



**INSPIRE EDUCATION GROUP  
CORPORATION  
(IEG)**

**COMMITTEE TERMS OF REFERENCE  
(TOR)**

**Updated & Approved by the Corporation  
25<sup>th</sup> March 2025**

## **IEG Committee Terms of Reference**

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# **IEG CORPORATION**

## **TERMS OF REFERENCE (TOR) FOR THE AUDIT COMMITTEE (AC)**

### **1. Introduction**

The authority for these TORs is contained in the

- a. Instruments and Articles of Government as approved by the Corporation;
- b. The Articles of Association (AoA) as approved by the University College Peterborough (UCP) Council;
- c. the UK Corporate Governance Code 2018 insofar as it is applicable to the Higher Education sector;
- d. Post 16 Audit Code of Practice (ACOP)(current version);
- e. OfS Accounts Direction Requirements;
- f. the Public interest Governance principles [Conditions of registration - Office for Students](#); and
- g. Corporation Policies.

Amendment of these TORs remains with the IEG Corporation/UCP Council. The IEG Corporation/UCP Council are required by statute to establish an AC to review, monitor and advise on the Group/UCP financial health, control and the use of resources. Full details of their delegated powers is at Para 3; these do not remove the ultimate responsibility of the IEG Corporation/UCP Council for decisions taken on their behalf.

### **2. Authority and Responsibilities**

In order to exercise its role, the Audit Committee:

- a. has the authority to investigate any activity within its terms of reference;
- b. has the right of access to obtain all the information and explanations it considers necessary, from whatever source, to fulfil its remit;
- c. may obtain external professional advice
- d. should include individuals with an appropriate mix of skills and experience to allow it to discharge its duties effectively. Collectively, members of the committee should have recent, relevant experience in risk management, finance and audit and assurance; appropriate training will be given, as appropriate, to ensure the skills and knowledge of members are kept up to date; and
- e. must not adopt an executive role.

The Committee has responsibility/delegated authority to review and approve strategies, policies and procedures outlined in the Scheme of Delegation.

### **3. Duties**

To meet these specific issues the Committee is to:

- a. assess and provide the IEG Corporation/UCP Council with an opinion on the adequacy and effectiveness of the Group's audit arrangements, framework of governance, risk management and control, and processes for the effective and efficient use of resources, the solvency of the institution and the safeguarding of its assets;

- b. advise the IEG Corporation/UCP Council on the appointment, reappointment, dismissal and remuneration of the financial statements and regularity auditors and other assurance providers, including internal auditors (IAS) and establish that all such assurance providers adhere to relevant professional standards;
- c. ensure effective coordination between the IAS, the funding auditor and the financial statements auditor;
- d. consider and advise the IEG Corporation/UCP Council on:
  - (i) the audit strategy for the financial statements auditor and the regularity auditor; and
  - (ii) the audit strategy and annual internal audit plans for the IAS.
- e. inform the IEG Corporation/UCP Council of any additional services provided by the financial statements, regularity and other audit and assurance providers and explain how independence and objectivity were safeguarded;
- f. advise the IEG Corporation/UCP Council on internal audit assignment reports and annual reports and on control issues included in the management letters of the financial statements auditor (including their work on regularity) and the funding auditor and management's responses to these;
- g. monitor, within agreed timescales, the implementation of recommendations arising from the management letters and reports of the financial statements and regularity auditor, and of any reports submitted by other providers of audit and assurance services to the Group;
- h. consider and advise the IEG Corporation/UCP Council on relevant reports by the National Audit Office (NAO) and the funding agencies, and where appropriate, management's response to these;
- i. oversee the Group's policies on fraud, irregularity, impropriety and whistleblowing, and ensure the proper, proportionate and independent investigation of all allegations and instances of fraud, irregularity and impropriety; that investigation outcomes are reported to the AC; that the external auditors (and IAS where appointed) have been informed, and that appropriate follow-up action has been planned/actioned, and that all significant cases of fraud or suspected fraud, irregularity or impropriety are reported to the chief executive of the appropriate funding body;

*(Significant fraud is usually where 1 or more of the following factors are involved;*

- (i) there is likely to be great public interest because of the nature of the fraud or the people involved;*
  - (ii) the sums of money are more than £10,000 or specifically, and only, in relation to the 16-19 Bursary Fund a lower limit of £5,000 applies here; or*
  - (iii) the particulars of the fraud are novel or complex)*
- j. produce an annual report for the IEG Corporation and for the UCP Council. The annual report must summarise the committee's activities relating to the financial year under review; including any significant issues arising up to the date of preparation of the report, and any significant matters of internal control included in the management letters and reports from auditors or other assurance providers. It must include the committee's view of its own effectiveness and how it has fulfilled its terms of reference. The report must include the AC's opinion on the adequacy and effectiveness of the Group's audit

arrangements, its framework of governance, risk management and control and its processes for securing economy, efficiency, and effectiveness. The annual report must be submitted to the IEG Corporation/UCP Council before the Statement of Corporate Governance and Internal Control in the accounts is signed. A copy of the AC's annual report must be submitted to the relevant funding bodies with the annual accounts; and

- k. recommend the Statement of Corporate Governance and Internal Control to the IEG Corporation/UCP Council for approval.

#### 4. **Relationship with the Corporation**

The IEG Corporation/UCP Council expects the AC to complete and/or advise on audit associated matters as detailed in the ACOP. The AC is to advise the IEG Corporation/UCP Council on the adequacy and effectiveness of the Group's systems of internal control and its arrangements for risk management, control and governance.

#### 5. **Relationship with the Chief Executive Officer's (CEO) (Accounting Officers)**

It remains the IEG CEO's responsibility to ensure the satisfactory operation of day-to-day control framework for IEG and it remains the UCP Accountable Officer's responsibility to ensure the satisfactory operation of day-to-day control framework for UCP. However, the internal and external auditors, together with the AC, contribute to this by provision of advice and assurance.

#### 6. **Meetings**

- a. IAS. Each Committee meeting may be preceded by a private session between the Internal and External Auditors (if attending the meeting proper) and the Committee members.
- b. Frequency.  
The Committee shall meet as required but normally not less than once a term unless the Chair in consultation with the Governance Director (GD) agrees that there is insufficient business; the GD will record such action.
- c. Special Meetings  
The GD when instructed only by the Chair, or in absentia, by the acting Chair, shall call special meetings of the Committee. At such meetings, the agenda shall normally be limited to consideration of a single or related item. Standing items shall not be included in the agenda.

#### 7. **Chair, Membership and Quorum**

- a. Chair  
The Chair of the AC shall be appointed by the Corporation. If the Chair is absent from a Committee meeting then the meeting shall nominate a Chair for that meeting.
- b. Membership  
Membership of the Committee must comprise at least 5 and not more than 10 members, a majority of whom must be governors, but must not include the Chair of the Corporation, members of the Finance & Resources Committee or the Chief Executive Officer. 3 members of the Committee must be UCP Council members. The AC must ensure that it maintains its independence when considering the appointment of members.

The Committee shall therefore comprise:

- (i) up to 5 IEG Corporation Members nominated by the IEG Corporation and confirmed for the year ahead at the July meeting of the IEG Corporation Board.
- (ii) 3 UCP Council members nominated by the UCP Council and confirmed for the year ahead at the June meeting of the UCP Council;
- (ii) up to 2 lay members, if possible, recommended and approved by the Corporation. Any such appointees will serve for a one year term of office which is renewable by the Board of Governors on the recommendation of the Search and Governance Committee.

In attendance:

- (iii) the Chief Financial Officer (CFO) (or a representative);
- (iv) the Chief Operating Officer (COO) (or a representative);
- (v) the Chief Curriculum Office (CCO) (or a representative);
- (vi) the UCP Accountable Officer; and
- (vi) the Governance Director (GD) who will be the Clerk to the Committee.

By open invitation

- (vii) the Chief Executive Officer (CEO); and
- (viii) representatives of the appointed Internal and External Auditors, nominated by the firms concerned.

c. Exclusions

In accordance with the Post-16 Audit Code of Practice and the UK Corporate Governance Code 2018, no person having any interest, or perceived interest, in the College (or its advisers or suppliers) or who holds executive, management, financial or budgetary responsibilities within the College may serve on the Committee.

d. Quorum

The Committee shall be quorate with 4 members (at least 2 must be Corporation members and 2 UCP members). If the number of members assembled for a meeting of the Committee does not constitute a quorum the meeting shall be terminated forthwith.

8. **Decision Making**

- a. Decisions to be made at meetings of the Committee shall be determined by a majority of the votes of members present and voting. Where there is an equal division of votes, the Chair of the Committee shall have a second or casting vote.
- b. All persons 'in attendance' shall have no voting rights.

9. **Agendas for Meetings**

The agenda shall be agreed between the Group CFO, the Chair of the Committee and the GD.

10. **Risk Management**

Relevant entries on the Corporation Risk Register shall be considered at each Committee meeting.

11. **Reporting to the Corporation Board/UCP Council**

- a. The minutes of the meeting will be provided to members of the IEG Corporation Board/UCP Council for information.
- b. Any recommendations made by the Committee will appear as separate items on the agenda for the next ordinary meeting of the IEG Corporation Board/UCP Council.
- c. The Committee will present an annual report on its work to the IEG Corporation/UCP Council.

.....

Chair

Date

# **IEG CORPORATION**

## **THE CURRICULUM AND QUALITY COMMITTEE (CQC) TOR**

### **1. Introduction**

The authority for these TORs is contained in the:

- a. Instruments and Articles of Government as approved by the Corporation; and
- b. Corporation Policies.

Amendment of these TORs remains with the Corporation. The Corporation has chosen to establish a CQC to review, monitor and advise on curriculum related matters, safeguarding of young people and adults at risk enrolled at the Group. Detail of their delegated powers (Para 6) does not remove the ultimate responsibility of the Corporation for decisions taken on its behalf.

### **2. Authority and responsibilities of the Committee**

The Committee:

- a. may investigate any activity within its terms of reference; and
- b. seek information from any Group employee (all of whom are directed to co-operate with such enquiry)
- c. must not adopt an executive role

### **3. Meetings**

#### a. Frequency

The Committee shall meet as required but normally not less than 3 times in each academic year, unless the Chair in consultation with the Governance Director (GD) agrees that there is insufficient business.

#### b. Special Meetings

The GD when instructed only by the Chair, or in absentia, by the acting Chair, shall call Special Meetings of the Committee. At such meetings, the agenda shall normally be limited to consideration of single or related items. Standing items shall not be included in the Agenda.

#### d. Access

The nature of business conducted by the Committee can be sensitive and confidential. Applications to attend meetings are to be submitted to the Chair of the Committee to be received at least 14 days in advance of the planned meeting date. The application must explain the reason for the request; only in exceptional cases will permission be given.

### **4. Chair, Membership and Quorum**

#### a. Chair and Vice Chair

The Chair of the CQC Committee shall be elected from the membership at the first meeting of each academic year. If the Chair is absent from a Committee meeting then the meeting shall nominate a Chair for that meeting.

#### b. Membership

The Committee shall be appointed by the Corporation and shall comprise:

- (i) the Chief Executive Officer (or designates);
- (ii) the elected student members;

- (iii) the elected staff members;
- (iv) up to 5 Corporation Members nominated by the Corporation and confirmed every year in advance at the last Corporation meeting of the academic year. Members are eligible for re-election; and
- (v) up to 2 lay members recommended and approved by the Corporation, for no longer than one 3-year term.

In attendance:

- (vi) the Chief Curriculum Officer (CCO)
- (vii) the Vice Principal Curriculum & Quality (VP C&Q)
- (viii) the Vice Principal Student & Staff Experience (VP SSE)
- (ix) the Chief Finance Officer (CFO) (if required);
- (x) the Chief Operating Officer (if required); and
- (xi) the Governance Director (GD).

c. Quorum

The Committee shall be quorate with 3 members (2 must be Corporation members). If the number of members assembled for a meeting of the Committee does not constitute a quorum the meeting shall be terminated forthwith.

5. **Agendas for Meetings**

The Agenda shall be agreed between the CEO, VPs, the Committee Chair and the GD.

6. **Delegation of Authority**

The Corporation has delegated the CQC Committee to: (Recommendations of the Nolan Committee, are to be strictly applied):

- a. advise on the range, adequacy and sufficiency of the curriculum offer;
- b. advise on the quality of education and services provided within the Group Directorates and any other collaborative partners;
- c. review and (if appropriate) recommend the annual Quality Improvement Plan (QIP) to ensure continuous improvement is made;
- d. consider, advise and appraise whole Group performance including but not limited to:
  - (i) retention and withdrawal rates;
  - (ii) examination results;
  - (iii) achievement;
  - (iv) sector averages and performance indicator data; and
  - (v) student progression and destinations.

- e. receive and evaluate stakeholder opinion on provision of courses and services;
- f. consider and recommend academic performance targets;
- g. review and advise on self-assessment arrangements and to (if appropriate) recommend the Group Self-Assessment Report;
- h. review and advise on inspection reports and advise and oversee associated action plans;
- i. receive and advise on Group Performance Reviews (CPR);
- j. monitor equality of opportunity and inclusivity;
- k. receive and (if appropriate) recommend the annual safeguarding and prevent report;
- l. receive student experience information and review analyses of student/client surveys, complaints and compliments;
- m. to monitor national and local developments in order to ensure the College offer is in line with priorities;
- n. produce an annual report for the Corporation. The annual report must summarise the committee's activities relating to the year under review, including any significant issues arising up to the date of preparation of the report; and
- o. to conduct any other business as may be delegated by the Corporation from time to time.

7. **Risk Management**

Relevant entries on the Corporation Risk Register shall be considered at each Committee meeting.

8. **Reporting to the Corporation Board**

- a. The minutes of the meeting will be provided to members of the Corporation Board for information.
- b. Any recommendations made by the Committee will appear as separate items on the agenda for the next ordinary meeting of the Corporation Board.

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 Chair  
 Date

# **IEG CORPORATION**

## **THE FINANCE AND RESOURCES COMMITTEE (FRC) TOR**

### **1. Introduction**

The authority for these TORs is contained in the:

- a. Instruments and Articles of Government as approved by the Corporation;
- b. Post 16 ACOP; and
- c. Corporation Policies.

Amendment of these TORs remains with the Corporation. The Corporation has chosen to establish an FRC to review, monitor and advise on the Group financial health, control and the use of resources. Full detail of their delegated powers is at Para 6; these do not remove the ultimate responsibility of the Corporation for decisions taken on its behalf.

### **2. The authority and responsibilities of the Committee**

The Committee:

- a. may investigate any activity within its terms of reference;
- b. seek information from any Group employee (all of whom are directed to co-operate with such enquiries); and
- c. may access information and explanations as necessary, from whatever source, (associated expense of >£1000 requires Corporation approval).

### **3. Meetings**

- a. Frequency  
The Committee shall meet as required but normally not less than once each term unless the Chair in consultation with the GD agrees that there is insufficient business.
- b. Special meetings.  
The GD when instructed only by the Chair, or in absentia, by the acting Chair, shall call special meetings of the Committee. At such meetings, the Agenda shall normally be limited to consideration of single or related items. Standing items shall not be included in the Agenda.
- c. Access  
The nature of business conducted by the Committee can be sensitive and confidential. Applications to attend meetings are to be submitted to the Chair of the Committee to be received at least 14 days in advance of the planned meeting date. The application must explain the reason for the request; only in exceptional cases will permission be given.

### **3. Chair, Membership and Quorum**

- a. Chair and Vice Chair  
The FRC Chair shall be elected from the Committee membership at the first meeting of each academic year. If the Chair is absent from a Committee meeting then the meeting shall nominate a Chair for that meeting.

b. Membership.

The Committee shall comprise:

- (i) at least 4 Corporation Members, (excluding members of the AC) nominated by the Corporation and confirmed every year in advance at the last meeting of the academic year prior. Members are eligible for re-election;
- (ii) the CEO;
- (iii) up to 2 lay members recommended and approved by the Corporation, for no longer than one 4-year term; but
- (iv) members of the Audit Committee are excluded from membership.

In attendance:

- (v) the Chief Financial Officer (CFO);
- (vi) the Chief Operating Officer (COO);
- (vii) the Chief Curriculum Officer (CCO);
- (viii) the Vice Principal (C&Q) (if required); and
- (ix) the Governance Director (GD).

c. Quorum

The Committee shall be quorate with 3 members. (2 must be external Corporation members).

#### **4. Agendas for Meetings**

The Agenda shall be agreed between the CEO, the CFO, the Committee Chair and the GD.

#### **5. Delegation of Authority**

The Corporation has delegated the FRC to (Recommendations of the Nolan Committee, are to be strictly applied):

a. Financial Management and Financial Statements:

- (i) review and monitor and (if appropriate) recommend the annual budget and financial plan as required by Funding Agencies;
- (ii) consider and (if appropriate) recommend the tuition and other fees policies;
- (iii) consider and review the financial performance including consideration and recommendation (at each Committee meeting) of the management accounts;
- (iv) consider and (if appropriate) recommend the Annual Financial Statement (AFS) Accounts with reference to the External Audit Management Letter;

- (v) consider and (if appropriate) recommend the Annual Student Union Accounts;
  - (vi) consider, scrutinise and (if appropriate) recommend major projects as detailed in the Financial Regulations;
  - (vii) monitor and report on implementation of major projects; and
  - (viii) monitor student recruitment and consequent financial impact.
- b. Financial Regulations, Banking and Treasury Arrangements and Legal Advice:
- (i) scrutinise and (if appropriate) recommend the Financial Regulations;
  - (ii) scrutinise and oversee the banking arrangements including borrowing and associated matters;
  - (iii) monitor the legal issues of operations and obtain appropriate legal advice when necessary; and
  - (iv) ensure collaborative arrangements comply with the ESFA.
- c. Property Strategy, Estates, Health and Safety (HAS) and Sustainability:
- (i) ensure the appropriateness of the Property Strategy;
  - (ii) ensure the establishment and implementation of effective strategies for use, repair, maintenance, upkeep and improvement of the estate;
  - (iii) scrutinise and ensure effective Health & Safety compliance; and
  - (iv) monitor and review of an effective sustainability posture.
- d. Human Resources (HR):
- (i) monitor and review staffing costs each year;
  - (ii) evaluate impact of and (if appropriate) recommend any staff pay award;
  - (iii) monitor and review the HR Strategy;
  - (iv) monitor and review the Organisational Development Strategy; and
  - (v) scrutinise and approve HR Policies.
- e. Student Recruitment:
- (i) monitor, review and (if appropriate) recommend the Marketing Strategy; and
  - (ii) scrutinise, monitor and review the employee/employer engagement and Business Development Strategies.
- f. Commercial Ventures: Review and (if appropriate) recommend the annual accounts for acceptance by the Board.

- g. Information and Communications Technology (ICT): scrutinise, monitor, review and (if appropriate) recommend the ICT Strategy.
- h. Task and Finish Groups (TFG): establish, as necessary, TFG involving a wide range of members.
- i. Produce an annual report for the Corporation. The annual report must summarise the committee's activities relating to the financial year under review, including any significant issues arising up to the date of preparation of the report.

7. **Health and Safety (HAS)**

To oversee HAS process and administration:

- a. monitor, review and (if appropriate) recommend the HAS Policy; and
- b. scrutinise, monitor and review the minutes of the HAS Committee.

8. **Risk Management**

Entries on the Corporation Risk Register and relevant to Committee business shall be regularly considered.

9. **Reporting to the Corporation Board**

- a. The minutes of the meeting will be provided to members of the Corporation Board for information.
- b. Any recommendations made by the Committee will appear as separate items on the agenda for the next ordinary meeting of the Corporation Board.

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Chair  
Date

# **IEG CORPORATION**

## **THE SEARCH AND REMUNERATION COMMITTEE (SRC) TOR**

### **1. Introduction**

The authority for these TORs is contained in the:

- a. Instruments and Articles of Government (I&A), as approved by the IEG Corporation;
- b. The Articles of Association, as approved by the UCP Council; and
- c. Corporation Policies.

Amendment of these TORs remains with the IEG Corporation/UCP Council. The IEG Corporation/UCP Council have chosen to establish an SRC to:

- c. make recommendations for appointments including as IEG Corporation/UCP Council members and co-opted;
- d. advise on appointments to subsidiary company Boards;
- e. monitor the performance and effectiveness of governance processes; and
- f. consider, monitor and advise on SPH associated issues.

These details and further of their delegated powers (Para 6) do not remove the ultimate responsibility of the IEG Corporation/UCP Council for decisions taken on their behalf.

### **2. General Access to Meetings**

The nature of business conducted by the Committee is sensitive and confidential and visitors are not permitted.

### **3. Meetings**

- a. Frequency  
The Committee shall meet as required but normally not less than once each term unless the Chair in consultation with the GD agrees that there is insufficient business.
- b. Special Meetings  
The Governance Director (GD) when instructed only by the Chair, or in absentia, by the acting Chair, shall call special meetings of the Committee. At such meetings, the agenda shall normally be limited to consideration of single or related items. Standing items shall not be included in the agenda.

### **4. Chair, Membership and Quorum**

- a. Chair and Vice Chair. The Chair shall be the IEG Corporation Chair. The Vice-Chair shall be the UCP Council Chair.
- b. Membership. The Committee shall comprise:
  - (i) the Chair of the IEG Corporation;
  - (ii) the Vice-Chair of the IEG Corporation;

- (iii) the Chair of the UCP Council;
- (iii) the IEG Corporation Committee Chairs;
- (iv) the Chief Executive Officer (excepting when there is a personal interest)

In attendance:

- (v) the GD; and
- (vi) any other person to provide specialist advice or guidance from time to time.

c. Quorum

The Committee shall be quorate with 3 members, excluding the CEO.

**5. Agendas for Meetings**

The agenda shall be agreed between the CEO, the Committee Chair and the GD.

**6. Delegation of Authority**

The IEG Corporation/UCP Council has delegated the SRC to (Recommendations of the Nolan Committee, are to be strictly applied):

a. Search:

- (i) determine the nomination and selection process for full and co-opted IEG Corporation/UCP Council members;
- (ii) advise on appointment and re-appointment of external members, the latter will include evaluation of contribution;
- (iii) advise on IEG Corporation committee membership;
- (iv) advise on appointment to subsidiary company Boards; and
- (v) review regularly:
  - corporate skills, knowledge and experience balance;
  - members' attendance including relevant Group events;
  - governance induction and developmental processes; and
  - maintenance of the Register of Members Interests.

b. Governance:

- (i) advise on governance generally, including any matters referred by the IEG Corporation/UCP Council;
- (ii) advise on the annual governance self-assessment process and monitor progress against any associated action plan(s).

- (iii) consider which posts should be designated as SPH; and
  - (iv) advise and recommend process for, and oversee recruitment of, SPH in accordance with the I&A/AoA.
- c. Remuneration:
- (i) advise on SPH remuneration packages, specifically:
  - (ii) salary;
  - (iii) benefits in kind;
  - (iv) annual bonus/performance related elements;
  - (v) pension related matters; and
  - (vi) terms and conditions for SPH service agreement, particularly the notice arrangements.
  - (vii) pre-established performance goals and objectives; and
  - (viii) an appropriate peer group.

Issues (vii) & (viii) shall be considered against the performance target goals and objectives established before commencement of the relevant period and determine whether such goals and objectives have been achieved at the end of the relevant period in a timely fashion. All elements in sub-paras (i) to (viii) shall be annually reviewed.

- (ix) advise on compensation (including pension benefits augmentation) payable after an early termination of employment of a SPH to avoid:
    - rewarding of poor performance; and
    - fair treatment if early termination is not resultant from poor performance; and
  - (x) report on progress of probationary SPH and determination of a permanent offer.
- d. Produce an annual report for the IEG Corporation/UCP Council. The annual report must summarise the committee's activities relating to the year under review, including any significant issues arising up to the date of preparation of the report.

## **7. Risk Management**

Relevant entries on the IEG Corporation/UCP Council Risk Register shall be considered at each Committee meeting.

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 Chair  
 Date

# IEG CORPORATION

## THE SPECIAL COMMITTEE (SC) TOR

### 1. **Introduction**

The authority for these TORs is contained in the:

- a. Instruments and Articles of Government as approved by the Corporation; and
- b. Corporation Policies.

Amendment of these TORs remains with the Corporation. The Corporation has chosen as a contingency to establish processes for a SC should formation become necessary.

### 2. **The authority and responsibilities of the Committee**

The Committee shall examine the case for dismissal of a SPH (or GD); and additionally, the Committee is authorised to obtain all the information and explanations as necessary, from whatever source (associated expense of >£1000 requires Corporation approval). This detail and further of their delegated powers are at Para 7 and at Annex A.

### 3. **General Access to Meetings**

The nature of business conducted by the Committee is sensitive and confidential and attendance is strictly limited to those called directly by the SC.

### 4. **Frequency**

The Committee shall meet within 10 days of a Corporation reference.

### 5. **Chair, Membership and Quorum**

#### a. Chair and Vice Chair

The Chair shall be appointed by the Committee at the initial meeting after establishment.

#### b. Membership

The Committee shall comprise:

- (i) 5 Corporation members from the non-elected element;

#### **excluding**

- (ii) the Chair, Vice-Chair, CEO; and
- (iii) any member who has any interest in the Committee findings or who has been involved in any way in an investigation or other disciplinary action leading up to the reference of the particular matter referred to the SC, unless it is reasonably impracticable to avoid.

In attendance:

- (iv) the GD (unless the GD is the subject, in which case an interim GD shall be appointed and references in these TORs to the GD shall refer to that post); and
- (v) any other person to provide specialist advice or guidance from time to time as specifically requested from by the SC.

#### c. Quorum

The Committee shall be quorate with 5 members.

**6. Agendas for Meetings**

The Agenda shall be agreed between the Committee Chair and the GD.

**7. Delegation of Authority**

When examining the case for dismissal, the Committee shall consider whether the dismissal would be fair and reasonable in the circumstances, influencing considerations may include (but not necessarily limited to) the following:

- a. any relevant documents and representations;
- b. the terms and conditions of the senior post holder's employment;
- c. applicable disciplinary procedures;
- d. relevant ACAS guidance; and
- e. relevant legislation including unfair dismissal legislation, equality legislation and the Human Rights Act 1998;

After hearing or reading and considering any such representations, to prepare a written report for consideration by the Corporation, a copy of which will be sent to the person to whom it relates. Such a written report shall be prepared within 2 calendar months of the mandate on which the SC was convened. Where it is impracticable for the Committee to prepare its report during that period, it will, during that period, prepare an interim report, a copy of which will be sent to the person to whom it relates and which will contain a timetable for the preparation of the full report.

In appropriate circumstances, and always subject to the requirements of the Financial Memorandum or successor document, to negotiate and determine terms of settlement on dismissal of a SPH and to report the outcome of such negotiations to the Corporation and to ensure that the terms of settlement are reported to the Group's external auditors

**8. Procedure for Hearings**

The procedure for the Hearing is at Annex A to these TORs.

.....  
Chair  
Date

## **Procedure for Conducting a Special Committee Hearing**

### **Preliminary**

1. The SPH whose dismissal is to be considered and determined by the SC shall be entitled to receive from the SC a written statement of the alleged conduct, characteristics or other circumstances which led to the SPH being considered for dismissal and the SPH shall be given a reasonable opportunity to respond.
2. When sending the statement at Paragraph 1, the SC will invite the SPH to attend a meeting with that Committee and no action, except suspension, shall be taken against the SPH until that meeting has taken place.
3. The Group representative(s), including but not limited to the Chair and/or Vice Chair and/or CEO, will attend to provide evidence in support of the case.
4. At the Committee's discretion, an external legal representative may be present at the hearing to advise the Committee.
5. At least 5 working days' notice of the hearing will be given to the SPH and the SC by the GD.
6. The Committee will receive a written report from Corporation Chair or a Vice Chair or the CEO, as appropriate, setting out the facts of the case and the grounds for the proposed dismissal. The report will also be made available at least 5 working days before the hearing to the SPH who will have the opportunity to submit a written statement or other documentation in reply at least 2 working days before the hearing.
7. The SPH will be informed of their right to be accompanied by a colleague or Trade Union Representative who may present the case on their behalf. The name of the SPH's colleague or Trade Union Representative will be given to the GD at least 2 working days before the hearing.
8. At the hearing, the Committee will first ensure the nature of the referral, the Committee's role and the procedure to be followed are understood by all persons attending.
9. The purpose of the hearing is to examine the facts, to consider the grounds for dismissal and to take such action as it considers appropriate, which may include dismissal. The Committee will communicate its decision to the SPH concerned within 5 working days of the hearing and notify the SPH of their right to appeal against the Committee's decision.

### **The Hearing**

10. All Group representatives and the SPH will have the opportunity to be heard, produce evidence in support of their cases and question, through the Chair of the Committee, each other's statements and evidence.
11. The evidence of the Group representative(s) will be heard first and the SPH will then respond.

12. The members of the Committee will be able to put questions to the SPH and Group representative(s), their representatives and any witnesses called.
13. If the Committee is of the opinion that more evidence should be provided, the hearing may be adjourned for a period of up to 5 working days.
14. When all the evidence has been heard both parties shall have the opportunity to summarise their respective cases, starting with the Group representative and followed by the SPH, after which both will be required to withdraw from the meeting.
15. The Committee will have full discretion to admit or exclude evidence as it sees fit without following the legal rules for the admissibility of evidence and to vary, as it considers necessary, the procedure to be followed for the hearing.
16. When the hearing has concluded the Committee shall deliberate their findings in private and prepare a written decision.

### **Appeal**

17. The SPH has the right to appeal to the Corporation against the decision of the SC and must do so in writing within 10 working days of receipt of that decision.
18. Where an appeal is made the SPH must be invited to a meeting of the Corporation within ten working days at which the SPH may make representations, including oral representations and for the purpose of making oral representations the SPH may be accompanied by a colleague or trade union representative.

### **Reporting Procedures**

19. Reports to the full Corporation must include reference to the number of Committee members present at the previous meeting and will usually take the form of Minutes and supporting papers.