

2.1 Corporate Governance

CCT College is a registered company limited by guarantee in Ireland (company registration number 390136). The College Board has primary responsibility for corporate governance. Corporate governance is distinct from academic governance, typically dealing with matters related to finance, resources and company strategy.

The following are corporate governance subcommittees of the College Board:

- Executive Leadership Team
- Audit, Risk and Strategy Committee
- Management Team

2.1.1 College Board Terms of Reference

Element of ToR	Description
Purpose of Committee	The College Board governs the operation of the company as a commercial, for-profit organisation. The two company Directors of CCT are the College President (also Company Secretary), and the Dean for Administration and Finance. The Board also includes non-executive members, bringing specific expertise and externality to assist the College governance.
Status of Committee	The College Board has primary responsibility for corporate governance. The Board delegates day to day management of the College to the Executive Leadership Team, supported by the Management Team. Academic Governance is delegated to the Academic Council. The Board receives reports from both committees via the respective Chairs or through the referral of matters for the Board to consider. The Board is further supported by the CCT Audit, Risk and Strategy Committee.
Frequency of meetings	The Board meets three times per year.
Ex-officio members	The ex-officio composition and membership of this committee is as follows: <ul style="list-style-type: none"> ● Chair- Independent member ● Vice-chair and Secretary – College President ● Dean for Administration and Finance
Nominated, elected, or co-opted members	Appointed or elected members of this committee is as follows: <ul style="list-style-type: none"> ● Two independent non-executive members, one of whom is the Chair of the Board <p>Co-opted members The Chair has the authority to invite a relevant member from the College or an external party to join the Committee for a one-year term, subject to the approval of the majority of the Committee and the College Board.</p> <p>In attendance - by invitation The Chair may invite any party deemed relevant to the business of a meeting. Invited members do not hold voting rights.</p>

Roles and Responsibilities	<p>The main roles and responsibilities of the College Board are as follows:</p> <ul style="list-style-type: none"> ● to govern the college and the company, giving due consideration to risk, based on strategic goals and objectives ● to ensure the financial viability of the college from year to year ● to act in the most ethical interests of the college stakeholders, particularly with protection of enrolled learners’ policy ● submitting final accounts for financial and performance audit on an annual basis ● approving annual financial budgets and setting salary levels on an annual basis ● appointing staff ● accounting to college stakeholders for annual performance ● maintaining corporate and legal responsibility of the college ● being informed in its deliberations by the advice of the committees it establishes <p>All committee meetings are conducted in accordance with the Governance Committee Meeting Conduct, Decision-Making and Participation Procedure.</p>
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2.1.2 Executive Leadership Team Terms of Reference

Element of ToR	Description
Purpose of Committee	The Executive Leadership Team (ELT) is comprised of the College President and the Deans. This team brings together senior academic, quality, and administrative expertise to underpin strategic leadership and decision-making for the College. The Executive Leadership Team is supported by the wider management team.
Status of Committee	The ELT is accountable to the College Board.
Frequency of meetings	Minimum four times per year.
Ex-officio members	<p>The ex-officio composition and membership of this committee is as follows:</p> <ul style="list-style-type: none"> ● Chair and Secretary- College President ● Vice-chair ● Dean for Administration and Finance ● Dean of Academic Affairs ● Dean of Faculty ● Dean of Teaching and Learning
Nominated, elected, or co-opted members	<p>There are no appointed or elected members of this committee.</p> <p>Co-opted members The Chair has the authority to invite a relevant member from the College or an external party to join the Committee for a one-year term, subject to the approval of the majority of the Committee and the College Board.</p> <p>In attendance - by invitation</p>

	The Chair may invite any party deemed relevant to the business of a meeting. Invited members do not hold voting rights.
Roles and Responsibilities	<p>The responsibilities of the Executive Leadership Team are:</p> <ul style="list-style-type: none"> ● Recommending strategic plans to the Board for approval and development. ● Ensuring adequate resources are available for the ongoing provision of quality and continuous improvement in all aspects of the College and recommending the acquisition of additional resources to the Board. ● Monitoring progress against strategic goals and undertake annual reporting on same. ● Overseeing the day-to-day management of the College. ● Determining decisions in relation to strategic growth, investment, human resources and facilities ● Ensuring the College operates in accordance with all legal and statutory obligations <p>All committee meetings are conducted in accordance with the Governance Committee Meeting Conduct, Decision-Making and Participation Procedure.</p>

2.1.3 Audit, Risk and Strategy Committee Terms of Reference

Element of ToR	Description
Purpose of Committee	<p>The Committee assumes an advisory role, using expertise from within its membership or invited attendees to:</p> <ul style="list-style-type: none"> ● Form an independent, objective and constructive view of the College’s strategic ambitions and business operations to advise the Board on matters relating to all area of risk. ● Provide independent assurance to the Board that CCT’s risk management, governance and internal control processes are operating effectively, through the maintenance of the CCT Risk Register which is shared with the Board for decision-making and oversight. ● Advise the Board on strategic developments and opportunities to grow the business.
Status of Committee	<p>The Audit, Risk & Strategy Committee is a sub-committee of the College Board, appointed by and accountable to the Board.</p> <p>As an advisory committee, members are not required to vote on proposals or determine decisions. The role is to consider all information available to it and to utilise this to facilitate the College Board in making informed decisions to prevent, manage and or mitigate risk.</p>
Frequency of meetings	Normally three times per year.

<p>Ex-officio members</p>	<p>The ex-officio composition and membership of this committee is as follows:</p> <ul style="list-style-type: none"> ● Chair- Independent Chair of the College Board ● Vice-chair ● Secretary ● One Director of CCT, or nominee ● Chair of CCT’s Academic Council, or nominee
<p>Nominated, elected, or co-opted members</p>	<p>Nominated members of this committee must be approved by the College President.</p> <p>Co-opted members The Chair has the authority to invite a relevant member from the College or an external party to join the Committee for a one-year term, subject to the approval of the majority of the Committee and the College Board.</p> <p>In attendance - by invitation The Chair may invite any party deemed relevant to the business of a meeting. Invited members do not hold voting rights.</p>
<p>Roles and Responsibilities</p>	<p>The responsibilities of the Audit, Risk and Strategy Committee are:</p> <ul style="list-style-type: none"> ● To identify risk and discuss and advise on mitigation strategies in relation to: <ul style="list-style-type: none"> ○ Governance and strategy ○ Academic provision, policies, scope, programme and institutional reviews ○ Student recruitment, management and support ○ Public perception and reputation ○ Health, safety, security and compliance ○ Financial sustainability and investment ○ Technology and data ○ Government initiatives, public policy and regulation ○ Human resources ○ Physical infrastructure and resourcing ● To record and report on risks identified through the CCT Risk Register. The Risk Register will normally be compiled by ELT and/or Management teams. ● To receive reports from the CCT management team, and external experts, to assist in risk identification. ● Advise on the adequacy of the College response to matters identified through risk assessment, audits, evaluations or reviews. ● Make recommendations to the College Board to improve the effectiveness of governance, risk management and control processes and contribute towards organisational improvement. ● Provide an independent view of the College’s strategic ambitions and business operations and identify and advise the Board of potential strategic developments and opportunities to help grow the institution. <p>All committee meetings are conducted in accordance with the Governance Committee Meeting Conduct, Decision-Making and Participation Procedure.</p>

2.1.4 Management Team Terms of Reference

Element of ToR	Description
Purpose of Committee	The Management Team comprises of the Executive Leadership Team, along with the Managers of CCT departments and functions and those in leadership roles. This team is responsible for the day to day running of the College, operationalising the Strategic Plan, works under the direction of the Executive Leadership Team and serves to complement the work of the Academic Council and QE Committee.
Status of Committee	This team is responsible for assisting the ELT with the day to day running of the College, implementation of the Strategic Plan and serves to complement the work of the Academic Council.
Frequency of meetings	At least three times per year.
Ex-officio members	<p>The ex-officio composition and membership of this committee is as follows:</p> <ul style="list-style-type: none"> ● Chair- College President ● Vice-chair ● Secretary ● Dean of Academic Affairs ● Dean of Faculty ● Dean for Administration and Finance ● Dean of Teaching and Learning ● Education Technology Manager ● Head of Admissions ● Head of Student Services ● Head of Marketing ● Admin & Operations Lead ● QA Lead ● College Librarian
Nominated, elected, or co-opted members	<p>There are no appointed or elected members of this committee.</p> <p>Co-opted members The Chair has the authority to invite a relevant member from the College or an external party to join the Committee for a one-year term, subject to the approval of the majority of the Committee and the College Board.</p> <p>In attendance - by invitation The Chair may invite any party deemed relevant to the business of a meeting. Invited members do not hold voting rights.</p>

Roles and Responsibilities

The responsibilities of the Management Team are:

- To operationalise and report on implementation of strategic plans and attainment of strategic objectives
- To ensure effective operational management of the college, based on strategic goals and objectives and decisions of the Executive Leadership Team and College Board.
- To make recommendations to Academic Council or the Executive Leadership Team
- Discuss and make decisions or recommendations on College management, communications and operations, as required by the Executive Leadership Team.
- To encourage staff and stakeholders to contribute positively to the growth of the College.
- To ensure a College wide approach to operations through effective communication and dissemination
- Providing the Executive Leadership Team with progress reports on individual areas of leadership or management responsibility

All committee meetings are conducted in accordance with the Governance Committee Meeting Conduct, Decision-Making and Participation Procedure.