<table>
<tr><td>Terms of Reference</td><td colspan="3">CITB NATIONAL CONSTRUCTION COLLEGE & APPRENTICESHIPS COMMITTEE</td></tr>
<tr><td colspan="4">Section I: Committee Identification</td></tr>
<tr><td>Lead staff member</td><td>Executive Director Education and Training</td><td>Executive Director</td><td>Executive Director Education and Training</td></tr>
<tr><td>Members:</td><td colspan="2">1. Michael Green Chair (Board Trustee)
2. Nikki Davis (Board Trustee)
3. Owain Jones (Board Trustee)
4. Tony Elliot - Independent Member
5. Nicola Bird - Independent Member
6. Jawahar Hingorani - Independent Member</td><td>In attendance
+ CITB CEO & Accounting Officer
+
+ CITB Corporate Governance Team representative
+
+ Other Invitees as required, including members of the College Leadership Team</td></tr>
<tr><td>Start date</td><td>04 June 2026</td><td>Performance Review</td><td>31 March 2027</td></tr>
<tr><td colspan="4">Section II: Authority</td></tr>
<tr><td colspan="4">This Committee is established by the CITB Board pursuant to Section 2 (1)(a) of the Industrial Training Act 1982 with delegated authority to make decision on behalf of the Board within the scope of these Terms of Reference.

The Committee shall exercise executive decision-making authority in relation to the National Construction College and CITB Apprenticeships provision, except where matters are expressly reserved to the Board under the Board’s Standing Orders. The Committee will provide advice to the Board only by exception where matters fall outside its delegated authority.</td></tr>
<tr><td colspan="4">Section III: Purpose and Performance</td></tr>
<tr><td colspan="4">A. General Purpose</td></tr>
<tr><td colspan="4">• This Committee is established to support the Board in the delivery of its responsibility to ensure oversight of the curriculum, quality and delivery of the training provision, the learner experience, learner Safeguarding and wellbeing, Health & Safety, resourcing, and the funding and regulatory compliance of CITB’s National Construction College and Apprenticeships provision.

• To monitor and review the delivery, quality, and impact of CITB’s Apprenticeships provision in England, Scotland and Wales, and to provide assurance to the Board regarding funding and regulatory compliance activities and offer recommendations to the Board as to future direction of this provision.

In making decisions and recommendations the Committee will have regard to all relevant legal and regulatory requirements together with guidance and best practice in skills training, education, and Safeguarding.</td></tr>
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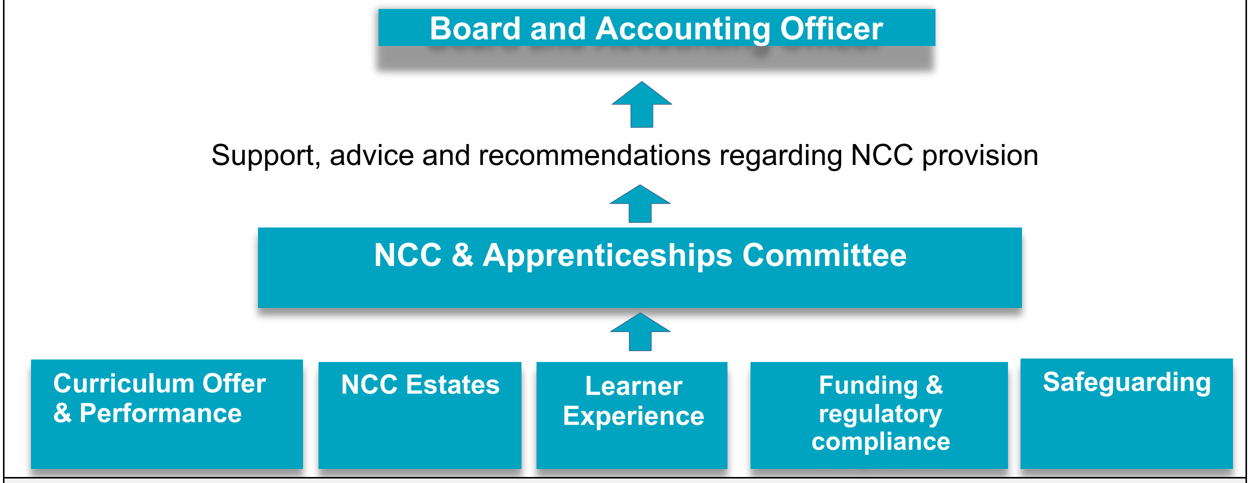
B. Specific Purpose Overview



C. Specific scope and objectives:

The Committee is charged with ensuring that the Board gains the necessary assurance on the adequacy and effectiveness of the National Construction College's curriculum and performance in respect to its skills training courses and CITB's Apprenticeships provision and broader support.

The Committee will have delegated authority to determine, approve and authorise on behalf of the Board:

- NCC and Apprenticeships strategies, business plans and material in-year amendments
- Performance indicators, intervention actions and recovery plans
- Teaching, learning, assessment and quality policies
- Safeguarding frameworks, assurance actions and improvement plans
- Apprenticeship delivery models and funding compliance approaches
- Estates and learning environment plans within Board-approved financial limits

The Committee is authorised to:

- Approve revenue and capital expenditure relating to NCC and Apprenticeships provision within limits approved annually by the Board
- Approve contract variations, remedial actions and recovery plans arising from funding, quality or compliance issues within the approved financial envelope
- Accept and manage operational risks relating to NCC and Apprenticeships provision which fall within the Board-approved risk appetite
- Procure specialist external advice at the expense of CITB, subject tobudgets agreed by the Board.
- Approve the following policies:
    - Alcohol, Drug, Substance and Weapons Misuse for Learners Policy
    - NCC Low Level Concerns
    - Learner Disciplinary Policy
    - CIAG Policy

Any matter exceeding these limits, or which materially impacts CITB's strategic objectives, financial sustainability or reputation, shall be referred to the Board.

The Committee shall have delegated authority to determine and approve safeguarding assurance actions, training requirements, escalation routes and improvement plans, and to hold the Executive to account for their effective implementation. The Committee Chair, as the Board-nominated Safeguarding Lead, is authorised to escalate urgent safeguarding matters directly to the Chair of the Board and Accounting Officer where immediate action is required.

The Committee will advise and may make recommendations to the Board regarding:

- Arrangements for learner welfare and safeguarding;;
- Key safeguarding policies, including The Operational Safeguarding Policy, ;

- College accommodation and environment, including Health & Safety processes, NCC Estate Plans and capital projects.

. Other responsibilities will include:

- Offering constructive challenge & support to the College Leadership Team (CLT);
- Capturing industry insight;
- Offering external expert support and insight to the CLT and the Board;
- Monitoring:
  - Performance against NCC and Apprenticeships Scotland's Business Plans and KPIs;
  - Quality of provision offered by NCC & Apprenticeships Scotland;
  - Safeguarding arrangements and related staff training;
  - Learner wellbeing;
  - Learner destinations;
  - Health & Safety systems and processes in relation to College estates, teaching practices, and learner and staff safety;
  - Apprenticeships contract delivery and funding compliance processes;
  - OFSTED preparedness, self-assessment reports and
  - Quality Improvement Plans;

D. Committee performance

1. The CITB Board is committed to following a performance excellence framework and governance best practice. Accordingly, it will undertake annual evaluation of its own effectiveness (with external facilitation every three years) to learn from experience and share best practice.

Adopting a similar approach, the Committee will review its own effectiveness annually, including input from members, and the Board will review outcomes with Committee Chairs and Board Members.

Section IV: Membership and Committee working

A. Composition of Committee, Membership and Appointment

Composition
The Committee shall comprise of a maximum of 6 Members, at least three of whom (including the Chair) are required to be Board Trustees. The number of additional Co-opted Members recruited shall be no greater than one-third of the total membership of the Committee.

Recruitment and Appointment of Chair and Members
The CITB Board will select at least three of its number to sit on the Committee, one of whom will be appointed Committee Chair by the Board.

The Independent Members will be recruited and appointed in accordance with the process set out in Schedule A. The Board reserves the right to amend the process set out in Schedule A to best reflect and deliver the objectives of the Committee.

Co-opted Members will be recruited and appointed in accordance with the process set out in Schedule B. The Board reserves the right to amend the process set out in Schedule B to best reflect and deliver the objectives of the Committee.

Board Accountability
The Committee Terms of Reference, Chair and Member recruitment and terms of appointment are matters for the Board. Whilst the Board will delegate the operation of the recruitment and selection process of Independent Members to a specifically convened Selection Panel, it will retain sole authority to make appointments (based predominantly upon recommendations made by the Selection Panel). Attendance is published in the Annual Reportand Accounts.

Membership, Independence, Objectivity and Understanding
Members of the Committee must put the interests of the Construction Industry first, independent of any affiliation to their own business interests or other associated bodies, beingobjective in their contributions and decision-making. Members will conduct themselves in line with CITB's Code of Conduct for Board and Committee Members, including making appropriatedisclosure of interests and any actual or perceived conflicts in accordance with section VI: C below.

Skills
The Committee will have an appropriate mix of skills and experience amongst its Members to allow it to carry out its overall function. Each Member must have a good understanding of CITB's objectives and priorities and of their role as a Committee Member.

Training
Members should continue to develop their skills and knowledge and to be able to work collaboratively. Members will engage in an annual review of the Committee's effectiveness and of their own contributions. Attendance at annual Safeguarding training is an essential requirement of Committee membership.

Tenure: Terms of office will be in line with:

- **Board Trustee Members -** the remaining period of their tenure as Trustees, unless directed otherwise by the Board;
- **Independent Members** - up to four years, renewable for up to another four years at the invitation of the Board;
- **Co-opted Members** – no longer than one year.

B. Committee working and meeting arrangements

Committee working
1. Any Independent or Co-opted member who fails to attend two consecutive meetings, without the permission of the Chair, may be deemed to have resigned and a replacement will be sought by the Committee in conjunction with the Board and the Corporate Governance Team.
2. The use of alternates or proxies to attend meetings on behalf of Committee members is prohibited.
3. The Committee may ask any other CITB officials to attend meetings to assist it with its discussions on any particular matter.
4. The Committee may ask any or all of those who normally attend but who are not Members, to withdraw to facilitate open and frank discussion of particular matters. This will be recorded in the minutes.
5. Members may consult, individually and collectively, with the Chair on any matters of a confidential nature.

Meeting arrangements
6. The Committee will meet not less than four times per accounting year. Additional meetings and workshopsmay be convened by the Chair when deemed necessary.
7. The Board may also ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
8. Meetings will be conducted via a mixture of in-person and remote gatherings, as deemed appropriate by the Chair. In exceptional circumstances, the Chair may give short notice on how the meeting will be conducted. Where meetings are held in-person, Members may, as an exception and with the permission of the Chair, participate in a meeting by means of a conference telephone, video conferencing facility or other similar communicating equipment.
9. The Corporate Governance Team shall provide advice, guidance and administrationservices to the Committee.
10 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and any other person required to attend, no later than five working days before the date of the meeting.

Section V: Rules of Engagement and Code of Conduct
A. Decision-Making Methodologies:
1. In line with the remit of the Committee, decisions will normally be arrived at by consensus of those members present and in accordance with the authorities laid down by the Board. 2. Where appropriate, decisions can be made by a formal vote. In the case of an equality of votes, the Committee Chair will have a second or casting vote.
B. Reporting and Accountability:
Chair The Chair shall preside at all meetings of the Committee at which he/she shall be present, but if at any meeting the Chair is not present within ten minutes of the time appointed for holding the meeting, another Board Trustee Member shall Chair the meeting. **Quorum** 1. Meetings will be quorate when one third of the current members (rounded up to the nearest whole number), including at least one Board Trustee Member, shall be present. . . A duly convened and quorate meeting of the Committee is authorised to exercise all delegated powers vested in it. Decisions taken by the Committee shall be reported to the Board for transparency and assurance and shall not require further ratification unless explicitly required by the Board's Standing Orders. **Communication and reporting** 3. Terms of Reference should be publicly available and the schedule of its agreed delegationsfrom the Board (if any) should be documented in the Board's Standing Orders. 4. The Committee should ensure that it has effective communication with appropriate key stakeholders. 5. Minutes of Committee meetings will be made available to the Board. The Chair may, as appropriate, present an oral summary report of key discussions, decisions, and outcomes to appropriate Board meetings. 6. The Committee is accountable to the Board.
C. Declarations and conflict of interest:
1. Committee members are required to make an annual declarations of interests in accordance with the CITB Conflict of Interest Policy. 2. During the course of a meeting, if a conflict of interest arises in relation to matters under consideration, dependent upon the nature of the interest, the member(s) concerned may be asked to withdraw from any discussion that has the potential to be affected by the declared conflict of interest, at the Chair's request, as appropriate. Any declaration of interest will be recorded in the minutes.
D. Code of Conduct
1. Committee members and others in attendance at Committee meetings shall be bound by CITB policies relating to information designated as confidential, subject only to the organisation's compliance with statutory obligations. 2. The Chair shall be responsible for ensuring that the business of a meeting is conducted in a courteous and professional manner and shall, taking the advice from the Corporate Governance Team, have the right to adjourn a meeting or temporarily exclude any individual or individuals whose conduct falls below acceptable standards. 3. Failure to adhere to CITB's Code of Conduct may damage the reputation of the CITB and the Committee; any Member in breach of the Code will be required to resign their membership of the Committee.

E. Evaluation
The Corporate Governance Team will support the Board and Committee in undertaking an annual review of the membership, operation and functioning of the Committee, with particular reference to the extent to which the Committee has discharged its roles and responsibilities and has the right skills set to work effectively and collaboratively. Where appropriate the review should make recommendations for improvements. A copy of the review report will be provided to the Board and Committee.

Section VI: Good Governance

1. Agenda:

There will be a Standing Agenda focused on outcomes and reflective of key strategic themes. The meeting agenda will be produced collaboratively with the Chair, lead staff members and Corporate Governance. Committee Members can submit agenda items, through Corporate Governance, up to one month ahead of the meeting date, for consideration by the Chair. Any Other Business should be used for emergency items, notifiable to the Chair and Corporate Governance in advance of the meeting. Notice of each meeting with the agenda of items to be discussed shall be forwarded to each Member of the Committee and any other person required to attend, no later than five working days before the date of the meeting.

2. Papers:

Meeting papers will be collated into a meeting pack and sent electronically to Members and other attendees no later than five working days before the respective meeting date.

3. Minutes:

Minutes will include concise summaries of discussions, together with clear records of recommendations, actions and decisions. The proceedings and decisions of all meetings of the Committee, including recording the names of those in attendance, will be recorded and distributed to Committee members and the CITB Board. Supporting papers and minutes shall be sent digitally, via Convene, to Committee Members and to other attendees.

4. Terms of Reference (ToR):

The Committee's Terms of Reference will be reviewed annually by the Committee and recommended to the Board for approval.

ToR approved by Board	04 June 2026	**Copy sent to Board Secretary**	04 June 2026
1. Date for review of TOR /outcomes evaluation within 12 months of inception		31 March 2027	
2. Board decision on renewal/revision of ToR		June 2027	

Schedule A

Recruitment and Appointment of National Construction College & Apprenticeships Committee Independent Members

1. Expressions of Interest from interested individuals who have the requisite skills and experience as set out in the Committee's Terms of Reference, may be submitted to the Board Secretary.

2. Expressions of Interest will be considered by a panel comprising two Board Trustee Members of the Committee (one of whom will be the Committee Chair), CITB's Executive Director Nations Engagement, and CITB's Executive Principal NCC & CITB Apprenticeships Scotland (the Panel').

3. Applicants considered by the Panel to satisfy the requisite skills and experience will be selected for interviews

4. Interviews will be conducted by the Committee Chair and one other member of the Panel.

5. At the conclusion of this selection process the Committee Chair will make a recommendation to the CITB Board of Trustees to appoint all successful applicants to the National Construction College and Apprenticeship Committee. Approval can be given within a Board meeting or via email. Upon Board approval, the Board Secretary will present a formal offer of Committee membership to each successful applicant.

6. Once an Independent Member has completed their four-year term, the Committee Chair can make a recommendation to the CITB Board of Trustees to re-appoint the Member for another and final four-year term, provided the Member still meets the criteria for membership of the Committee. Approval can be given within a Board meeting or via email. Upon Board approval, the Board Secretary will present a formal renewal of Committee membership to the continuing Member.

Schedule B

Recruitment and Appointment of National Construction College & Apprenticeships Committee Co-opted Members

At the Committee Chair's discretion (after consultation with existing Committee members) and with their formal approval, additional Members may be co-opted onto the Committee where this will address short-term skills or knowledge gaps. Such Members will be known as Co-opted Members, and they will have full contribution rights at meetings but no voting rights which will only be assigned to Board-appointed Committee Members. The number of Co-opted Committee Members recruited shall be no greater than one-third of the total membership of the Committee.

1. At the Committee Chair's discretion, potential candidates should be considered by the Committee Chair and the Corporate Governance Team.

2. The Committee Chair should consult with the existing Committee members to agree to Co-opt a specific additional Member to the Committee who satisfies the requisite skills and knowledge.

3. The Board Secretary will present the offer of a Co-opted Member post to the successful candidate. The letter should identify the start and end dates for the tenure of the Membership (no longer than one year) and record the reasons as to why they have been recruited into role (i.e., the skills and knowledge that the Member brings for a particular purpose).

4. If at any point up to the end of the year's tenure the Committee Chair considers the skill(s) or knowledge that the Co-opted Member provides is a longer term need then they can either recommend to the Board that the individual is appointed as an Independent Committee Member if there is a vacancy, or if there is no vacancy then recommend the appointment and seek an increase in Committee membership accordingly.