

# **WEST LOTHIAN COLLEGE**

## **Finance and General Purposes Committee**

### **TERMS OF REFERENCE**

#### **Constitution and Membership**

- 1 The Board shall establish a Committee of the Board to be known as the Finance and General Purposes Committee.
- 2 The Committee and its Chair shall be appointed by the Board. Membership shall comprise six members, plus the Principal (Accountable Officer).
- 3 At least two members shall have a background in finance, accounting or auditing, but membership shall not be drawn exclusively from people with such a background.
- 4 A quorum shall be one half of the members entitled to vote upon the question before the meeting.
- 5 The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise and/or form sub-committees, if required.

#### **Authority**

- 6 The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 7 The Committee is authorised by the Board to obtain independent professional advice, with any costs of such advice to be paid for by the College, and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary.

#### **Proceedings**

- 8 The Committee shall meet at least four times per year. The Vice Principal (Finance & Corporate Services), Vice Principal (Learning & Attainment) and Vice Principal (Performance & Improvement) shall normally attend, together with any other staff invited to attend.

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### **Duties**

- 9 The duties of the Committee shall include –
  - a monitoring the college's financial position;
  - b considering the proposed college budget for the following financial year and making its recommendation to the Board;
  - c considering the proposed five-year financial forecast and making recommendations to the Board;
  - d making appropriate provision for salary awards as part of its consideration of the college budget, and implementing the agreed outcomes of national pay bargaining;
  - e overseeing cash management and the college's banking arrangements;
  - f agreeing and monitoring the college's insurance arrangements;
  - g agreeing and monitoring the college's key financial performance indicators;
  - h approving, reviewing and monitoring major capital works;
  - i reviewing the college's Infrastructure, Financial, Procurement and People Strategies and making recommendations to the Board;
  - j having overall responsibility for ensuring that staff recruitment and development policies are in line with equal opportunities;
  - k reviewing and monitoring matters relating to Human Resources Management;  
and
  - l any other matters as directed by the Board.

### **Reporting Procedures**

- 10 The Committee shall provide the Minutes of its meetings to the Board.
- 11 The Committee shall highlight any matter which it feels is of particular importance to the Board.
- 12 The Committee shall, at all times, take account of the SFC's Financial Memorandum and any other relevant guidelines.

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## Audit Committee

### TERMS OF REFERENCE

- 1 The Board has established an Audit Committee as a Committee of the Board to support them in their responsibilities for issues of risk, control and governance and associated assurance through a process of constructive challenge.

### Membership

- 2 The members of the Audit Committee and its Chair are appointed by the Board and will consist of Board members with no executive responsibility for the management of the College. At least one member should have a background in finance, accounting or auditing, but membership should not be drawn exclusively from people with such a background.
- 3 There shall be not less than three members. The Chair of the Board must not be a member of the Committee.

### Reporting

- 4 The Audit Committee will formally report to the Board after each meeting. A copy of the minutes of the meeting will be the basis of the report.
- 5 The Audit Committee will provide the Board with an Annual Report, timed to support finalisation of the accounts and the governance statement, summarising its conclusions from the work it has done during the year.

### Responsibilities

- 6 The Audit Committee will advise the Board on:
  - a the strategic processes for risk, control and governance and the governance statement;
  - b the accounting policies, the accounts, and the annual report of the college, including the process for review of the accounts prior to submission for audit, levels of error identified, and the letter of representation to the external auditors;
  - c the planned activity and results of both internal and external audit;
  - d the adequacy of management response to issues identified by audit activity, including external audit's management letter/report;
  - e the effectiveness of the internal control environment and of external audit;
  - f assurances relating to the corporate governance requirements for the organisation;

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- g proposals for tendering for internal audit services or for purchase of non-audit services from contractors who provide audit services; and
  - h anti-fraud policies, whistle-blowing processes, and arrangements for special investigations.
- 7 The Committee will review relevant reports from the SFC, Audit Scotland and other organisations.
- 8 The Committee will ensure that the college has systems and procedures to achieve value for money and is economical, efficient and effective in its use of public funding – this may require identifying specific value for money studies.
- 9 The Committee will provide assurances to the Board that the College has in place appropriate policies and procedures to promote and safeguard the health and safety of staff, students and all stakeholders and satisfies current legislation.
- 10 The Audit Committee will also periodically review its own effectiveness and report the results of that review to the Board.

### **Rights**

- 11 The Audit Committee may:
- a co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience; and
  - b procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board.

### **Access**

- 12 Internal Auditors and External Auditors will have free and confidential access to the Chair of the Audit Committee.

### **Meetings**

- 13 The procedures for meetings are:
- a the Audit Committee will meet at least four times a year. The Chair of the Audit Committee may convene additional meetings, as he/she deems necessary;
  - b A quorum shall be one half of the members entitled to vote upon the question before the meeting;
  - c Audit Committee meetings will normally be attended by the Principal, a representative of Internal Audit, Vice Principal, Finance & Corporate Services and a representative of External Audit;

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- d the Audit Committee may ask any other officials of the organisation to attend to assist it with its discussions on any particular matter;
- e the Audit Committee may sit privately without any non-members present for all or part of a meeting by asking any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters;
- f the Committee shall meet with the internal and external auditors without the executive team present at least annually;
- g the Board may ask the Audit Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.

### **Information Requirements**

14 For each meeting the Audit Committee will be provided with:

- a a report summarising any significant changes to the organisation's Risk Register;
- b a report from Internal Audit summarising:
  - i key issues emerging from Internal Audit work;
  - ii management response to audit recommendations;
  - iii significant changes to the audit plan;
  - iv any resourcing issues affecting the delivery of Internal Audit objectives;
- c a quarterly report on Health and Safety.

15 As and when appropriate the Committee will also be provided with:

- a proposals for the Terms of Reference of Internal Audit;
- b the Internal Audit Strategy;
- c Internal Audit's Annual Opinion and Report;
- d the draft annual financial statements;
- e External Audit's management letter/report;
- f a report on any proposals to tender for internal audit functions.

16 The above list suggests minimum requirements for the inputs which should be provided to the Audit Committee. In some cases more may be provided.

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## **Learning and Teaching Committee**

### **TERMS OF REFERENCE**

#### **Constitution and Membership**

- 1 The Board will establish a Committee of the Board to be known as the Learning and Teaching Committee.
- 2 The Committee and its Chair will be appointed by the Board. There shall be not less than four members. A quorum shall be one half of the members entitled to vote on the question before the meeting.
- 3 At least one member should have a background in learning and teaching, but membership should not be drawn exclusively from Board members with such a background. The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise.

#### **Authority**

- 4 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by members.
- 5 The Committee is authorised by the Board to obtain independent professional advice, with any costs of such advice to be paid for by the College, and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary.

#### **Proceedings**

- 6 The Committee will normally meet at least four times per year.

#### **Duties**

- 7 The duties of the Committee shall include:
  - a Reviewing and approving the College's strategy for learning and teaching;
  - b Approving new courses for the annual curriculum portfolio;
  - c Approving the annual institution led review of quality including self-evaluation;
  - d Recommending the Outcome Agreement for approval to the Board;
  - e Approving the College Annual Equalities Mainstreaming Report and Action Plan;

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- f Monitoring the effectiveness of learning and teaching quality policies and procedures;
- g Receiving reports and regular updates from the Student Association on the learner experience;
- h Receiving reports on benchmarking, best practice and curriculum design;
- i Reviewing relevant recommendations from external monitoring and awarding bodies;
- j Undertaking an annual Deep Dive into a strategic learning and teaching issues which has been identified by the Committee;

### **Reporting Procedures**

- 8 The Committee shall provide the minutes of its meetings to the Board.
- 9 The Committee shall highlight any matter which it feels is of particular importance to the Board.

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### **Nominations Committee**

#### **Terms of Reference**

##### **CONSTITUTION AND MEMBERSHIP**

- 1 The Board shall establish a Committee of the Board to be known as the Nominations Committee.
- 2 The Committee and its Chair will be appointed by the Board and will consist of Members with no executive responsibility for the management of the College. Membership will comprise –
  - Chair
  - Vice-Chair; and
  - Chairs of the Board Committees.
- 3 A quorum shall be one half of the Members entitled to vote upon the question before the meeting.
- 4 The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise and/or form sub-committees, if required.

##### **AUTHORITY**

- 5 The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 6 The Committee is authorised by the Board to obtain independent professional advice, with any costs of such advice to be paid for by the College, and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary.

##### **PROCEEDINGS**

- 7 The Committee shall meet as required, but, normally, at least once per year.
- 8 The Chair of the Board shall be the Chair of the Committee.
- 9 The Secretary to the Board shall act as the Clerk to the Committee.
- 10 The Principal shall not be a member of the Committee but may support the Committee as required, in attendance.

### Duties

11 The duties of the Committee shall include –

- taking cognisance of the Appointment of Board Members: Ministerial Guidance and all relevant Equality and Diversity legislation and guidance;
- ensuring sound corporate governance and the proper conduct of the Committee's operations;
- determining the process whereby candidates to fill vacancies on the Board are nominated and, as appropriate, using a number of selection methods, including personal contact, external advertisement, the encouragement of nominations and the use of a search committee, but not all of these will necessarily be used on each occasion; in addition, all vacancies must be advertised on the Scottish Government's Public Appointments website;
- being involved in the initial stages of the process, namely, inviting applications and nominations, considering responses received and briefing and interviewing applicants, on behalf of the Board; the applications process shall be undertaken in accordance with the College's procedures for the recruitment of staff and the interview process will be carried out in accordance with best practice; candidates shall be nominated on the basis of merit but subject to the need to achieve a balance of relevant skills and backgrounds and diversity;
- nominating candidates for the approval of the Chair and Scottish Ministers;
- developing and recommending to the Board policies and procedures for the induction and governance development of Board members; and
- having the power to employ the services of such advisers as it seems necessary to undertake its responsibilities, any costs of such advice to be paid for by the College.

## **Remuneration Committee**

### **Terms of Reference**

#### **CONSTITUTION AND MEMBERSHIP**

- 1 The Board shall establish a Committee of the Board to be known as the Remuneration Committee.
- 2 The Committee and its Chair will be appointed by the Board and will consist of Members with no executive responsibility for the management of the College. Membership of the Committee will comprise –
  - Chair of Remuneration Committee – Vice-Chair, Board of Governors;
  - Chair, Board of Governors; and
  - Chairs of the Board Committees.

The Principal shall not be a member of the Committee.

The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise.

- 3 A quorum shall be one half of the Members entitled to vote on the question before the meeting.

#### **AUTHORITY**

- 4 The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any requests made by Members.
- 5 The Committee is authorised by the Board to obtain independent professional advice, with any costs of such advice to be paid for by the College, and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary.

#### **PROCEEDINGS**

- 5 The Committee shall meet as required, but, normally, at least once per year.
- 6 The Principal will normally be in attendance, except for matters relating to his/her salary or terms and conditions of employment.
- 7 The Secretary to the Board shall act as the Clerk to the Committee.

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### DUTIES

- 6 The Committee shall, on an annual basis, consider and agree the salaries of the Principal and Vice Principals within the pay envelope for all salary awards agreed by the Finance and General Purposes Committee as part of its consideration of the College budget for the year.
- 7 The Committee shall take account of the following –
  - a) that the Principal and Vice Principals should be fairly rewarded for their individual performance and contribution to the College's overall performance;
  - b) where, in terms of Principal and Vice Principals remuneration, the College stands in relation to other comparable institutions in the sector;
  - c) the relationship between the remuneration of the Principal and Vice Principals and that of other employees of the College;
  - d) the benefits granted to the Principal and Vice Principals; and
  - e) the adequacy of pension arrangements and also the cost implication of pension arrangements, including the pension effect of remuneration proposals.