

## **Higher Education (HE) Governance Committee**

### **Terms of Reference**

#### **1. Purpose**

The purpose of the HE Governance Committee is to ensure NCG has the correct accountability, control, and scrutiny of Higher Education programmes, and to monitor and measure institutional performance, strategy and mission as it relates to HE. The HE Governance Committee also oversees NCG international recruitment pertaining to the Student Sponsorship license.

#### **2. Membership**

2.1. The Committee shall comprise at least four members:

- The Chief Executive (who also chairs the Academic Board) shall serve as an ex-officio member.
- At least two other members of the Corporation.
- The HE Student Representative.
- Up to one co-opted member with Higher Education expertise.

2.2. Appointment to the Committee is subject to approval by the Corporation.

2.3. The Corporation may modify the other membership of the Committee at any time. The term of a member will end if the individual ceases to be a member of the Corporation (where relevant) the Corporation may then decide to appoint the individual as the co-opted member of the Committee.

2.4. The Chair of the Committee will be appointed by the Search Committee.

### **3. Meetings**

- 3.1. The Committee will normally meet four times per year, on dates following meetings of the Academic Board. Additional meetings may be called as necessary in agreement with the Chair of the Committee.
- 3.2. Meetings of the Committee shall be quorate if at least three appointed members are present. If the number of members present for a meeting of the Committee does not constitute a quorum, the meeting shall not be held. If during a meeting there ceases to be a quorum, it has been agreed by the Corporation Board that the meeting may continue, however no decisions are to be taken.
- 3.3. The Clerk to the Corporation will act as Clerk to the Committee.
- 3.4. Every question to be decided at a meeting of the Committee shall be decided by a majority of votes cast by the members present. In the event of a tied vote, the Chair shall have a second or casting vote.
- 3.5. Only members of the Committee have the right to attend meetings. However, other individuals such as members of senior management may be invited to attend for all or part of any meeting, particularly where their area of responsibility is under discussion. Where someone has been invited to attend, they shall be entitled to attend and speak at such meetings, but not to vote.
- 3.6. The Committee may invite the Corporation's advisers or other third parties to attend meetings of the Committee as appropriate (such persons shall not have a vote but shall be entitled to speak at the meeting).

### **4. Minutes and Papers**

- 4.1. The Clerk to the Corporation will normally provide written notice of each meeting and an agenda at least seven days in advance.
- 4.2. Having regard to the criteria for confidentiality used by the Corporation, separate minutes will be prepared for the non-confidential and confidential items.

- 4.3. All minutes will remain confidential until they are reported to the Corporation. Any minute which provides personal information about an individual or meets other NCG's other criteria for confidentiality shall remain confidential.
- 4.4. At every Committee meeting the minutes of the last meeting shall be taken as an agenda item, and, if agreed to be accurate, shall be approved as a true record.
- 4.5. The Clerk to the Corporation shall present the draft Chair approved minutes at the next scheduled meeting of the Corporation.

## **5. Terms of Reference**

- 5.1. To receive, consider, and challenge assurance that the academic governance of Higher Education provision is effective.
- 5.2. To receive and comment on assurance and audit reports relating to Higher Education processes and functions.
- 5.3. To monitor the strategic development of Higher Education provision, arrangements for management of the provision and the activities of the Higher Education Academic Board.
- 5.4. To monitor the organisation's response to developments in national policy on Higher Education.
- 5.5. To oversee arrangements for the award of taught degrees and the development of related policies and procedures.
- 5.6. To oversee improvement of performance in relation to Higher Education quality and standards.
- 5.7. To receive, consider, challenge, and endorse the Higher Education Annual Review Report prior to its submission to the Corporation for approval.
- 5.8. To receive, consider, challenge, and endorse proposals for Higher Education fees, prior to their submission to the Corporation for approval.

- 5.9. To keep under review the level of compliance against the Code of Governance and any other regulatory frameworks (such as the Office for Students) to ensure that action is taken to address any gaps in governance processes and procedures.
- 5.10. To receive, consider, challenge, and monitor the organisation's approach to NCG international recruitment pertaining to the Student Sponsorship license.
- 5.11. To arrange for periodic reviews of its own performance and, at least annually, review its terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.
- 5.12. To report to the Corporation Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 5.13. To make whatever recommendations / endorsements to the Corporation Board it deems appropriate on any area within its remit where action or improvement is needed.