



## **TERMS OF REFERENCE – COMMITTEES GENERAL**

- 1) The Corporation may establish a Committee of the Corporation for any purpose or function, other than those assigned elsewhere in the Articles and may delegate powers to such a Committee or the Chair of the Corporation or to the Principal.
- 2) The Corporation shall determine the numbers of members and terms on which the members hold and vacate office.
- 3) Committee members may include persons who are not members of the Corporation. These members will be voting members.
- 4) Committees may include persons who are not voting members of the Committee and they are classed as observers. They have speaking rights and all other rights, except that they may not vote and do not form a quorum.
- 5) The Corporation shall establish a Search and Governance Committee to advise on the appointment of members of the Corporation and such other membership issues as the Corporation may remit to these. The Corporation shall not appoint any member of the Corporation unless it has first considered the advice of the Search and Governance Committee.
- 6) The Corporation shall establish a Committee to be known as the Audit Committee, to advise on matters relating to the Corporation Audit arrangements and systems of internal control.
- 7) The Corporation shall ensure that a written statement of its policy regarding attendance at Committee meetings by persons who are not Committee members, and the publication of the minutes of Committee meetings, are made available during office hours of the institution to any persons wishing to inspect them.
- 8) Agendas and papers are sent out to all the members of a Committee a week before the meeting date.  
  
Copies are also sent to the Chair of the Corporation where the Chair is not a member of the Committee.  
  
Copies of all papers are sent to all senior post holders.
- 9) Each Committee (other than the Search and Governance Committee) shall ensure that a copy of the agenda, draft Minutes (if approved by the Chair), signed minutes and any Meeting papers shall be made available at the College for inspection by the public, during normal working hours. Items which may be excluded from this include any material relating to a named person employed or proposed to be employed at the College, the Clerk to the Corporation, any matter which, by reason of its nature, the Committee is satisfied should be dealt with on a confidential basis. With regard to the Search and Governance Committee, the Agenda is made available for public inspection, but minutes are only made available if the Chair of the Committee agrees to this.
- 10) If any member of a Committee wishes to put an item on the agenda of a Committee it should be discussed with the Clerk and the Chair of the Committee.
- 11) Minutes of all Committees, other than the Search and Governance Committee, (whether confirmed or still in draft) are presented to the next meeting of the Corporation.
- 12) At the next Corporation meeting the Chair of the Committee, or a person nominated by him/her will present the minutes and speak about any papers and recommendations made by the Committee. With regard to the Search and Governance Committee, the Chair of the Committee will either present the minutes or give a verbal presentation of the matters discussed at the Meeting.
- 13) The Committee Chairs, in conjunction with the Clerk, must identify which papers should be 'above the line' for specific

consideration by the next Corporation meeting and which should be 'below the line' and on the Corporation agenda to be referred to only if specifically raised by a member, and which need not be sent to the Corporation.

An over-riding criterion is the need to keep members aware of all aspects of the work of the Committee.

14) Where possible issues should be considered by an appropriate Committee before being considered by the Corporation.

15) The membership of Committees is considered annually by the Search and Governance Committee in consultation with the Chair of each Committee. The Search and Governance Committee makes recommendations to the Corporation for the Corporation to approve the membership and Chair of each Committee.

16) The Chair of each Committee must be a member of the Corporation.

17) In accordance with the College's no smoking policy, smoking is not allowed at Committee meetings.

18) The quorum for each Committee is two members of the Committee (unless a larger number has been determined by the Committee and approved by the Corporation) save that there must be one member present who is not the Principal or a member of staff.

19) If the Chair of a meeting is not present at the appointed starting time for the meeting then the members of the Committee present shall appoint one of their number who is not a student member, a staff member or the Principal as Chair until the Chair arrives.

20) The Chair or Vice-Chair of a Committee may resign their respective position at any time by giving notice in writing to the Clerk of the Corporation.

21) It shall be permissible for the Chair of a Committee to convene an emergency Meeting of that Committee by giving less than seven business days prior notice if in the reasonable opinion of the Chair, there are matters which demand urgent consideration.

22) Resolutions at Meetings of a Committee shall be passed on the basis of a majority decision taken by those who attend and vote at a quorate Meeting.

23) Minutes will be taken of all Committee meetings by the Clerk to the Corporation save that where he/she is asked to leave a meeting the Chair will make arrangements to take minutes and will make them available to other members of the Corporation as appropriate to the circumstances.

24) Where a Committee exercises delegated powers, it is the responsibility of each Committee Chair to specifically draw the attention of the Corporation to any issues which may give rise to concern in the exercise of that delegation. In exercising delegated powers, Committee Chairs should operate within the broad wishes of the Corporation and consult with the Chair or Vice-Chair/s of the Corporation if there is an area of concern.

25) Papers will be tabled only in exceptional circumstances. Papers will be identified by the agenda item number. Minutes will be prepared of all meetings. Minutes will be sufficiently comprehensive to allow the key issues which led to a conclusion or decision to be ascertained from the minutes without reference to the original paper. In particular this is to allow the Corporation to be well aware of the work of the Committees.

26) If at any time the Members of a Committee are satisfied that any Member of that Committee: has been absent from Meetings of the Committee for a period longer than 6 consecutive months without the permission of the Committee; or is unable or unfit to discharge the functions of a Member of the Committee, the Committee may by notice to such Member remove him/her from the Committee, provided that the Committee shall forthwith report such removal to the Clerk to the Corporation, who in turn shall, notify the Corporation Members.

Corporation Approval: July 2018 Review Date: **When required**