

# Terms of Reference



Higher Education (HE) Governance Committee	
<b>1. APPROVING BODY</b>	Corporation Board
<b>2. DATE APPROVED</b>	September 2024
<b>3. PURPOSE</b>	<p>The purpose of the HE Governance Committee is to ensure NCG has the correct accountability, control, and scrutiny of Higher Education (HE) programmes, and to monitor and measure institutional performance, strategy and mission as it relates to HE.</p>
<b>4. RESPONSIBILITIES</b>	<p>The HE Governance Committee shall have the following responsibilities:</p> <p><b>Strategy</b></p> <ul style="list-style-type: none"><li>4.1 Review and recommend the HE Strategy to the Corporation Board for approval and monitor progress against its objectives.</li><li>4.2 Review and consider the organisation's approach to growth in HE partnerships prior to any recommendations to the Corporation Board for approval.</li><li>4.3 Review and recommend the annual HE Annual Report to the Corporation Board for approval.</li><li>4.4 Review and scrutinise the organisation's approach to international recruitment pertaining to the Student sponsorship license.</li><li>4.5 Monitor the Group's response to any significant developments in national HE policy.</li></ul> <p><b>Performance</b></p> <ul style="list-style-type: none"><li>4.6 Monitor performance in relation to HE quality and standards across all HE provision including any external partners.</li><li>4.7 Monitor the Group's performance in relation to teaching &amp; learning activity, student recruitment and retention, attendance, progression, outcomes and any key performance indicators in these areas.</li><li>4.8 Monitor the Group's HE Quality Improvement Plan.</li><li>4.9 Monitor student voice and receive assurance that students are receiving a high-quality experience.</li><li>4.10 Review the outcomes of any audit or assurance reports relevant to the Committee's remit.</li></ul> <p><b>Regulatory</b></p> <ul style="list-style-type: none"><li>4.11 Receive assurance regarding compliance with the OfS regulatory framework, the HE Code of Governance and any other regulatory frameworks and ensure that any gaps in governance processes are actioned.</li><li>4.12 Review the organisation's Access and Participation Plan and monitor progress against its evaluation plan.</li><li>4.13 Review and recommend the HE Fees policy to the Corporation for approval.</li></ul>

<p><b>5. AUTHORITY</b></p>	<p>The HE Governance Committee shall have the authority to:</p> <p>5.1 Approve the following policies on behalf of the Corporation:</p> <ul style="list-style-type: none"> <li>• English Language Policy</li> <li>• UKVI Compliance Policy</li> <li>• Student Sponsor Licence Policy</li> <li>• International Attendance Policy</li> </ul> <p>5.2 Review risks within its remit and escalate where necessary;</p> <p>5.3 Invite other individuals with relevant skills, experience or expertise to attend meetings as necessary;</p> <p>5.4 Other authorities as may from time to time be delegated to it by the Corporation Board.</p>
<p><b>6. REPORTING</b></p>	<p>The HE Governance Committee will report to the Corporation Board on its proceedings after each meeting on all matters within its responsibilities.</p>
<p><b>7. CHAIRPERSON</b></p>	<p>The Committee shall be chaired by an independent member of the Corporation Board.</p>
<p><b>8. MEMBERSHIP</b></p>	<p>The Committee shall comprise at least five members including at least two independent members of the Corporation Board, the Chief Executive, up to two independent coopted members and one student representative.</p> <p>Committee membership shall be reviewed annually by the Search, Nominations &amp; Governance Committee to ensure that it continues to reflect best practice and the requirements of governance within the Group.</p>
<p><b>9. IN ATTENDANCE</b></p>	<p>The following individuals shall be in attendance:</p> <p>9.1 Principal Newcastle College and Executive Lead for HE</p> <p>9.2 Deputy Principal (HE)</p> <p>9.3 Academic Registrar</p> <p>9.4 Director of Higher Education</p> <p>9.5 Principal Observer</p> <p>9.6 Governance Professional</p>
<p><b>10. QUORUM AND ATTENDANCE</b></p>	<p>10.1 A quorum shall be three, at least two of whom must be members of the Corporation.</p> <p>10.2 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, the meeting may continue, however no decisions are to be taken.</p> <p>10.3 Prior notice of absence must be provided to the Chair and the Clerk no less than 24 hours in advance of the meeting.</p>
<p><b>11. VOTING</b></p>	<p>11.1 Decisions of the HE Governance Committee shall be reached by consensus;</p> <p>11.2 Any action required or permitted to be taken by the Group/Committee may be taken without a meeting if (i)</p> <p>11.2.1 the Chairperson calls for such action to be taken by written consent, which includes email and;</p> <p>11.2.2 the written consents are filed with the records of the meetings of the Group/Committee.</p>

<p><b>12. MEETING ARRANGEMENTS</b></p>	<p>The following arrangements shall be observed for meetings of the HE Governance Committee</p> <p>12.1 Meetings shall be held on a termly basis;</p> <p>12.2 Additional meetings shall be held at the call of the Chair, or at the request of one-third of the Group/Committee's members;</p> <p>12.3 Written notice of the date, time and place of the meeting shall be provided to each member at least five working days in advance.</p> <p>12.4 Meetings shall include an agenda and matters not specified on the agenda may be taken up at the meeting at the discretion of the Chair.</p> <p>12.5 The agenda together with the relevant reports and documents will be forwarded to members at least five working days in advance to enable preparation prior to meetings.</p> <p>12.6 The Governance Professional shall keep minutes of all meetings which will include the following:</p> <ul style="list-style-type: none"> <li>• Persons in attendance</li> <li>• Date and duration of meeting</li> <li>• Expressions of conflicts of interest</li> <li>• Identification of topics discussed</li> <li>• Recommendations and decisions made</li> <li>• Actions taken</li> </ul> <p>12.7 Minutes of the meeting shall be reviewed by the Chair and submitted to members for approval at the next meeting, or where urgency exists, by email vote. Draft Chair-approved minutes shall be submitted to the Corporation (where the Committee has not met in the intervening period to approve). Once approved, minutes shall be circulated to all members for their records and retained by the Governance Professional within the meeting records.</p> <p>12.8 Meetings will not be recorded.</p>
<p><b>13. CONFIDENTIALITY</b></p>	<p>Members are encouraged to communicate key decisions and issues for the purpose of delivery of the objectives of the HE Governance Committee however members are expected to hold confidential deliberations in the strictest of confidence, and when in doubt should consult with the Chair.</p>
<p><b>14. CONFLICT OF INTEREST</b></p>	<p>The Governance Professional shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. Where it is deemed by the Chair that a conflict exists, the member will be excused from deliberations and must abstain from voting on any resolution in which he/she and/or his/her associates have a material interest.</p>
<p><b>15. TERMS OF REFERENCE</b></p>	<p>The HE Governance Committee shall review its Terms of Reference annually to ensure it is operating at optimum effectiveness and recommend any changes it considers necessary to the Corporation.</p>
<p><b>16. NCG VALUES</b></p>	<p>Members have a collective and individual responsibility to conduct themselves in a manner which reflects the NCG values.</p>
<p><b>17. REVIEW OF PERFORMANCE</b></p>	<p>The HE Governance Committee shall review its performance annually.</p>