

Audit Committee Co-optee Recruitment and Information Pack



We have an exciting opportunity for you to make a difference by helping students in St Helens and Knowsley to excel and achieve the best outcomes.

Providing quality education since 1896, St Helens College and Knowsley Community College, part of the College Group, is one of the largest further and higher education providers in the Northwest, supporting students of all ages, studying at all levels.

We provide courses and training to approximately 8,000 students across St Helens and Knowsley. We aspire to be **one of the very best technical and vocational colleges in the country.**

The College is entering an exciting new phase as we work to achieve our Strategic Plan 2022-2025. To support delivery of this strategy, the Governing Board is looking to appoint a co-opted member to its Audit Committee.

**Can you balance intellectual curiosity and professional scepticism?
Are you courageous when making tough decisions?
Will you listen to others and commit to building strong relationships?
Do you understand risk and its impact on businesses?
Are your deliberations balanced and ethical?**

If you answered 'yes' to the above questions and your qualities, skills and knowledge fit with our vision and values, please take the time to read through this pack and consider making an application to join our team.

We encourage people from all backgrounds and experiences to apply and welcome a diverse range of attributes. We are committed to inclusive governance and we see lived and business experience as key attributes for our governors.

In this pack, you will find:

- Role description and person specification for a College Governor
- Terms of reference for the Audit Committee
- Application form
- Equality and diversity form

How to Apply

Please provide the following:

- A completed application form
- A supporting statement explaining how you meet the requirements of the role
- An up to date CV, showing any paid, voluntary and other relevant experience
- Equality and diversity questionnaire

Please note that it is not mandatory for you to complete the equality and diversity questionnaire. The information requested is for monitoring purposes in line with our commitment to equality and diversity, and will not affect the outcome of your application.

Submission

Please email your completed documents to **governance@sthelens.ac.uk**, or alternatively, by post to **Carys Bibby, Governance Director, St Helens College, Water Street, St Helens, Merseyside, WA10 1PP.**

If you would like to discuss any aspect of the recruitment process or the role, then please contact:

Carys Bibby
Governance Director
01744 623102
cbibby@sthelens.ac.uk

Role Description

External Governor

The Governing Board

The powers of the Board of Governors (The Corporation) are specified in the Further and Higher Education Act 1992, Sections 18 and 19. In summary the Corporation is empowered to:

- provide further and higher education
- supply goods or services in connection with the provision of education
- conduct an educational institution
- provide the necessary facilities to support its principal powers
- acquire and dispose of land and property, enter into employment and other contracts, borrow and invest money

Governor Duties:

The duties of the Corporation are specified in the Instrument and Articles of Government. Collectively, individual Governors contribute their professional, specialist and general management skills to the Corporation (and through its committees and working parties) in a non-executive role. Governors are required to be as flexible as possible in the conduct of their responsibilities and duties, ensuring that the balance of oversight of the College and its business is seen as a positive contribution that does not interfere with the day-to-day management of the College. The primary duties of a Governor are to:

- determine and develop the educational character and mission of the College and the oversight of its activities.
- to publish arrangements for obtaining the views of staff and students on the determination and development of the educational character and mission of the College and the oversight of its activities.
- approve the quality strategy of the College.
- make effective and efficient use of resources, the solvency of the College and the Corporation and safeguarding of the College's assets.
- approve annual estimates of income and expenditure.
- include the appointment, grading, suspension, dismissal and determination of the pay and conditions of service of the holders of senior posts and the Governance Director, including, where the Governance Director is, or is to be appointed as, a member of staff, the Governance Director's appointment, grading, suspension, dismissal, and determination of pay in the capacity of a member of staff; and

- set a framework for the pay and conditions of service of all other staff.
- comply with the Instrument and Articles of Government, the Financial Memorandum and the Joint Audit Code of Practice, the Corporation's Standing orders and Code of conduct and any other related Governance Policies and Procedures.
- serve on appropriate Corporation Committees, namely, Audit, Search and Governance, Finance, Resources and Commercial, Performance and Remuneration, Quality and Outcomes, Higher Education or any other Committee or Working Party as required by the Corporation.
- contribute to the business of the Corporation in an effective, efficient, open and transparent manner and to support the decisions of the Corporation and Committees on the basis of collective responsibility.
- assist in the formulation and monitoring of the College's strategic plan, financial forecasts and budgets and capital programmes, all of which will provide the essential framework for the internal management of the College.
- set measurable annual targets to support the delivery of the college's strategic plan and strategic mission and to scrutinise and monitor progress against targets.
- attend appropriate Governor development and induction events as required.
- act in the best interests of the College at all times.

Time Commitment

The time commitment is based on approximately four committee meetings per year plus preparation time. Additional time commitment over the year may include one to ones, governor training and development sessions and other College events.



Person Specification

External Governor

Essential Criteria

Interpersonal Skills and Teamwork	Ability to work positively with others and debate/challenge whilst maintaining a constructive atmosphere.
Communicating and Influencing	Able to express ideas/plans in a clear manner and to listen actively to other views. To be able to communicate effectively.
Planning and Organisation	Able to quickly establish an effective course of action for self and others to achieve goals that can be monitored by realistic performance targets. To be visionary for the future of the College.
Drive to Achieve and Determination	Able to create the required energy/enthusiasm necessary to be effective and have the tenacity to overcome obstacles.
Strategic Perspective	Able to develop a broad-based view of issues and events and perceive their long-term impact.
Intellectual and Technical Ability	Able to demonstrate a knowledge and understanding of facts and rationalise appropriately. Be able to think laterally and arrive at a pragmatic solution.
Leadership	Able to demonstrate behaviour and skills that motivate others to achieve and inspire confidence in others to achieve objectives.
Experience	Will possess the necessary experience required to fill the position. Some vacancies may require specific qualifications or skills.
Circumstances	Available to attend meetings of the Board and Committees.
Equality and Diversity Investors in People	Be committed to Equality and Diversity opportunities and to the Investors in People standard
Safeguarding	Be committed to Safeguarding and our Prevent duty
Health and Safety	Be committed to ensuring compliance with our legal and regulatory requirements.

Audit Committee

Terms of Reference

Introduction

The Audit Committee is a Standing Committee of the Board with the primary focus of robustly testing and challenging the College Group's systems of internal control, risk management and (corporate) governance arrangements.

It is recognised that a good performing Audit Committee does not rely solely on the 'bought in' work done by internal audit and external audit but also challenges the internal assurance procedures and selects specific areas for the Audit Committee themselves to have 'accountability' / 'scrutiny' sessions on. (The Committee applies the "Four lines of Defence" model to provide a useful contextual framework for the role of the Audit Committee).

1. Purpose

- 1.1 The Audit Committee is a committee of the Board established under the terms of clause 6 of the Articles of Government.
- 1.2 The purpose of the committee is to advise the Board on the College Group's systems of internal control, risk management and (corporate) governance arrangements.
- 1.3 The committee shall advise the Board on matters relating to the effectiveness of the College Group's internal control systems and to monitor implementation of recommendations in respect of internal and external audit reports. In doing so, the committee pays due regard to the Post-16 Audit Code of Practice 2020-2021.
- 1.4 The committee will have the option to meet with internal and external audit partners at each meeting, without the presence of College Group staff.

2. Responsibilities of the Committee

- 2.1 To assess and provide the Governing Body with an opinion on the adequacy and effectiveness of the corporation's assurance arrangements, framework of governance, which may include the Board assurance framework, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets. Audit Committees should take a holistic view with all aspects and systems, financial and non-financial being in scope depending on their impact and effect on the corporation.

- 2.2 To annually review the identified risks relating to the College's Group's activities against the Corporate Objectives, and to advise the Corporation on any issues that may arise from the review process. Also, to monitor the Colleges strategic risks.
- 2.3 To maximise the Audit Committee's independence and objectivity, the following persons must not be members of the Committee: The Chair of the Board, the Principal, staff Governors and members of the Finance, Resources and Commercial Committee. Any additional attendees to be pre-agreed with the Chair and Governance Director and will not be in attendance at the beginning of the meeting when the committee is considering their attendance
- 2.4 To consider the development of members and put in place appropriate training to ensure their skills and knowledge are up to date. Where the Audit Committee identifies a gap in its existing skillset, training and development should be provided to address this in the first instance.
- 2.5 To advise the Governing Body on the appointment, reappointment, dismissal and remuneration of the external auditors, reporting accountant, internal audit as applicable and other assurance providers (as applicable) and establish that all such assurance providers adhere to relevant professional standards. Both internal and external auditors will have direct access to the Committee Chair. Additionally, the Audit Committee must notify ESFA immediately of the resignation of auditors or in the rare circumstances where the corporation removes the auditors, before the expiry of their term of office. Where auditors have resigned, other than at the end of their agreed term, the Audit Committee must copy to ESFA an explanation from the auditors. Where the Corporation elects to remove the auditors, the Audit Committee must notify ESFA of these reasons.
- 2.6 To ensure there is a policy in place for regular retendering of the external audit service. The Audit Committee should consider the quality of the external audit service required as well as the price. Corporations should ensure that the external audit contract is put out to tender at least every 5 years, though for the avoidance of doubt this does not necessarily require a different firm of auditors to be appointed.
- 2.7 A representative from the College Group's internal auditors will be expected to attend meetings and as appropriate a suitably experienced representative from the College Group's external auditors will attend.
- 2.8 To advise the Governing Body on the scope and objectives of the work of the Internal Auditors, and the external auditor and to consider and advise the Corporation on the audit strategy and annual internal audit plans for the Internal Auditors.

- 2.9 To advise the Governing Body on internal audit assignments reports and annual reports and on control issues included in the management letters of the external auditor (including their work on regularity audit), and management's responses to these.
- 2.10 To review and consider the reports of the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and monitor the implementation of recommendations to agreed timescales.
- 2.11 To consider and advise the Governing Body on any external body's reports relevant to the committee's work and where appropriate management's response to these.
- 2.12 To produce an annual report for the corporation, summarising the committee's activities relating to the financial year under review, including:
- a summary of the work undertaken by the committee during the year
 - the number of meetings held in the year and attendance records for each Audit Committee member
 - any significant issues arising up to the date of preparation of the report
 - any significant matters of internal control included in the reports of audit and assurance providers
 - details of the date of appointment of the external auditors and the remaining term of the contract
 - the committee's view of its own effectiveness and how it has fulfilled its terms of reference
 - the committee's opinion on the adequacy and effectiveness of the corporation's assurance arrangements, assurance over subcontracting, framework of governance, risk management and control processes for the effective and efficient use of resources, solvency of the institution and the safeguarding of its assets
 - submit the annual report to the Governing Body before the statement of corporate governance and internal control in the annual accounts is signed.
- 2.13 To oversee the College Group's policies and processes around on risk management, fraud and irregularity and whistleblowing, and ensure:
- the proper, proportionate and independent investigation of all allegations and instances of fraud and irregularity;
 - that investigation outcomes are reported to the Audit Committee.
 - that the external and internal auditor if applicable are informed of investigation outcomes and other matters of fraud, irregularity and that appropriate follow-up action has been planned/actioned.

- that all significant cases of fraud or suspected fraud, theft, bribery, corruption, irregularity, major weakness or breakdown in the accounting or control framework are reported in accordance with the College Group's financial regulations and to ESFA and other relevant funding authority as soon as possible.
- risks around fraud have been identified and controls put in place to mitigate these.

- 2.14 To inform the Board on the provision of any additional services undertaken by the external auditor, reporting accountant, internal audit (as applicable) and other assurance providers (as applicable) and to explain how independence and objectivity have been safeguarded.
- 2.15 To recommend the compliance and regularity aspects of the Annual Financial Statements to the Governing Body for approval (which complements Finance, Resources and Commercial Committee's work on the figures in the Annual Financial Statement).
- 2.16 To recommend to the Governing Body any additional audit work that may be required.
- 2.17 In delivering its duties, the Audit Committee reserves the right to investigate any activity within its terms of reference and the right to access all the information and explanations it considers necessary, from whatever source, to fulfil its remit, including Governance. The Audit Committee may engage a third party to assist with any investigation.
- 2.18 To review on an annual basis those items of business designated as confidential and make recommendations to the Board as appropriate.
- 2.19 To oversee that the appropriate College Group systems, processes and structures are developed in order to provide assurance to Governors that the information being provided can be relied upon at all times.
- 2.20 To deal with any matters specifically referred by the Board.

3. Membership

- 3.1 The committee shall consist of up to four well qualified and experienced external members and up to two co-opted members (with full voting rights) - if required. The CFO will normally be invited to attend all meetings of the Audit Committee.
- 3.2 Membership of the committee must include at least one person with relevant financial or audit expertise. The Board must retain the independence and objectivity of the committee in appointing members (including external co-opted members).

- 3.3 Membership will include individuals with an appropriate mix of skills and experience to allow the committee to discharge its duties effectively. Collectively, members of the committee will have recent, relevant experience in risk management, finance and assurance. The abilities of the membership of the Audit Committee should reflect the needs of the corporation and should extend to expertise in all relevant financial and non-financial areas. Audit Committees will be most effective when they are staffed by individuals who are prepared to support, challenge and warn the Board of Governors. In delivering its' duties the members of the Audit Committee will not adopt an executive role.
- 3.4 The Board upon the advice of the Search and Governance committee will review the membership of Committees from time to time and may make changes as it sees fit.
- 3.5 There may be times when the committee needs to restrict discussion and some members may need to leave the meeting e.g., potential conflicts of interest.

4. Election of a Chair and Vice-Chair

- 4.1 The Chair and Vice Chair shall be recommended for appointment by the committee to the Search and Governance Committee, from which the appointment will be recommended for approval to the Board. Such appointments will be effective until the expiry of their respective term of office as a Governor, subject to annual review by the Search and Governance Committee. This is in accordance with the requirements of the Restructuring Fund bid to ensure that appropriate succession planning is in place and that Committee workloads are kept under periodic review.
- 4.2 In the event of both the Chair and Vice-Chair being unable to attend a meeting of the committee, the remaining members shall elect a Chair from among those present.

5. Frequency of Meetings and Quorum

- 5.1 The committee shall meet at least once a term as a minimum. Additional meetings may be called as necessary in agreement with the Chair.
- 5.2 The quorum for meetings of the committee shall be three governors the majority of whom are external Governors.

6. Clerking Arrangements

- 6.1 The Governance Director shall act as Clerk to the committee.

7. Reporting to the Board

- 7.1 The minutes of each meeting of the committee shall be presented to the next meeting of the committee with the Chair of the committee giving a verbal report to the next meeting of the Board.

8. Review and Approval

- 8.1 The terms of reference of the Audit Committee will be reviewed on an annual basis by the committee, and recommendations made to the Board as appropriate.
- 8.2 These terms of reference were approved by the Governing Body on 8th July 2021.



Application Form

External Governor

Application Details

Vacancy Title:	External Governor - Audit Committee Co-optee
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Personal Details

Name:	
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Address:	
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Telephone Number:	
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Email Address:	
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Do you hold a current driving licence?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
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Do you have the use of a car for business purposes?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
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Are you eligible to work in the UK?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
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Application Details

Rehabilitation of Offenders Act 1974 Exemption (1975). Please note that enhanced DBS disclosures and List 99 checks will be made on all successful applicants.

Do you have any convictions, cautions, reprimands or final warnings that are not 'protected' as defined by the Rehabilitation of Offenders Act 1974 (Exceptions) Order 1975 (As amended 2013) by SI 2013 1198?

If you do not disclose information that is directly relevant to the role, the College would be entitled to withdraw a role offer or terminate your service agreement.

Having a criminal record will not necessarily prevent you from working at the College. We will consider the relevance and circumstances of any offences and, if necessary, discuss these with you before deciding whether they affect your suitability for the role. If you are unsure whether you should tell us about a caution or conviction you are advised to contact the Human Resources team for confidential advice.

If you are recommended for the role you will be required to complete a Disclosure & Barring Service application before you can start work at the College. This check will tell the College about all spent and unspent criminal records.

Professional Qualifications Relevant to the Role			
Qualification Type	Qualification Name	Grade Achieved	Date Achieved

Declaration
<p>I have not been disqualified or banned from working with children, young people or vulnerable adults, nor am I subject to any sanctions or conditions on my employment given by the Secretary of State or a Regulatory Body.</p> <p>I confirm that to the best of my knowledge all the information within this application form is complete and accurate and understand that any misrepresentation or omission would result in the withdrawal of my application from the recruitment process or termination of employment.</p> <p>I understand that the canvassing of members of staff and/or senior officers of St Helens College, or any person involved in the recruitment procedure, will disqualify me from an appointment.</p>

Signature:	
Date:	



Equality and Diversity Monitoring

As part of Equal Opportunities Policy, the College is seeking to increase the representation of disabled individuals, racial minorities and women, because these groups are currently under represented in particular sections and at particular levels. Accurate information, about disability amongst applicants and about the race and gender of all applicants it is an essential tool to achieve this. Candidates are therefore requested to complete this form. The information supplied will be used for monitoring purposes only and will not form part of the selection process.

Name:	
Date of Birth:	
Gender:	<input type="checkbox"/> Female <input type="checkbox"/> Male <input type="checkbox"/> Identifies in another way <input type="checkbox"/> Prefer not to say
Do you consider yourself to have a disability?	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Prefer not to say
How would you describe your ethnic origin?	<input type="checkbox"/> White British <input type="checkbox"/> Irish, Gypsy or Irish Traveller <input type="checkbox"/> Roma <input type="checkbox"/> Any other White background <input type="checkbox"/> White and Black African <input type="checkbox"/> White and Asian <input type="checkbox"/> Any other mixed/multiple ethnic background <input type="checkbox"/> Indian <input type="checkbox"/> Pakistani <input type="checkbox"/> Bangladeshi <input type="checkbox"/> Chinese <input type="checkbox"/> Any other Asian background <input type="checkbox"/> African <input type="checkbox"/> Caribbean <input type="checkbox"/> Any other Black/African/Caribbean background <input type="checkbox"/> Arab <input type="checkbox"/> Any other ethnic group <input type="checkbox"/> Prefer not to say