be invited to attend all meetings where business relevant to them is being discussed.</p> <p>Senior management should be invited to attend meetings where it is deemed appropriate by the Chair of the Committee.</p> <p>The Committee is clerked by the Clerk to the Corporation or their designated substitute.</p>
<b>Confidentiality</b>	Members are expected to maintain confidentiality of deliberations and seek guidance from the Clerk where needed.
<b>Conflicts of interest</b>	Declarations made as a standing agenda item and appropriate exclusions agreed to maintain integrity of decision making
<b>Terms of reference</b>	To be reviewed annually to ensure they facilitate the effective operation of the Committee and proposed changes to be recommended to the Corporation Board for approval

<b>Values</b>	Members have a collective and individual responsibility to conduct themselves in a manner which reflects the TBCG values.
<b>Review of performance</b>	Annual committee self-assessment

# **RESOURCES COMMITTEE**

## **Terms of reference**



<b>Resources Committee Terms of Reference</b>	
<b>Approved by and date</b>	<b>Corporation 22.10.25</b>
<b>Purpose</b>	<p><b>To scrutinise, approve or make recommendations on:</b></p> <ul style="list-style-type: none"> <li>• The management of the College's financial (including capital and revenue), human resources, IT and estate resources to ensure sustainability.</li> <li>• compliance with legislation, regulations and HM Treasury guidance following ONS reclassification relevant to its terms of reference</li> <li>• The achievement of the relevant strategic objectives and strategic Plan and report to the Board.</li> <li>• The alignment of people management and financial strategies with the Strategic Plan</li> </ul> <p><i>In carrying out its responsibilities the Resources Committee shall have regard to the governing documents and relevant statutory and regulatory framework.</i></p>
<b>Responsibilities</b>	<p><b>1.Organisational Development &amp; People Oversight</b></p> <p><b>To advise and make recommendations on:</b></p> <ul style="list-style-type: none"> <li>• The Organisational &amp; People Strategy</li> <li>• The framework for determining pay and conditions of staff other than senior post-holders</li> <li>• The staff code of conduct</li> </ul> <p><b>To monitor:</b></p> <ul style="list-style-type: none"> <li>• Progress against relevant balanced scorecard KPIs</li> <li>• Staff views and support Corporation oversight through scrutiny of the staff survey results</li> </ul> <p><b>2.Financial oversight</b></p> <p><b>To advise and make recommendations on:</b></p> <ul style="list-style-type: none"> <li>• The annual estimates and the three-year financial plan of income and expenditure including capital expenditure and loans</li> <li>• The Reserves policy</li> <li>• Financial Regulations</li> </ul> <p><b>To monitor:</b></p> <ul style="list-style-type: none"> <li>• Progress against relevant balanced scorecard KPIs</li> </ul>

	<ul style="list-style-type: none"> <li>• Management accounts, regular statements on capital expenditure and any matters relating to the solvency of the institution or the safeguarding of the Corporation's assets</li> <li>• That procedures are in place for identifying any planned transactions within the Committee's terms of reference, that might require DfE or other relevant approval and advise the Corporation.</li> </ul> <p><b>3. Business cases</b>  <b>To advise and make recommendations on:</b></p> <ul style="list-style-type: none"> <li>• Proposals for major capital projects (those exceeding £1m) reviewing business cases to include assessment of planned value for money and alignment with corporate objectives</li> <li>• Lessons learned following an assessment of benefits realised 12 months post completion</li> </ul> <p><b>4. Estates</b>  <b>To advise and make recommendations on:</b></p> <ul style="list-style-type: none"> <li>• The Estates Strategy</li> </ul> <p><b>To Monitor</b></p> <ul style="list-style-type: none"> <li>• Progress in delivery of the Estates' Strategy</li> </ul> <p><b>5. IT</b>  <b>To advise and make recommendations on:</b></p> <ul style="list-style-type: none"> <li>• The IT Strategy</li> </ul> <p><b>To Monitor</b></p> <ul style="list-style-type: none"> <li>• Progress in delivery of the IT Strategy</li> </ul> <p><b>6. Group structure</b>  <b>To monitor:</b></p> <ul style="list-style-type: none"> <li>• Performance, impact and policy frameworks of associated undertakings of Bedford College within the scope of the terms of reference of the Committee</li> </ul> <p><b>7. Other</b>  <b>To consider:</b></p> <ul style="list-style-type: none"> <li>• Internal audits relevant to the Committee's terms of reference</li> <li>• Other matters referred by the Corporation</li> </ul>
<b>Authority and approvals</b>	<b>The Committee has the authority to approve and authorise signature where relevant:</b>

	<ul style="list-style-type: none"> <li>the Pensions statement on the exercise of discretionary function in connection with the LGPS in accordance with LGPS (Administration) Regulations 2013</li> <li>the TBCG IT Strategy</li> <li>the framework for determining fees (Fees Policy)</li> <li>the Modern Slavery statement</li> <li>the Treasury management policy</li> <li>such other matters as set out in the financial regulations</li> </ul>
<b>Reports to</b>	The Corporation
<b>Chair</b>	<p>The Committee Chair shall be a member of and approved by the Corporation</p> <p>The Committee shall agree a Vice Chair at their first meeting of the academic year</p>
<b>Membership</b>	<p>The Committee shall have a minimum of 5 members including the Chief Executive</p> <p><b>Membership shall:</b></p> <ul style="list-style-type: none"> <li>Include at least one staff governor</li> <li>Include at least 3 independent governors</li> <li>Be reviewed by the Corporation at least every two years</li> </ul> <p><b>Membership can:</b></p> <ul style="list-style-type: none"> <li>Include one student governor - but where this is agreed the minimum number of members shall increase to 6</li> <li>Include people who are not members of the Corporation but are deemed to enhance the skills of the Committee relevant to their responsibilities who may be appointed as co-opted members</li> </ul>
<b>In attendance</b>	<ul style="list-style-type: none"> <li>Chief Financial Officer</li> <li>Chief Operating Officer</li> <li>Executive Director of Organisational and People Development</li> <li>Group Director of Governance (Clerk)</li> <li>Senior Governance Co-ordinator</li> </ul>
<b>Quorum and voting</b>	A quorum shall be 50% of membership provided there is a minimum of 2 external governors.
<b>Meeting arrangements</b>	<p>Minimum three meetings a year, at least once in each academic term</p> <p>The Committee is clerked by the Clerk to the Corporation or their</p>

	designated substitute.
<b>Confidentiality</b>	Members are expected to maintain confidentiality of deliberations and seek guidance from the Clerk where needed.
<b>Conflicts of interest</b>	<p>Declarations made annually on the relevant form and as a standing agenda item and appropriate exclusions agreed to maintain integrity of decision making</p> <p>Members are expected to update the Group Director of Governance on any changes.</p>
<b>Terms of reference</b>	To be reviewed annually to ensure they facilitate the effective operation of the Committee and proposed changes to be recommended to the Corporation Board for approval
<b>Values</b>	Members have a collective and individual responsibility to conduct themselves in a manner which reflects the TBCG values.
<b>Review of performance</b>	Annual committee self-assessment

# **CURRICULUM & QUALITY COMMITTEE**

## **Terms of reference**

<b>Curriculum &amp; Quality Committee Terms of Reference</b>	
<b>Approved by and date</b>	<b>Corporation 22.10.25</b>
<b>1.Purpose</b>	<p>To scrutinise, approve or make recommendations on:</p> <ul style="list-style-type: none"> <li>• Governance oversight of the delivery of TBCG's educational mission</li> <li>• Relevant educational strategies and sub-strategies</li> <li>• The Self-Assessment Review and Quality Improvement Plan</li> </ul> <p><i>In carrying out its responsibilities, the Curriculum &amp; Quality Committee shall have regard to the governing documents and relevant statutory and regulatory framework.</i></p>
<b>2.Responsibilities</b>	<p><b>1. Educational mission and strategy</b></p> <p><b>To advise and make recommendations on:</b></p> <ul style="list-style-type: none"> <li>• The Education Strategy, ensuring it shares how educational excellence will be achieved</li> <li>• The Curriculum Strategy, ensuring it articulates how local, regional and national needs will be met</li> <li>• The Inclusion Strategy (incl. Additional Learning Support and SEND)</li> <li>• The Student Experience Strategy (to include careers strategy)</li> <li>• The annual Self-Assessment Report (SAR) and Quality Improvement Plan (QIP)</li> <li>• The College's Accountability Statement for approval by the board</li> </ul> <p><b>To monitor:</b></p> <ul style="list-style-type: none"> <li>• TBCG's response to any significant developments in national FE policy relevant to the Committee's terms of reference</li> <li>• Destinations of TBCG learners</li> </ul> <p><b>2. Education performance oversight</b></p> <p><b>To monitor:</b></p> <ul style="list-style-type: none"> <li>• Progress against relevant balanced scorecard KPIs</li> <li>• Progress against the QIP including but not limited to teaching,</li> </ul>

	<p>learning and assessment; student recruitment &amp; in year progress measures</p> <ul style="list-style-type: none"> <li>• Progress for groups of learners who may face barriers to learning</li> <li>• Quality of education against all provision types</li> <li>• Assurance that TBCG's curriculum offer meets the needs of stakeholders and is responsive to local, regional and national priorities for skills.</li> <li>• Student experience (to include student / apprentices survey feedback)</li> <li>• Employer satisfaction (to include survey results)</li> <li>• Parent satisfaction (to include survey results)</li> <li>• Transitions arrangements and provision for NEETs</li> <li>• Any other areas that impact the quality of teaching and learning, curriculum setting or delivery and the student experience</li> </ul> <p><b>3. Other</b></p> <p><b>To consider:</b></p> <ul style="list-style-type: none"> <li>• External reports and regulatory communication on matter relevant to the Committee's terms of reference and advise the Corporation on compliance with the same.</li> <li>• Internal audits relevant to the Committee's terms of reference.</li> <li>• Updates from the local curriculum &amp; quality groups, they monitor their activity, receive information and make recommendations to the Corporation relevant to the Committee's terms of reference</li> </ul>
<p><b>3. Authority and approvals</b></p>	<p>The Committee has the authority to approve and authorise signature where relevant:</p> <ul style="list-style-type: none"> <li>• Reports to be made to regulatory bodies on matters within the Committee's terms of reference</li> <li>• Strategies that enable the delivery of the curriculum and education strategies (eg. on Higher Skills and Apprenticeships)</li> <li>• the Teaching &amp; Learning Strategy (including Digital Experience Strategy)</li> <li>• the Access &amp; Participation Plan</li> <li>• the Freedom of Speech Policy</li> <li>• the constitution or terms of reference for the student union</li> </ul>

	<ul style="list-style-type: none"> <li>any other sub-strategies relevant to the Committee's terms of reference</li> </ul> <p>The Chair of Curriculum &amp; Quality Committee has authority as from time to time delegated by the Corporation.</p>
<b>Reports to</b>	The Corporation
<b>Chair</b>	<p>The Committee Chair shall be a member of and approved by the Corporation</p> <p>The Committee shall nominate a Vice Chair at their first meeting of the academic year</p>
<b>Membership</b>	<p>The Committee shall have a minimum of 5 members including the Chief Executive</p> <p><b>Membership shall:</b></p> <ul style="list-style-type: none"> <li>Include at least one staff governor</li> <li>Include at least 3 independent governors</li> <li>Be reviewed by the Corporation at least every two years</li> </ul> <p><b>Membership can:</b></p> <ul style="list-style-type: none"> <li>Include one student governor - but where this is agreed the minimum number of members shall increase to 6</li> <li>Include up to two persons who are not members of the Corporation but are deemed to enhance the skills of the Committee relevant to their responsibilities may be appointed as co-opted members</li> </ul>
<b>In attendance</b>	<ul style="list-style-type: none"> <li>The Executive Director of Education</li> <li>The Executive Director of Curriculum</li> <li>Executive members relevant to agenda items</li> <li>Group Director of Governance (Clerk)</li> <li>Senior Governance Co-ordinator</li> </ul>
<b>Quorum and voting</b>	A quorum shall be 50% of membership provided there is a minimum of 2 external governors
<b>Meeting arrangements</b>	<p>Minimum three meetings a year, at least once in each academic term and to align with the local curriculum &amp; quality groups</p> <p>The Committee is clerked by the Clerk to the Corporation or their designated substitute.</p>



<b>Confidentiality</b>	Members are expected to maintain confidentiality of deliberations and seek guidance from the Clerk where needed.
<b>Conflicts of interest</b>	Declarations made annually on the relevant form and as a standing agenda item and appropriate exclusions agreed to maintain integrity of decision making Members are expected to update the Group Director of Governance on any changes.
<b>Terms of reference</b>	To be reviewed annually to ensure they facilitate the effective operation of the Committee and proposed changes to be recommended to the Corporation Board for approval
<b>Values</b>	Members have a collective and individual responsibility to conduct themselves in a manner which reflects the TBCG values.
<b>Review of performance</b>	Annual committee self-assessment



<b>Curriculum &amp; Quality local groups Terms of Reference</b>	
<b>Approved by and date</b>	<b>Corporation 22.10.25</b>
<b>1.Purpose</b>	<p>To scrutinise, understand and approve or make recommendations on:</p> <ul style="list-style-type: none"> <li>• The quality of education (including student experience) and curriculum development at campus level in the context of TBCG's approved strategies and relevant Quality Improvement Plans</li> </ul>
<b>2.Responsibilities</b>	<p><b>To advise and make recommendations on:</b></p> <ul style="list-style-type: none"> <li>• Reports from campus principals setting out the local position in relation to issues within the Curriculum &amp; Quality Group terms of reference.</li> </ul> <p><b>To monitor:</b></p> <ul style="list-style-type: none"> <li>• Campus level performance against relevant KPIs escalating issues and risks to the Group Committee as appropriate.</li> <li>• Local and regional implications for curriculum planning and escalating issues and risks for delivery of the Curriculum Strategy at a campus level to the Group Committee as appropriate</li> </ul> <p><b>Other</b></p> <ul style="list-style-type: none"> <li>• To specifically consider any issues requested by the Group C&amp;Q Committee or Corporation relating to the remit of the local group</li> <li>• To meet with students, staff and local employers through presentations, panels and other activities to receive direct feedback on student, staff and employer experiences and escalate issues as considered appropriate.</li> </ul>
<b>Authority and approvals</b>	To raise appropriate matters for consideration by the Group C&Q Committee with the Chair of the Group C&Q Committee and the Group Director of Governance
<b>Reports to</b>	Group C&Q Committee (notes to be provided to the next meeting)
<b>Chair</b>	Chair to be approved by the Chair of Curriculum & Quality Committee

<b>Membership</b>	<p>Minimum 5 members to include:</p> <ul style="list-style-type: none"> <li>• At least 3 independent members with relevant employer / community experience</li> <li>• At least 1 and not more than 2 students (who is/are Student Governor, Student President or a Student ambassador)</li> <li>• At least 1 staff and not more than 2 members (who is/are staff governor or other member endorsed by the staff population)</li> <li>• At least one corporation member who can support the information flow to the group C &amp; Q committee is desired but where this is not possible the Executive lead shall convey issues and risks raised, supported by the Group Director of Governance, to the next meeting of C &amp; Q.</li> </ul> <p>Membership shall be agreed by the Corporation and will be reviewed at least every two years and approved by the Corporation.</p>
<b>In attendance</b>	<ul style="list-style-type: none"> <li>• Campus Principal</li> <li>• Executive Director of Education and/or Executive Director of Curriculum (Executive Link)</li> <li>• Group Director Learning Excellence</li> <li>• Corporation members</li> <li>• Other invitees (including students and staff) relevant to matters on the agenda</li> </ul>
<b>Participation</b>	<p>The groups are advisory but for a meeting to be effective and have the intended impact a minimum of 2 external participants (not staff and students) must be in attendance</p>
<b>Meeting arrangements</b>	<p>Minimum three meetings a year to align with the meeting cycle of the Group C&amp;Q Committee.</p> <p>A report in the agreed format from the Campus Principal to include key performance information will be provided in advance of each meeting.</p> <p>Principals will arrange an activity for each meeting to provide access to different areas of college activity and to the student voice. This could include but is not limited to: student panels, area visits, drop-in sessions. The group is clerked by the Clerk to the Corporation or their designated substitute.</p>
<b>Confidentiality</b>	<p>Members are expected to maintain confidentiality of deliberations and seek guidance from the Clerk where needed.</p>

<b>Conflicts of interest</b>	<p>Declarations made annually on the relevant form and as a standing agenda item and appropriate exclusions agreed to maintain integrity of decision making</p> <p>Members are expected to update the Group Director of Governance on any changes.</p>
<b>Terms of reference</b>	These terms of reference will be reviewed annually
<b>Values</b>	Members have a collective and individual responsibility to conduct themselves in a manner which reflects TBCG values
<b>Review of performance</b>	Performance of the group will be reviewed annually

# **REMUNERATION COMMITTEE**

## **Terms of reference**

<b>Remuneration Committee Terms of Reference</b>	
<b>Approved by and date</b>	<b>Corporation 22.10.25</b>
<b>Purpose</b>	<p>To scrutinise, approve or make recommendations on: the framework for and performance of Senior Postholders (“SPHs”) and to recommend remuneration, terms and conditions, and objectives to the Corporation for approval.</p> <p><i>In carrying out its responsibilities the Remuneration Committee shall have regard to the College Financial Handbook, DfE Guidance for Approval of Senior Pay, the AoC Remuneration Code, AoC Senior Pay Survey, relevant internal and external benchmarking and any other legal, regulatory or relevant guidance (including but not limited to Managing public Money).</i></p>
<b>Responsibilities</b>	<p><b>Performance and appraisal oversight</b></p> <p><b>To advise and make recommendations on:</b></p> <ul style="list-style-type: none"> <li>• The Remuneration framework for Senior post-holders including salary, pension rights, any compensation payments, bonus and performance related elements, additional benefits which may include benefits in kind and any other contractual terms which differ from TBCG standard terms and conditions</li> <li>• Pay awards and changes to the remuneration framework for Senior Post-holders</li> <li>• Proposals for specific severance pay and related arrangements for Senior Post-Holders (to include but not be limited to contractual and statutory entitlements on termination of employment) should circumstances so require.</li> <li>• Senior Post Holders’ performance objectives ensuring they are clear, transparent and measurable.</li> <li>• The assessment of performance of Senior Post-Holders’ in compliance with TBCG’s appraisal process.</li> </ul>

	<p><b>To monitor</b></p> <ul style="list-style-type: none"> <li>• The effectiveness of Senior post Holder appraisals and recommend any changes for improvement.</li> <li>• Progress against relevant balanced scorecard KPIs</li> <li>• Any risks relevant to the Committee's terms of reference.</li> <li>• Proposed transactions within the Committee's terms of reference, that might require DfE or other relevant approval.</li> </ul> <ul style="list-style-type: none"> <li>• Compliance with and provide assurance to the Corporation on the implementation of the Remuneration Policy – Senior Postholders including but not limited to: <ul style="list-style-type: none"> <li>○ Management of and assurance around expenses</li> <li>○ Consequences of not achieving objectives, dependent on how performance related pay is managed</li> <li>○ Policies on roles generating additional income and required disclosure</li> </ul> </li> </ul>
<b>Authority</b>	<p><b>The Committee has the authority to approve and authorise signature where relevant:</b></p> <ul style="list-style-type: none"> <li>• The Remuneration Committee annual report, prepared by the Executive Director of Organisational Development and People, for publication on the College website (External Governors to have access to the full report and to the published report)</li> <li>• The Senior Post-holder Remuneration Policy, having received advice from the Executive Director of Organisational Development and People</li> <li>• The summary of declarations of paid external work for senior post holders authorised by their line manager</li> </ul> <p><b>The committee has the authority to:</b></p> <ul style="list-style-type: none"> <li>• Appoint independent advisors or purchase reports or information required to support the Committee in carrying out its role, subject to budgetary approval.</li> </ul>
<b>Reports to</b>	The Corporation
<b>Chair</b>	<p>The Chair of the Committee shall be a Vice Chair or other independent governor designated by the Board. The Corporation Chair may be a member of the Committee but shall not Chair the meetings.</p> <p>The Committee shall nominate a Vice Chair at their first meeting of the academic year</p>



<b>Membership</b>	<p>The Committee shall have a minimum of 4 members.</p> <p><b>Membership shall;</b></p> <ul style="list-style-type: none"> <li>• Have at least 4 independent governors (usually drawn from committee Chairs)</li> <li>• Not include CEO, staff or student governors,</li> <li>• Be reviewed by the Corporation at least every 2 years</li> </ul>
<b>In attendance</b>	<p>CEO Executive Director of Organisational Development Group Director of Governance (save where discussions and decisions are being taken on their own remuneration)</p>
<b>Quorum and voting</b>	<p>A quorum shall be 50% of membership provided there is a minimum of 2 external governors</p>
<b>Meeting arrangements</b>	<p>The Committee shall meet at least once a year.</p> <p>The Committee is clerked by the Clerk to the Corporation or their designated substitute; when the remuneration for the Clerk is being considered, the Clerk is asked to withdraw, and other arrangements for minute-taking are put in place.</p>
<b>Confidentiality</b>	<p>Members are expected to maintain confidentiality of deliberations and seek guidance from the Clerk where needed.</p>
<b>Conflicts of interest</b>	<p>Declarations made annually on the relevant form and as a standing agenda item and appropriate exclusions agreed to maintain integrity of decision making</p> <p>Members are expected to update the Group Director of Governance on any changes.</p>
<b>Terms of reference</b>	<p>These terms of reference will be reviewed annually</p>
<b>Values</b>	<p>Members have a collective and individual responsibility to conduct themselves in a manner which reflects TBCG values</p>
<b>Review of performance</b>	<p>Annual committee self-assessment</p>

# **GOVERNANCE COMMITTEE**

## **Terms of reference**

Governance Committee Terms of Reference	
<b>Approved by and date</b>	<b>Corporation 22.10.25</b>
<b>Purpose</b>	<p>To scrutinise, approve or make recommendations on: all corporate governance matters, including the appointment of members.</p> <p><i>In carrying out its responsibilities the Governance Committee shall consider the advice of the Clerk but this shall not preclude the full Corporation receiving advice on governance matters from the Clerk directly.</i></p>

<b>Responsibilities</b>	<p>To advise and make recommendations on:</p> <ul style="list-style-type: none"> <li>• The effectiveness of corporate governance, including the operation of the governance, the size, structure and composition of the Corporation, and compliance with legal and regulatory requirements including the relevant codes and best practice.</li> <li>• The effectiveness of the performance of the Corporation, its committees and its members.</li> <li>• The appointment and re-appointment of members of the Corporation, including external Corporation and co-opted members to include the process of gathering, screening and shortlisting external candidates in the context of TBCG policies and evaluating the contribution made by Corporation members before proposing reappointment.</li> <li>• The appointment of the Chair, Vice Chair and committee Chairs</li> <li>• The effectiveness of the governance arrangements concerning any of the Corporation's subsidiary bodies.</li> <li>• The effectiveness of governance and board performance, having obtained governor views through self-assessment and external board reviews as appropriate, proposing actions to ensure improvement.</li> <li>• Other matters referred to it by the Corporation concerning corporate governance and the effective operation of the Board</li> </ul>
<b>Authority</b>	<ul style="list-style-type: none"> <li>• The support and development of members of the Corporation in relation to their role, including the oversight of funding that may be associated with it.</li> <li>• To monitor members' attendance records and take action to address attendance as appropriate</li> <li>• To review and approve the Governor Recruitment Policy</li> <li>• To monitor delivery of actions agreed by the Corporation to improve governance and board effectiveness.</li> </ul>
<b>Reports to</b>	<p>The Committee shall report to the Corporation in the same way as all other committees and the Chair of the Committee shall give a verbal report if appropriate.</p>
<b>Chair</b>	<p>The Chair of the Committee shall be a Vice Chair or other independent governor designated by the Board. The Corporation Chair may be a member of the Committee but shall not Chair the meetings.</p> <p>The Committee shall nominate a Vice Chair at their first meeting of the academic year</p>

<b>Membership</b>	<p>The Committee shall have a minimum of 5 members to include the CEO.</p> <p><b>Membership shall;</b></p> <ul style="list-style-type: none"> <li>• Have at least 4 independent governors (usually drawn from committee Chairs)</li> <li>• Not include staff or student governors</li> <li>• Include at least one non corporation or committee Chair member who is not a committee Chair</li> <li>• Be reviewed by the Corporation at least every 2 years</li> </ul>
<b>In attendance</b>	<p>The Group Director of Governance (Clerk)</p> <p>Senior Governance Co-ordinator (Minutes)</p>
<b>Quorum and voting</b>	<p>The quorum of the Committee is two or 50% of the membership whichever is the higher provided at least 2 external governors are present</p>
<b>Meeting arrangements</b>	<p>The Committee shall meet at least once a year but will normally meet twice a year.</p> <p>The Committee is clerked by the Clerk to the Corporation or their designated substitute.</p>
<b>Confidentiality</b>	<p>Members are expected to maintain confidentiality of deliberations and seek guidance from the Clerk where needed.</p>
<b>Conflicts of interest</b>	<p>Declarations made annually on the relevant form and as a standing agenda item and appropriate exclusions agreed to maintain integrity of decision making</p> <p>Members are expected to update the Group Director of Governance on any changes.</p>
<b>Terms of reference</b>	<p>These terms of reference will be reviewed annually</p>
<b>Values</b>	<p>Members have a collective and individual responsibility to conduct themselves in a manner which reflects TBCG values</p>
<b>Review of performance</b>	<p>Annual committee self-assessment</p>

# **Annex A**

**Procedures for complaints against the Corporation and relevant individuals as set out below.**

1. A complaint against the Corporation, a Board Member (including the Chief Executive if the complaint relates to their role as a Board Member), a non corporation member serving on a committee of the Corporation, non-executive directors of wholly owned subsidiaries appointed by the Corporation or the Group Director of Governance in their role as Clerk to the Corporation (“Clerk”) may be made by an individual or an organisation in relation to their dealings with the College. Complaints must relate to:
  - 1.1 the performance by the Corporation, a Board Member, non corporation members serving on committees of the Corporation, non-executive directors of wholly owned subsidiaries

appointed by the Corporation or the Clerk of the functions respectively allocated to them under the Articles of Government of the College; and/or

- 1.2 the exercise by the Corporation of its powers; and/or
- 1.3 any other alleged breach or non-observance of the duties of the Corporation, individual Board Member, members of committees of the Corporation, non-executive directors of wholly owned subsidiaries or the Clerk under the Instrument or Articles of Government of the College, its Code of Conduct for Board Members, relevant provisions of the DfE's Accountability Agreement, the College Financial Handbook and/or relevant funding agreement or Association of Colleges ("AoC") Code of Good Governance
2. All complaints should be made in writing, identifying the complainant and addressed to the Clerk to the Corporation (save where the complaint is in relation to the Clerk in which case it should be addressed to the Chair of the Corporation) at Bedford College, Cauldwell Street, Bedford, MK42 9AH.
3. The complainant will be expected to state clearly the nature of and grounds for the complaint (see paragraph 1 above) and if appropriate provide copies of any related documentation. The complainant should also state the remedy he/she is seeking. It is not possible for a complainant to seek the disciplining of a member of staff or the removal of a Board Member or the Clerk since these are decisions for the Chief Executive of the College and the Corporation respectively in accordance with the Instrument and Articles of Government of the College.
4. The Clerk to the Corporation (or where the complaint is in relation to the Clerk to the Corporation, the Chair) will:
  - 4.1 acknowledge receipt of the complaint within seven working days of their receiving it; and
  - 4.2 refer the complaint to one or more of the following for investigation: the College's Audit Committee; one or more Board Members; a person (nominated by an external sector body) who has substantial experience of college governance (provided in each case that they have not been involved in the matters subject to the complaint).
5. Such person(s) shall:
  - 5.1 consider the complaint and, if necessary, in order to determine disputed issues of fact, interview the complainant and those subject of the complaint<sup>1</sup>. They may refer issues to the Corporation's auditors (external and/or internal) or other independent advisers as they feel appropriate; and
  - 5.2 produce a written report of their findings in relation to the complaint and provide the complainant and the Corporation with a copy of such report as soon as possible. In any

---

<sup>1</sup>

event, they shall produce an interim report within 28 days of the complaint being referred to them.

6. The Corporation at its next scheduled Board meeting after receipt of the findings of the investigation shall consider the findings and determine whether they find the complaint substantiated in whole or part and, if so, what, if any, remedy should be granted to the complainant. Where the complaint relates to one or more specified Board Members or the Clerk those persons shall withdraw and take no part in the discussion of the investigation outcome.
7. The Clerk to the Corporation, or where relevant the Chair of the Corporation, shall within [seven] working days of the Board's determination of the complaint provide a written response to the complainant and to those subject of the complaint confirming the decision of the Corporation in relation to the complaint, with reasons for its decision. The response may include details of any arrangements for pursuing the matter with any relevant external body (e.g. the Department for Education, Ofsted, Further Education Commissioner)