Annex 1

Terms of Reference for the Appointments and Governance Standards Committee

1. Constitution

1.1 During its meeting dated 27 June 2011, the Coleg’s Board of Directors agreed to establish an Appointments Committee in order to ensure an external element to the process of appointing and re-appointing the Coleg’s Chair and Directors. This will enable the Coleg to comply with the Nolan principles of public life.

1.2 It was agreed on 8 March 2018 to adopt the name of Appointments and Governance Standards Committee.

2. Terms of Reference

2.1 The Committee is responsible for maintaining processes for appointing members of the Coleg’s Board of Directors, including the Chair, and members of other committees within the governance structure of the Coleg.

2.2 The Committee also oversees governance standards within the Board of Directors, including agreeing the content, and giving consideration to the results, of the questionnaire on governance and performance distributed annually to Board members. The Committee also ensures that directors operate according to the Nolan Principles as seen in Appendix 1.

3. Responsibilities

The following responsibilities have been delegated to the Committee from the Board:
3.1 Oversee and implement the process of appointing members of the Coleg’s Board of Directors, including the Chair, and presenting recommendations to the Board. The Board has the final decision regarding who is appointed.

3.2 Be responsible for overseeing and implementing the process of appointing members to other committees within the governance structure of the Coleg, i.e. the Audit and Risk Committee, the Finance and General Purposes Committee as well as the Appointments and Governance Standards Committee.

3.3 Reach agreement with the Board regarding the skills needed by the Board in order to operate effectively, and set them out in a brief.

3.4 Plan a programme for appointing directors which ensures that the Board of Directors has members who possess the requisite skills and knowledge together with the appropriate balance for it to operate effectively.

3.5 Oversee that governance standards are maintained in the context of the Board and committees.

3.6 Regularly review the processes followed in order to ensure that the Board of Directors has the membership it needs.

4. Membership

4.1 The Committee shall include three full members, including:
- An independent Chair appointed by the Board of Directors;
- Two external members appointed following a public advertising process, or by invitation if it is not possible to appoint following advertisement. Theses names will be presented to the Coleg Board of Directors for approval.

4.2 The Chair of the Coleg’s Board of Directors will also be a member of the Appointments and Governance Standards Committee except when
discussing matters relating to the chair. The Committee may discuss some matters in the absence of the Coleg Chair.

4.3 The Chair of this committee has the deciding vote if the committee cannot come to an agreed decision.

5. Members’ Terms of office

5.1 Committee members’ term of office will usually be four years with the possibility of a further term of four years.

6. Quorum

6.1 The quorum for Committee meetings will be two members, including the Chair of the Committee, and one external member.

7. The Chair

7.1 The Chair will be responsible for providing reports to the Coleg’s Board of Directors as required, attending part of the Board meeting in order to present a report on the Committee’s work at least once a year.

7.2 The Chair of this Committee shall be appointed following an open discussion at a Board meeting.

8. Authority

8.1 The Committee is authorised by the Coleg’s Board of Directors to deal with all matters delegated to the Committee by the Board of Directors. It is also authorised to investigate any actions within its terms of reference.

9. Performance Appraisal of Directors

9.1 A report on directors’ performance will be presented to the Appointments and Governance Standards Committee by the Coleg Secretary. Following discussion, it is a matter for this committee whether any relevant matter needs
to be dealt with or whether to strengthen some of the governance requirements.

9.2 This Committee can also:
   - hold inquiries according to Board requirements;
   - be involved with any matter pertinent to governance;
   - be pro-active when matters relevant to governance become evident or where its attention is brought to them.

10. **Number of Meetings**

10.1 At least one meeting a year will be held.

11. **Secretariat**

11.1 An officer of the Coleg (usually the Coleg’s Secretary) will act as the secretariat for the committee.

12. **Reviewing the Terms of Reference**

12.1 The terms of reference will be reviewed by the Committee and the Coleg’s Board of Directors annually.
Annex 2

Terms of Reference for the Finance and General Purposes Committee

1. Constitution
1.1 The Coleg Committee known as the Finance and General Purposes Committee along with the Terms of Reference and the following standing orders was established through a resolution of the Coleg dated 22 November 2017.

2. Terms of Reference
2.1 The Committee will receive information, monitor progress, present opinion, establish and revise policies as well as report and recommend relevant matters to the Board relating to finance, financial planning, HR policies and other matters relating to employing staff, marketing and communication, and information services and systems, including receiving and reviewing information regarding relevant policies.

3. Finance
3.1 Receive regular reports regarding medium and long term budgetary planning including sources of income, review the Financial Regulations, review the Coleg's Investment Policy, monitor the performance of the Coleg's investments, evaluate grants, and offer advice on any other matters referred to the Committee by the Board of Directors or by officers for guidance.

4. Human Resources
4.1 Regularly receive and review information on policies and other matters relating to employing staff. Regularly receive HR report.

4.2 Be responsible for arrangements for reviewing the salary of the Chief Executive and Senior Managers annually.
5. **Health and Safety**

5.1 Receive and review information on the Health and Safety policy. Regularly receive reports as appropriate, and offer advice on matters relevant to Coleg Health and Safety.

6. **Marketing and Communication**

6.1 Review strategies relating to marketing and communication including the Marketing Strategy. Regularly receive reports as appropriate, and offer advice on matters relevant to the Coleg regarding marketing and communications.

7. **Information Services and Systems**

7.1 Regularly receive reports as appropriate, and offer advice on matters relevant to the Coleg regarding information services and systems. Consider and review strategies relevant to these areas including the Data Protection Policy and other legislative requirements in that area.

8. **Membership**

8.1 The Committee will include:

- A member of the Coleg’s Board of Directors (Chair);
- The Chair of the Coleg’s Board of Directors (ex officio);
- Representation of up to another three members appointed from the Coleg’s Board of Directors;
- Up to three independent members that are not members of the Board of Directors. They will be appointed through a process overseen by the Appointments and Governance Standards Committee.

8.2 The quorum for Committee meetings will be three members, including the Chair or the Chair’s nominee.

8.3 The Chief Executive and other officers will attend as required.
9. Authority

9.1 The Committee is Authorised by the Coleg’s Board of Directors to deal with all matters delegated to the Committee by the Board of Directors.

10. Number of Meetings

10.1 At least three meetings a year shall be held.

11. Secretariat

11.1 The Secretariat for the Committee shall be provided by one of the Coleg’s officers.

12. Reviewing the Terms of Reference

12.1 The terms of reference of this Committee will be reviewed by the Committee and the Coleg’s Board of Directors annually.
Annex 3

Terms of Reference of the Audit and Risk Committee

1. Constitution

1.1 The Coleg Committee known as the Audit and Risk Committee (the Committee) was established with Terms of Reference and standing orders through a resolution of the Coleg dated 30 March 2011. The Terms of Reference and standing orders were reviewed in November 2017 and in October 2019.

2. Terms of Reference

2.1 The Committee will advise and support the Coleg’s Board of Directors and its officers by providing them with independent assurance about the effectiveness of the Coleg’s internal management, corporate governance and the risk management.

3. Responsibilities

3.1 The following responsibilities have been delegated to the Committee by the Coleg’s Board of Directors:

- Review the adequacy of the structures, processes and responsibilities that will be adopted by the Coleg’s management for identifying and managing key risks facing the Coleg. This will include regular review of the Coleg’s risk register;
- Provide the Coleg with a formal opinion on the audited accounts, including the Statement on Internal Control, before they are approved;
- Review the Policies relevant to the Audit and Risk Committee, such as the Risk Policy and the Whistleblowing Policy;
- Consider the adequacy of corporate government arrangements;
- Prepare and approve the annual report to the Board, to support the Corporate Governance Statement;
• Receive and annual report on the Coleg’s insurance cover and review as necessary;
• Supervise the arrangements for the appointment of internal and external auditors;
• Monitor the performance of the Internal and External Auditors;
• Commission special investigations into matters of particular concern relating to internal control.

External Auditors
• Receive advice from the External Auditors;
• Discuss with the external auditors, prior to the audit, the nature and scope of the audit and seek to ensure a co-ordinated approach between the internal and external auditors;
• Consider the external auditor’s management letter;
• Ensure that the external auditors’ recommendations are implemented and reported to the Board.

Internal Auditors
• Consider and advise the Coleg on the annual and long term internal audit programme, and receive regular reports from the internal auditors;
• Learning from the internal audit function of any major audit findings, and to advise thereon;
• Receiving assurance reports including internal audit findings;
• Ensure that the internal auditors’ recommendations are implemented and reported to the Board.

4. Membership

4.1 The Committee will include:
• Chair, that will normally be a member of the Coleg’s Board of Directors;
• No more than three members appointed from the Coleg’s Board of Directors;
• Up to three other members that are not members of the Board of Directors. They will be appointed through a process overseen by the Appointments and Standards Committee.
4.2 The quorum for Committee meetings shall be three members, including the Chair or the Chair’s nominee.

5. The Chair
5.1 The Chair will be responsible for providing a full and regular report of the Committee’s discussions and recommendations to the Coleg’s Board of Directors. In the absence of the Chair, he/she is expected to delegate this responsibility to another member of the Committee.

6. Authority
6.1 The Committee shall be authorised by the Coleg’s Board of Directors to deal with all matters delegated to it by the Board of Directors. It shall also be authorised to conduct an audit of any activity within its terms of reference.

7. Number of Meetings
7.1 At least three meetings a year shall be held.

8. Secretariat
8.1 A member of the Coleg’s central staff shall provide the Committee’s secretariat.

9. Reviewing the Terms of Reference
9.1 The terms of reference of this Committee will be reviewed by the Committee and the Coleg’s Board of Directors annually.
Annex 4

Terms of Reference of the Academic Board

1. Constitution

The Coleg Board of Directors agreed to establish an Academic Board at its meeting on 27 June 2011. The constitution was reviewed in February 2018 following the Welsh Government's decision to extend the Coleg's responsibilities. The Academic Board will continue to oversee and advise on Coleg activities in the higher education sector.

2. Responsibilities

- Ensure that the voice of the academic community is reflected in the development of the Coleg’s academic plans, including higher education in further education;
- Ensure direct representation from the higher education branches, and from subject / discipline communities within the Coleg’s organization;
- Ensure student representation and input into the academic planning processes of the Coleg;
- To receive reports from the Research and Publication Committee.

3. Objectives

- Ensure that the objectives of the Coleg's Strategic Plan are achieved by maintaining a stable and permanent function in relation to the Coleg’s academic planning in the higher education sector, including the Academic Plan, the individual subject plans, research and teaching;
- Support officers in the work of overseeing progress against targets that have been identified in the academic plans, and overseeing the process of formally reviewing plans as required;
- Consider matters referred from the branches, the Board of Directors, students or the Coleg's officers;
• Present recommendations to the Board of Directors regarding subject developments, staffing plans, and any other matters relating to the Coleg’s academic planning;
• Ensure that the Coleg’s national academic plans are cascaded within individual organisations, and that the branches receive regular reports through their representatives on the Academic Board;
• Following the expansion of the Coleg’s responsibilities, maintain a close relationship with the post-16 sector, including matters relating to provision which bridges both sectors;
• Seek and give consideration to the views of relevant stakeholders and appropriate research, and include the advice of independent experts where necessary.

4. Membership

The membership of the Academic Board, which could be up to 40, shall include:

Chair:
Chair (who will usually be a member of the Coleg Board of Directors)

Vice Chair:
To be appointed by the Board from its members

To be appointed by the higher education institutions:
• One member from each higher education institution, i.e. usually the chair of the branch. (Institutions are expected to nominate a deputy when the representative is not able to be present).

To be appointed by the Coleg Cymraeg Cenedlaethol:
• Independent members (up to 15) to be appointed from the Coleg’s associate lecturers in the universities, reflecting a range of areas and higher education provision in further education.
To be nominated:

- One student representative from every higher education institution. The representatives are to be nominated in accordance with arrangements agreed with the student body. The arrangements could vary from time to time subject to the agreement of the Academic Board.

**Ex officio:**

- Chair of the Board of Directors
- Chair of Post-16 Strategic Board
- Chair of the Research and Publication Committee
- NUS Welsh Language Officer

5. **Quorum**

The Quorum for holding the meeting shall include at least ten members, including Chair, or Vice-Chair in the absence of the Chair.

6. **Accountability and Reporting Arrangements**

The Board is a permanent committee of the Coleg. It will have the right to make decisions regarding any matters delegated by the Board of Directors, but it acts primarily as a forum for consultation on the development of the Coleg’s plans and strategies in higher education.

Branch representatives are expected to submit a report to the next Branch meeting and to ensure that relevant issues raised at branch meetings are referred to the Academic Board.

7. **Authority**

The Academic Board will:

(i) establish other sub-committees or task and finish groups as required;

(ii) oversee the subject panel network that is part of the Coleg’s organisational academic planning; and receiving reports, as appropriate.
8. **Meetings**

At least three meetings shall be held each academic year. An extraordinary
meeting can be called at the request of half or more of the members. Meetings
of the Academic Board will be held through the medium of Welsh.

9. **Secretariat**

A member of the Coleg’s central staff shall provide the secretariat to the
Academic Board.

10. **Reviewing the Terms of Reference**

The terms of reference will be reviewed annually by the Academic Board,
presenting any significant recommendations for change to the Board of
Directors.
Annex 5

Terms of Reference of the Post-16 Strategic Board

1. Introduction

In its meeting on 25 June 2019 the Coleg's Board of Directors agreed to establish a Post-16 Strategic Board.

2. Responsibilities

- To ensure that the voice of the post-16 sector is reflected in the Coleg's post-16 planning;
- To ensure direct representation from the further education institutions, apprenticeship providers and employers within the Coleg’s organisation;
- To ensure representation and input from learners into the Coleg's post-16 education planning processes;
- To receive reports on projects from the Coleg’s relevant Officers, Groups and Committees.

3. Objectives

- Ensure that the objectives of the Coleg’s Strategic Plan are achieved by maintaining a stable and permanent function in relation to planning in the further education and apprenticeships sectors, including the Further Education and Apprenticeships Action Plan, and any individual plans developed in relation to this remit;
- To lead the process of overseeing progress against targets noted in the Welsh-medium Further Education and Apprenticeships Action Plan and to oversee the process of reviewing the plans formally as required;
- To present recommendations to the Board of Directors on developments in line with the pillars of the Further Education and Apprenticeships Action Plan and any other matters related to post-16 planning;
- To offer advice and opinion for the attention of the Coleg's salaried officers;
• To ensure that developments in post-16 education planning are communicated in full with the sector;
• To maintain a close relationship with the Higher Education sector, including on matters relating to provision that bridges both sectors;
• To seek information and advice from independent individuals.

4. Membership

The membership of the Post-16 Strategic Board will include:

Chair:

(Appointed by the Board of Directors following an open discussion at a meeting of the Board). The Chair’s term of service will be three years with the possibility of re-appointing for a further period of three years.

Vice-Chair:

To be appointed by the Board from its membership. The Vice-Chair will chair meetings in the Chair’s absence.

To be appointed by the further education institutions:
• One member from each further education institution. The institutions are expected to nominate a deputy when the representative is not able to attend. If the further education institution is an apprenticeship provider, the representative will also be expected to discuss and deal with the apprenticeships sector.

To be appointed by the apprenticeship providers:
• One member from each apprenticeship provider. The institutions are expected to nominate a deputy when the representative is not able to attend. If the apprenticeship provider is a further education institution, the representative will also be expected to discuss and deal with the further education sector.
To be appointed by the Coleg/Strategic Board:

- The Coleg or the Strategic Board may appoint additional relevant members in accordance with the requirements of the Welsh-medium Further Education and Apprenticeships Plan. This will ensure representation from employers and other relevant planning bodies.

Learner Voice:

- The elected president of NUS Wales

Observers:

- Observers may be invited to the meeting at the Chair's discretion.

5. Quorum

The Quorum for holding a meeting will be ten members including the Chair, or the Vice-Chair in the Chair's absence.

6. Accountability and Reporting Arrangements

The Board is a standing committee of the Coleg. It will have the right to make decisions on any matters delegated to it by the Board of Directors in relation to the Welsh-medium Further Education and Apprenticeships Plan.

Representatives of the further education institutions and/or apprenticeship providers will be expected to submit a report to the next meeting of the appropriate committee at their institution and to ensure that relevant matters raised in branch meetings are referred to the Post-16 Board.

7. Authority

The Post-16 Strategic Board will:

(i) receive reports on its work and monitor its role and responsibilities as needed;
(ii) oversee any organisational framework developed to plan Further Education and Work-based Learning provision.

8. **Meetings**

At least three meetings will be held each academic year. Special meetings can be called, according to need. In accordance with clause 52 of the Coleg Cymraeg’s Memorandum of Association, Welsh will be the main language of meetings of the Post-16 Strategic Board, with simultaneous translation arranged as necessary.

9. **Secretariat**

The secretariat of the Post-16 Strategic Board will be provided by a salaried officer of the Coleg.

10. **Terms of Reference Review**

The terms of reference will be reviewed annually by the Post-16 Strategic Board at its Autumn meeting, with recommendations of any material changes being submitted to the Board of Directors.