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REGIONAL BOARD

26 October 2023

BORDERS COLLEGE REGIONAL BOARD

Revised Committee Terms of Reference

1.0 PURPOSE OF PAPER

For decision

1.1 The paper is to agree the revised Committee Terms of Reference for Audit and Risk (A&R), Finance and Resources (F&R) and Curriculum, Quality and Student Experience (CQSE) Committees.

2.0 EXECUTIVE SUMMARY

2.1 Following significant changes to the Committee Terms of Reference (ToR) which were agreed by Board in December 2022 some smaller changes to the ToRs for the three main Committees were identified at a meeting between the Chair, the Committee Chairs, the Principal, the Board Secretary and the two College Vice-Principals held on 30 June 2023.

3.0 RECOMMENDATION(S)/ACTION(S) REQUIRED

3.1 I recommend that the Regional Board: -

3.1.1 Agree the revised Committee ToR and agree that these are the ToR the Committees will adhere to for 2023/24.

4.0 BACKGROUND

4.1 The main changes to the ToRs were around ensuring that wording is consistent across each of the ToRs. Each Committee now has a minimum of six members with a quorum being three members, the majority of which should be independent members.

4.2 The name of the Audit Committee is changed to Audit and Risk Committee.

4.3 The oversight and monitoring of cyber security was moved from A&R to F&R Committee.

4.4 The F&R Committee has added the ToR to approve changes and amendments to the College Financial Regulations and to ensure the implementation of them, and this has been removed from A&R. A&R have a new ToR to provide assurance that the Financial Regulations are being adhered to and that any compliance exceptions are dealt with.

4.5 The Business Growth and Employer Engagement Strategy has been taken out of the F&R and CQSE ToR to be included in the business of the Board Meetings given the significance of the Strategy and its cross-Committee application.

4.6 Revised ToRs are in Appendix 1.

5.0 IMPLICATIONS AND CONSIDERATIONS

5.1 Financial Implications

5.2 Learner Implications

5.3 Staff Implications

5.4 Equality and Diversity Implications/Equality Impact Assessment

5.5 Sustainability/Environmental Implications

6.0 RISK COMMENTARY

6.1 Part of the governance of the College relies on robust and applicable ToRs in place for the Board Committees. If these are not in place there is a risk that the governance process will not be as effective as it could be.

7.0 CONCLUSION

7.1 These ToR will stay in place until the scheduled reviews at the last series of meetings for 23/24

R McCowan

Chair of Regional Board

Previous Board or College Committee Approvals: None

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Appendix 1

Revised Terms of Reference

AUDIT AND RISK COMMITTEE

TERMS OF REFERENCE

1. Constitution

A minimum of six Members of the Regional Board, excluding the Chair of the Board, Chair or Member of the Finance and Resources Committee and Principal. The Vice Principal Finance and Corporate Services will normally be in attendance but may be excluded at the request of the Committee. There may be other Committee members co-opted as appropriate. The Regional Board will be advised of the details of any proposed co-opted individual. The co-opted individual will not count for the purposes of constituting a quorum.

At least one member of the Committee should have a background in finance, accounting or auditing; if no such member has the requisite background then the Committee may co-opt an individual with the appropriate background.

1.1 Quorum: Three members of the Committee shall constitute a quorum. There should always be a majority of independent members present.

1.2 Chair: To be elected by the Regional Board.

2. Terms of Reference

The Audit Committee provides assurance to the Board that the appropriate measures are in place for governance, internal control and risk management, and provides oversight of, and guidance on, such matters.

Key remit areas for the Audit Committee are:

- External Audit
- Internal Audit
- Annual Accounts and Auditor's Management Letter
- Corporate Governance
- Risk Register, Risk Management and Business Continuity Plan
- Data Protection and Freedom of Information
- Register of Gifts
- Impropriety/Fraud
- Annual Report to the Regional Board
- Annual Review of Effectiveness

2.1 To advise the Regional Board of the process for the appointment of the external auditor (currently appointed by Audit Scotland) its remuneration and of any issues relating to the role of the external auditor;

2.2 To consider and review the College's Annual Accounts and Annual Report and the external auditor's report prior to submitting to the Regional Board;

2.3 To review the external auditor's Management letter and monitor Management's response and to advise the Regional Board on relevant issues arising from the external auditor's management letter, other external audit reports and College's Management response;

2.4 To make a recommendation to the Regional Board on the appointment, reappointment, remuneration or removal of the internal auditors;

2.5 To review the scope, efficiency and effectiveness of the work of internal audit and advise the Regional Board;

2.6 To advise the Regional Board on relevant issues arising from the Audit Committee's consideration of internal audit, progress reports, annual reports and College Management's response;

2.7 To review the processes and advise the Regional Board on the internal and external auditor's assessment of the College's financial and other internal control systems;

2.8 To promptly pursue recommendations arising from audit reports and monitor their implementation;

2.9 To monitor and ensure the effectiveness of the College Strategic Risk Register, the Risk Management Framework and the College approach to risk assessment and risk appetite, undertaking reviews as appropriate, and to oversee and approve revisions of, and amendments to, the College Business Continuity Plan;

2.10 To oversee, and be assured that, all legislation and guidelines are being adhered to and followed with reference to Data Protection (DP) and Freedom of Information (FoI) Requests;

2.11 To provide assurance that the College Financial Regulations are being adhered to and that any compliance exceptions are appropriately dealt with;

2.12 To note any updates of the Register of Gifts;

2.13 To respond appropriately to any notification to the Audit Committee of fraud or other improprieties and to review previously reported cases of impropriety to establish whether they have been handled appropriately;

2.14 To review and advise the Regional Board on compliance with corporate governance requirements and good practice guidance;

2.15 In accordance with the Scottish Funding Council Code of Audit Practice, to submit an annual report to the Regional Board; and

2.16 Annually review the Committee effectiveness and report the results of that review along with a Development and Improvement Plan.

3. Meetings

3.1 The Committee shall meet four times a year and more frequently if necessary;

3.2 The Committee shall sit privately without any non-members present for all or part of a meeting if they so decide; and

3.3 The members of the Audit Committee should meet with the internal and external auditors without the Executive team present at least annually.

4. Reporting

All Members of the Regional Board shall receive a copy of the minutes of each meeting and the Chair of the Committee shall make a report at the following Regional Board meeting.

Approved by the Board - Date of next review – June 2024

CURRICULUM, QUALITY AND STUDENT EXPERIENCE COMMITTEE

TERMS OF REFERENCE

1. Constitution

A minimum of six members (one will be the Academic Staff Board Member and one Student Member), there may be other Committee members co-opted as appropriate. The Regional Board will be advised of the details of any proposed co-opted individual. The co-opted individual will not count for the purposes of constituting a quorum.

The Vice Principal Student Experience, the Assistant Principal Curriculum and Quality and the Assistant Principal Curriculum and Sustainability will normally be in attendance. Others may attend by invitation.

1.3 Quorum: Three members of the Committee shall constitute a quorum. There should always be a majority of independent members present.

1.2 Chair: To be elected by the Regional Board.

2. Terms of Reference

The purpose of the Committee is to oversee the quality and standard of the curriculum provision, the student experience and relevant key performance indicators (KPIs). The Committee will also monitor the direction and performance of the Future Skills Strategy to ensure that the needs and requirements of the learners, stakeholders and employers are being met.

Key Items:

- Oversight of Future Skills Strategy including oversight of quality standards and relevant KPIs;
- Approval of Outcome Agreement and Evaluation and Enhancement Plan;
- Monitor and oversee the Corporate Parenting Plan;
- Borders College Student Association (BCSA) relationship; and
- Oversight of Equality and Diversity plans and reports.

2.1 To oversee the Future Skills Strategy and ensure that the objectives are on target to being achieved and that the Strategy continues to meet the needs of learners, employers and stakeholders, also including monitoring progress towards College Key Performance Indicators (KPIs) and targets relating to the performance of students, teaching and learning across the College. To include student satisfaction scores, completion, retention, achievement and progression rates and rankings as well as access and inclusion reports and destination surveys;

2.2 To ensure that the curriculum and skills offering meets Regional needs and is robust, future facing, relevant, innovative and of a high quality;

2.3 To oversee and approve, the Outcome Agreement for approval by the Regional Board;

2.4 To consider the Evaluation Report and Enhancement Plan and recommend approval to the Regional Board;

2.5 To oversee that the quality requirements of the Scottish Funding Council and Education Scotland are met;

2.6 To monitor College complaints and compliments handling and outcomes;

2.7 To monitor strategic risks which are relevant to the Curriculum, Quality and Student Experience Committee;

2.8 To oversee and monitor the Corporate Parenting Plan;

2.9 To receive reports from the Borders College Student's Association (BCSA) and oversee the relationship between Board and BCSA;

2.10 To oversee student welfare and guidance;

2.11 To approve the College Annual Equalities and Mainstreaming Report and Action Plan, and monitor progress against objectives;

2.12 To receive reports on Learning for Leading visits by Regional Board Members and monitor and oversee the management response to any items raised;

2.13 To oversee the disbursement of the George Heron Wilson Bequest and the Robert Noble Trust; and

2.14 To provide an annual report to the Regional Board

3. Meetings

The Committee shall meet three times a year and more frequently as necessary.

4. Reporting

All members of the Regional Board shall receive a copy of the minutes of each meeting and the Chair of the Committee shall make a report at the following Regional Board meeting.

FINANCE & RESOURCES COMMITTEE

TERMS OF REFERENCE

1. Constitution

A minimum of six members comprising the Board Chair, Principal and a minimum of four other Members of the Board. No member of this Committee may serve concurrently on the Audit and Risk Committee. There may be other Committee members co-opted as appropriate. The Regional Board will be advised of the details of any proposed co-opted individual. The co-opted individual will not count for the purposes of constituting a quorum. The Vice Principal Finance and Corporate Services will normally be in attendance.

1.1 **Quorum:** Three members of the Committee shall constitute a quorum. There should always be a majority of independent members present.

1.2 **Chair:** To be elected by the Regional Board.

2. Terms of Reference

The purpose of the Committee is to provide oversight and monitoring to ensure the College is utilising resources appropriately and effectively in order to deliver against plans and strategies.

- Key Items:
- Finance
- People Services
- Asset Management Strategy
- Workforce Strategy
- Cyber Security

2.1 To monitor the financial management of the College; including reviewing and monitoring treasury management strategy, strategic financial plans and annual budgets;

2.2 To keep People Service's strategic policies under review and consider proposed changes for recommendation to the Regional Board;

2.3 To consider performance benchmarking information to assess the effectiveness of use of College resources;

2.4 To review and recommend the Annual Budget to the Board and oversee its delivery;

2.5 To consider the Financial Forecast Return (FFR) and recommend for approval by the Board, and monitor the progression of the FFR;

2.6 To write off bad debts within limits set in the Financial Regulations;

2.7 To oversee the Workforce Strategy and to monitor the implementation of this and delivery of associated KPIs;

2.8 To oversee the Asset Management Strategy (digital, IT and property resources) and to monitor the implementation of this and delivery of associated KPIs;

2.9 To oversee the Financial Plan and to monitor the implementation of this and delivery of associated KPIs;

2.10 To approve changes and amendments to the College Financial Regulations and ensure the application and implementation of the Financial Regulations;

2.11 To consider strategic matters which may have significant resource impact, and make recommendations to the Board on these matters;

2.12 To ensure the College adheres to the Financial Memorandum issued by the Scottish Funding Council;

2.13 To approve procurements in accordance with the authority delegated to the Committee from time to time under the Borders College Procurements Thresholds Scheme (currently fixed at procurements between £100,000 and £249,999);

2.14 To review and approve policy in relation to how tuition and other fees are set, and arrangements for refunds;

2.15 To monitor the performance of any College Subsidiary Entities;

2.16 To monitor strategic risks which are relevant to the Finance and Resources Committee;

2.17 To monitor that the College is operating within all legal requirements relating to employment law and other legislation affecting employment;

2.18 To ensure that National Bargaining agreements are implemented;

2.19 To ensure the College has relevant and suitable procedures in place around cyber security, and be assured that the College is taking appropriate action where necessary; and

2.20 To provide an Annual Report to the Regional Board.

3. Meetings

The Committee shall meet four times a year and more frequently as necessary.

4. Reporting

All Members of the Regional Board shall receive a copy of the minutes of each meeting and the Chair of the Committee shall make a report at the following Regional Board meeting.

Approved by the Board – Date of Next Review – June 2024