

Strategic Review Committee Terms of Reference

1. Membership and Quorum

- I. The Committee shall comprise a minimum of 3 and a maximum of 5 Governors, and will normally include the Chair and Vice-Chair of the Governing Body
- II. The Chair of the Corporation shall stand as the Chair of the Committee. In the event of the Chair being unable to attend, the remaining members shall be elect a Chair from among those present.
- III. The Interim Principal and CEO shall be a member of the Committee
- IV. Persons who are not Board members, but who have been co-opted as members by the Board may be appointed for their expertise and to represent the interest of the community.
- V. The quorum shall be 40% of members
- VI. The Director of Governance shall act as advisor to the Committee and shall keep appropriate records of its proceedings.
- VII. The quorum for a meeting of the Committee shall be three members of the Committee and the Principal and CEO. However, for the award of tenders more than £1.5M, the quorum should be 5.

2. In Attendance

- I. The Deputy Principal and Vice Principal shall normally attend the Committee.
- II. Any member of staff may be invited to attend meetings of the Committee, particularly where items relating to their area of responsibility are under discussion, and shall be entitled to speak at such meetings, but not to vote.
- III. The College through the Interim Principal and CEO shall have the power to employ the services of such external advisors, as it deems necessary to fulfil its responsibilities.

3. Co-opted Member(s)

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- I. The Corporation may co-opt onto the Committee up to two persons who are not members of the Corporation, but who have relevant financial/resource expertise.

4. Mode of Operation

- I. The Committee shall meet as required if deemed necessary and as called by the Chair. Regularly scheduled meetings may be arranged if the business of the College demands it.
- II. The agenda of each meeting shall be prepared by the Director of Governance in consultation with the Chair of the Committee and the Principal and CEO, and then circulated (together with all relevant agenda papers) to all members of the Committee at least seven days before each meeting.
- III. Where matters of a sensitive or confidential nature are to be discussed at a meeting, the Director of Governance, in consultation with the Committee Chair and if necessary, the Chair of the Corporation, shall reserve these matters to a confidential agenda and subject to the rules as to quoracy set out above, to exclude any, or all, participants and observers, except the Director of Governance. Details and papers of such agenda shall not be circulated unless the circumstances which caused them to be considered as sensitive or confidential no longer pertain.
- IV. No person other than a member of the Committee or the Director of Governance to the Corporation shall be entitled to attend meetings of the Committee except at the invitation of the Committee. Such invitation shall be extended normally to:
 - Deputy Principal
 - Vice Principal

5. Duties

- To assist the Governors in their decision-making by considering strategic matters in depth which relate to the Colleges Strategic Plan or to propose amendments to the Board for consideration if discussions deem necessary.
- To assist the Governors in their decision-making by identifying and considering, in depth, options to generate more income and/or reduce expenditure for the College.
- Consider the Estate and Resource Strategy and priorities in the short, medium, and long term

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- Consider, in detail, the risks and consequences of implementing any major action, so decisions can be made by the Governing Body, which are fully informed
- Ensuring that any decisions proposed are fully researched value for money decisions.
- To consider tenders, more than £150,000, and award contracts in accordance with the College's financial regulations and the regulations of the Education and Skills Funding Agency or those of any other funding agencies
- However, for the award of tenders more than £3M the Committee shall consider the tenders and make a recommendation to the Corporation on the award of the contract

6. Minutes

- I. Draft Minutes of all meetings of the Committee shall be prepared by the Director of Governance in consultation with the Principal and CEO and approved by the Chair of the Committee.
- II. Those draft minutes will normally be considered, amended if necessary, and then fully approved, at the following meeting of the Committee

7. Report of Meetings

- I. The Chair of the Committee in consultation with the Director of Governance, shall prepare an update of the committee meeting, including any resolutions and recommendations passed by the Committee, and this report will be presented by the Chair of the Committee to the next meeting of the Full Board.

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